



**REPORT MADE BY THE APPOINTMENTS, REMUNERATION AND CORPORATE GOVERNANCE COMMITTEE OF AENA, S.M.E, S.A. IN RELATION TO THE PROPOSAL FOR THE RE-ELECTION OF MR MAURICI LUCENA BETRIU AS EXECUTIVE DIRECTOR BY THE GENERAL SHAREHOLDERS' MEETING CALLED FOR 31 MARCH AND 1 APRIL 2022 ON FIRST AND SECOND CALL, RESPECTIVELY**

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**1. Introduction**

The Appointments, Remuneration and Corporate Governance Committee of AENA, S.M.E., S.A. (the “**Company**”) issues this report in relation to the re-election of Mr Maurici Lucena Betriu as Executive 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 re-election of Mr Maurici Lucena Betriu as Executive 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 quality of work and dedication to the position of the candidate proposed for the post of Executive Director.

**3. Report to the Board of Directors**

On 16th September 2018 the Board of Directors of AENA agreed the appointment, by the co-option procedure, of Mr. Maurici Lucena Betriu, as Executive Director of the Company for the period of four (4) years established in the Company Bylaws. This appointment was ratified by the Shareholders’ in their General Meeting hold on 9<sup>th</sup> April 2019.

In view of the expiry of the statutory term of office under the Company Bylaws by which Mr Maurici Lucena Betriu was appointed Director of the Company, the Appointments, Remuneration and Corporate Governance Committee, in compliance with the Director Candidate Selection Policy of the Company, has evaluated the skills, knowledge and experience required on the Board, and having

analysed the good business reputation, suitability, trustworthiness, competence, availability and commitment to the duty he performs, fully supports the re-election of Mr Maurici Lucena Betriu as Executive Director of the Company, in view of, *inter alia*, the following factors:

- (i) Mr Maurici Lucena Betriu has extensive experience in the public sector and in the General State Administration and has a highly qualified professional profile which is suitable for fulfilling the duties of a Company Director, both because of his extensive experience and achievements in various business fields, chiefly in the economic sector, and because of his in-depth knowledge of the Company, given that he has held the post of Executive Director, in addition to Chairman and Chief Executive Officer of the Company, for four years;
- (ii) the favourable opinions received from the other Directors and, in particular, the Independent Directors, concerning his re-election as Director;
- (iii) his excellent performance in carrying out his role from the moment he took office;
- (iv) his proximity to the business due to his previous experience, focused in recent years on corporate finance;
- (v) he has adequate knowledge of his obligations as a Company Director, and he is particularly sensitive to issues relating to the good governance of a listed company;

Therefore, it is clear that the Board of Directors will definitely benefit from keeping him as a member of the Board and re-electing him as Executive Director.

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

- (i) Has a degree in Economic and Business Sciences (specialising in Economics) from Pompeu Fabra University (UPF) in Barcelona and a master's degree in Economics and Finance from the Banco de España Centre for Monetary and Financial Studies (CEMFI).
- (ii) Began his career as a consultant in the area of economic analysis at Solchaga, Recio & Asociados, where he worked from September 1999 to May 2004.

- (iii) From July 2004 to May 2010, he was Managing Director of the Centre for the Development of Industrial Technology and Vice-Chairman of the Board of Directors.
- (iv) From July 2008 to June 2010, he was Chairman of the Board of the European Space Agency (ESA).
- (v) From May 2010 to February 2012, he was Executive Vice President of Engineering Systems for the Defence of Spain (ISDEFE).
- (vi) From December 2012 to October 2015, he was spokesperson of the Socialist Group in the Parliament of Catalonia.
- (vii) From June 2016 to October 2017, he was Director of Wealth and Prudential Management at Banco Sabadell, responsible for financial margin analysis and forecasting, prudential regulation and rating.
- (viii) From November 2017 to July 2018, he was Director of Prudential Regulation and Public Policy at Banco Sabadell, responsible for the analysis of financial regulation and the assessment of its impact, the relationship with supervisors and the analysis of public policies that impact the activity of the financial sector.
- (ix) In the field of education, he has been an associate professor in the Faculty of Economics at Carlos III University of Madrid.

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 economic and financial areas;
- (iii) experience and knowledge of the most relevant geographic markets for the Company; and
- (iv) experience and knowledge of management, leadership and business strategy.

The level of attendance at Board meetings and the curriculum vitae of Mr Maurici Lucena Betriu are proof of his dedication, competence and merits to hold the position of Executive Director. In light of his extensive experience in sectors relevant to the Company, such as finance and economics, and his in-depth knowledge of various business fields, it is clear that he 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 re-election of Mr Maurici Lucena Betriu as Director of the Company to be justified and appropriate, as it is sure that his re-election 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 remain a member of the Company's Board of Directors.

Accordingly, the Appointments, Remuneration and Corporate Governance Committee considers it justified and convenient that Mr Maurici Lucena Betriu be re-elected as Executive Director of the Company.

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

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

Madrid, 15 February 2022.