

REPORT MADE BY THE APPOINTMENTS, REMUNERATION AND CORPORATE GOVERNANCE COMMITTEE OF AENA, S.M.E., S.A. IN RELATION TO THE APPOINTMENT OF MS EVA BALLESTÉ MORILLAS AS PROPRIETARY DIRECTOR BY THE GENERAL SHAREHOLDERS' MEETING CALLED FOR 31 MARCH AND 1 APRIL 2022 ON FIRST AND SECOND CALL, RESPECTIVELY

1. Introduction

The Appointments, Remuneration and Corporate Governance Committee of AENA, S.M.E., S.A. (the “**Company**”) prepares this report in relation to the appointment of Ms Eva Ballesté Morillas as Proprietary Director of the Company (the “**Report**”), by the General Shareholders’ Meeting of the Company, as provided for under Section 6 of Article 529 *decies* of Royal Legislative Decree 1/2010, of 2 July, which approves the consolidated text of the Corporate Enterprises Act (“**LSC**”).

2. Purpose of the Report

In light of the above, this report is prepared by the Company’s Appointments, Remuneration and Corporate Governance Committee for the purpose of:

- (i) reporting on the proposed appointment of Ms Eva Ballesté Morillas as Proprietary Director of the Company by the General Shareholders’ Meeting of the Company called to be held on 31 March and 1 April 2022 on first and second call, respectively; and
- (ii) assessing the competence, experience and merits of the proposed candidate for the position of Proprietary Director.

3. Analysis of the Appointments, Remuneration and Corporate Governance Committee

With the completion of the term of one of the Proprietary Directors of the Board of Directors of the Company on 25 January 2022, it will be necessary to appoint a new member to the Board of Directors, which is why the Appointments, Remuneration and Corporate Governance Committee, exercising its functions of evaluating the competences, knowledge and experience required on the Board, after the competency matrix has been analysed the inclusion of a profile with knowledge and experience in the commercial, finance, and digital transformation sector, according to the candidate proposed by the majority shareholder ‘ENAIRES’.

To this end, the Appointments, Remuneration and Corporate Governance Committee, in compliance with the Company's Director Candidate Selection Policy, has assessed the skills, knowledge and experience required on the Board and, after analysing the good business reputation, suitability, competence, experience, training, availability, merits and commitment needed to be a member of the Company's Board of Directors, recommends the appointment of the candidate proposed by the majority shareholder 'ENAIRES', Ms Eva Ballesté Morillas, as Proprietary Director in view of, among other factors:

- (i) Ms Eva Ballesté Morillas has extensive experience in the financial, commercial and digital transformation sectors as she is advisory member of the Spanish Exporters and Investors Club and member of the Scientific Advisory Committee of the School of Economic Intelligence and International Relations of the Autonomous University of Madrid, and extensive training in these sectors;
- (ii) moreover, she is highly qualified and has a professional background suitable for the performance of the duties of Director of the Company due to her achievements in the aforementioned sectors and her long-standing experience in them, as well as their experience in Boards of Directors;

therefore, it is clear that the Board of Directors will definitely benefit from her appointment as Proprietary Director.

All this can easily be verified from the candidate's curriculum vitae, from which the following should be highlighted:

- (i) She holds a Bachelor of Business Administration, Business/Managerial Economics from Copenhagen Business School, a master's degree in Financial Management from IE Business School and a PhD in Business Administration and Management (UNED).
- (ii) She was responsible for management control at the Amiantit Group in Paris.
- (iii) From September 2005 to July 2006, she was responsible for Management Control at ENDESA France.
- (iv) From August 2006 to July 2012, she was CFO of Concesiones del Grupo Puentes S.A.
- (v) She was a member of the Board of Huesca Oriental Depura S.A. from 2010 to 2013 and of Depura S.A. from 2006 to 2013.
- (vi) From August 2012 to June 2016, she was Director of Financial Sales and Business Development at ALSTOM TRANSPORTE S.A.

(vii) Since June 2016, she has been Head of the Business Unit at ALSTOM TRANSPORTE S.A.

(viii) She is currently an Advisor to the State Secretary for Transport, Mobility and Urban Agenda.

The Appointments, Remuneration and Corporate Governance Committee believes that, in order for a Director to properly perform his/her oversight and monitoring duty, he/she must adequately combine sufficient capabilities and skills in one of the following areas:

- (i) knowledge of the sectors in which the Company operates;
- (ii) experience and knowledge of commercial, financial and digital transformation areas and;
- (iii) experience and knowledge of management, leadership and business strategy.

The curriculum vitae of Ms Eva Ballesté Morillas proves her competence and merits to hold the position of Proprietary Director. In light of her extensive experience in sectors relevant to the Company, such as finance, commerce and innovation, her experience as a Board member in other companies and her in-depth knowledge of various business fields, it is clear that she will be able to contribute diverse points of view to the debate of matters on the Board of Directors.

Therefore, the Appointments, Remuneration and Corporate Governance Committee considers the appointment of Ms Eva Ballesté Morillas as Proprietary Director of the Company to be justified and appropriate, as it is sure that this appointment will provide a valuable profile for the Board of Directors in carrying out the Company's activity.

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

In short, this Appointments, Remuneration and Corporate Governance Committee believes that the candidate meets the requirements of suitability, competence, experience, training, merits and commitment needed to be a member of the Company's Board of Directors.

Accordingly, the Appointments, Remuneration and Corporate Governance Committee considers it justified that Ms Eva Ballesté Morillas be appointed as Proprietary Director of the Company.

5. Category of Director to which she belongs or should be assigned

The candidate would have the status of Proprietary Director of the Company. The candidate's effective availability to provide the dedication required for the

performance of the position has been verified.

Madrid, 21 February 2022.