RULES FOR REMOTE PROXIES AND VOTING ADOPTED BY THE BOARD OF DIRECTORS OF AENA S.M.E., S.A. FOR THE GENERAL MEETING 2019

The Board of Directors of AENA, S.M.E., S.A. ("**Aena**" or the "**Company**") has decided, in accordance with the provisions of Article 17 of the Company Bylaws and Article 13 of the General Meeting Regulation, that at the next Ordinary General Shareholder's Meeting, which is to be held at the **press conference room of Terminal 4 at Adolfo Suárez Madrid-Barajas Airport at Avda. de la Hispanidad s/n, 28042 Madrid,** at 12 noon on 9 April 2019 on first call, or in the same place and at the same time on 10 April 2019 on second call, the following rules for remote voting and proxies shall apply as from the date of publication of the notice of meeting:

1. Remote voting

Shareholders of Aena entitled to attend and vote may cast their vote prior to the meeting on the items on the Agenda for the General Meeting pursuant to the provisions of the Corporate Enterprises Law, Article 26 of the Company Bylaws and Article 39 of the General Meeting Regulation.

Shareholders casting their votes remotely in the terms indicated below will be considered present for the purposes of the constitution of the Ordinary General Meeting of the Company.

Shareholders may use any of the following means for this purpose:

a) **Delivery of the voting card at the offices of the Company**. Shareholders may cast their vote prior to the General Shareholder's Meeting by submitting the duly completed and signed voting card issued by the member entity of Iberclear at which they have deposited their shares at the Company's offices: Aena, C/ Peonías, 12 Madrid (Secretary's Office of the Board of Directors).

   If the attendance card issued by the member entity of Iberclear does not include a "Remote Voting" section, does not allow the inclusion of voting instructions when the shareholder wishes to give them, or in any other such circumstances in which they see fit, any shareholder who would like to cast a remote vote should download and print the "Attendance, Proxy and Remote Voting Card" from the Aena website (www.aena.es) and then fill in and sign by hand the "Remote Voting" section on it. This card, completed as indicated, must be presented at the Company's offices.

   Any shareholders delivering the above documentation to the Iberclear member entity where their shares are deposited must make sure that the institution in question will forward the documentation to Aena in due time and form.

b) **Voting by post or courier service**. Shareholders may cast their vote prior to the General Shareholder's Meeting by sending the duly completed and signed voting card issued by the member entity of Iberclear at which they have deposited their shares to the Company's offices: Aena, Secretary's Office of the Board of Directost, C/ Peonías, 12 Madrid, 28042, by post or courier service, marking the envelope **"Remote Voting – Ordinary General Meeting 2019"**.

If the attendance card issued by the member entity of Iberclear does not include a "Remote Voting" section, does not allow the inclusion of voting instructions when the shareholder wishes to give them, or in any other such circumstances in which they see fit, any shareholder who would like to cast a remote vote should download and print the "Attendance, Proxy and Remote Voting Card" from the Aena website (www.aena.es) and then fill in and sign by hand the "Remote Voting" section on it.

Any shareholders delivering the above documentation to the Iberclear member entity where their shares are deposited must make sure that the institution in question will forward the documentation to Aena in due time and form.

c) **Voting using electronic means**. Shareholders may cast their vote prior to the General Shareholder's Meeting by using the form provided for this purpose on the Company's website (www.aena.es), in the section General Shareholder's Meeting 2019. For this purpose, 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 – Entidad Pública de Certificación Española) in the Royal Spanish Mint (Fábrica Nacional de Moneda y Timbre) or a valid electronic ID. The shareholder will be told what they have to do to vote in this way when they are filling in the form.

2. Remote proxies

Aena shareholders may grant proxies prior to the General Meeting under the terms set out in the Corporate Enterprises Law, Article 19 of the Company Bylaws and Article 16 of the General Meeting Regulation.

Shareholders may use any of the following means for this purpose:

a) **Delivery of the proxy card at the offices of the Company**. Shareholders may grant proxies prior to the General Shareholder's Meeting by submitting the duly completed and signed proxy card issued by the member entity of Iberclear at which they have deposited their shares at the Company's offices: Aena, C/ Peonías, 12 Madrid (Secretary's Office of the Board of Directors).

If the attendance card issued by the member entity of Iberclear does not include a "Proxy" section, does not allow the inclusion of voting instructions when the shareholder wishes to give them, or in any other such circumstances in which they see fit, any shareholder who would like to cast a remote vote should download and print the "Attendance, Proxy and Remote Voting Card" from the Aena website (www.aena.es) and then fill in and sign by hand the "Proxy" section on it. This card, completed as indicated, must be presented at the Company's offices.

Any shareholders delivering the above documentation to the Iberclear member entity where their shares are deposited must make sure that the institution in question will forward the documentation to Aena in due time and form.

b) **Proxy by post or courier service**. Shareholders may grant proxies prior to the General Shareholder's Meeting by sending the duly completed and signed proxy card issued by the member entity of Iberclear at which they have deposited their shares to the Company's offices: Aena, Secretary's Office of the Board of Directors, C/ Peonías, 12 Madrid, 28042, by post or courier service, marking the envelope **"Remote Proxies – Ordinary General Meeting 2019"**.

If the attendance card issued by the member entity of Iberclear does not include a "Proxy" section, does not allow the inclusion of voting instructions when the shareholder wishes to give them, or in any other such circumstances in which they see fit, any shareholder who would like to grant a proxy should download and print the "Attendance, Proxy and Remote Voting Card" from the Aena website (www.aena.es) and then fill in and sign by hand the "Proxy" section on it.

Any shareholders delivering the above documentation to the Iberclear member entity where their shares are deposited must make sure that the institution in question will forward the documentation to Aena in due time and form.

c) **Proxy using electronic means**. Shareholders may grant proxies prior to the General Shareholder's Meeting by using the form provided for this purpose on the Company's website (www.aena.es), in the section General Shareholder's Meeting 2019. For this purpose, 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 – Entidad Pública de Certificación Española) in the Royal Spanish Mint (Fábrica Nacional de Moneda y Timbre) or a valid electronic ID. The shareholder will be told what they have to do to grant a proxy in this way when they are filling in the form.

Before the deadline for appointing proxies, the shareholder may view or revoke the electronic proxy granted in advance on the Company's website by following the instructions which will be specified for this purpose on the above website.

Basic rules for remote voting and proxies

2.1 Term of authorisation for remote voting and proxies by electronic means

The application for voting and granting proxies using electronic facilities will be enabled on the Company's website (www.aena.es) from 5 March 2019 until 24:00 hours on the day before the date set for the General Shareholder's Meeting on first call.

2.2 Deadline for receipt by the Company of remote votes and proxies

In order to be valid and pursuant to the Regulations of the General Shareholder's Meeting, remote votes and proxies exercised as above must be received by the Company before 24:00 hours on the day before the date set for the General Shareholder's Meeting on first call. Otherwise the proxy will be deemed not granted and the vote not cast unless reception later on but before the General Meeting does not pose material problems for due checking and counting for the

preparation and holding of the General Meeting.

After this deadline and with the exception mentioned in the previous paragraph, only proxies granted on paper and presented on the date and at the venue of the General Meeting up to the time set for the meeting to begin will be admitted.

2.3 Rules of priority for proxy, remote and attendance at the General Meeting

2.3.1 Priorities between attendance in person and remote votes or proxies

(i) Attendance in person at the General Meeting by a shareholder who has previously granted a proxy or cast a vote remotely will annul such proxy or vote.

(ii) Likewise, remote votes will render void any proxy granted remotely earlier on.

(iii) Votes cast by remote procedures shall be voided (a) by subsequent express revocation by the same means used to cast such vote and within the deadline set for such purpose, and (b) if the shareholder validly grants a proxy after the date when the vote was cast by remote procedures.

2.3.2 Priorities between several remote proxies or several remote votes

If a shareholder validly grants several remote proxies, the last one received by the Company will prevail.

Shareholders may validly cast a remote vote only once in respect of each share position. If a shareholder casts several remote votes in respect of the same shares, the last vote received by the Company will prevail and any received beforehand will be void provided that the vote has been cast using the same remote means. This remote vote may only be revoked or changed by the shareholder's personal attendance at the General Meeting.

2.4 Rules for granting proxy by remote communication means

If instructions have been issued by the shareholder granting the proxy, the proxy holder shall cast the vote in compliance with such instructions and shall be required to keep such instructions for one year from the date of the Meeting.

A proxy holder may hold a proxy from more than one shareholder without limitation as to the number of shareholders so represented. Where a proxy holder holds proxies from several shareholders, they may cast votes for a certain shareholder differently from votes cast for another shareholder.

Under all circumstances, the number of shares represented by proxy shall be calculated for the valid constitution of the Meeting.

The documents containing proxies for the General Shareholder's Meeting shall contain at least the following:

(i) The date the General Shareholder's Meeting is to be held and its Agenda.

(ii) The identity of the principal and the proxy holder. If not specified, it shall be deemed that the proxy has been granted to the Chairman of the Board of Directors of the Company or their designee, or the person replacing them as Chair of the General Shareholder's Meeting.

(iii) The number of shares owned by the shareholder granting the proxy.

(iv) Any instructions from the shareholder granting the proxy on how to vote in each of the items on the Agenda.

The Chairman of the General Meeting or the persons designated by them shall be authorised to determine the validity of the proxies granted and compliance with the General Meeting's attendance requirements.

Prior to their appointment, the proxy must provide detailed information to the shareholder about whether there is a conflict of interest. If the conflict is subsequent to the appointment and the shareholder represented has not been advised of its possible existence, the proxy must inform the shareholder immediately. In both cases, if the proxy holder has not received new specific voting instructions for each of the matters on which they are to vote on behalf of the shareholder, they shall refrain from casting a vote without prejudice to the provisions of the next paragraph.

Unless the principal states otherwise, if the proxy is involved in a conflict of interest and does not have specific voting instructions it shall be understood that the principal has designated for this case as their proxies, acting severally and successively in the order shown below in case any of them are in turn involved in a conflict of interest, the Chairman of the Board of Directors of the Company or the person replacing them as Chair of the General Shareholder's Meeting, or the person designated by the latter.

2.5 Other provisions

(i) Any remote proxies and votes will be rendered void by any disposal of the shares conferring the right to attendance that is known to the Company.

(ii) If the shareholder is a legal entity, the Company shall consider the proxy powers invoked by the person signing the documents on behalf of that shareholder to be in force and not revoked unless the legal entity shareholder has formally notified it otherwise. Aena accepts no liability until such notification has been given.

(iii) Proxies must be accepted by the proxy holder. For this purpose, the proxy holder will be deemed to accept the proxy if they exercise it by attending the General Shareholder's Meeting and evidencing their identity and the proxy power granted to them. If the proxy is granted to the Chairman of the General Meeting or a Director, the proxy power will be deemed accepted by the proxy holder provided it has been received by the Company within the deadline specified in paragraph 2.2 above.

(iv) If the shareholder's voting intentions or instructions for the proxy holder on

how to vote are not expressly stated on the remote voting or proxy card, the shareholder will be considered to vote for, or to instruct their proxy to vote for, the resolutions proposed by the Board of Directors or, where appropriate, by the shareholders who have exercised their right to add to the agenda. With respect to proposed resolutions relating to items not included on the Agenda, shareholders who cast their votes remotely may grant proxy powers using any of the procedures laid down, in which case the rules established for this purpose shall apply to the proxy power and it shall be deemed the proxy has been granted to the Chairman of the Board of Directors unless expressly indicated otherwise by the shareholder.

(v) If the proxy card does not name the proxy holder, the proxy will be deemed to have been granted to the Chairman of the Board of Directors or their designee, or the person replacing them as Chair of the General Shareholder's Meeting. When the proxy holder for the shareholder is the Chairman of the General Shareholder's Meeting or a Director by express or tacit designation and the proxy card does not contain specific voting instructions, should the proxy holder be subject to a conflict of interest in respect of one or more of the items on the agenda of the General Shareholder's Meeting, the proxy will be deemed granted for that item or items severally and successively to the Secretary and Deputy Secretary of the Board of Directors, unless otherwise indicated by the shareholder on the proxy card.

(vi) Unless otherwise indicated by the shareholder on the voting or proxy card (in which case the shareholder will be deemed to have instructed their proxy holder 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 shall vote in the way they believe to be in the best interests of their principal, and the provisions of the preceding paragraph shall be applicable in the event of any conflict of interest.

(vii) The validity of the vote or proxy shall be subject to confirmation of the status of shareholder, and it shall be checked that the information about the ownership and number of shares provided by the shareholder voting or granting a proxy matches the information contained in the records kept by the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (Iberclear). In the event of any discrepancy, the information in the records of the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores (Iberclear) shall prevail.

(viii) Any conflicts of interest between proxies and their principals and the relationships between them shall be governed by the relevant provisions of the Corporate Enterprises Law and the Company shall not be liable for any failure by the proxy to comply with the any agreements with or instructions received from their principal.

(ix) In the case of jointly held shares, for the purposes of Section 126 of the Corporate Enterprises Law the joint holder who casts the remote vote or grants the remote proxy will be assumed to have been designated by the other joint holders to exercise the rights corresponding to the shares.

3. Vote splitting and proxies

Any entities legitimately recognised as shareholders by virtue of the accounting record of their shares but acting on behalf of several persons may split their votes and cast them differently in compliance with any differences in the voting instructions they have received.

For this purpose they may use as many Aena, attendance cards as needed to split the vote and accompanied in all cases by the cards issued by the custodians.

The abovementioned intermediary entities may delegate the votes to each of the indirect holders or to third parties designated by them with no limit on the number of proxies that may be granted.

4. Technical incidents

The Company reserves the right to amend, suspend, cancel or restrict the mechanisms for electronic proxies when technical or security reasons make this necessary. The Company also reserves the right to ask shareholders for the additional means of identification it deems appropriate to guarantee the identity of the participants, the authenticity of the proxy powers granted and, in general, the legal certainty of the General Shareholder's Meeting.

Aena shall not be liable for any harm to shareholders caused by malfunction of the postal service or any other similar means used by shareholders to send the documentation for remote voting or proxies to the Company.

5. Information clause on protection of your personal data

Pursuant to the General Data Protection Regulation and other data protection regulations, any personal data which shareholders provide to AENA, S.M.E., S.A., to exercise their attendance, proxy and voting rights at the General Shareholders' Meeting, to take part in the Electronic Shareholders' Forum and to fulfil any other legal obligations arising from the calling or holding of the General Shareholders' Meeting, or any which are supplied by credit institutions and investment services companies where such shareholders have their shares deposited or held or by entities which under stock market regulations are required to keep records of securities represented by book entries, will be processed by AENA, S.M.E., S.A. for the purpose of managing, performing, complying with and supervising the shareholding relationship with respect to the calling and holding of the General Shareholders' Meeting. If the attendance or proxy card includes personal data concerning individuals other than its holder, the shareholder must have the consent of the data subjects concerned for the disclosure of their personal data to AENA, S.M.E., S.A. and inform them of the points relating to personal data processing indicated in this call notice.

To this end your data will be stored in files whose controller is AENA, S.M.E., S.A. The legal basis for our processing is the proper performance of your relationship as a shareholder of AENA, S.M.E., S.A., and compliance with legal obligations. These data will be provided to the Notary exclusively for the purpose of issuing the notarial record of

the General Shareholders' Meeting and no international data transfers are envisaged. The Meeting will be streamed for transparency and information purposes. The data will be kept during the holding of the Meeting and also during the terms set by law for making or defending claims.

Likewise, data subjects are notified that when so allowed by law, they may exercise their rights of access, rectification, erasure, restriction of processing, portability and objection to processing pursuant to current regulations and in the terms and in compliance with the requirements set therein by writing to AENA, S.M.E., S.A. at Oficina Central de Protección de Datos, Peonías 12, 28042 Madrid. If you have any questions concerning data protection, you can contact our Data Protection Officer by emailing dpd@aena.es. You may also make a complaint to the Spanish Data Protection Agency at any time.

****