



**AENA, S.A.**  
**ORDINARY GENERAL SHAREHOLDER'S MEETING 2016**

**Attendance, Proxy and Remote Voting Card**

The Board of Directors of AENA, S.A. (the "Company") has resolved to call an Ordinary General Shareholder's Meeting to be held at Terminal 3 at Adolfo Suárez Madrid-Barajas Airport at Avda. de la Hispanidad s/n, 28042 Madrid, at 12 noon on 28 June 2016 on first call or, if the quorum required is not reached, in the same place and at the same time on 29 June 2016 on second call. In all likelihood, the General Shareholder's Meeting will be held on first call on the day and in the place indicated above.

<b>Holders:</b>			<b>Address:</b>	
<b>Securities Account</b>	<b>Number of shares</b>	<b>Minimum no. of shares to attend</b>	<b>Number of votes</b>	<b>Card number</b>
		1		

**The holder of this card may grant a proxy or cast a vote using remote means by completing and signing the corresponding section. If both sections are signed, the remote vote shall prevail and the proxy shall be invalid.**

**RIGHT OF ATTENDANCE**

Any shareholder may attend the General Shareholder's Meeting whose shares have been registered in their name in the shareholders register not later than five (5) days before the date on which the General Shareholder's Meeting is to be held and has the corresponding attendance card. Shareholders wishing to attend the Meeting must sign this CARD in the **ATTENDANCE IN PERSON AT THE MEETING** section in the space provided for this purpose and present it at the venue on the day of the Meeting together with the certificate of ownership of the shares.

**SHAREHOLDERS WISHING TO VOTE BY PROXY USING THIS CARD**

Shareholders with the **RIGHT OF ATTENDANCE** who do not intend to attend in person may appoint a proxy. To do so they must complete the **PROXY** section and sign in the space provided for this purpose. Once the card has been signed, it must be delivered to the Company either by hand, post or a courier service together with the certificate of ownership of the shares at the following address: Secretary's Office of the Board/Legal Advice and Asset Management Department, AENA, S.A., calle Arturo Soria, 109, 28043 Madrid. The rules included in the notice of meeting and on the Company's website ([www.aena.es](http://www.aena.es)) must also be complied with. If you wish to vote by proxy, you can also give the duly completed card to your proxy for it to be delivered on the day of the Meeting at the entrance to the venue.

You may also grant proxy prior to the General Shareholder's Meeting electronically on the Company's website ([www.aena.es](http://www.aena.es)) by following the instructions provided and using your electronic ID or by electronic signature based on a recognised and valid electronic certificate issued by the Spanish Public Certification Authority (CERES – Entidad Pública de Certificación Española) in the Royal Spanish Mint (Fábrica Nacional de Moneda y Timbre).

**SHAREHOLDERS WISHING TO CAST A REMOTE VOTE BY POST USING THIS CARD**

Shareholders with the **RIGHT OF ATTENDANCE** who wish to cast a remote vote by post regarding the items on the agenda should complete the **REMOTE VOTING BY POST** section and sign in the space provided. Votes cast in this way may be delivered to the Company by hand, post or a courier service together with the certificate of ownership of the shares at the following address: Secretary's Office of the Board/Legal Advice and Asset Management Department, AENA, S.A., calle Arturo Soria, 109, 28043 Madrid. The rules included in the notice of meeting and on the Company's website ([www.aena.es](http://www.aena.es)) must also be complied with.

You may also vote prior to the General Shareholder's Meeting by using the form provided for this purpose on the Company's website ([www.aena.es](http://www.aena.es)) and following the instructions provided and using your electronic ID or by electronic signature based on a recognised and valid electronic certificate issued by the Spanish Public Certification Authority (CERES – Entidad Pública de Certificación Española) in the Royal Spanish Mint (Fábrica Nacional de Moneda y Timbre).

**ATTENDANCE IN PERSON AT THE MEETING**

Shareholders wishing to attend the Meeting in person should sign this card in the space provided below and present it at the venue on the day of the Meeting.

**Signature of shareholder attending in person**

In ....., on ..... 2016.

**REMOTE VOTING BY POST**

If prior to the shareholders' meeting any shareholders with the right to attendance who have been given this card should wish to cast a remote vote about the proposals on the Agenda for the General Meeting, they should check the appropriate box with an X to indicate how they will vote.

If none of the boxes provided for this purpose have been checked with respect to any of the items on the Agenda, the vote will be deemed to have been cast for the proposal from the Board of Directors. In all cases, in addition to the provisions of the law, the Company Bylaws and the General Meeting Regulation, the rules included in the notice of meeting and on the Company's website ([www.aena.es](http://www.aena.es)) must be complied with.

Items	1	2	3	4	5	6.1	6.2	6.3	7	8	9
For											
Against											
Abstention											
Blank											

Shareholders who cast a remote vote will be deemed to be present for the purposes of the constitution of the General Meeting.

With respect to proposed resolutions relating to items not included on the attached Agenda, the proxy shall be deemed to have been granted to the Chairman of the Board of Directors with application of the rules on voting intention and replacement in case of conflict of interest contained in the Proxy section of this card. Check the NO box below only if you do not agree to such proxy vote and do not authorise the replacement, in which case you will be deemed to have abstained with respect to such proposed resolutions.

☐ **NO**

**Signature of the shareholder casting a remote vote**

In ....., on ..... 2016.

#### PROXY

The shareholder who has been issued this card grants a proxy for the General Meeting indicated herein to (check one of the following boxes only and, where applicable, designate the proxy):

☐ The Chairman of the Board of Directors

☐ Mr/Ms.....

If neither of the above boxes has been checked or no one has been designated as a proxy holder, the proxy will be deemed to be granted to the Chairman of the Board of Directors or, if there is a conflict of interest, severally and successively if they in turn have a conflict of interest to the Secretary of the Board of Directors or, in the event of their absence, conflict or inability, the Deputy Secretary of the Board of Directors.

#### VOTING INSTRUCTIONS IN RELATION TO THE PROPOSED RESOLUTIONS ON THE AGENDA

Check the appropriate box with an X. If instructions are not given by checking the appropriate boxes or there are doubts about your voting intention, the vote will be deemed to have been cast for the proposals from the Board of Directors. In all cases, in addition to the provisions of the law, the Company Bylaws and General Meeting Regulation, the rules included in the notice of meeting and on the Company's website ([www.aena.es](http://www.aena.es)) must be complied with.

Items	1	2	3	4	5	6.1	6.2	6.3	7	8	9
For											
Against											
Abstention											
Blank											

For the purposes of applicable legislation, it is hereby stated that (i) if, in the event it is allowed by applicable regulations, one or more of the proposals referred to in Section 526.1 b) and c) of the Corporate Enterprises Law are submitted for approval to the General Meeting, the directors affected by such proposals would be subject to a conflict of interest in voting on them; (ii) the Chairman of the Board of Directors and the remaining directors may be subject to a conflict of interest in relation to items four and eight on the agenda. In this case, unless the NO box below is checked, proxy will be deemed to have been granted in relation to these items severally and successively, if they in turn have a conflict of interest, to the Secretary and Deputy Secretary of the Board of Directors. If the NO box below is checked, the shareholder will be deemed to have instructed their proxy to abstain in relation to items involving a conflict of interest.

☐ NO

#### EXTENSION OF THE PROXY TO ITEMS NOT INCLUDED ON THE AGENDA

Unless the shareholder granting proxy indicates otherwise by checking the NO box below (in which case the shareholder will be deemed to have instructed their proxy to abstain), the proxy will be extended to any items which, although not included on the agenda, may be put to the vote at the General Meeting. In this case the proxy holder shall vote in the way they believe to be in the best interests of their principal.

☐ NO EXTENSION TO OTHER ITEMS

Proxy's signature

Signature of the shareholder granting the proxy

In ....., on ..... 2016.

In ....., on ..... 2016.

#### DATA PROTECTION

The personal information stated on this Attendance, Proxy and Remote Voting Card and any provided at the General Meeting will be processed by the Company in order to manage the performance, fulfilment and control of the shareholder relationship in calling and holding the General Meeting. For these purposes, the personal information shall be entered in files whose controller is AENA, S.A.

The information will be accessible to the notary who will attend the General Meeting and may be provided to third parties in the exercise of the right of information under the law and be publicly available insofar as it is in the documentation available on the website ([www.aena.es](http://www.aena.es)) or stated at the General Meeting, which may be recorded on video and publicly broadcast on this website. By attending the General Meeting the attendee consents to this recording and broadcasting.

The data subject may in all cases and when so allowed by law view, change, delete or object to the use of their personal information collected by AENA, S.A.. These rights may be exercised pursuant to the Data Protection Law 15/1999, of 13 December, by writing to AENA, S.A. at calle Arturo Soria, 109, 28043, Madrid.

If this Attendance, Proxy and Remote Voting Card contains the personal information of people other than the holder, the shareholder must inform such people of the contents of the preceding paragraphs and comply with any other requirements that may be applicable for the correct transfer of personal information to the Company and the Company shall not be required to take any further action.

## AGENDA

- One.** Examination and approval, if applicable, of the individual financial statements (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes) and individual directors' report of the Company for the fiscal year ended 31 December 2015.
- Two.** Examination and approval, if applicable, of the consolidated financial statements (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes) and the consolidated directors' report of the Company and its subsidiaries for the fiscal year ended 31 December 2015.
- Three.** Examination and approval, if applicable, of the proposed allocation of earnings of the Company for the fiscal year ended 31 December 2015.
- Four.** Examination and approval, if applicable, of the corporate management for the fiscal year ended 31 December 2015.
- Five.** Appointment of the external auditor for the fiscal years 2017, 2018 and 2019.
- Six.** Amendment of the following articles of the Company Bylaws to adapt them to new legislation passed in 2015 amending the Corporate Enterprises Law.
- 6.1 Article 3 concerning nationality and registered office.
  - 6.2 Article 15 concerning the summoning of the General Shareholder's Meeting.
  - 6.3 Article 43 on the Audit Committee.
- Seven.** Amendment of Article 10 of the Regulations of the General Shareholder's Meeting concerning the summoning of the General Shareholder's Meeting to adapt it to new legislation passed in 2015 amending the Corporate Enterprises Law.
- Eight.** Advisory vote of the Annual Report on Directors' Remuneration for the fiscal year 2015.
- Nine.** Delegation of powers to the Board of Directors to formalise and execute all the resolutions adopted by the General Shareholder's 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.