



**PROPOSAL MADE BY THE APPOINTMENTS, REMUNERATION AND CORPORATE GOVERNANCE COMMITTEE OF AENA , S.M.E., S.A. IN CONNECTION WITH THE APPOINTMENT OF MS IRENE CANO PIQUERO AS AN INDEPENDENT DIRECTOR BY THE GENERAL SHAREHOLDERS' MEETING CALLED FOR 31 MARCH AND 1 APRIL 2020 ON FIRST AND SECOND CALL, RESPECTIVELY**

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**1. Introduction**

The Appointments, Remuneration and Corporate Governance Committee of Aena, S.M.E., S.A. (the “**Company**”), 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”), must propose the appointment or re-election of the members of the Board of Directors, in the case of Independent Directors.

**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 appointment of **Ms Irene Cano Piquero** as an Independent Director of the Company by the General Shareholders' Meeting of the Company called to be held on 31 March and 1 April 2020 on first and second call, respectively; and
- (ii) assessing the competence, experience and merits of the proposed candidate for the position of Independent Director.

**3. Proposal to the Board of Directors**

On the occasion of the end of the mandate of one of the Independent Directors of the Company's Board of Directors last June 2019, there would be a vacancy on the Board of Directors as of the next General Shareholders' Meeting, and, accordingly, the Company has commissioned a study from an external advisor for the selection and proposal of the best candidate. The Appointments, Remuneration and Corporate Governance Committee, in the exercise of its functions to evaluate the skills, knowledge and experience required on the Board, where digitalisation is one of the cornerstones of the Strategic Plan, having analysed the matrix of skills prepared for that purpose, has assessed the advisability of strengthening the Board of Directors with the incorporation of a digital and technological profile that will provide knowledge that will help modernise the Company.

To this end, the Appointments, Remuneration and Corporate Governance Committee, in compliance with the Director Candidate Selection Policy of the Company, has commissioned a study from an external consultant who has 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 foregoing, and after analysing and discussing the necessary skills that the candidate should possess and having analysed the different appointments, the Appointments, Remuneration and Corporate Governance Committee considered proposing to the General Shareholders' Meeting the appointment of Ms Irene Cano Piquero, this Committee hereby highlights the candidate's previous professional experience, skills and outstanding merits, in particular:

- (i) She has a degree in Business Administration and Management from the University of Oviedo.
- (ii) For three years she worked in the commercial department of Yahoo.
- (iii) From 2003 to 2008 she worked at Google, first as Operations Manager and since 2006 as Agency Manager.
- (iv) In 2009, she joined Orange Spain as Director of the Commercial Department.
- (v) In January 2010, she joined Facebook as Sales and Business Development Director and since 2012, she has been Country Manager for Spain and Portugal, responsible for adapting and implementing the company's strategy in the Spanish and Portuguese market to the different business areas.

In view of the proposed candidate's curriculum vitae, it should be noted that one of her most important functions and skills that have been positively evaluated by this Committee has been her extensive experience in the Internet sector, where she has been working for almost twenty years, and also her international experience. In 2010, she became the first Spanish woman to have worked for the world's three leading technology companies in the world, and was awarded the iForum prize for her career in 2012, an annual recognition of the best professionals and companies in the Internet and new technologies sector.

Also, throughout her extensive professional experience, Ms Irene Cano Piquero has proven to have a great capacity to analyse new business and vision for companies.

In the light of the foregoing, the Committee stresses that the candidate is ideally suited for the post to be filled on account of her specialised technological skills, which are considered essential for the vacant position and will provide a breadth of knowledge to the Board of Directors. This will encourage the diversity of opinion and help to enrich the analyses and proposals discussed in the Board.

Her addition to the Board of Directors would also improve gender diversity on the Board, thus reaching the goal established by the CNMV for 2020 of a 30 percent female representation on the Board of Directors.

Attached is the curriculum vitae of Ms Irene Cano Piquero in **Annex I** of this Report.

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

In view of the foregoing, the Appointments, Remuneration and Corporate Governance Committee considers that Ms Irene Cano Piquero meets the requirements of suitability, competence, experience, training, merit and commitment necessary to fill the post of Director, and therefore it is proposed that the General Shareholders' Meeting appoint her as a Director.

**5. Category of Director to which she should be assigned**

The candidate would have the category of Independent Director of the Company, since she meets the necessary requirements for this purpose. The candidate has been asked and has confirmed that she is actually available to take on the position.

In Madrid on 25 February 2020.