

APPOINTMENTS, REMUNERATION AND CORPORATE GOVERNANCE COMMITTEE ACTIVITY REPORT 2019



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1. INTRODUCTION

The Appointments and Remuneration Committee of Aena (“**CNR**” in Spanish) was constituted on 17 October 2014 by the Board of Directors of Aena, S.M.E., S.A. (“**Aena**” or the “**Company**”), being duly governed by Article 24 of the Regulation of the Board of Directors of Aena and Article 44 of Aena’s Bylaws. At the General Shareholders’ Meeting held on 9 April 2019, the Bylaws were amended to change the name of the Committee to the “Appointments, Remuneration and Corporate Governance Committee” (“**CNRGC**” in Spanish). In July 2019 the Board of Directors amended its Regulations to adapt the name of this Committee to the resolutions of the General Shareholders’ Meeting.

In accordance with the provisions of the above regulation, the CNRGC is set up as an internal body with powers of evaluation and control of the Company’s Corporate Governance. Specifically, its powers include the following: assess the skills, knowledge and experience required on the Board of Directors, establish a representation target for the less represented gender, submit to the Board proposals for the appointment of Independent Directors, report on the proposals for the other Directors, verify compliance with the Director selection policy, report on proposals for the appointment and removal of senior managers, examine compliance with internal regulations and Corporate Governance rules, regularly evaluate the appropriateness of the system of corporate governance, review the corporate responsibility policy, monitor corporate social responsibility strategy and practices and assess their degree of compliance.

Pursuant to Recommendation 6 of the Code of Good Governance of Listed Companies prepared by Spain’s Comisión Nacional del Mercado de Valores (National Stock Market Commission – CNMV), the Commission has prepared the Annual Report into the operations performed by the CNRGC, which includes the activity undertaken during the fiscal year 2019. This report has been ratified by the Board of Directors of the Company at its meeting held on 28 January 2020.



2. COMPOSITION

As is duly set forth in the Corporate Bylaws and the Regulation of the Board of Directors, with legally established requirements and in accordance with Recommendation 47 of the CNMV Code of Good Governance, the CNRGC is composed of three Independent Directors, amongst whom is the Chairman of the Committee, and two Proprietary Directors.

The composition of the CNRGC during the financial year 2019 has been as follows:

Name	Position	Appointment
Mr Eduardo Fernández Cuesta Luca de Tena (Independent)	Chairman	24/02/2015

He has a degree in Law from the Complutense University of Madrid, an MBA from the Instituto de Empresa and has completed the Advanced Management Program at Harvard University.

His professional experience spans 25 years in the real estate sector at C B Richard Ellis, where he began in the Investments and Promotions department, eventually heading the Residential area. In 1998 he was appointed head of the company in Spain. In 2001 he was appointed member of the Executive Committee of C B Richard Ellis for EMEA (Europe, Middle East and Africa). In 2013 he was appointed Chairman in Spain of RICS (Royal Institution of Chartered Surveyors), member of the European Council. In addition, he was Independent Director of Testa Inmobiliaria and of Testa Residencial Socimi, S.A.

In 2015, he joined the Arcano Group as a partner and head of the Real Estate area.

On 16 October 2014 he was appointed Director of Aena, S.A. He has also held the position of Lead Director.

As of 9 April 2019, in view of the expiry of the statutory period of Mr Eduardo Fernández-Cuesta Luca de Tena as an Independent Director, the General Shareholders' Meeting, at the behest of the Board of Directors, approved the appointment of Mr Jordi Hereu Boher as an Independent Director, and the Board of Directors of Aena appointed him that same day as a member of the CNRGC. As Mr Eduardo Fernández-Cuesta Luca de Tena was Chairman of the Committee, the Board of Directors appointed Mr Amancio López Seijas as Chairman of the Committee on the same date.

Name	Position	Appointment
Mr Amancio López Seijas (Independent)	Chairman	09/04/2019

He studied Business Studies and the PDG (General Management Program) at EADA (Escuela de Alta Dirección y Administración).

He is Chairman and CEO of the companies of the Group headed by Hoteles Turísticos Unidos, S.A., a company to which he has devoted his entire professional career and which he has managed since it was founded in 1977. It has a hotel operation division with a portfolio of over 140 establishments.

He is also the Chairman of Exceltur, a member of the CEOE Corporate Advisory Board, vice president of the Permanent Commission on Tourism CEOE, a member of the Advisory Board Turespaña, a member of the Advisory Board of Patronal Catalana, Foment del Treball, and a member of the Managers' Meeting of the Círculo de Economía and the Board of Directors of CEAL Ibérica, of the Governing Board of the Guild of Hotels of Barcelona and a member of Mesa del Turismo.

He was appointed Director of Aena, S.M.E., S.A. and a member of the CNRGC on 3 June 2015. On 9 April 2019, he was appointed Chairman of the Company.

Name	Position	Appointment
Mr Josep Hereu Boher 09/04/2019 (Independent)		Member

He holds a degree in Business Administration and Management (UPC) and a Master in Business Administration and Management (MBA) from the ESADE Business School.

He has extensive experience as a consultant specialising in economic, business and urban development, having held various positions (2012-2019) in different entities: Chairman of Idencity Consulting; Chairman of Barcelona Plataforma Empresarial; founding partner of Fledge Barcelona Accelerator; consultant to the Fundació Fòrum Ambiental; advisor to BCL Barcelona Centro Logístic; Chairman of the Advisory Council of the Shopping & Quality Tourism Institute; member of the Advisory Council of the ICES Emerging and Sustainable Cities Initiative of the IDB (2014-2016); and member of the Advisory Council on Participation, Transparency and Social Action of Aguas de Barcelona.

He has also held various public posts in the Barcelona City Council: Mayor of Barcelona and Chairman of the Barcelona Metropolitan Area (AMB); Councillor President of the Security and Mobility Area, and Councillor for the District of Sant Andreu; Councillor for the District of Les Corts and Manager of the District of Les Corts.

He was Director of National Marketing CILSA Centro Intermodal de Logística S.A. in the Port of Barcelona and was Head of Marketing for the ZAL project. Urban Management PORT 2000.

He was appointed Director of Aena, S.M.E., S.A. and a member of the CNRGC on 04 April 2019.

Name	Position	Appointment
TCI ADVISORY SERVICES LLP. (Represented by Mr Christopher Anthony Hohn (Proprietary))	Member	20/01/2015

Christopher Anthony Hohn graduated with honours in Accounting and Business Economics from the University of Southampton, England, in 1988. He attended the Master in Business Administration at Harvard Business School.

In 2003, he founded The Children's Investment Fund Management (UK) LLP, which in 2015 was renamed TCI Advisory Services LLP and where he currently works as a partner and head of portfolio management.

Previously, Christopher Anthony Hohn worked as a portfolio manager at Perry Capital Limited and was an associate at Apax Partners and Director of the Corporate Finance division of Coopers & Lybrand in London.

Christopher Anthony Hohn is a Management Director of the following companies: TCI Fund Management Limited, TCI Fund Services (Finance) LLP (Member), The Children's Investment Fund Foundation (UK), TCI Fund Management (UK) Limited, TCI Fund Holdings Limited, TCI Fund Services (UK) Limited, The Children's Investment Master Fund, The Children's Investment Fund and The Children's Investment Fund (GP) Ltd.

The Children's Investment Fund Management (UK) LLP (now TCI Advisory Services LLP) was appointed Director of Aena, S.A. on 20 January 2015.

TCI Advisory Services LLP owns 7.714 % of the indirect voting rights as a representative of TCI LUXEMBOURG and TALOS CAPITAL.

Name	Position	Appointment
Mr Josep Antoni Durán i Lleida (Independent)	Member	29/01/2019

He holds a Diploma in European Communities from the Spanish Ministry of Foreign Affairs and Cooperation and a Degree in Law from the University of Lleida. He began his political career as deputy mayor of Lleida City Council. The following year he left this position to be appointed Director General of Interdepartmental Affairs of the Generalitat de Catalunya.

Between 1982 and 1993, he was a member of Parliament for the district of Lleida. During 1986 and 1987, he was a member of the European Parliament.

In 1999, he was elected to the Parliament of Catalonia and was appointed Minister of the Interior of the Generalitat, a position he held until 2001.

Between 2004 and 2015 he was a member of Parliament for the Barcelona constituency. He was the spokesman of the Catalan Parliamentary Group in the Congress, and from 2001 to 2014 he was the General Secretary of CiU. He was also Chairman of the Governance Committee of the Democratic Union of Catalonia (UDC), a position he held from 1982 to 1984 and from 1987 until his resignation.



In 2004, he was elected Chairman of the Standing Committee of Foreign Affairs of the Congress of Deputies, a position he repeated in 2008 and 2011. He was also Deputy Chairman of the Centrist Democrat International and currently holds the Honorary Presidency of the Chilean Chamber of Commerce.

He is a visiting professor at the Miguel de Cervantes University in Santiago de Chile and practices law at Bufet Colls. He is also the Spanish coordinator of the Italian-Spanish Dialogue Forum and Deputy Chairman of the Spanish-Moroccan Economic Committee created at the initiative of Their Majesties King Juan Carlos and Queen Sofia, and the King and Queen of Morocco and, since October 2019, a member of the Board of Directors of Mapfre International.

On 29 January 2019 he was appointed Director of Aena, S.M.E., S.A. and a member of the CNRGC.

Mr Josep Antoni Durán i Lleida was appointed as an Independent Director to cover the vacancy on the Board arising due to the resignation of Mr Josep Piqué Camps on 4 January 2019.

Name	Position	Appointment
Mr Ángel Luis Arias Serrano (Proprietary)	Member	25/01/2018

He graduated in Aeronautical Engineering from the Polytechnic University of Madrid and has a Master's degree in General Business Management from the Madrid Business School. He has spent his career in various organisations and aeronautical companies.

Since May 2015, he has been the Managing Director of ENAIRE and Chairman of CRIDA (Reference Centre for ATM Research, Development and Innovation).

From January 2012 to May 2015, he held the position of Director General of Civil Aviation. During this period, he served as Chairman of the Governing Council of the Air Safety Agency (AESA), and was a member of the Boards of Directors of ENAIRE and SENASA (State Corporation for Civil Aeronautical Training) and of the Governing Council of INTA (National Institute of Aerospace Technology), and Vice-Chairman of the European Organisation for the Safety of Air Navigation (EUROCONTROL).

He worked at Aena from when it was established in 1991 until 2011, holding the positions of Director of Strategic Planning, Assistant Director of the President's Office, Director of Planning and Control, and Director of Strategy, Innovation and Sustainability.

Between 1984 and 1991 he was an Air Force military engineer in Aeronautical Infrastructures, and later performed a range of duties at the Civil Aviation Authority.

His career has included involvement in and membership of various international work groups and committees concerning civil aviation.



Between 1998 and 2012, he lectured in Air Navigation to undergraduate Aeronautical Management students at the Autonomous University of Madrid.

On 25 January 2018 he was appointed as a Proprietary Director of Aena SME, S.A. and a member of the CNRGC.

Name	Position	Appointment
Mr Juan Carlos Alfonso Rubio (Non-Board Secretary)	Secretary	09/01/2018

He has a degree in Law from the Autonomous University of Madrid, is a specialist in Regulatory Law and an Attorney for the Government. He has also completed the IESE Hot Top Programme and the ICEX-CECO International Management Programme.

He held a number of positions in both the public and private sectors prior to joining Aena. As an Attorney for the Government he has had various roles; he was Secretary of the Board of Directors and Legal Director at the Spanish Post Office; partner in charge of Telecommunications and Public Law at KPMG Abogados; Legal Director at Sogecable (main Spanish pay TV); Coordination Director at the Spanish State Lotteries; Deputy General Director of Gambling Regulation in the Ministry of Economy and Finance; General Secretary of the Board of Directors at ICEX España Exportación e Inversiones; and most recently, General Secretary and Deputy Secretary of the Board of Directors at CESCE.

He has been Corporate General Secretary of Aena SME, S.A., since 9 January 2018 and Secretary of the Board of Directors since 15 January 2018.

3. POWERS

Articles 44 and 24 of the Bylaws and of the Regulations of the Board of Directors of Aena, respectively, assign the powers to the CNRGC which are outlined below:

- Evaluating the competence, knowledge and experience necessary for the Board of Directors; defining, in consequence, the functions and aptitudes necessary for the candidates to fill each vacancy, and evaluating the time and dedication required for them to undertake their tasks properly.
- Establishing an objective for representation of the sex less present on the Board of Directors, preparing orientation on how to achieve this objective and reporting to the Board on questions of gender diversity.
- Submitting to the Board of Directors proposals for the nomination of Independent Directors for their appointment by co-option or for submission to the decision of the

General Shareholders' Meeting, and proposals for the re-election or dismissal of these Directors by the General Shareholders' Meeting.

- Reporting on proposals of appointment of other Directors for their nomination by cooption or for submission to the decision of the General Shareholders' Meeting, and proposals for their re-election or dismissal by the General Shareholders' Meeting.
- Annual verification of compliance with the Director selection policy by the Board of Directors, reporting on this in the Annual Corporate Governance Report.
- Ensuring that the non-executive directors have sufficient time available for the correct undertaking of their functions.
- Examining and organising the succession of the Chairman.
- Periodically reviewing the remuneration policy applied to Directors and senior executives.
- Reporting the proposals of nomination and dismissal of senior executives and proposing to the Board of Directors the basic conditions of their contracts.
- Consulting the Chairman and chief executive of the Company, especially when dealing with matters relative to the executive directors and senior executives.
- Checking on observance of the remuneration policy established by the Company.
- Determine the complementary remuneration system of the Chairman and the Chief Executive Officer. The basic remuneration, which is the obligatory minimum remuneration, shall be established by the Ministry of the Treasury and Public Administrations.
- Reporting on incentive plans.
- Conducting an annual review of the remuneration policy for Directors and senior executives.
- Preparing and checking on information on remuneration of the Directors and senior executives contained in the various corporate documents, including the Annual Corporate Governance Report and the Annual Report on Directors' Remuneration.
- Proposing the appropriate amendments to this Regulations to the Board of

Directors.

- Examining compliance with internal regulations (including the internal codes of conduct) and corporate governance rules and making the necessary proposals to improve them.
- Regularly assessing the suitability of the Company's corporate governance system, with the aim that it complies with its purpose of promoting the Company interests and taking into account, as appropriate, the legitimate interests of the other stakeholders.
- Ensuring that any conflict of interest does not compromise the independence of the external advice provided to the Committee.
- Reviewing the Company's corporate responsibility policy, ensuring that it is geared towards value creation.
- Monitoring the corporate social responsibility strategy and its practices and evaluating their degree of compliance.
- Supervising and evaluating the processes of relationship with the different stakeholders.
- Coordinating the reporting process for non-financial and diversity information, subject to prevailing laws and international standards of reference.

4. OPERATION

The CNRGC shall meet as often as deemed necessary, in the opinion of its Chairman, to exercise its powers. It will also meet when requested by at least two of its members.

Resolutions must be adopted with the favourable vote of the majority of the Directors present at the meeting. In case of a tied vote, the Chairman or acting Chairman shall have the casting vote.

The CNRGC may seek external advice, when it considers it necessary for the performance of its functions and shall have the power to summon any employee or manager of the company.

The CNRGC met 9 times in 2019. These meetings were attended (present and represented) by 100% of their members in 2 of them and 75% in 7 of them.

5. MEETINGS HELD

The meetings schedule is as follows:

Meeting	Date	Agenda
No. 32	29 January 2019	<ol style="list-style-type: none"> 1. Report and proposal for the appointment of an Independent Director and member of the Executive Committee. 2. Report on the appointment of a Director. 3. Verification of compliance with the Director Selection Policy. 4. Proposal to amend the Expense Reimbursement Policy and Directors' allowances . 5. AOB. 6. Reading and approval of the minutes of this meeting.
No. 33	22 February 2019	<ol style="list-style-type: none"> 1. CNR Activities Report. 2. Evaluation of the Board and the CNR 2018 and proposal for action. 3. Resignation and proposed appointment of the Deputy Secretary of the Board of Directors 4. Review of the Annual Corporate Governance Report and the Annual Report on Directors' Remuneration 5. Report of the State of Non-Financial Information (EINF) year 2018: Annual Corporate Responsibility Report. 6. Report on the ratification of the appointment,by the General Shareholders' Meeting, of Mr Maurici Lucena Betriu as Executive Director, and of Ms Angélica Martínez Ortega, Mr Francisco Ferrer Moreno, Mr Juan Ignacio Díaz Bidart and Ms Marta Bardón Fernández-Pacheco as Proprietary Directors. 7. Proposal for the ratification, by the General Shareholders' Meeting, of the appointment of Mr Josep Antoni Durán i Lleida as an Independent Director. 8. Report on the re-election by the General Shareholders' Meeting of the Proprietary Directors Ms Pilar Arranz Notario and TCI Advisory Services, whose statutory period of appointment has expired. 9. Proposal for the appointment of Independent Directors of the Company and approval of the substantiating report of the appointment in accordance with the provisions of Article 529 decies. 5 of the Corporate Enterprises Act. 10. AOB. 11. Reading and approval of the minutes of this meeting.
No. 34	26 March 2019	<ol style="list-style-type: none"> 1. Organisational adjustments. 2. New structure of the General Regulatory

		<ul style="list-style-type: none"> Compliance System. 3. Corporate responsibility actions. 4. AOB. 5. Reading and approval of the minutes of this meeting.
No. 35	09 April 2019	<ul style="list-style-type: none"> 1. Proposal for the appointment of a Lead Director. 2. Proposal for the appointment of a member of the Executive Committee. 3. AOB. 4. Reading and approval of the minutes of this meeting.
No. 36	30 April 2019	<ul style="list-style-type: none"> 1. Company and Senior Management targets. 2. SDG - United Nations Sustainable Development Goals. 3. AOB. 4. Reading and approval of the minutes of this meeting.
No. 37	18 June 2019	<ul style="list-style-type: none"> 1. Proposal to amend the Board Regulations. 2. Information on the selection process of the Internal Audit Director. 3. Action in CR matters. 4. AOB. 5. Reading and approval of the minutes of this meeting.
No. 38	30 July 2019	<ul style="list-style-type: none"> 1. Report on the proposed appointment of the Internal Audit Director. 2. Six-monthly report on regulatory compliance activities. 3. AOB. 4. Reading and approval of the minutes of this meeting.
No. 39	24 September 2019	<ul style="list-style-type: none"> 1. Proposal for the reorganisation of the Management Team and appointment of Director. 2. Assessment of the functioning of the Board of Directors and its Committees. 3. AOB. 4. Reading and approval of the minutes of this meeting.
No. 40	26 November 2019	<ul style="list-style-type: none"> 1. Performance Management System 2019. Interim results (Company and Senior Management). 2. Directors' training plan 2020. 3. Report on actions in the area of Corporate Responsibility. 4. AOB. 5. Reading and approval of the minutes of this meeting.

6. MAIN ACTIVITIES

In this section, a brief summary of the main activities that have taken place during the year 2019 will be given.

A. Appointments and dismissals on the Board.

- Given the resignation presented on 4 January 2019 by the Independent Director Mr Josep Piqué Camps, the Committee, at a meeting held on 29 January 2019, presented the proposals made by the human resources consultancy firm, Seeliger y Conde, appointed for the selection of Independent Directors. After the pertinent evaluation, the Committee agreed to propose to the Board of Directors, the appointment by the co-optation procedure of Mr Josep Antoni Duran i Lleida for his approval by the General Shareholders' Meeting.
- At a meeting held on 22 February, the then Deputy Secretary of the Board of Directors, Mr Antonio García-Mon Marañés, informed the Committee of his resignation on 1 March 2019, as he was leaving to join another company. At this same meeting, the Committee, after analysing the CV of Ms Maria de los Reyes Escrig Teigeiro, approved her proposed appointment as Deputy Secretary of the Board of Directors of Aena, including a substantiating report to that effect.
- At the meeting held on 22 February, the Committee drew up the reports on the ratification by the General Shareholders' Meeting of the appointments made by the co-optation procedure of Mr Maurici Lucena Betriu as an Executive Director, and of Ms Angélica Martínez Ortega, Mr Francisco Ferrer Moreno, Mr Juan Ignacio Díaz Bidart and Ms Marta Bardón Fernández-Pacheco as a Proprietary Directors, concluding that they meet the suitability, skills, experience, training, merits and commitment requirements necessary to continue form part of the Board of Directors.
- Likewise, at the same meeting the Committee formulated a proposal for ratification by the General Shareholders' Meeting of the appointment of Mr Josep Antoni Durán i Lleida as an Independent Director, which had taken place in January 2019,

in order to fill the vacancy resulting from the resignation, in the same month, of Mr Josep Piqué Camps, assuming that Mr Josep Antoni Durán i Lleida met the requirements of suitability, skills, experience, training, merits and commitment that are necessary and appropriate in order to continue to form part of the Board of Directors of the Company.

- After the statutory period of four years since the last appointment of the Proprietary Directors Ms Pilar Arranz Notario and TCI Advisory Services, represented by Mr Christopher Anthony Hohn, the Committee issued a report proposing that these Directors be re-elected as Proprietary Directors, considering their re-election by the Company's General Shareholders' Meeting to be sufficiently justified and appropriate.

After the four-year statutory period since the last appointment of the Independent Directors of the Company, Mr Juan Ignacio Acha-Orbea Echeverría and Mr Eduardo Fernández-Cuesta Luca de Tena, had expired, the proposals made by the human resources consulting companies, Seeliger y Conde and Russell Reynolds, for the selection of Independent Directors, were presented to the Committee. To this end, the meeting was attended by Mr Pedro Goenaga who, in relation to the candidacy for the position of Independent Director with financial responsibilities, presented his report evaluating the candidates presented and, after the corresponding evaluation by the members, the Committee proposed Mr Jordi Hereu Boher and Ms Leticia Iglesias Herraiz.

- At the meeting held on 9 April, due to the expiration of the statutory period of the Company's Independent Director, Mr Eduardo Fernández-Cuesta Luca de Tena, who was also a Lead Director, the Committee agreed to propose to the Board of Directors the appointment of Mr Jaime Terceiro Lomba, as Lead Director, to replace Mr Eduardo Fernández- Cuesta Luca de Tena.
- On 9 April, the Committee agreed to propose to the Board the appointment of Mr Jaime Terceiro Lomba as a new member of the Executive Committee, following the vacancy left by Mr Josep Piqué Camps on 4 January due to his resignation.
- In addition, at the same meeting, it was proposed that a meeting of the Board be held in writing and on an out-of-meeting basis to formally arrange the

appointments to the posts which became vacant with the departure of the Board members Messieurs Fernández-Cuesta and Acha-Orbea, proposing Ms Leticia Iglesias Herráiz as a member and Chairwoman of the Audit Committee, Mr Jordi Hereu Boher as a new member of the CNRGC and Mr Amancio López Seijas as Chairman of the Audit Committee.

B. Policy for the selection of candidates to the Board

- At the meeting on 29 January 2019, the monitoring report on the Director Candidate Selection Policy was presented to the Committee which reported on it favourably, thereby complying with the Recommendations of the Code of Good Governance of Listed Companies. The Secretary of the Committee highlighted as a relevant issue the reports made by the Committee for the ratification of appointments by the General Shareholders' Meeting of Mr Angel Luis Arias Serrano, Mr Jaime García-Legaz Ponce and Mr Josep Piqué Camps, who had been appointed by the Board of Directors through the co-optation procedure to cover the vacancies arising due to the resignations of three Directors. This report also verified compliance with the Director Candidate Selection Policy in the process of appointment by co-optation of Mr Maurici Lucena Betriu, as Executive Director in replacement of Mr Jaime García-Legaz Ponce (who tendered his resignation on 16 July 2018). All of this is in accordance with the parameters set out in the Director Candidate Selection Policy.

C. Corporate Governance and Corporate Responsibility

- At the meeting held on 29 January 2019, it was proposed that the CNRGC be informed of the expenses of the members of the Board of Directors, in relation to the Expense Reimbursement Policy approved by the Board of Directors on 23 February 2016.

It was also proposed that the policy be revised, and the Directors agreed to submit this proposal to the Board.

At this same meeting, it was proposed that the Board of Directors should agree on a system for being paid per diem allowances, which may be received when the

Director delegates them to another Director, up to a maximum of two delegations per year.

- At its meeting held on 22 February 2019 the Committee reviewed the Annual Corporate Governance Report and the Annual Report on Directors' Remuneration and, following the appropriate recommendations, agreed to submit it to the Board of Directors for approval.
- In addition, at this same meeting, the Committee was informed of and approved of the Non-Financial Information Statement presented in the Management Report as a separate report entitled “*Non-Financial Information Statement (EINF): Corporate Responsibility Report 2018*”, as opposed to the reports made in previous years. The units responsible in each Department were directly involved in preparing the non-financial information, and made sure that the qualitative and quantitative information was compiled by the deadline. In turn, in application of the new Law 11/2018, of 28 December 2018, amending the Code of Commerce, the consolidated text of the Corporate Enterprises Act approved through Royal Legislative Decree 1/2010, of 2 July, and Law 22/2015, of 20 July, governing Accounts Auditing, in the area of non-financial information and diversity, this report was verified by an independent auditor, the consultancy firm Valora, whose report was added along with the Non-Financial Information Statement.
- At the meeting on 26 March, the main activities carried out in the area of corporate responsibility were presented. It was reported that one of the initiatives under way was to promote culture and social initiatives (Music at Airports), attention to passengers with special needs (Autism), and environmental/social initiatives (Volunteering). The concept of “friendlier airports” was proposed to showcase the country as a tourism destination.
- A proposal for a General Regulatory Compliance System was also presented to this Committee for approval by the Board of Directors. This proposal included the 2019 action plan, a key part of which is the implementation of the Compliance Risk Management System (RICUM) tool, the launch of the external Reporting Channel and the launch of controls and proposals for new indicators for the main risks laid out in Aena's Compliance Risk Map, and also the international subsidiaries plan.

- In the meeting on 30 April, the Head of the Corporate Responsibility Division, Ms Cristina Juliani Ortiz, explained the Sustainable Development Goals (SDG), an initiative promoted by the United Nations whose priorities are climate change, economic and social inequality, innovation, sustainable consumption and peace and justice. Aena's corporate social responsibility strategy has been aligned with the framework of these SDG.
- At the Committee meeting on 18 June, the Head of the Corporate Responsibility Division, Ms Cristina Juliani Ortiz, summarised the main initiatives under way in the field of Corporate Responsibility during the first half of 2019.
- At the meeting on 30 July 2019, the Secretary reported on Aena's score, which was 3.7, compared to 3.1 in 2018, on the FTSE4Good corporate sustainability stock index, designed to promote investment in the world's most sustainable companies.

The Chairman of the Committee also spoke about the environmental movements that are taking place against air transport. In this regard, the Secretary reported that, at the request of the Chairman of the Board, work was under way to adapt the Corporate Responsibility plan to earmark between 70 and 80% of the budget to actions related to the environment.

- At the meeting on 26 November, the Head of the Corporate Responsibility Division presented the Committee with a summary of the main actions in the area of Corporate Responsibility, explaining the current status of the Strategic Plan in this area and the approach to the lines of action for 2020. Also, as evidenced by the creation of the new Innovation and Transversal Strategic Projects Department, a good deal more importance is being attached to innovation and sustainability issues. It was reported that, next year, the work would be divided into three lines of action: firstly, social contribution; secondly, environmental sustainability and, thirdly, reporting and transparency. To this end, the main projects in social action such as *"Aena with music"* *"Aena with autism"* and *"Aena with emptied Spain"* are explained. In terms of sustainability, she spelled out the main collaborations and actions and in reporting and transparency, she briefly explained the work involved in integrating the process of preparing the Non-Financial Information Statement.

D. Assessment

- The results of the assessment carried out by Deloitte Legal on the activity of the Board of Directors and its Committees during 2018 were presented to the Committee on 22 February, in accordance with Article 19.8 of the Regulation of the Board of Directors and following Recommendation no. 36 of the CNMV Code of Good Governance of Listed Companies, and were also presented, together with the measures to be implemented as part of the action plan for 2019, for approval by the Board of Directors on 26 February 2019.
- At the meeting on 24 September, the Secretary reported that this year the assessment of the Board of Directors would be carried out in-house and that in order to prepare the assessment report for 2019, with the action plan, he proposed a form that was presented in order to obtain the opinion of the Directors regarding the functioning, quality and efficiency of the work of the Board of Directors and its Committees. The Secretary also said that a personal interview would be held with the new Directors who have joined in 2019, since they have not been interviewed before as part of the previous year's evaluation process.

E. Performance Management

- At its meeting held on 30 April the Committee approved the planning of company and senior management targets as part of Aena's Performance Management System (PMS) for 2019, after which the Board of Directors is to be informed for subsequent presentation to the Ministry of Public Works in order to obtain final approval.
- At the meeting on 26 November, approval of the results of PMS targets was presented including interim closing data. Aena's Chairman and CEO explained that the company targets had been met by 112.38%. This over-compliance offsets other personal targets except for values. Likewise, he set out to what extent the personal targets of each member of senior management had been met, which globally had average compliance coming to 99.94%. Finally, the Directors validated the achievement of these targets and agreed to submit them to the Board of Directors.

F. Other miscellaneous matters

- At the meeting on 29 January, the Committee was informed that, given that Director General of Non-Regulated Business, Mr José Manuel Fernández Bosch, was leaving the Company, a new Director had to be appointed to cover this vacancy. The Chairman of the Board, Mr Maurici Lucena, proposed Ms. M^a José Cuenda. At this meeting, which was also attended by the Head of Organisation and Human Resources, the process to cover the General Non-Regulated Business Department was explained and a report was presented by the human resources consultancy firm Russel Reynolds analysing three candidates. Ms M^a José Cuenda was the most highly rated candidate. After analysing and evaluating the candidates, the Directors approved the proposed appointment.
- At the Committee meeting on 26 March, the Chairman of the Board of Directors reported on the organisational changes with effect from 1 April.
- At the meeting on 18 June, the substantiating report was approved regarding the amendment of the Board of Directors' regulations to rename the Appointments and Remuneration Committee, which from then on would be called the "*Appointments, Remuneration and Corporate Governance Committee*" and to include the recommendations of the Technical Guide 1/2019 on Appointments and Remuneration Committees published by the CNMV.
- At this same meeting on 18 June, the Directors were informed that the then Internal Audit Director would be appointed as the Chief Financial Officer of Aeropuertos del Nordeste de Brasil, S.A. as of 25 July 2019. As a result, a selection process was launched for the new Internal Audit Director. At the following meeting on 30 July, upon the request of the Audit Committee, the appointment of Mr Antonio Jesús García Rojas was presented. The Committee, in accordance with the reports presented and in view of the proposal of the Audit Committee, considered it appropriate to submit to the Board of Directors the proposal for the appointment of Mr Antonio Jesús García Rojas as Internal Audit Director.
- At the meeting held on 30 July, the Deputy Secretary of the Board and Head of International Legal Advice and Compliance Affairs, Ms M.^a de los Reyes Escrig Teigeiro, reported on the actions of the Compliance Supervision and Control Body

during the first half of 2019. She said that after the amendment of the Board Regulations, defining Regulatory Compliance functions within the functions of the Audit Committee, thereafter the Regulatory Compliance report would be presented to the Audit Committee.

- At its meeting on 24 September, in view of the strategic and cross-cutting needs (digitalisation, sustainability and customer orientation), the Committee proposed the creation of the Innovation and Transversal Strategic Projects Department, Ms Amparo Brea Álvarez, until then Director of Planning and Environment, was considered to be the most suitable candidate according to the selection process carried out by the Human Resources Department, and also in the report prepared by the external consultancy firm. After analysing the documentation, the Committee agreed to propose to the Board of Directors the appointment of Ms Amparo Brea Álvarez as Director of Innovation and Transversal Strategic Projects.
- The Committee was also informed of the proposed modification of certain remunerations of the Director of the Chairman's Office, Regulation and Public Policies, and of the Director of Communications, as both departments would be taking on a greater workload in their respective functions. It was agreed to submit this proposal to the Board of Directors.
- At the meeting held on 26 November 2019, the Secretary of the Committee presented a proposal for a training plan for Directors for 2020, which was approved.

7. CONCLUSION

Throughout 2019, the CNRGC has properly exercised the responsibilities assigned to it by the Bylaws and the Regulations of the Board of Aena.

In Madrid on 28 January 2020