



AENA, S.M.E., S.A.
ORDINARY GENERAL SHAREHOLDER'S MEETING 2019

Attendance, Proxy and Remote Voting Card

The Board of Directors of AENA, S.M.E., S.A. (the "Company") has resolved to call an Ordinary General Shareholder's Meeting 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, if the quorum required is not reached, in the same place and at the same time on 10 April 2019 on second call. In all likelihood, the General Shareholder's Meeting will be held on first call on the day and in the place indicated above.

Holders:			Address:	
Securities Account	Number of shares	Minimum no. of shares to attend	Number of votes	Card number
		1		

The holder of this card may grant a proxy or cast a vote using remote means by completing and signing the corresponding section. If both sections are signed, the remote vote shall prevail and the proxy shall be invalid.

RIGHT OF ATTENDANCE

Any shareholder may attend the General Shareholder's Meeting whose shares have been registered in their name in the shareholders register not later than five (5) days before the date on which the General Shareholder's Meeting is to be held and has the corresponding attendance card. Shareholders wishing to attend the Meeting must sign this CARD in the **ATTENDANCE IN PERSON AT THE MEETING** section in the space provided for this purpose and present it at the venue on the day of the Meeting.

SHAREHOLDERS WISHING TO VOTE BY PROXY USING THIS CARD

Shareholders with the **RIGHT OF ATTENDANCE** who do not intend to attend in person may appoint a proxy. To do so they must complete the **PROXY** section and sign in the space provided for this purpose. Once the card has been signed, it must be delivered to the Company either by hand, post or a courier service, at the following address: Secretary's Office of the Board of Directors of AENA, S.M.E., S.A., c/ Peonías, 12, 28042, Madrid. The rules included in the notice of meeting and on the Company's website (www.aena.es) must also be complied with. If you wish to vote by proxy, you can also give the duly completed card to your proxy for it to be delivered on the day of the Meeting at the entrance to the venue.

You may also grant proxy prior to the General Shareholder's Meeting electronically on the Company's website (www.aena.es) by following the instructions provided and using your electronic ID or by 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).

SHAREHOLDERS WISHING TO CAST A REMOTE VOTE BY POST USING THIS CARD

Shareholders with the **RIGHT OF ATTENDANCE** who wish to cast a remote vote by post regarding the items on the agenda should complete the **REMOTE VOTING BY POST** section and sign in the space provided. Votes cast in this way may be delivered to the Company by hand, post or a courier service, at the following address: Secretary's Office of the Board/Legal Advice and Asset Management Department, AENA, S.M.E., S.A., calle Peonías, 12, 28042, Madrid. The rules included in the notice of meeting and on the Company's website (www.aena.es) must also be complied with.

You may also vote prior to the General Shareholder's Meeting by using the form provided for this purpose on the Company's website (www.aena.es) and following the instructions provided and using your electronic ID or by 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).

ATTENDANCE IN PERSON AT THE MEETING

Shareholders wishing to attend the Meeting in person should sign this card in the space provided below and present it at the venue on the day of the Meeting.

Signature of shareholder attending in person

In, on 2019.

REMOTE VOTING BY POST

If prior to the shareholders' meeting any shareholders with the right to attendance who have been given this card should wish to cast a remote vote about the proposals on the Agenda for the General Meeting, they should check the appropriate box with an X to indicate how they will vote.

If none of the boxes provided for this purpose have been checked with respect to any of the items on the Agenda, the vote will be deemed to have been cast for the proposal from the Board of Directors. In all cases, in addition to the provisions of the law, the Company Bylaws and the General Meeting Regulation, the rules included in the notice of meeting and on the Company's website (www.aena.es) must be complied with.

Items	1	2	3	4	5	6	7.1	7.2	7.3	7.4	7.5	7.6	7.7	7.8	7.9	7.10	8	9	10	11
For																				
Against																				
Abstention																				
Blank																				

Shareholders who cast a remote vote will be deemed to be present for the purposes of the constitution of the General Meeting.

With respect to proposed resolutions relating to items not included on the attached Agenda, the proxy shall be deemed to have been granted to the Chairman of the Board of Directors with application of the rules on voting intention and replacement in case of conflict of interest contained in the Proxy section of this card. Check the NO box below only if you do not agree to such proxy vote and do not authorise the replacement, in which case you will be deemed to have abstained with respect to such proposed resolutions.

☐ **NO**

Signature of the shareholder casting a remote vote

In, on 2019.

PROXY

The shareholder who has been issued this card grants a proxy for the General Meeting indicated herein to (check one of the following boxes only and, where applicable, designate the proxy):

☐ The Chairman of the Board of Directors

☐ Mr/Ms.....

If neither of the above boxes has been checked or no one has been designated as a proxy holder, the proxy will be deemed to be granted to the Chairman of the Board of Directors or, if there is a conflict of interest, severally and successively if they in turn have a conflict of interest to the Secretary of the Board of Directors or, in the event of their absence, conflict or inability, the Deputy Secretary of the Board of Directors.

VOTING INSTRUCTIONS IN RELATION TO THE PROPOSED RESOLUTIONS ON THE AGENDA

Check the appropriate box with an X. If instructions are not given by checking the appropriate boxes or there are doubts about your voting intention, the vote will be deemed to have been cast for the proposals from the Board of Directors. In all cases, in addition to the provisions of the law, the Company Bylaws and General Meeting Regulation, the rules included in the notice of meeting and on the Company's website (www.aena.es) must be complied with.

Items	1	2	3	4	5	6	7.1	7.2	7.3	7.4	7.5	7.6	7.7	7.8	7.9	7.10	8	9	10	11
For																				
Against																				
Abstention																				
Blank																				

For the purposes of applicable legislation, it is hereby stated that (i) if, in the event it is allowed by applicable regulations, one or more of the proposals referred to in Section 526.1 b) and c) of the Corporate Enterprises Law are submitted for approval to the General Meeting, the directors affected by such proposals would be subject to a conflict of interest in voting on them; (ii) the Chairman of the Board of Directors and the remaining directors may be subject to a conflict of interest in relation to items five, seven point one, seven point two, seven point three, seven point four, seven point five, seven point six, seven point seven, seven point eight and ten on the agenda. In this case, unless the NO box below is checked, proxy will be deemed to have been granted in relation to these items severally and successively, if they in turn have a conflict of interest, to the Secretary and Deputy Secretary of the Board of Directors. If the NO box below is checked, the shareholder will be deemed to have instructed their proxy to abstain in relation to items involving a conflict of interest.

☐ NO

EXTENSION OF THE PROXY TO ITEMS NOT INCLUDED ON THE AGENDA

Unless the shareholder granting proxy indicates otherwise by checking the NO box below (in which case the shareholder will be deemed to have instructed their proxy 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 holder shall vote in the way they believe to be in the best interests of their principal.

☐ NO EXTENSION TO OTHER ITEMS

Proxy's signature

Signature of the shareholder granting the proxy

In, on 2019.

In, on 2019.

DATA PROTECTION

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.

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 directors' report of the Company for the fiscal year ended 31 December 2018.
- 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 directors' report of the Company and its subsidiaries for the fiscal year ended 31 December 2018.
- Third** Examination and approval, if applicable, of the proposed allocation of earnings of the Company for the fiscal year ended 31 December 2018.
- Four** Examination and approval, if applicable, of the Non-Financial Information Statement (NFIS) for the year 2018: Annual Corporate Responsibility Report.
- Fifth** Examination and approval, if applicable, of the corporate management for the fiscal year ended 31 December 2018.
- Sixth** Appointment of the external auditor for the fiscal years 2020, 2021 and 2022.
- Seventh** Composition of the Board of Directors: Ratification, re-election and appointment of directors, as applicable:
- 7.1 Ratification of the appointment by cooptation of Mr Maurici Lucena Betriu as an executive director.
 - 7.2 Ratification of the appointment by cooptation of Ms Angélica Martínez Ortega as a proprietary director.
 - 7.3 Ratification of the appointment by cooptation of Mr Francisco Ferrer Moreno as a proprietary director.
 - 7.4 Ratification of the appointment by cooptation of Mr Juan Ignacio Díaz Bidart as a proprietary director.
 - 7.5 Ratification of the appointment by cooptation of Ms Marta Bardón Fernández-Pacheco as a proprietary director.
 - 7.6 Ratification of the appointment by cooptation of Mr Josep Antoni Durán i Lleida as an independent director.
 - 7.7 Re-election of Ms Pilar Arranz Notario as a proprietary director.
 - 7.8 Re-election of TCI ADVISORY SERVICES LLP, represented by Mr Christopher Anthony Hohn, as a proprietary director.
 - 7.9 Appointment of Mr Jordi Hereu Boher as an independent director.
 - 7.10 Appointment of Ms Leticia Iglesias Herraiz as an independent director.
- Eighth** Modification of sections 17, 33, 34, 35, 39, 40, 41, 42, 44 and 47 of the Company Bylaws to modify the name of the Appointments and Remuneration Committee and rename it as the Appointments, Remuneration and Corporate Governance Committee.
- Ninth** Modification of section 13.4 (v) of the General Shareholder's Meeting Regulation to modify the name of the Appointments and Remuneration Committee and rename it as the Appointments, Remuneration and Corporate Governance Committee.
- Tenth** Advisory vote of the Annual Report on Directors' Remunerations for the fiscal year 2017.
- Eleventh** 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.