



## **ADDENDUM TO THE NOTICE CALLING OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF AENA, S.M.E., S.A.**

In accordance with the provisions of Article 519 of the Royal Legislative Decree 1 /2010, of 2 July, approving the consolidated text of the Companies Act (the "Companies Act"), Article 16 of the byelaws of AENA S.M.E., S.A. (hereinafter, "AENA" or the "Company") and the article 12 of the Regulations of the General Shareholders Meeting of AENA, it is published the following addendum to the notice calling the Shareholders' General Meeting to be held on 31 March 2020 at 12 noon and on second call on 1 April 2020 at 12 noon in the Newsroom of Terminal 4 at Adolfo Suárez Madrid-Barajas Airport at Avda. de la Hispanidad s/n, 28042 Madrid, according to an announcement published on 28 February 2020 in the EXPANSIÓN newspaper and on 27 February 2020 on the Company's corporate website ([www.aena.es](http://www.aena.es)), required by TCI Luxembourg S.a.r.l. and Talos Capital Designated Activity Company, who jointly hold 3.86% of the Company's share capital, including the following items in the Agenda of the General Shareholders' Meeting:

- Tenth** Presentation by the Board of Directors and review by the shareholders of a description of the Company's current climate change transition and sustainability strategy and an explanation as to whether such strategy is consistent with the Climate Transition Goals.
- Eleventh** Instructions to the Board of Directors to present in the Ordinary General Shareholders Meeting occurring in 2021 a Climate Transition Plan and request a shareholder's advisory vote as a separate item on the agenda.
- Twelfth** Instructions to the Board of Directors to present to the Ordinary General Shareholders Meetings that may take place as from 2022 (inclusive), Climate Transition Update Reports and request a shareholder's advisory vote as a separate item on the agenda.
- Thirteenth** Amendment of the corporate byelaws to include a new Article 50 Bis.

As a result of the inclusion of this new item in the Agenda of the mentioned General Meeting of Shareholders of the Company, the new Agenda becomes as follows:

- First.** Examination and approval, if applicable, of the individual annual accounts (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes) and Individual Management Report of the Company for the fiscal year ended 31 December 2019.

- Second.** Examination and approval, if applicable, of the Consolidated Annual Accounts (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes) and the Consolidated Management Report of the Company and its subsidiaries for the fiscal year ended 31 December 2019.
- Third.** Examination and approval, if applicable, of the proposed allocation of earnings of the Company for the fiscal year ended 31 December 2019.
- Fourth.** Examination and approval, if applicable, of the Non-Financial Information Statement (EINF) for the year 2019.
- Fifth.** Reclassification of voluntary reserves to capitalisation reserve.
- Sixth.** Examination and approval, if applicable, of the corporate management for the fiscal year ended 31 December 2019.
- Seventh.** Composition of the Board of Directors: Ratification, re-election and appointment of Directors, as applicable:
- 7.1 Re-election of Mr Amancio López Seijas as an Independent Director.
  - 7.2 Re-election of Mr Jaime Terceiro Lomba as an Independent Director.
  - 7.3 Appointment as Director of Ms Irene Cano Piquero as an Independent Director.
- Eighth.** Authorisation for the purposes of article 146 of the Corporate Enterprises Act for the possible acquisition of treasury shares.
- Ninth.** Advisory vote of the Annual Report on Directors' Remuneration for the fiscal year 2019.
- Tenth.** Presentation by the Board of Directors and review by the shareholders of a description of the Company's current climate change transition and sustainability strategy and an explanation as to whether such strategy is consistent with the Climate Transition Goals.
- Eleventh.** Instructions to the Board of Directors to present in the Ordinary General Shareholders Meeting occurring in 2021 a Climate Transition Plan and request a shareholder's advisory vote as a separate item on the agenda.
- Twelfth.** Instructions to the Board of Directors to present to the Ordinary General Shareholders Meetings that may take place as from 2022 (inclusive), Climate Transition Update Reports and request a shareholder's advisory vote as a separate item on the agenda.
- Thirteenth.** Amendment of the corporate byelaws to include a new Article 50 Bis.

**Fourteenth.** Delegation of powers to the Board of Directors to formalise and execute all the resolutions adopted by the General Shareholders' Meeting as well as to sub-delegate the powers conferred on it by the Meeting, and to record such resolutions in a notarial instrument and interpret, cure a defect in, complement, develop and register them.

The item Ten on the Agenda is configured as an informational point, and therefore no specific agreement is proposed, as indicated in the shareholders' request in which this Addendum to the notice calling was proposed.

In addition, the General Shareholder's Meeting will be informed about the amendment of the Regulation of the Board of Directors approved on 30 July 2019.

Approval of the Remuneration Policy for Directors is not included on the Agenda since the Company is a listed State-owned corporation which in accordance with the Report by the Government Attorney's Office dated 15 February 2016 is subject to applicable regulations governing the public sector and which prevail over private law regulations due to the imperative and special character of public regulations.

### **Supplement to the call and proposed resolutions**

Shareholders representing at least three percent of the share capital may (a) request that a supplement to this call is published, including one or more items on its Agenda, provided that the new items are accompanied by a justification or, where appropriate, a justified proposed resolution, and (b) submit proposals based on issues regarding matters already included or to be included in the Agenda of the call. These rights must be exercised by duly authenticated notice that must be received at the registered office located at Peonías, 12, 28042 Madrid, attn Secretary's Office of the Board of Directors within five days of the publication of this notice of meeting.

### **Right to information**

From the date of publication of this notice of summoning, shareholders have the right to examine at the registered office, to request delivery or immediate and free delivery of a copy of (i) the full text of the notice of summoning for the General Meeting; (ii) the text of the proposed amendment of the corporate byelaws and the report related to the proposal; (iii) the total number of shares and voting rights on the date of the notice; (iv) the applicable rules for delegation and voting through means of remote communication; (v) the Individual Annual Accounts and the Individual Management Report of the Company for the year 2019 and the respective Audit Report; (vi) the Consolidated Annual Accounts and the Consolidated Management Report of the Company and its subsidiaries for the year 2019 and the respective Audit Report; (vii) Non-Financial Information Statement for the year 2019 (viii) the full text of the proposals for agreement corresponding to the points in the Agenda of the summoning, as well as the agreement proposals put forward by the shareholders as and when these are received, alongside the reports of the Board of Directors legally required or which otherwise have been considered appropriate; (ix) the model of

card of attendance, delegation and remote vote, (x) a document with a summary of the right to information which corresponds to the shareholders; (xi) proposals and reports to which Article 529 decies of the Corporate Enterprises Act refers on advisors whose ratification, re-election and appointment is submitted to the General Shareholders' Meeting, as well as their identity verification documents, curriculum and the professional category to which they belong; (xii) the report on the authorisation for the possible purchase of treasury shares and (xiii) the remaining documentation that on the occasion of this General Shareholders' Meeting, is made available through requirement or mere recommendation, among which are the Operating Report of the Audit Committee, the Operating Report of the Appointments and Remuneration Committee, the Annual Corporate Governance Report, the Annual Report on Directors' Remuneration, the Report on the independence of the Auditor and Directors' statement of liability.

From the date of the call and until the holding of the General Meeting, shareholders will have the documents and information listed above uninterruptedly available on the corporate website ([www.aena.es](http://www.aena.es)).

Likewise, from the date of publication of this notice of meeting and until the fifth day inclusive before the date scheduled for holding the General Meeting, shareholders may request in writing the information or clarifications they deem necessary or submit in writing the questions they believe relevant regarding the items on the Agenda. Moreover, within the same forewarning and manner, shareholders may request information or clarifications or ask questions in writing about the information accessible to the public which has been provided by the Spain's Comisión Nacional del Mercado de Valores (National Securities Market Commission) since the holding of the last National Securities Market Commission and about the Auditor's Report. Shareholders may submit their requests by hand at the registered office at Peonías, 12, 28042 Madrid attn Secretary's Office of the Board of Directors, by post by sending them to the Company at the address given above or by emailing them to [secretariaconsejoadministracion@aena.es](mailto:secretariaconsejoadministracion@aena.es), indicating in all cases the identity of the shareholder making the request and the reply address.

### **Right of attendance and representation**

Under Article 18 of the Company's Bylaws and Article 14 of the Regulations of the Meeting, holders of voting shares may attend the General Shareholders' Meeting and take part in its deliberations with the right to be heard and vote, provided their shares have been registered in their name in the shareholders register not later than five days before the date on which the Meeting is held. This must be evidenced by the appropriate attendance, proxy and remote voting card issued by the member entities of Iberclear, a validation certificate or other valid means which is accepted by the Company. For the purpose of proving the identity of the shareholders in attendance, at the entrance to the premises they will be asked to show, together with their attendance card, their ID or any other official document generally accepted for these purposes.

Shareholders may exercise the right to attendance in person or to be represented at the General Shareholders' Meeting by another person, whether or not such person is a shareholder, in the terms provided for in Article 19 of the Bylaws and Article 16 of the

Regulations of the General Shareholders' Meeting. If instructions have been issued by the shareholder granting the proxy, the proxy holder shall cast the vote in compliance with such instructions. The proxy must be granted in writing and for this purpose the proxy clause on the attendance cards issued by Iberclear member entities, and specifically for this Meeting, can be used. Under all circumstances the personal attendance of the shareholder at the Meeting will revoke any vote or proxy that may have been previously made.

### **Voting through remote communication media and electronic voting**

The Board of Directors has decided that postal correspondence and electronic communication are valid means for remote voting at this General Meeting. For the former, shareholders may send their duly completed original attendance, proxy and remote voting card to the Company at its registered office at Peonías 12, 28042 Madrid, attn Secretary's Office of the Board of Directors.

Remote votes by post must be received by the Company before 24:00 on the day immediately prior to the date set for the holding of the General Shareholders' Meeting day. Otherwise, the vote shall be deemed not cast.

Shareholders may exercise their right to vote prior to holding the General Shareholders' Meeting through the form provided for that purpose on the Company's website ([www.aena.es](http://www.aena.es)), in the section relating to the General Shareholders' Meeting 2020. For these purposes, the shareholder must have a valid and acknowledged electronic signature based on a recognised and current electronic certificate issued by the Spanish Public Certification Authority (CERES) in the Royal Spanish Mint, or with their valid electronic ID (DNI). The shareholder will be told what they have to do to vote in this way when they are filling in the form.

### **Voting through remote communication media and electronic voting**

Shareholders may grant proxy prior to the General Shareholders' Meeting through the following means of remote communication:

- (i) By post: sending the original attendance, proxy and remote voting card duly completed in the corresponding section and signed to the Company at its registered office at Peonías 12, 28042 Madrid, attn Secretary's Office of the Board of Directors.
- (ii) By electronic means: through the website of the Company ([www.aena.es](http://www.aena.es)), following the instructions provided and using their electronic ID card (DNI) or electronic signature based on a recognised and valid electronic certificate issued by the Spanish Public Certification Authority (CERES) in the Royal Spanish Mint.

Proxies granted remotely by either of the aforementioned means must be received by the Company before 24:00 on the day immediately prior to the date set for the holding of the General Shareholders' Meeting day. Otherwise, the proxy shall be deemed not cast.



Attendance at the General Shareholders' Meeting by the shareholder who has granted proxy, either in person or due to having cast their vote remotely, shall revoke the proxy granted regardless of its date.

### **Electronic Shareholders' Forum**

Under current legislation an Electronic Shareholders' Forum has been enabled on the corporate website ([www.aena.es](http://www.aena.es)), which is to be used in compliance with its legal purpose and the guarantees and operating rules established by the Company which may be accessed by the shareholders and groups of shareholders who are duly authorised.

### **Presence of a notary**

The Board of Directors has resolved to request the presence of a notary to take the minutes of the Meeting, in accordance with the provisions of Article 203 of the Corporate Enterprises Act, with respect to Article 101 of the Company Register Regulation and Article 45.3 of the Regulations of the Meeting.

### **Data protection**

In accordance with the General Data Protection Regulation (EU GDPR), the personal data provided to the Company by shareholders for the exercising of their rights of attendance, delegation and vote at the General Shareholders' Meeting, their participation in the Electronic Shareholders' Forum, as well as for the fulfilment of whichever other legal obligations arise from the announcement or holding of the General Shareholders' Meeting, or which are provided, whether by companies and credit institutions investment services in which such shareholders have deposited or guarded their shares, as well as the firms and bodies which, in accordance with the regulatory regulation of the securities market, have to keep the records of the stock represented by means of book-entry, will be handled by the Company with the purpose of managing the operations, compliance and control of the shareholder relationship in regard to the announcement and holding of the General Shareholders' Meeting.

In the event that the personal attendance or delegation card includes personal data referring to individuals other than the owner, the shareholder must have the consent of the holders for the notification of personal data to the Company and inform them of the indicated in this call regarding the processing of personal data.

For these purposes, the personal information shall be included in files whose controller is the Company. The legal basis of the treatment is the proper implementation of its relationship as a shareholder of the Company, as well as compliance with legal obligations. Such personal information shall be provided to the notary exclusively for the purposes of making the notarial record of the General Shareholders' Meeting and no international transfers of data are foreseen. The Meeting will be streamed live for transparency and



information purposes. The data will be kept during the holding of the Meeting, as well as during the legally stipulated deadlines to deal with possible claims.

Likewise, the data subjects are duly informed of the possibility of exercising, when legally appropriate, their right of access, rectification, deletion, limitation to treatment, portability and opposition, in accordance with the provisions of the current regulations and on the terms and fulfilling the requirements established by the same, through written notification to the Company addressed to Aena, S.M.E., S.A. to the Central Data Protection Office, Peonías 12, 28042 Madrid. Should any issues arise, our Data Controller may be contacted by email: [dpd@aena.es](mailto:dpd@aena.es). A claim may also be lodged with the Spanish Data Protection Agency at any time.

*NOTE.- The General Meeting is likely to be held on first call on 31 March 2020 in the place and at the time indicated, unless shareholders are otherwise informed through the paper “Expansión”, the website of the Company, or the appropriate material fact which would be sent to the CNMV.*

In Madrid on 12 March 2020.

The Chairman of the Board of Directors.  
Mr Maurici Lucena Betriu.