



SUMMONING OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF AENA, S.M.E., S.A.

The Board of Directors of Aena, S.M.E., S.A. (the “**Company**”), at its meeting on 22 February 2022, resolved to call an Ordinary General Shareholders' Meeting to be held on 31 March 2022 at 11:00 and on second call on 1 April 2022 at 11:00 in the Newsroom of Terminal 4 at Adolfo Suárez Madrid-Barajas Airport, at Avda. de la Hispanidad s/n, 28042 Madrid.

The General Shareholders' Meeting shall be held in mixed mode, i.e., with attendance in person of the shareholders who so wish, or with remote/digital attendance, as provided for in Article 15.8 of the Company's Bylaws and in Article 11.6 of the Regulations of the General Shareholders' Meeting of the Company.

The General Meeting will be held with the following:

AGENDA

- First.** Examination and approval, if applicable, of the Individual Annual Accounts (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes) and the Individual Management Report of the Company for the fiscal year ended 31 December 2021.
- Second.** Examination and approval, if applicable, of the Consolidated Annual Accounts (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes) and the Consolidated Management Report of the Company and its subsidiaries for the fiscal year ended 31 December 2021.
- Third.** Examination and approval, if applicable, of the proposed appropriation of earnings of the Company for the fiscal year ended 31 December 2021.
- Fourth.** Examination and approval, if applicable, of the Non-Financial Information Statement (EINF) for the year closed at 31 December 2021.
- Fifth.** Examination and approval, if applicable, of the corporate management for the fiscal year ended 31 December 2021.
- Sixth.** Appointment of the external auditor for the fiscal year 2023.
- Seventh.** Composition of the Board of Directors: Ratification, re-election and appointment of Directors, as applicable:
 - 7.1 Ratification of the appointment by co-option of Mr Raúl Míguez Bailo as Proprietary Director.

7.2 Ratification of the appointment by co-option of Mr Manuel Delacampagne Crespo as Proprietary Director.

7.3 Re-election of Mr Maurici Lucena Betriu as Executive Director.

7.4 Appointment of Ms Eva Ballesté Morillas, with the category of Proprietary Director.

Eighth. Amendment of Articles 14, 15, 17, 18, 20, 25, 27, 31, 44 bis and 50 of the Company's Bylaws.

8.1 Amendment of Article 14 (Powers of the General Shareholders' Meeting), Article 31 (Powers of the Board of Directors), in order to incorporate the new regime of Related-Party Transactions introduced by Law 5/2021.

8.2 Amendment of Article 17 (Shareholders' right to information) and Article 50 (Annual Report on Directors' Remuneration) to incorporate other amendments introduced by Law 5/2021.

8.3 Amendment of Article 15 (Calling and form of holding the General Shareholders' Meeting), Article 18 (Right to attend, remote attendance by electronic or digital means), Article 20 (Venue and time for holding the General Shareholders' Meeting), Article 25 (Deliberation and adoption of resolutions), Article 27 (Separate voting on resolutions) and Article 44 bis (Sustainability and Climate Action Committee) for the introduction of technical improvements.

Ninth. Amendment of articles: 8 (Powers of the General Shareholders' Meeting), 11 (Notice of the General Shareholders' Meeting), 13 (Right to information prior to the General Shareholders' Meeting), 19 (Venue), 42 (Separate voting on matters) and 43 (Adoption of resolutions and announcement of profit) of the Regulations of the General Shareholders' Meeting, in order to incorporate amendments introduced by Law 5/2021.

Tenth. Authorisation to the Board of Directors, with powers of substitution, for a maximum period of five years from this date, to issue simple debentures or bonds and other fixed-income securities of a similar nature, up to a maximum of five billion euros, or their equivalent in any other currency, and to guarantee issues of such securities made by other companies in its group.

Eleventh. Advisory vote of the Annual Report on Directors' Remuneration for the fiscal year 2021.

- Twelfth.** Voting, on a consultative basis, on the Updated Report of the Climate Action Plan (2021).
- Thirteen.** Delegation of powers to the Board of Directors to formalise and execute all the resolutions adopted by the General Shareholders' 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.

Likewise, the General Shareholders' Meeting will be informed about the amendments to the Regulations of the Board of Directors approved on 28 April 2021, and, subsequently, on 22 February 2022.

Approval of the Remuneration Policy for Directors is not included on the Agenda since the Company is a listed state-owned corporation which in accordance with the Report by the Government Attorney's Office dated 15 February 2016 is subject to, *inter alia*, in terms of remuneration, applicable regulations governing the public sector and which prevail over private law regulations due to the imperative and special character of public regulations.

Supplement to the call and proposed resolutions

Shareholders representing at least three percent of the share capital may (a) request that a supplement to this call is published, including one or more items on its Agenda, provided that the new items are accompanied by a justification or, where appropriate, a justified proposed resolution, and (b) submit proposals based on issues regarding matters already included or to be included in the Agenda of the call. These rights must be exercised by duly authenticated notice that must be received at the registered office located at c/Peonías, 12, 28042 Madrid, attn Secretary's Office of the Board of Directors within five calendar days of the publication of this notice of meeting.

Right to information

From the date of publication of this call notice, shareholders have the right to examine at the registered office, to request delivery or immediate and free delivery of a copy of (i) the full text of the notice of summoning for the General Meeting; (ii) the total number of shares and voting rights on the date of the notice; (iii) the applicable rules for delegation and voting through means of remote communication; (iv) the Individual Annual Accounts and the Individual Management Report of the Company for the year 2021 and the respective Audit Report; (v) the Consolidated Annual Accounts and the Consolidated Management Report of the Company and its subsidiaries for the year 2021 and the respective Audit Report; (vi) Non-Financial Information Statement for the year 2021 (vii) the full text of the proposals for agreement corresponding to the points in the Agenda of the summoning, as well as the

agreement proposals put forward by the shareholders as and when these are received, alongside the reports of the Board of Directors legally required or which otherwise have been considered appropriate; (viii) the model of card of attendance, delegation and remote vote; (ix) a document with a summary of the right to information which corresponds to the shareholders; (x) the proposal and report to which Article 529 decies of the Corporate Enterprises Act refers on the Directors whose ratification of appointment is submitted to the General Shareholders' Meeting, as well as their identity verification document, curriculum and the professional category to which they belong; (xi) the proposal and report referred to in Article 529 decies of the Corporate Enterprises Act on the Directors whose re-election is submitted to the General Shareholders' Meeting, as well as the document containing their identity, curriculum vitae and the category to which they belong; (xii) the proposal and report referred to in Article 529 decies of the Corporate Enterprises Act on the Director whose appointment is submitted to the General Shareholders' Meeting, as well as the document containing their identity, curriculum vitae and the category to which they belong; (xiii) the explanatory report of the Board of Directors in relation to the proposals to amend the Company Bylaws referred to in agenda item Eight, which includes the full text of the proposals; (xiv) the explanatory report of the Board of Directors in relation to the proposals for amending the Regulations of the General Shareholders' Meeting referred to in agenda item Nine, which includes the full text of the proposals; (xv) the report of the Board of Directors concerning the authorisation for the issue of bonds or other securities recognising or creating debt; (xvi) the updated 2021 Climate Action Plan report; and (xvii) the remaining documentation that on the occasion of this General Shareholders' Meeting, is made available through requirement or mere recommendation, among which are the Activity Report of the Audit Committee, the Activity Report of the Appointments, Remuneration and Corporate Governance Committee, the Activity Report of the Sustainability and Climate Action Committee, the Annual Corporate Governance Report, the Annual Report on Directors' Remuneration, the Report on the independence of the Auditor and Directors' statement of liability, and the reports amending the Board of Directors Regulation adopted in April 2021 and February 2022.

From the date of the call and until the holding of the General Meeting, shareholders will have the documents and information listed above uninterruptedly available on the corporate website (www.aena.es/es/accionistas-e-inversores/gobierno-corporativo/junta-general-de-accionistas.html).

Likewise, from the date of publication of this notice of meeting and until the fifth day inclusive before the date scheduled for holding the General Meeting, shareholders may request in writing the information or clarifications they deem necessary or submit in writing the questions they believe relevant regarding the items on the Agenda. Moreover, with the same forewarning and manner, shareholders may request information or clarifications or ask questions in writing about the information accessible to the public which has been provided by the Company to the National Securities Market Commission since the last General Shareholders' Meeting was held and about the Auditor's Report. Shareholders may submit their requests by hand at the registered office at c/Peonías, 12, 28042 Madrid attn Secretary's Office of the Board of Directors, by post by sending them to the Company at the address given above or by e-mailing them to secretariaconsejoadministracion@aena.es, indicating in all cases the identity of the shareholder making the request and the reply address.

Right of attendance and representation

Under Article 18 of the Company's Bylaws and Article 14 of the Regulations of the Meeting, holders of voting shares may attend the General Shareholders' Meeting and take part in its deliberations with the right to be heard and vote, provided their shares have been registered in their name in the shareholders register not later than five days before the date on which the Meeting is held. This must be evidenced by the appropriate attendance, delegation and remote voting card issued by the member entities of Iberclear, a validation certificate or other valid means which are accepted by the Company. For the purpose of proving the identity of the shareholders in attendance, they will be asked to show, together with their attendance card, their ID or any other official document generally accepted for these purposes.

Shareholders may exercise the right to attendance in person or remotely, or to be represented at the General Shareholders' Meeting by another person, whether or not such person is a shareholder, in the terms provided for in Article 19 of the Bylaws and Article 16 of the Regulations of the General Shareholders' Meeting. If instructions have been issued by the shareholder granting the proxy, the proxy holder shall cast the vote in compliance with such instructions. The proxy must be granted in writing and for this purpose the delegation clause on the attendance cards issued by Iberclear member entities, and specifically for this Meeting, can be used. In all cases, the personal or remote attendance of the shareholder at the Meeting will revoke any vote or proxy that may have been previously made.

Voting through remote communication media and advance electronic voting.

The Board of Directors has decided that postal correspondence and advance electronic communication are valid means for remote voting at this General Meeting. For the former, shareholders may send their duly completed original attendance, delegation and remote voting card to the Company at its registered office at c/Peonías, 12, 28042 Madrid, attn Secretary's Office of the Board of Directors.

Remote votes by post must be received by the Company up to 24 hours before the date set for the General Shareholders' Meeting. Otherwise, the vote shall be deemed not cast.

Shareholders may also exercise their right to vote electronically prior to holding the General Shareholders' Meeting through the form provided for that purpose on the Company's website (www.aena.es/es/accionistas-e-inversores/gobierno-corporativo/junta-general-de-accionistas.html), in the section relating to the General Shareholders' Meeting 2022 from the publication of this call notice to 24 hours before the General Shareholders' Meeting.

For these purposes, the shareholder must have a valid and acknowledged electronic signature based on a recognised and current electronic certificate issued by the Spanish Public Certification Authority (CERES) in the Royal Spanish Mint, or with their valid electronic ID (DNI). The shareholder will be told what they have to do to vote in this way when they are filling in the form.

Representation through remote communication media

Shareholders may grant proxy prior to the General Shareholders' Meeting through the following means of remote communication:

- (i) By post: sending the original attendance, delegation and remote voting card duly completed in the corresponding section and signed to the Company at its registered office at c/Peonías, 12, 28042 Madrid, attn Secretary's Office of the Board of Directors.
- (ii) By electronic means: through the Company's website (www.aena.es), following the instructions provided and using their electronic ID card (DNI) or electronic signature based on a recognised and valid electronic certificate issued by the Spanish Public Certification Authority (CERES) in the Royal Spanish Mint.

Proxies granted remotely by either of the aforementioned means must be received by the Company up to 24 hours prior to the date set for the General Shareholders' Meeting. Otherwise, the proxy shall be deemed not granted.

Attendance at the General Shareholders' Meeting by the shareholder who has granted proxy either in person, remotely, or by advance casting of their vote remotely, shall revoke the proxy granted regardless of its date.

Digital attendance at the General Meeting

In order to allow remote attendance at the General Shareholders' Meeting and to guarantee the correct exercise of rights in real time and to accredit the identity of the shareholders and representatives, a link will be available on the Company's website to access the General Shareholders' Meeting remotely (www.aena.es/es/accionistas-e-inversores/gobierno-corporativo/junta-general-de-accionistas.html) through the space dedicated to it ("Remote Attendance").

a) Prior registration

Shareholders who wish to attend the General Meeting remotely, or their representatives, must register beforehand, through the Company's website, from 24 hours before the time set for the meeting until the time before the start of the meeting, following the instructions and completing the necessary registration data. They must also prove their identity by one of the following means:

- i) National Electronic Identity Card.
- ii) A recognised and valid electronic certificate, issued by the Spanish Public Certification Authority (CERES) in the Royal Spanish Mint, and which has not been revoked.

- iii) The “username and password” credentials that the shareholder or their representative will receive at their e-mail address, following verification of their identity and their status as a shareholder or representative, through a special registration form available in the General Shareholders' Meeting section of the corporate website.

In order for a legal entity shareholder to register and attend the General Shareholders' Meeting electronically, the proxy who is going to complete the registration process on behalf of the legal entity shareholder must first accredit the power of attorney enabling them to act on behalf of the legal entity shareholder and their identity by sending the Attendance Card issued in the name of the legal entity shareholder by the Company or by the entity where the legal entity shareholder has the shares deposited, duly completed and signed, together with a copy of the DNI, NIE or passport of the proxy to attend the General Shareholders' Meeting electronically and a copy of the document that accredits the power of attorney or the position that allows them to act on behalf of the legal entity shareholder, to the e-mail address secretariaconsejoadministracion@aena.es up to 24 hours before the time set for the General Shareholders' Meeting. Once the documentation has been received and checked, confirmation will be sent to you, the proxy may register and attend the Meeting remotely as long as they comply with the access and identification requirements indicated above. This representation shall be presumed not to have been revoked until the company is informed otherwise with certainty.

It is the exclusive responsibility of the shareholder to keep the passwords for access and use of the electronic representation, attendance and voting service.

The Company reserves the right to ask shareholders for any additional means of identification it considers necessary to verify their status as shareholders and to guarantee the authenticity of the vote, of the delegation or of the remote attendance.

b) Connection and attendance

Once the registration has been completed in accordance with the previous section, the shareholders or representatives must connect to the space dedicated to the General Shareholders' Meeting (“Remote Attendance”) on the Company's website between 09:00 a.m. and 11:05 p.m. on 31 March 2022, on first call (as expected), or on 1 April 2022, on second call, and identify themselves in accordance with one of the means set out in section a) above or as indicated in the corresponding instructions.

c) Speaking

In accordance with the provisions of the Law, speaking or requests for information or clarification that, in accordance with the Law, those who are going to attend intend to make remotely, must be sent by them to the Company, in writing and in any case in the form, terms and conditions established on the aforementioned website of the Company, within the 2 hours prior to the time of the General Shareholders' Meeting and until 11:05 of the day of the Meeting both in the first and second calls.

Those attending remotely who want their involvement to be recorded literally in the minutes of the Meeting shall expressly indicate this in the text of the minutes.

Requests for information or clarification from shareholders or their representatives who attend remotely will be answered verbally during the General Meeting or in writing within seven days of the meeting.

d) Voting

Shareholders who attend the General Shareholders' Meeting electronically may cast their vote through the remote attendance platform in accordance with the corresponding voting form, from the time they attend and during the General Shareholders' Meeting, until the time indicated by the Chairman of the General Shareholders' Meeting.

Shareholders who attend the General Meeting virtually and cast their vote remotely under the terms indicated in this section shall be considered as present for the purposes of constituting the Meeting. Consequently, any proxies or early votes cast by them prior to the General Meeting shall be deemed revoked.

With regard to the proposed resolutions on those matters which, in accordance with the Law, do not need to be included on the Agenda, those attending remotely who have registered previously may cast their votes, through the remote attendance platform, as soon as these proposals are read out by the Secretary of the General Meeting in order to proceed to vote.

e) Other issues

Insofar as applicable, the same rules shall apply for remote participation as for physical attendance at the General Shareholders' Meeting.

The Company shall not be liable for any damages that may be caused to the shareholder or proxy holder as a result of breakdowns, overloads, line failures, connection failures or any other event of the same or similar nature, beyond the control of the Company, that may cause the occasional unavailability of its website, without prejudice to the adoption of the measures required in each situation, including the possible temporary suspension or extension of the Meeting if necessary to guarantee the full exercise of their rights by the shareholders or their proxies.

Electronic Shareholders' Forum

Under current legislation an Electronic Shareholders' Forum has been enabled on the corporate website (www.aena.es/es/accionistas-e-inversores/gobierno-corporativo/junta-general-de-accionistas.html), which is to be used in compliance with its legal purpose and the guarantees and operating rules established by the Company which may be accessed by the shareholders and groups of shareholders who are duly authorised.

Presence of a notary

The Board of Directors has resolved to request the presence of a notary to take the minutes of the Meeting, in accordance with the provisions of Article 203 of the Corporate Enterprises Act, with respect to Article 101 of the Company Register Regulation and Article 45.3 of the Regulations of the Meeting. The Notary may attend remotely to allow their presence in real time in the event that the current restrictions and recommendations of the public authorities prevent the movement of people.

Data protection

Pursuant to Organic Law 3/2018, of 5 December, on the Protection of Personal Data and the guarantee of digital rights and the European General Personal Data Protection Regulation, the personal data provided to the Company by shareholders for the exercising of their rights of attendance, delegation and vote at the General Shareholders' Meeting, their participation in the Electronic Shareholders' Forum, as well as for the fulfilment of whichever other legal obligations arising from the summoning or holding of the General Shareholders' Meeting, or which are provided, whether by credit institutions and investment services companies in which such shareholders have deposited or guarded their shares, as well as the entities which, in accordance with the regulatory regulation of the securities market, have to keep the records of the stock represented by means of book-entry, will be handled by the Company with the purpose of managing the operations, compliance and control of the shareholder relationship in regard to the summoning and holding of the General Shareholders' Meeting.

In the event that the attendance or delegation card includes personal data referring to individuals other than the owner, the shareholder must have the consent of the holders for the notification of personal data to the Company and inform them of the points indicated in this notice regarding the processing of personal data.

For these purposes, the personal information shall be included in files whose controller is the Company. The legal basis of the treatment is the proper implementation of its relationship as a shareholder of the Company, as well as compliance with legal obligations. Such personal information shall be provided to the notary exclusively for the purposes of making the notarial record of the General Shareholders' Meeting and no international transfers of data are foreseen. The Meeting will be streamed live for transparency and information purposes. The data will be kept during the holding of the Meeting, as well as during the legally stipulated deadlines to deal with possible claims.

Likewise, the data subjects are duly informed of the possibility of exercising, when legally appropriate, their right of access, rectification, deletion, limitation to treatment, portability and opposition, in accordance with the provisions of the current regulations and on the terms and fulfilling the requirements established by the same, through written notification to the Company addressed to Aena, S.M.E., S.A. to the Central Data Protection Office, c/Peonías, 12, 28042 Madrid. Should any issues arise, our Data Controller may be contacted by e-mail: dpd@aena.es. A claim may also be lodged with the Spanish Data Protection Agency at any time.



NOTE. - The General Meeting is likely to be held on first call on 31 March 2022 in the place and at the time indicated, unless shareholders are otherwise informed by publication in the newspaper “Expansión”, on the Company's website, or by the appropriate communication of Other Relevant Information which would be sent to the CNMV.

Madrid, 22 February 2022.

The Chairman of the Board of Directors.
Mr Maurici Lucena Betriu.