



PROPOSAL BY THE APPOINTMENTS, REMUNERATION AND CORPORATE GOVERNANCE COMMITTEE OF AENA S.M.E, S.A. CONCERNING THE RATIFICATION OF THE APPOINTMENT AS INDEPENDENT DIRECTOR OF MR JUAN RÍO CORTÉS BY THE GENERAL SHAREHOLDERS' MEETING CALLED FOR 27 AND 28 APRIL 2021 AT FIRST AND SECOND CALL

1. Introduction

The Appointments, Remuneration and Corporate Governance Committee of Aena, S.M.E., S.A. (the “**Company**”) draws up this proposal in relation to the ratification of the appointment of Mr Juan Río Cortés as an independent director of the Company (hereinafter the “**Proposal**”) by the General Shareholders’ Meeting, as provided for under Section 4 of Article 529 decies of Royal Legislative Decree 1/2010, of 2 July, which approves the consolidated text of the Corporate Enterprises Act (“**LSC**”).

2. Object of the Proposal

This Proposal is made by the Company's Appointments, Remuneration and Corporate Governance Committee with the purpose of:

- (i) proposing the ratification of the appointment of **Mr Juan Río Cortés** as an Independent Director of the Company by the General Shareholders’ Meeting of the Company called to be held on 27 April and 28 April 2021 on first and second call, respectively; and
- (ii) assessing the competence, experience and merits of the proposed candidate for the position of Independent Director.

this is in accordance with the terms of Article 529 decies, section 4 of the Corporate Enterprises Act.

3. Proposal to the Board of Directors

Due to resignation of one of the Company’s Independent Directors, a vacancy remained on the Board of Directors, for which reason the Appointments, Remuneration and Corporate Governance Committee, in the exercise of its duties of evaluating the skills, knowledge and experience required on the Board and, having analysed the skills matrix drawn up for this purpose, assessed the advisability of strengthening the Board of Directors with the incorporation of a technological and innovation profile, providing experience in the international sphere and with business management skills.

To this end, the Appointments, Remuneration and Corporate Governance Committee, in compliance with the Director Candidate Selection Policy of the

Company, was assisted by an external consultant who, for the selection and proposal of the best candidate, analysed the good business reputation, suitability, competence, experience, training, availability, merit and commitment necessary to form part of the Board of Directors of the Company of several candidates.

Within the framework of the above, and having analysed and debated the necessary aptitudes to be met by the candidate and having analysed the different candidates, the Appointments, Remuneration and Corporate Governance Committee considered proposing Mr Juan Río Cortés to the Board of Directors for appointment through the co-optation procedure, as Independent Director, and highlighted through its proposal the previous professional experience, skills and outstanding merits of the candidate, in particular:

- (i) He is an Industrial Engineer from the Polytechnic University of Barcelona.
- (ii) He is currently the Senior Managing Director of the American consulting firm FTI Consulting, where he is part of the Strategic Consulting team in Telecommunications, Media and Technology in the United States.
- (iii) He was Chairman of Delta Partners Corporation, a leading multinational telecommunications, media and technology investment and advisory firm, and Head of its Silicon Valley office. In July 2020, FTI Consulting acquired Delta Partners.
- (iv) From 2005 to 2006 he worked as Junior Engagement Manager Consultant, Corporate Finance & Strategy practice where he worked in the Telecommunications and Banking sectors.
- (v) From 2004 to 2005 he worked at Bank of America and Merrill Lynch as Associate - M&A, Telco Group in London where he developed M&A models and analysis of possible financing structures.
- (vi) From 1999 to 2003 he worked as a Telecommunications Analyst and Senior Associate at Oliver Wyman.

In view of the Curriculum Vitae of the proposed candidate, it should be noted that, among the functions and skills that have been positively valued by this Committee, his extensive experience in the telecommunications, media and technology industry stands out, where he has more than twenty years' experience leading digital transformation processes at an international level, having developed his career in more than 20 countries on 4 continents.

In addition, his extensive professional experience within the technology sector and the telecommunications industry gives Mr Juan Río Cortés a deep understanding of the digital landscape including commercial developments, partnerships and the

valuation of digital services, having demonstrated that he has a strong ability to manage the launch of Telecommunications, Media and Technology companies by analysing strategic, commercial and financial planning.

In view of the foregoing, the Committee emphasises that the candidate is a suitable person for the position to be filled due to his specialised skills in the area of communications, technology and finance, his vision of digital transformation and innovation processes from the American perspective, which bring a diversity of knowledge to the Board of Directors. This will encourage the diversity of opinion and help to enrich the analyses and proposals discussed on the Board.

Therefore, the Appointments, Remuneration and Corporate Governance Committee considers the ratification of the appointment of Mr Juan Río Cortés as an Independent Director of the Company to be justified and appropriate, as it is sure that such ratification will provide a valuable profile for the Board of Directors in carrying out the Company's activity.

4. Conclusions of the Appointments, Remuneration and Corporate Governance Committee

By virtue of the foregoing, the Appointments, Remuneration and Corporate Governance Committee considers that Mr Juan Río Cortés meets the requirements of suitability, competence, experience, training, merit and commitment necessary to fill the position of director, and therefore proposes the ratification of his appointment as an Independent Director of the Company.

5. Category of Director to which he should be assigned

The candidate would have the category of Independent Director of the Company, as he meets the necessary requirements for this purpose. The candidate's effective availability to provide the dedication required for the performance of the position has been verified.

Madrid, 23 March 2021.