PROPOSAL AND REPORT DRAWN UP BY THE BOARD OF DIRECTORS OF AENA, S.M.E., S.A. IN RELATION TO THE RATIFICATION OF THE APPOINTMENT OF MR JAIME GARCÍA-LEGAZ PONCE AS AN EXECUTIVE DIRECTOR BY THE GENERAL SHAREHOLDERS' MEETING CALLED FOR 10 APRIL AND 11 APRIL 2018 ON FIRST AND SECOND CALL RESPECTIVELY

1. Introduction

The Board of Directors of Aena, S.M.E., S.A. (the "**Company**") presents this explanatory report concerning the ratification of the appointment of Mr Jaime García-Legaz Ponce as an executive director of the Company (the "**Report**") by the General Shareholders' Meeting pursuant to Sections 4 and 5 of Article 529.10 of the Corporate Enterprises Act (the "**LSC**" in its Spanish acronym).

In compliance with the provisions of the above Article, any proposal for the appointment or re-election of the members of the Board of Directors who do not have the status of independent directors (as is the case here) is the responsibility of the Board of Directors. Such proposal must be accompanied by an explanatory report from the Board of Directors that assesses (i) the competence, (ii) the experience and (iii) the merits of the proposed candidate and will be preceded by a report from the Appointments and Remuneration Committee.

2. Purpose of the Report

In view of the proposal of the Board of Directors to ratify the appointment made by co-optation of Mr Jaime García-Legaz Ponce as an executive director of the Company, this Report is drawn up for the purpose of:

(i) justifying the ratification proposal as an independent director of the Company by the General Shareholders' Meeting of the Company called for 10 and 11 April 2018 on first and second call respectively; and

(ii) assessing the competence, experience and merits of the candidate proposed as an executive director.

All of the foregoing in the terms of Section 5 of Article 529.10 of the Corporate Enterprises Act.

In the light of the foregoing and in accordance with the provisions of Section 6 of

Article 529.10 of the LSC, the Appointments and Remuneration Committee has reported favourably on this ratification. This report is attached as **Appendix 1** for better identification.

3. Report of the Appointments and Remuneration Committee

Given the need to ratify the position of Mr Jaime García-Legaz Ponce as an executive director following his previous appointment by the co-optation procedure, the Board of Directors began the process required to evaluate such ratification.

In conclusion, the mandatory report of the Appointments and Remuneration Committee was requested, which has reported favourably in relation to the proposal for ratification of Mr. Jaime García-Legaz Ponce as an executive director of the Company, in light of, amongst other factors:

(i) the favourable opinions received from the rest of the directors and, particularly, from the independent directors, in relation to their ratification as board member;

(ii) the excellent performance shown by him in the exercising of his position, from the moment he took possession;

(iii) his extensive experience in the public sector;

(iv) his highly qualified professional profile that is suitable for the performance of the duties of an executive director of the Company due to both his extensive experience and merits in relevant sectors and also his in-depth knowledge of a range of business fields, mainly in financial sectors.

(v) his previous experience, focusing in recent years in the financial and insurance sphere.

All of the foregoing shows that his retention as an executive director of the Company will bring significant advantages to this administrative body.

4. Rationale for the proposal of the Board of Directors

The Board of Directors believes that in order for a director to be able to effectively exercise their supervisory and control role in the Company they must satisfactorily combine sufficient capabilities and competences including in the following areas:

(i) knowledge of the sectors in which the Company operates;

(ii) experience in and knowledge of economic and financial aspects;

(iii) experience in and knowledge of the Company's most important geographical markets; and

(iv) experience in and knowledge of business management, leadership and strategy.

Mr Jaime García-Legaz Ponce's curriculum vitae confirms his competence and merits for the post of executive director. His extensive experience in sectors relevant to the Company, such as the foreign trade sector, and his in-depth knowledge of various business fields ensures the contribution of plural points of view to the discussion of issues in the Board of Directors.

The above means that the Board of Directors considers it justified and appropriate to ratify the appointment of Mr Jaime García-Legaz Ponce as a director of the Company in the belief that such ratification will contribute a valuable profile to the Board of Directors with a view to the performance of the Company's business operations.

5. Assessment of the competence, experience and merits of the candidate

The competence, experience and merits of Mr Jaime García-Legaz Ponce can be seen from his curriculum vitae (attached hereto) which demonstrates his abilities for his appointment as an executive director. By way of summary, it should be noted that:

(i) Degree in Economics and Business Administration awarded by the CUNEF and PhD in Economics from the Complutense University of Madrid. He has held the role of Commercial Expert and State Economist since 1994.

(ii) From November 2016 until his appointment as Chairman of the Board of Directors of Aena and CEO, he has been CEO of CESCE, having chaired the Board of Directors of this company since February 2016.

(iii) He has been the Chairman of the Board of Directors of INFORMA D & B and Chairman of the Board of Directors of the International Council of Credit Insurers (CIAC) and Chairman of the Board of Directors of CESCE Servicios Corporativos.

(iv) Previously, he was a member of the Boards of Directors of INECO SA and Retevisión SA.

(v) During his professional career, which began in 1989, he has been Secretary of State for Commerce in the Government of Spain, chairman of ICEX, chairman of Invest in Spain and chairman of the CECO Foundation. He also held managerial responsibilities in different Ministries.

(vi) He has been a consultant for the World Bank, the EU and the OECD and a professor at the Instituto de Empresa and CUNEF.

In short, in the view of the Board of Directors the candidate meets the essential competence, experience and merits requirements in order to continue to form part of the Board of Directors of the Company.

6. Conclusions of the Board of Directors

In light of the above the Board of Directors considers that the candidate has (i) the competence, (ii) the experience and (iii) the merits required to continue as a member of the Board of Directors and it is therefore warranted that Mr Jaime García-Legaz Ponce should be ratified as a director of the Board.

Accordingly, it proposes ratification by the General Shareholders' Meeting of the Company of his appointment as a Director of the Company.

7. Category of director to which he belongs or should be appointed

The candidate would have the status of executive director of the Company. It has been confirmed with the candidate that he has sufficient time availability to perform the duties of his post.

8. Proposed resolution to be adopted by the General Shareholders' Meeting

In view of the foregoing it is agreed to propose the adoption of the following resolution to the General Shareholders' Meeting of the Company:

> "***Ratification of the appointment by co-optation of Mr Jaime García-Legaz Ponce as an executive director.***
>
> *In accordance with the proposal of the Board of Directors, and following a report from its Appointments and Remuneration Committee, to ratify the appointment as a director of Mr Jaime García-Legaz Ponce, whose personal details are recorded in the Company Register, nominated by co-optation by a decision of the Board of Directors adopted on 13 October 2017 with the status of executive director."*

In Madrid on 27 February 2018