



SUMMONING OF THE ORDINARY GENERAL SHAREHOLDER'S MEETING OF AENA, S.A.

The Board of Directors of Aena, S.A. (the "Company"), at its meeting on 21 March 2017, resolved to call an Ordinary General Shareholders's meeting to be held on first call on 25 April 2017 at 12 noon and on second call on 26 April at 12 noon at Terminal 3 at Adolfo Suárez Madrid-Barajas Airport, at Avda. de la Hispanidad s/n, 28042 Madrid.

The General Meeting will be held with the following:

AGENDA

- First.** 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 management report of the Company for the fiscal year ended 31 December 2016.
- Second.** 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 management report of the Company and its subsidiaries for the fiscal year ended 31 December 2016.
- Third.** Examination and approval, if applicable, of the proposed allocation of earnings and distribution of dividends of the Company for the fiscal year ended 31 December 2016.
- Fourth.** Examination and approval, if applicable, of the corporate management for the fiscal year ended 31 December 2016.
- Fifth.** Ratification and appointment of Directors, as appropriate:
- 5.1 Ratification of the appointment by co-option of Mr. Francisco Javier Martín Ramiro, with the category of proprietary director.
 - 5.2 Appointment with the category of proprietary director of Mrs. Maria Jesús Romero de Ávila Torrijos.
 - 5.3 Appointment with the category of proprietary director of Mrs. Alicia Segovia Marco.
- Sixth.** Authorisation of the Board of Directors, with powers of substitution, for a maximum period of five years since this date, to issue ordinary debentures or bonds and other fixed income securities of a similar nature, up to a maximum of five billion Euros, or its equivalent in any other currency, and to guarantee the issues of those securities by other companies in the group, and to incorporate a company for this purpose.

- Seventh.** Amendment of articles 1 (Name and Legal Regime), 2 (Corporate purpose), 3 (Nationality and registered office) and 51 (Fiscal year. Annual statements, reserves and distribution of profits) in the Company Bylaws, to adapt the name of the Company to the stipulations of article 111.2 of Act 40/2015 of 1 October concerning the Legal Regime for the Public Sector.
- Eighth** Amendment of article 1 of the Regulation of the Board to adapt the name of the Company to the stipulations of article 111 of Act 40/2015 of 1 October concerning the Legal Regime for the Public Sector.
- Ninth** Consultative vote regarding the Annual Report on Directors' Remuneration for the fiscal year 2016.
- Tenth** 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.

In addition the General Shareholder's Meeting will be informed about the amendment of the Regulation of the Board of Directors approved on 21 March 2017.

Approval of the policy for remuneration of Directors is not included on the Agenda since Aena, S.A. is a listed State limited company that in accordance with the Report of the Government Attorney's Office of 15 February 2016 is subject with respect to remuneration to the applicable public sector regulations which prevail over the regulations of private law given the imperative and special nature 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 Arturo Soria, 109, 28043 Madrid, attn Secretary's Office of the Board/Legal Advice and Asset Management Department within five days of the publication of this notice of meeting.

Right to information

From the date of publication of this announcement of the meeting, the shareholders are entitled to examine at the registered office, to request the delivery or immediate dispatch free of charge of a copy of (i) the full text of the announcement of the meeting of the General Meeting; (ii) the total number of shares and voting rights on the date the meeting was called; (iii) the applicable rules for proxy voting and remote voting; (iv) the Company's individual annual accounts and management report for the 2016 financial year and the respective audit report; (v) the consolidated annual accounts and the consolidated management report of the Company and its subsidiaries for the 2016 financial year and the respective audit reports; (vi) the full text of the proposals for agreement for the items on the agenda of the meeting, and the proposals for agreement submitted by the shareholders as they are received, together with the reports of the Board of Directors, legally required or otherwise, which have been deemed relevant; (vii) the report of the Board of Directors on changes made to the Regulations of the Board of Directors; (viii) the reports of the Board of Directors on the proposed amendments to the Regulations of the General Meeting and the Bylaws; (ix) the template for the card for attendance, proxy and remote voting; (x) a document summarising the shareholders' right to information; (xi) the proposal and report referred to in article 529 *decies* of the Consolidated text of the Corporate Enterprises Act on the director whose ratification is submitted to the General Shareholder's Meeting, and a document containing his identity, curriculum vitae and the category to which he belongs; (xii) the document containing the identity, curriculum vitae and the category which they belong, of the directors whose appointment is submitted to the General Shareholder's Meeting, and the proposals and reports referred to in article 529 *decies* of the Consolidated text of the Corporate Enterprises Act; (xiii) the report of the Board of Directors on the authorization to issue debentures and bonds; and (xiv) any other documentation that on the occasion of this General Meeting is made available due to being necessary or merely advisable, including the Audit Committee Performance Report, the Appointments and Remuneration Committee Performance Report, the Annual Corporate Governance Report, the Annual Report on Remunerations to Directors, the Report on the Independence of the Auditor, and the declaration of liability of administrators.

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).

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 deadline and in the same way, shareholders may request information or clarifications or ask questions in writing about the information accessible to the public which has been provided by the Company to the National Securities Market Commission since the holding of the last General Meeting and about the auditor's report. Shareholders may submit their requests by hand at the registered office at Arturo Soria, 109, 28043 Madrid attn Secretary's Office of the Board/Legal Advice and Asset Management



Department, by post by sending them to the Company at the address given above or by emailing them to sajgp@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 Regulation of the Meeting, holders of voting shares may attend the General Shareholder's 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 Shareholder's 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 Regulation of the General Shareholder's 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 Arturo Soria 109, 28043 Madrid, attn Secretary's Office of the Board/Legal Advice and Asset Management Department.

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 Shareholder's Meeting day. Otherwise, the vote shall be deemed not cast.

Shareholders may exercise their right to vote prior to the Annual General Shareholder's Meeting using the form provided for that purpose on the Company's website (www.aena.es), in the section relating to the 2017 General Shareholder's Meeting. To so do, the shareholder must have either a recognised electronic signature based on a recognised and valid electronic certificate, issued by the Spanish Public Certification Authority (CERES) affiliated to the Spanish Currency and Stamp Mint, or a valid electronic national identity document. The shareholder will be told what they have to do to vote in this way when they are filling in the form.

Representation by means of remote communication

Shareholders may grant proxy prior to the General Shareholder's 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 Arturo Soria 109, 28043 Madrid, attn Secretary's Office of the Board/Legal Advice and Asset Management Department.
- (ii) By electronic means: through the website of the Company (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 Shareholder's Meeting day. Otherwise, the proxy shall be deemed not granted.

Attendance at the General Shareholder's 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 Shareholder's Forum has been enabled on the corporate website (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 Section 203 of the Corporate Enterprises Act, with respect to Article 101 of the Company Register Regulation and Article 45.3 of the Regulation of the Meeting.

Data protection

In accordance with the provisions of the Data Protection Act 15/1999, of 13 December, any personal information that shareholders provide to the Company or that are provided by credit institutions and investment services companies where such shareholders have their shares deposited or held or by entities which in accordance with the regulations of the



stock market are required to keep records of the securities represented by book entries, will be processed by the Company in order to manage the performance, compliance and control of the shareholding relationship. For these purposes, the personal information shall be included in files whose controller is the Company. Such personal information shall be provided to the notary exclusively for the purposes of making the notarial record of the General Shareholder's Meeting.

Likewise shareholders are informed that when so allowed by law they may exercise their rights to view, change, delete and object to the use of their personal information by writing to Aena, S.A. attn Central Data Protection Office (OCPD – Oficina Central de Protección de Datos), Arturo Soria 109, 28043 Madrid.

NOTE. The General Meeting is likely to be held on first call on 25 April 2017 in the place and at the time indicated, unless shareholders are otherwise informed through the Official Journal of the Company Registry, the website of the Company, or the appropriate material fact which would be sent to the CNMV.

Madrid, 21 March 2017.

The Chairman of the Board of Directors.
Mr José Manuel Vargas Gómez