



Presentation of the 2021
Activity Report of the
Appointments,
Remuneration and Corporate
Governance Committee. This
report was issued by this
Committee at its meeting on
15 February 2022

Activity Report

APPOINTMENTS, REMUNERATION AND
CORPORATE GOVERNANCE COMMITTEE

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1. Introduction

The Appointments and Remuneration Committee of Aena ("CNR" in Spanish) was constituted on 17 October 2014 by the Board of Directors of Aena, S.M.E., S.A. ("Aena" or the "Company"), being duly governed by Article 24 of the Regulations of the Board of Directors of Aena and Article 44 of Aena' s Bylaws. At the General Shareholders' Meeting held on 9 April 2019, the Bylaws were amended to change the name of the Committee to the "Appointments, Remuneration and Corporate Governance Committee" ("CNRGC" in Spanish). In July 2019 the Board of Directors amended its Regulations to adapt the name of this Committee to the resolutions of the General Shareholders' Meeting. This

modification was announced in the General Shareholders' Meeting on 29 October 2020.

In accordance with the provisions of the above regulation, the CNRGC is set up as an internal body with powers of evaluation and control of the Company' s Corporate Governance. Specifically, its powers include the following: assess the skills, knowledge and experience required on the Board of Directors, establish a representation target for the less represented gender, submit to the Board proposals for the appointment of Independent Directors, report on the proposals for the other Directors, verify compliance with the Director selection policy, report on proposals for the appointment and removal of senior executives, examine

compliance with internal regulations and Corporate Governance rules, regularly evaluate the appropriateness of the system of corporate governance, review the corporate responsibility policy, monitor corporate responsibility strategy and practices and assess their degree of compliance, etc.

Pursuant to Recommendation 6 of the Code of Good Governance of Listed Companies prepared by Spain' s Comisión Nacional del Mercado de Valores (National Stock Market Commission – CNMV), the Committee has prepared the Annual Activities Report of the CNRGC, which includes the activity undertaken in 2021.

2. Composition

As is duly set forth in the Corporate Bylaws and the Regulations of the Board of Directors, with legally established requirements and in accordance with Recommendation 47 of the CNMV Code of Good Governance of Listed

Companies, the CNRGC is composed of three Independent Directors, which include the Chairman of the Committee, and two Proprietary Directors.

The composition of the CNRGC during the financial year 2021, which can be consulted on the Company' s website (www.aena.es), was as follows:

Name	Position	Appointment	Termination of duties
Mr. Amancio López Seijas (Independent)	Chairman	03/06/2015 (Director and member of CNRGC) 09/04/2019 (Chairman of CNRGC)	
<p>He studied Business Studies and the PDG (General Management Program) at EADA (Escuela de Alta Dirección y Administración).</p> <p>He is Chairman and CEO of the companies of the Group headed by Hoteles Turísticos Unidos, S.A., a company to which he has devoted his entire professional career and which he has managed since it was founded in 1977. It has a hotel operation division with a portfolio of over 140 establishments.</p> <p>He is Chairman of the Social Council of the Rey Juan Carlos University (URJC), member of the Advisory Board of Turespaña and of the Advisory Board of the Catalan Employers' Association, Foment del Treball, Co-chairman of the Tourism Commission of AMCHAM and member of the Board of Directors of the Business Circle Alliance for Ibero-America (CEAPI) and of the Governing Board of the Hotel Guild of Barcelona, as well as member of the Tourism Board.</p> <p>He was appointed a Director of Aena and a member of the CNRGC on 3 June 2015, and was re-elected Director on 29 October 2020. On 9 April 2019, he was appointed Chairman of CNRGC.</p>			

Name	Position	Appointment	Termination of duties
TCI ADVISORY SERVICES LLP, (Represented by Mr. Christopher Anthony Hohn) (Proprietary)	Member	20/01/2015	
<p>Christopher Anthony Hohn graduated with honours in Accounting and Business Economics from the University of Southampton, England, in 1988. He attended the Master in Business Administration at Harvard Business School.</p> <p>In 2003, he founded The Children' s Investment Fund Management (UK) LLP, which in 2015 was renamed TCI Advisory Services LLP and where he currently works as a partner and head of portfolio management.</p> <p>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.</p> <p>Christopher Anthony Hohn is a Director 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) Ltd.</p> <p>The Children' s Investment Fund Management (UK) LLP (now TCI Advisory Services LLP) was appointed Director of Aena, S.A. on 20 January 2015, and was re-elected on 9 April 2019.</p> <p>TCI Advisory Services LLP also owns 2.968% of Aena' s shares, as a representative of TCI LUXEMBOURG and CIFF CAPITAL, UK LP.</p>			

Name	Position	Appointment	Termination of duties
Mr. Josep Antoni Durán i Lleida (Independent)	Member	29/01/2019	
<p>He holds a Diploma in European Communities from the Spanish Ministry of Foreign Affairs and Cooperation and a Degree in Law from the University of Lleida. He began his political career as deputy mayor of Lleida City Council. The following year he left this position to be appointed Director General of Interdepartmental Affairs of the Generalitat de Catalunya.</p> <p>Between 1982 and 1993, he was a member of Parliament for the district of Lleida. During 1986 and 1987, he was a member of the European Parliament.</p> <p>In 1999, he was elected to the Parliament of Catalonia and was appointed Minister of the Interior of the Generalitat, a position he held until 2001.</p> <p>Between 2004 and 2015 he was a member of Parliament for the Barcelona constituency. He was the spokesman of the Catalan Parliamentary Group in the Congress, and from 2001 to 2014 he was the General Secretary of CiU. He was also Chairman of the Governance Committee of the Democratic Union of Catalonia (UDC), a position he held from 1982 to 1984 and from 1987 until his resignation.</p> <p>In 2004, he was elected Chairman of the Standing Committee of Foreign Affairs of the Congress of Deputies, a position he repeated in 2008 and 2011. He was also Deputy Chairman of the Centrist Democrat International and currently holds the Honorary Presidency of the Chilean Chamber of Commerce.</p> <p>He is a visiting professor at the Miguel de Cervantes University in Santiago de Chile and practices law at Bufet Colls. He is also the Spanish coordinator of the Italian-Spanish Dialogue Forum and Deputy Chairman of the Spanish-Moroccan Economic Committee created at the initiative of Their Majesties King Juan Carlos and Queen Sofia, and the King and Queen of Morocco and, since October 2019, a member of the Board of Directors of Mapfre International.</p> <p>On 29 January 2019 he was appointed Director of Aena and a member of the CNRGC.</p>			

Name	Position	Appointment	Termination of duties
Mr. Ángel Luis Arias Serrano (Proprietary)	Member	25/01/2018	
<p>He graduated in Aeronautical Engineering from the Polytechnic University of Madrid and has a Master' s degree in General Business Management from the Madrid Business School. He has spent his career in various organisations and aeronautical companies.</p> <p>Between 1984 and 1991 he was an Air Force military engineer in Aeronautical Infrastructures, and later performed a range of duties at the Civil Aviation Authority.</p> <p>He worked at Aena from when it was established in 1991 until 2011, holding the positions of Director of Strategic Planning, Assistant Director of the Chairman' s Office, Director of Planning and Control, and Director of Strategy, Innovation and Sustainability.</p> <p>Between 1998 and 2012, he lectured in Air Navigation to undergraduate Aeronautical Management students at the Autonomous University of Madrid.</p>			

From January 2012 to May 2015, he held the position of Director General of Civil Aviation. During this period, he served as Chairman of the Governing Council of the Air Safety Agency (AESA), and was a member of the Boards of Directors of ENAIRE and SENASA (State Corporation for Civil Aeronautical Training) and of the Governing Council of INTA (National Institute of Aerospace Technology), and Vice-Chairman of the European Organisation for the Safety of Air Navigation (EUROCONTROL).

His career has included involvement in and membership of various international work groups and committees concerning civil aviation.

Since May 2015, he has been the Managing Director of ENAIRE and Chairman of CRIDA (Reference Centre for ATM Research, Development and Innovation).

On 25 January 2018 he was appointed as a Proprietary Director of Aena and a member of the CNRGC.

Name	Position	Appointment	Termination of duties
<p>Ms. Irene Cano Piquero (Independent)</p> <p>A graduate in Business Administration and Management from the University of Oviedo, she champions the role of digitalisation in the future of organisations and stresses the need to train people in the digital skills necessary for digital citizenship.</p> <p>She has been General Manager for Meta (Spain and Portugal) since June 2012. She directs the strategy of Facebook, Instagram and WhatsApp in the Spanish and Portuguese markets. She joined Meta in January 2010 as Sales and Business Development Manager after more than 10 years of experience in the industry, where she has worked for major technology companies.</p> <p>Before leading the Meta Spain team, she worked at Google, first as head of operations in 2003 and later as director of agencies in 2006. Before that, she had spent 3 years in the sales department of Yahoo!.</p> <p>In 2009, she also directed the Sales Department of Orange Spain.</p> <p>On 29 October 2020 she was appointed as an Independent Director of Aena and, on 22 December 2020, as a member of the CNRGC.</p>	<p>Member</p>	<p>22/12/2020</p>	

Name	Position	Appointment	Termination of duties
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Mr. Juan Carlos Alfonso Rubio

Non-Board Secretary

15/01/2018

He has a degree in Law from the Autonomous University of Madrid, is a specialist in Regulatory Law and an Attorney for the Government. He has also completed the IESE Hot Top Programme and the ICEX-CECO International Management Programme.

He held a number of positions in both the public and private sectors prior to joining Aena. As an Attorney for the Government he has had various roles; he was Secretary of the Board of Directors and Legal Director at the Spanish Post Office; partner in charge of Telecommunications and Public Law at KPMG Abogados; Legal Director at Sogecable (main Spanish pay TV); Coordination Director at the Spanish State Lotteries; Deputy General Director of Gambling Regulation in the Ministry of Economy and Finance; General Secretary and Secretary of the Board of Directors at ICEX España Exportación e Inversiones; and most recently, General Secretary and Deputy Secretary of the Board of Directors at CESCE.

He has been Corporate Secretary of Aena S.M.E., S.A. since 9 January 2018, and Secretary of its Board of Directors since 15 January 2018.

3. Powers

Articles 44 and 24 of the Bylaws and of the Regulations of the Board of Directors of Aena, respectively, assign the powers to the CNRGC which are outlined below:

- Evaluating the competence, knowledge and experience necessary for the Board of Directors; defining, in consequence, the functions and aptitudes necessary for the candidates to fill each vacancy, and evaluating the time and dedication required for them to undertake their tasks properly.
- Establishing an objective for representation of the gender less represented on the Board of Directors, preparing orientation on how to achieve this objective and reporting to the Board on questions of gender diversity.
- Submitting to the Board of Directors proposals for the nomination of Independent Directors for their appointment by co-option or for submission to the decision of the General Shareholders' Meeting, and proposals for the re-election or dismissal of these Directors by the General Shareholders' Meeting.
- Reporting on proposals of appointment of other Directors for their nomination by co-option or for submission to the decision of the General Shareholders' Meeting, and proposals for their re-election or dismissal by the General Shareholders' Meeting.
- Annual verification of compliance with the Director selection policy by the Board of Directors, reporting on this in the Annual Corporate Governance Report.
- Ensuring that the Non-Executive Directors have sufficient time available to correctly discharge their duties.
- Examining and organising the succession of the Chairman.
- Periodically reviewing the remuneration policy applied to Directors and senior executives.
- Reporting the proposals of nomination and dismissal of senior

executives and proposing to the Board of Directors the basic conditions of their contracts.

- Consulting the Chairman and chief executive of the Company, especially when dealing with matters relative to the executive directors and senior executives.
- Checking on observance of the remuneration policy established by the Company.
- Determine the complementary remuneration system of the Chairman and the Chief Executive Officer. The basic remuneration, which is the obligatory minimum remuneration, shall be established by the Ministry of Finance and Public Administrations.
- Reporting on incentive plans.

- Making an annual examination of the remuneration policy for the Directors and senior executives.
- Preparing and checking information on remuneration of the Directors and senior executives contained in the various corporate documents, including the Annual Corporate Governance Report and the Annual Report on Directors' Remuneration.
- Proposing the appropriate amendments to these Regulations to the Board of Directors.
- Examining compliance with internal regulations (including the internal codes of conduct) and corporate governance rules and making the necessary proposals to improve them.
- Regularly assessing the suitability of the Company's corporate governance system and its policies,

with the aim that it complies with its purpose of promoting the Company interests and taking into account, as appropriate, the legitimate interests of the other stakeholders.

- Ensuring that any conflict of interest does not compromise the independence of the external advice provided to the Committee.
- Monitoring the corporate social responsibility strategy and its practices and evaluating their degree of compliance.
- Supervising and evaluating the processes of relationship with the various stakeholders.
- Coordinating the reporting process for non-financial and diversity information, subject to prevailing laws and international standards of reference.

4. Operation

The CNRGC shall meet as often as deemed necessary, in the opinion of its Chairman, to exercise its powers. It will also meet when requested by at least two of its members.

Resolutions must be adopted with the favourable vote of the majority of the Directors present at the meeting. In case of a tied vote,

the Chairman or acting Chairman shall have the casting vote.

The CNRGC may seek external advice, when it considers it necessary for the performance of its functions, and shall have the power to summon any employee or manager of the company.

The CNRGC met 9 times in 2021. These meetings were attended (present and represented) by 100% of their members in 2 of them, 80% in 6 of them and 60% in one of them.

5. Meetings held

The following is the schedule of meetings with their respective agendas:

Meeting	Date	Agenda
No. 49	26 January 2021	<ol style="list-style-type: none"> 1. Proposal to amend the Board of Directors Regulations. 2. Report on the Appointments, Remuneration and Corporate Governance Committee activities in 2020. 3. Verification of compliance with the Director Selection Policy. 4. Evaluation of the Board of Directors and the Appointments, Remuneration and Corporate Governance Committee for 2020. 5. AOB. 6. Reading and approval of the minutes of this meeting.
No. 50	25 February 2021	<ol style="list-style-type: none"> 1. Review of the Annual Corporate Governance Report and the Annual Report on Directors' Remuneration. 2. Annual Corporate Governance Report and Annual Report on Directors' Remuneration for 2020. 3. Non-Financial Information Statement (EINF) for the year 2020. 4. AOB. 5. Reading and approval of the minutes of this meeting.
No. 51	23 March 2021	<ol style="list-style-type: none"> 1. Climate Action Plan. 2. Proposal for ratification by the General Shareholders' Meeting of the appointment of the independent director Mr. Juan Río Cortés. 3. Proposal to the General Shareholders' Meeting to amend the Company's Bylaws. 4. Proposal to the General Shareholders' Meeting to amend the Regulations of the General Shareholders' Meeting. 5. Questions and comments.

Meeting	Date	Agenda
		6. Reading and approval of the minutes of this meeting.
No. 52	28 April 2021	<ol style="list-style-type: none"> 1. Proposal to amend the Board of Directors Regulations. 2. Company and Senior Management targets. 3. AOB. 4. Reading and approval of the minutes of this meeting.
No. 53	29 June 2021	<ol style="list-style-type: none"> 1. General Reporting Policy for Economic-Financial, Non-Financial and Corporate Information. 2. AOB. 3. Reading and approval of the minutes of this meeting.
No. 54	28 September 2021	<ol style="list-style-type: none"> 1. Report on the appointment of proprietary Directors and proposal for the appointment of a member of the Executive Committee. 2. Sustainability policy. 3. Stakeholder Policy. 4. Assessment of the functioning of the Board of Directors and its Committees. 5. AOB. 6. Reading and approval of the minutes of this meeting.
No. 55	28 October 2021	<ol style="list-style-type: none"> 1. Report on the appointment of a Proprietary Director. 2. Communication Plans. 3. AOB. 4. Reading and approval of the minutes of this meeting.
No. 56	30 November 2021	<ol style="list-style-type: none"> 1. Assessment of the 2021 Company and Management Team Targets. 2. Review of Corporate Policies. 3. Review of the Board's skills matrix. 4. Changes to the Annual Corporate Governance Report and the Annual Report on Directors' Remuneration. 5. AOB. 6. Reading and approval of the minutes of this meeting.
No. 57	21 December 2021	<ol style="list-style-type: none"> 1. Proposal for the appointment of the Deputy Secretary of the Board of Directors. 2. Review of Corporate Policies. 3. Directors' Training Plan. 4. AOB. 5. Reading and approval of the minutes of this meeting.

6. Main activities

In this section, an overview of the main activities that have taken place in 2021 will be provided.

6.1. Appointments and dismissals on the Board

- At the Committee meeting held on 23 March, the Committee proposed for approval at the General Shareholders' Meeting held on 27 April 2021, the ratification of the appointment of the independent Director Mr. Juan Río Cortés. This appointment had been approved by the Board of Directors, through the co-option procedure, on 22 December 2020 in view of the vacancy that arose within the Board of Directors as a result of the resignation of Director Mr. Jordi Hereu Boher, following an analysis of the needs of the Board of Directors and based on the Company's skills matrix.

- At the meeting held on 28 September 2021, due to the vacancy that arose in the Board of Directors as a result of the resignation of Mr. Francisco Ferrer Moreno, the Committee reported favourably on the appointment by

the Board of Directors, through the co-option procedure, of Mr. Raúl Míguez Bailo as a Proprietary Director, following the proposal made by the majority shareholder, Enaire.

As Mr. Francisco Ferrer Moreno was a member of the Executive Committee, the Appointments, Remuneration and Corporate Governance Committee proposed the appointment of Mr Raúl Míguez Bailo as a member of the Executive Committee to the Board of Directors for approval.

- At the meeting held on 28 October 2021, due to the vacancy that arose in the Board of Directors as a result of the resignation of Ms. Marta Bardón Fernández-Pacheco, the Committee reported favourably on the appointment by the Board of Directors, through the co-option procedure, of Mr.

Manuel Delacampagne Crespo as a Proprietary Director, following the proposal made by the majority shareholder, Enaire.

- At the meeting held on 21 December, the Committee reported on the proposed appointment of the new Deputy Secretary of the Board of Directors, Mr. Pablo Hernández-Lahoz Ortiz, due to his appointment as Director of Legal Advice and Compliance, the former Deputy Secretary of the Board of Directors, Ms. M^a de los Reyes Escrig Teigeiro, having resigned from her position as Director of International Legal Advice and Compliance, and now occupying the position of Director of Legal Advice of Aena Internacional.

6.2. Policy for the selection of candidates to the Board

- At the meeting on 26 January 2021, the monitoring report on the Director

Candidate Selection Policy during 2020 was presented to the Committee, which reported

on it favourably, thereby complying with the Recommendations of the Code of Good

Governance of Listed Companies. The Secretary of the Committee explained that in 2020 the Director Candidate Selection Policy was reviewed twice, the first time to introduce certain recommendations of the Code of Good Governance pending implementation, as well as some clarifications and technical improvements regarding the selection process, and the second time, in December 2020, to adapt it to the new recommendations of the Code of Good Governance introduced in the last reform of the Code of Good Governance carried out in June 2020 by the CNMV.

The report also describes the appointment proposal made by the Committee and the Report of the Board of Directors for the appointment by the General Shareholders' Meeting of the Directors Ms. Irene Cano Piquero, as Independent Director and Mr. Francisco Javier Marín San Andrés, as Executive

Director. In this verification of compliance with the aforementioned policy, it is reported that these appointments were approved at the General Shareholders' Meeting held on 29 October 2020 as a result of the vacancies that arose on the Board of Directors due to the expiration of the term of office of the Directors Mr. José Luis Bonet Ferrer, as Independent Director, and Mr. Francisco Javier Martín Ramiro, as Proprietary Director, respectively.

It was also reported that the Committee, due to the vacancy that arose on the Board of Directors as a result of the resignation of the Director Mr. Jordi Hereu Boher, proposed the appointment by co-optation of Mr. Juan Río Cortés as an Independent Director. This appointment was approved by the Board of Directors, by the co-option procedure, on 22 December 2020.

The report concluded that the Company had complied with the established criteria for the

selection of directors, having broadened, on the one hand, the scope of competencies of the members of the Board of Directors, by adding more technological profiles, with greater experience in risks and incorporating a profile with specific knowledge of the airport sector; and on the other hand, having achieved the 30% target of women on the Board previously recommended by the CNMV and also favouring the approach to the new target of representation of female Directors of at least 40% of the total number of members of the Board of Directors throughout 2022. In addition, the parameters contemplated in the Director Candidate Selection Policy, such as suitability, competence, experience, training, merit and commitment of the candidates, have been followed, promoting diversity of knowledge, experience and gender equality on the Board of Directors.

6.3. Corporate Governance and Corporate Responsibility

- At its meeting held on 23 February 2021 the Committee reviewed the Annual Corporate Governance Report and the Annual Report on Directors' Remuneration and, following the appropriate recommendations, agreed to submit it to the Board of Directors for approval.

- At the same meeting, the Committee reviewed and approved the Non-Financial Information Statement (NFI), presented as an integral part of the Management Report. The units responsible in each Department were directly involved in preparing the non-financial information, and made sure that the qualitative

and quantitative information was compiled by the deadline. In turn, pursuant to the new Law 11/2018, of 28 December 2018, amending the Code of Commerce, the consolidated text of the Corporate Enterprises Act approved through Royal Legislative Decree 1/2010, of 2 July, and Law 22/2015, of 20 July, governing

Accounts Auditing, in the sphere of non-financial information and diversity, this report was verified by an independent auditor, Deloitte, whose favourable report was added along with the Non-Financial Information Statement for approval by the General Shareholders' Meeting as a separate item in the Agenda.

- At the meeting held on 23 March, the Proposals for the Amendment of the Company's Bylaws and the Regulations of the General Shareholders' Meeting were presented to the Committee for subsequent submission to the Board of Directors, and said proposal could be adopted at the General Shareholders' Meeting held on 27 April. The purpose of the amendment of the Company's Bylaws was to adapt the Company's regulations to the recommendations set forth in the new Code of Good Governance of Listed Companies issued by the National Securities Market Commission (CNMV). The two main changes included in this amendment are, i) the arrangement for holding the General Shareholders' Meetings remotely and, ii) the creation of a Sustainability and Climate Action Committee, in addition to proposing other technical improvements. The General Shareholders' Meeting Regulations were amended to regulate the holding of the General Shareholders' Meeting remotely.

- Following the aforementioned amendments, the proposed amendment to the Board of Directors' Regulations was presented at the 28

April meeting, and would subsequently be submitted to the Board of Directors for approval. The amendment was proposed to adapt the Regulations of the Board of Directors to the new wording of the Company's Bylaws approved by the General Shareholders' Meeting of 27 April, through which the Sustainability and Climate Action Committee (CSAC) was created. Other technical improvements were also introduced. The amendment was prepared on the basis of the recommendations of the Code of Good Governance of Listed Companies of the National Securities Market Commission, which establishes that environmental, social and corporate governance functions should be attributed to a committee or distributed among several committees.

- At the meeting held on 29 June, the General Reporting Policy for Economic-Financial, Non-Financial and Corporate Information was submitted for report for subsequent approval by the Board of Directors, thus complying with Recommendation 4 of the new Code of Good Governance, which states that companies must have a general policy for the reporting of economic-financial, non-financial and corporate information through the channels it deems appropriate.

- At the 28 September meeting, the Sustainability Policy, which replaces the previous Corporate Responsibility Policy, was presented for a report to be carried out, thus complying with the best corporate governance

practices and complying with the recommendations of the Code of Good Governance of Listed Companies.

At the same meeting, the Stakeholder Relations Policy was also presented for a report to be prepared, with the aim of establishing the principles and guidelines on which to project Aena's values and promote a framework for relations with Stakeholders.

Both policies were favourably reported and presented to the Board of Directors for approval.

- At the meeting held on 30 November, the Corporate Governance Policy was submitted for review for subsequent approval of the modification by the Board of Directors in order to adapt it to the recommendations contained in the aforementioned Code of Good Governance.

- At the Committee meeting held on 21 December, the Company's Data Policy was presented to the Board of Directors for its report and subsequent approval. The purpose of the policy is to set out the principles and aspects governing the Company's actions to promote the value of data and establish criteria related to data quality, traceability, interoperability, security, uniqueness and ethics.

The Board Training Plan for 2022 was also presented and approved at this last meeting.

6.4. Assessment of the Committee' s performance and composition

- At the Committee meeting on 26 January, in accordance with Article 529 nonies of the Corporate Enterprises Act and Article 19.8 of the Board of Directors Regulations, following Recommendation No. 36 of the Code of Good Governance, the results of the evaluation of the functioning of the Board of Directors and its Committees during the financial year 2020 were presented, along with the measures to be implemented, as part of the action plan for the financial year 2021, for approval by the Board of Directors on 26 January 2021. The evaluation corresponding to 2020 was carried out with the company's own resources.

The following areas were evaluated:

- i. The quality and efficiency of the operation of the Board of Directors.
- ii. The functioning and composition of the Committees of the Board of Directors.
- iii. The performance of the Coordinator Director and the Secretary of the Board of Directors.
- iv. The performance of the duties of the Chairman in his capacity as such and as Chief Executive Officer and the self-assessment of the Board of Directors.
- v. The fulfilment of the 2020 Action Plan.

- At the 28 September meeting, the Secretary reported that the 2021 evaluation would be carried out by an external consultant in order

to comply with the provisions of the Code of Good Governance, which recommends this practice at least every 3 years, informing them that they would be sent a questionnaire to fill out, and that the external consultant's team would contact them for personal interviews.

The result of the evaluation will be presented at the Board of Directors meeting to be held in February 2022, which will be attended by the external consultants.

6.5. Performance management

- At the meeting on 28 April, the Committee unanimously approved the planning of company and senior management targets as part of Aena' s Performance Management System (PMS) for 2021, after which the Board of Directors is to be informed for subsequent presentation to the Ministry of Transport, Mobility and Urban Agenda in order to obtain final approval. A new development this year was that the objectives presented

focused exclusively on the management of Covid-19.

- At the meeting on 30 November, the proposal for approval of the assessment of PMS targets was presented including interim closing data. The Chairman and CEO and the Director of Organisation and Human Resources of Aena took the floor to explain the degree of achievement of the company' s

objectives, which have been reached by 103.25%. He also spelled out to what extent the personal targets of each member of senior management had been met, where globally average compliance was 100%. Lastly, the Directors validated the achievement of these objectives, agreeing to submit them to the Board of Directors for approval and subsequent submission to the Ministry of Transport, Mobility and Urban Agenda.

6.6. Other miscellaneous matters

- At the meeting held on 23 March, the Climate Action Plan was presented to the Committee and at the same meeting an agreement was made to submit the aforementioned Plan for approval, for subsequent voting on a consultative basis at the General Shareholders' Meeting.

- At the 28 October Committee meeting, the Director of Communications presented the communication strategy for a strategic

recovery and positioning plan. She spelled out the trends of the communication plan, which can be summarised as (i) the transmission of security at airports; (ii) showing the minimisation of environmental impact; (iii) presenting airport cities as a driving force for the territory and (iv) stressing the innovation and modernity of airports. She also presented the objectives and scheduled action plans, with the company's requirements to carry them out, as well as the budget to cover them and the

indicators to verify that the objectives pursued are being met.

- At the meeting held on 30 November, the Secretary presented the skills matrix of the Board of Directors for review in order to define the existing profiles in the Board of Directors, given the convenience of having this matrix updated in the event of a vacancy occurring in the Board of Directors.

7. Practical guides followed

The CNRGC has acted, in all cases, in compliance with the powers attributed to it in the Bylaws and in the Regulations of the Board of Directors. It has also used the

recommendations established in the Technical Guide 1/2019 on Appointments and Remuneration Committees, as well as the Recommendations of the Code of Good

Governance of Listed Companies, both published by the National Securities Market Commission, as a reference.

8. Conclusion

Throughout 2021, the CNRGC has properly exercised the responsibilities assigned to it by

the Bylaws and the Regulations of the Board of Aena.

Madrid, 15 February 2022.

