



PROPOSAL AND REPORT MADE BY THE BOARD OF DIRECTORS 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 Board of Directors of Aena, S.M.E., S.A. (the “**Company**”) has prepared this Report in support of the appointment of Ms Eva Ballesté Morillas as Proprietary Director of the Company (the “**Report**”) by the General Shareholders’ Meeting, in compliance with the provisions of Sections 4 and 5 of Article 529 *decies* of Royal Legislative Decree 1/2010, of 2 July, which approves the consolidated text of the Corporate Enterprises Act (“**LSC**”).

In accordance with the provisions of the aforementioned article, the proposal for the appointment or re-election of the members of the Board of Directors who are not considered to be independent directors (as is the case) falls within the remit of the Board of Directors. This proposal must be accompanied by a report from the Board of Directors assessing (i) the competence, (ii) experience and (iii) merits of the proposed candidate and preceded by a report from the Appointments, Remuneration and Corporate Governance Committee.

2. Purpose of the Report

In view of the proposal of the Board of Directors for the appointment of Ms Eva Ballesté Morillas as Proprietary Director of the Company, this Report is prepared for the purpose of:

- (i) justifying the proposed appointment of 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 candidate proposed as a Proprietary Director.

This is in accordance with the terms of Article 529 *decies*, Section 5 of the LSC.

In relation to the above, and as provided for in Section 6 of Article 529 *decies* of the LSC, the Appointments, Remuneration and Corporate Governance Committee has issued a favourable opinion on the appointment of Ms Eva Ballesté Morillas, who was proposed by the majority shareholder ENAIRE. This report is attached as **Annex 1** for better identification.

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

The appointment of Ms Eva Ballesté Morillas was subject to the prior report of the Appointments, Remuneration and Corporate Governance Committee, which gave a positive appraisal of her appointment as Proprietary Director of the Company by the General Shareholders' Meeting, after analysing the good business reputation, suitability, competence, experience, training, availability, merits and commitment required to be a member of the Company's Board of Directors, in view of the following factors, among others:

- (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 of the Company.

4. Justification for the proposal of the Board of Directors

The Board of Directors believes that, in order for a Director to properly perform his/her function in the Company, he/she must adequately combine sufficient capabilities and skills, *inter alia*, in 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 Director. In light of her extensive experience in sectors relevant to the Company, such as finance, commerce and digital transformation, 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.

On the basis of the foregoing, and the reasons put forward by the Appointments, Remuneration and Corporate Governance Committee for her appointment (which are echoed by this Board), the Board of Directors considers the appointment of Ms Eva Ballesté Morillas as Proprietary Director of the Company to be justified and appropriate, as it is sure that she will provide a valuable profile for the Board of Directors in carrying

out the Company's activity, and this will be conveyed at the next General Shareholders' Meeting.

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

The competence, experience and merits of Ms Eva Ballesté Morillas are clear from her curriculum vitae (attached hereto), where her capacities for appointment as Proprietary Director are clearly set out. In summary, it should be noted that the candidate:

- (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 Monegros 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.

In short, the Board of Directors considers that the candidate meets the requirements of competence, experience, and merits needed to be a member of the Company's Board of Directors.

6. Conclusions of the Board of Directors

The Board of Directors, in view of the foregoing, considers that the candidate has (i) the competence, (ii) experience and (iii) merits to be a member of the Board of Directors and, consequently, considers it justified that Ms Eva Ballesté Morillas is appointed to the Board of Directors.

Accordingly, it proposes her appointment as Company Director by the General

Shareholders' Meeting of the Company.

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

The candidate would have the status of Proprietary Director of the Company, as she carries out management functions in the Company. The candidate's effective availability to provide the dedication required for the performance of the position has been verified.

8. Proposed resolution for adoption by the General Shareholders' Meeting

As a result of the foregoing, it is agreed to propose to the Company's General Shareholders' Meeting the adoption of the following resolution:

“Appointment of Ms Eva Ballesté Morillas as Proprietary Director.

In accordance with the proposal of the Board of Directors, and following a report from its Appointments, Remuneration and Corporate Governance Committee, in which the competence, experience and merits of the proposed candidate are assessed, the General Shareholders' Meeting resolves to approve the appointment of Ms Eva Ballesté Morillas, of legal age, whose address for this purpose is c/ Peonías, 12, Madrid and with Tax identification number 39735075-E, as Proprietary Director for the statutory term of four years, that is, until 31 March 2026.”

Madrid, 22 February 2022.