PROPOSAL AND REPORT DRAWN UP BY THE BOARD OF DIRECTORS OF AENA, S.M.E, S.A. IN RELATION TO THE PROPOSAL FOR THE RE-ELECTION AS A PROPRIETARY DIRECTOR OF TCI ADVISORY SERVICES LLP, AND AS ITS REPRESENTATIVE MR CHRISTOPHER ANTHONY HOHN, 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 Board of Directors of Aena, S.M.E., S.A. (the "**Company**") presents this explanatory report concerning the re-election of TCI ADVISORY SERVICES LLP, represented by Mr Christopher Anthony Hohn, as a proprietary director of the Company (the "**Report**") by the General Shareholders' Meeting of the Company pursuant to Sections 4 and 5 of Article 529.10 of the Corporate Enterprises Act (the "**LSC**" in its Spanish acronym).

In compliance with the provisions of the above Article, any proposal for the appointment or re-election of the members of the Board of Directors who do not have the status of independent directors (as is the case here) is the responsibility of the Board of Directors. Such proposal must be accompanied by an explanatory report from the Board of Directors that assesses (i) the competence, (ii) the experience and (iii) the merits of the proposed candidate and will be preceded by a report from the Appointments and Remuneration Committee.

2. Purpose of the Report

In the light of the foregoing, and given the proposal by the Board of Directors to re-elect TCI ADVISORY SERVICES LLP, and as its representative Mr Christopher Anthony Hohn, this Report is drawn up by the Board of Directors for the purpose of:

(i) justifying its proposal for the re-election 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 proprietary director.

The above is pursuant to the terms of Section 5 of Article 529.10 of the LSC.

In the light of the foregoing and in accordance with the provisions of Section 6 of Article 529.10 of the LSC, the Appointments and Remuneration Committee has reported favourably on the re-election of TCI ADVISORY SERVICES LLP and

on its representation by Mr Christopher Anthony Hohn, as an independent director of the Company. This report is attached as **Annex 1** for better identification.

3. Report of the Appointments and Remuneration Committee

The re-election of TCI ADVISORY SERVICES LLP, and its representative Mr Christopher Anthony Hohn, has been submitted to the prior report by the Appointments and Remuneration Committee. This committee has favourably considered and assessed the advisability of re-electing TCI ADVISORY SERVICES LLP, and its representative Mr Christopher Anthony Hohn, as a proprietary director of the Company by the General Shareholders' Meeting. The Appointments and Remuneration Committee has considered a number of factors including:

(i) The excellent performance of Mr Christopher Anthony Hohn on behalf of TCI ADVISORY SERVICES LLP in the exercise of his post from the moment he took office;

(ii) The favourable proposals received from the other directors, and in particular from the independent directors, in relation to his re-election as a proprietary director of the Company;

(iii) His contributions as a proprietary director providing his perspective and knowledge of the market and in particular due to his management as a partner and director of portfolio management during the term of office which is now ending;

(iv) His highly qualified professional profile suitable for the performance of the duties of proprietary director, as well as the combination of attributes and skills to lead the supervision role currently performed by the Board of Directors; and

(v) The needs of the Board of Directors in terms of the members that comprise it.

All of the foregoing shows that his retention as a proprietary director of the Company will bring significant advantages to this administrative body.

4. Rationale for the proposal of the Board of Directors

The Board of Directors 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 including in the following areas:

(i) knowledge of the sectors in which the Company operates;

(ii) experience in and knowledge of aspects of corporate governance and management of listed companies;

(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 Christopher Anthony Hohn's extensive professional career representing TCI ADVISORY SERVICES LLP demonstrates his competence, experience and merits for holding the position of director of the Company on behalf of TCI ADVISORY SERVICES LLP and they ensure the contribution of plural points of view to the discussion of issues in the Board of Directors.

The above together with the grounds advanced by the Appointments and Remuneration Committee for such re-election (which this body supports) means that the Board of Directors considers it justified and appropriate to re-elect TCI ADVISORY SERVICES LLP, and as its representative Mr Christopher Anthony Hohn, as a director of the Company in the belief that such re-election will bring continuity to the excellent management of the Company and the group performed to date.

5. Assessment of the competence, experience and merits of the candidate

The competence, experience and merits of Mr Christopher Anthony Hohn can be seen from his curriculum vitae which demonstrates his abilities for the position of director. By way of summary, it should be noted that:

(i) Mr Christopher Anthony Hohn graduated with honours in Accounting and Business Economics from the University of Southampton, UK, in 1988. He did the Master in Business Administration at Harvard Business School.

(ii) In 2003, he founded The Children's Investment Fund Management (UK) LLP, which in 2015 was renamed TCI Advisory Services LLP and in which he currently works as a partner and director of portfolio management.

(iii) Previously Christopher Anthony Hohn worked as a portfolio manager at Perry Capital Limited and was an associate at Apax Partners and director of the Corporate Finance division of Coopers & Lybrand in London.

(iv) Christopher Anthony Hohn is a member of the boards of the following companies: TCI Fund Management Limited, TCI Fund Services (Finance) LLP (Member), The Children's Investment Fund Foundation (UK), TCI

Fund Management (UK) Limited, TCI Fund Holdings Limited, TCI Fund Services (UK) Limited, The Children's Investment Master Fund, The Children's Investment Fund and The Children's Investment Fund (GP).

In short, in the view of the Board of Directors the candidate meets the requirements of suitability, competence, experience, training and merits that are necessary and appropriate in order to hold the post of proprietary director of the Company.

6. Conclusions of the Board of Directors

In light of the above the Board of Directors believes it to be warranted that TCI ADVISORY SERVICES LLP, represented by Mr Christopher Anthony Hohn, should be re-elected as a proprietary director of the Company.

Consequently it proposes such re-election as a proprietary director of the Company to the General Shareholders' Meeting of the Company called for 9 April and 10 April 2019 on first and second call respectively.

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

TCI ADVISORY SERVICES LLP will represent TCI LUXEMBOURG, S.A.R.L. and TALOS CAPITAL DESIGNATED ACTIVITY COMPANY, the majority shareholders of the Company, on the Board of Directors. Consequently and pursuant to the provisions of the applicable regulations, the candidate would have the status of proprietary director of the Company.

8. Proposed resolution to be adopted by the General Shareholders' Meeting

In view of the foregoing it is agreed to propose the adoption of the following resolution to the General Shareholders' Meeting of the Company:

"***Re-election of TCI ADVISORY SERVICES LLP, represented by Mr Christopher Anthony Hohn, with the status of proprietary director.***

"In accordance with the proposal of the Board of Directors, and following a report from its Appointments and Remuneration Committee, to re-elect as a director of the Company TCI ADVISORY SERVICES LLP, and as its representative Mr Christopher Anthony Hohn, whose details are recorded in the Company Register, for the term of office stipulated in the Bylaws and with the status of proprietary director."

In Madrid on 26 February 2019