PROPOSAL DRAWN UP BY THE APPOINTMENTS AND REMUNERATION COMMITTEE OF AENA, S.M.E, S.A. IN RELATION TO THE RATIFICATION OF THE APPOINTMENT OF MR JOSEP ANTONI DURAN I LLEIDA AS AN INDEPENDENT DIRECTOR BY THE GENERAL SHAREHOLDERS' MEETING CALLED FOR 9 APRIL AND 10 APRIL 2019 ON FIRST AND SECOND CALL RESPECTIVELY

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1. Introduction

The Appointments and Remuneration Committee of AENA, S.M.E., S.A. (the "**Company**") presents this proposal concerning the ratification of the appointment of Mr Josep Antoni Durán i Lleida as an independent director of the Company (the "**Proposal**") by the General Shareholders' Meeting of the Company pursuant to Section 4 of Article 529.10 of the Corporate Enterprises Act (the "**LSC**" in its Spanish acronym).

2. Purpose of the Proposal

In the light of the foregoing this Proposal is drawn up by the Appointments and Remuneration Committee of the Company for the purpose of:

(i) proposing the ratification of the appointment of Mr Josep Antoni Durán i Lleida as an independent director of the Company by the General Shareholders' Meeting of the Company called for 9 April and 10 April 2019 on first and second call respectively; and

(ii) assessing the competence, experience and merits of the candidate proposed for the performance of the post of independent director.

3. Proposal to the Board of Directors

Following his appointment by the Board of Directors using the cooptation procedure, the Appointments and Remuneration Committee fully supports the ratification of the appointment of Mr Josep Antoni Durán i Lleida as an independent director of the Company in view of a number of factors including the following:

(i) Mr Josep Antoni Durán i Lleida has wide-ranging experience in the public and private sectors and a highly qualified professional profile that is appropriate for the performance of the duties of a 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;

(ii) The favourable opinions received from the other directors, and in particular from the independent directors, in relation to his ratification as a director;

(iii) His excellent performance of the duties of his position from the moment he took office;

(iv) His significant international experience in the public and private sectors with a global vision of the international situation in general shows that his joining the Board of Directors and his appointment as a director will bring major advantages to this governing body; and

(v) He has apposite knowledge of the obligations incumbent upon him as a director of the Company along with excellent people skills to interact seamlessly and conscientiously at a high business and institutional level;

which shows that his retention on the Board of Directors and the ratification of his appointment as an independent director will bring significant advantages to the Board of Directors.

All of the foregoing can be easily verified in the candidate's curriculum vitae, the most important aspects of which are as follows:

He has a Law degree from the University of Lleida and a Certificate in European Community studies.

(i) Deputy Chair of the Morocco-Spain Economic Council (CEMAES)

(ii) Spanish coordinator at the Italian-Spanish Dialogue Forum

(iii) Chair of the Euro-Mediterranean Parliamentary Assembly Advisory Council

(iv) Member of Bufet Colls law firm in Barcelona

(v) Adviser to and member of the KREAB Board

(vi) Member of the Advisory Board of Foment del Treball Nacional, the main Catalan business association

(vii) Until 2016 he was a Convergència i Unió MP and party spokesman in the Spanish Parliament

(viii) He was leader of the political party Unió Democràtica de Catalunya

The Appointments and Remuneration Committee 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 in any of 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 Josep Antoni Durán i Lleida's curriculum vitae confirms his competence and merits for the post of director. His extensive experience in sectors relevant to the Company and his in-depth knowledge of various business fields ensure the contribution of plural points of view to the discussion of issues in the Board of Directors.

The above means that the Appointments and Remuneration Committee considers it justified and appropriate to ratify the appointment of Mr Josep Antoni Durán i Lleida 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.

4. Conclusions of the Appointments and Remuneration Committee

In short, in the view of the Appointments and Remuneration Committee the candidate meets the requirements of suitability, competence, experience, training, merits and commitment that are necessary and appropriate in order to continue to form part of the Board of Directors of the Company.

In light of the above the Appointments and Remuneration Committee believes it to be warranted that Mr Josep Antoni Durán i Lleida should be ratified as an independent director of the Company.

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

The candidate would be an independent director of the Company. It has been confirmed with the candidate that he has sufficient time availability to perform the duties of his post.

In Madrid on 22 February 2019