



**PROPOSAL AND REPORT MADE BY THE BOARD OF DIRECTORS OF AENA, S.M.E, S.A. IN RELATION TO 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 Board of Directors of Aena, S.M.E., S.A. (the “**Company**”) issues this report in support of the re-election of Mr Maurici Lucena Betriu as Executive 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**

This Report is made by the Board of Directors of the Company for the purpose of:

- (i) justifying 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 competence, experience and merits of the candidate proposed for re-election as Executive Director.

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

In light of the above, and as provided for in Section 6 of Article 529 *decies* of the LSC, the Appointments, Remuneration and Corporate Governance Committee has proposed the re-election of Mr Maurici Lucena Betriu as Executive Director of the Company. This report is attached as **Annex 1** for better identification.

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

On 16<sup>th</sup> 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.

Regarding the end of his mandate, the re-election of Mr Maurici Lucena Betriu has been subject to the prior report of the Appointments, Remuneration and Corporate Governance Committee. This committee has assessed the appropriateness and taken a favourable view of re-electing Mr Maurici Lucena Betriu as Executive Director of the Company by the General Shareholders' Meeting. The Appointments, Remuneration and Corporate Governance Committee considered, among other factors, that:

- (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 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 a 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.

#### **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 duty of oversight and control 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 economic and financial areas;
- (iii) experience and knowledge of the most important geographic markets for the Company; and
- (iv) experience and knowledge of management, leadership and business strategy.

The curriculum vitae of Mr Maurici Lucena Betriu proves his competence and merits to hold the position of 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.

On the basis of the foregoing, and the reasons put forward by the Appointments, Remuneration and Corporate Governance Committee for his re-election (which are echoed by this Board), the Board of Directors considers the re-election of Mr Maurici Lucena Betriu as Company Director 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.

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

The competence, experience and merits of Mr Maurici Lucena Betriu are clear from his curriculum vitae, where his capacities for re-election as Executive Director are clearly set out. In summary, it should be noted that the candidate:

- (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.

In short, the Board of Directors considers that the candidate meets the requirements of competence, experience, and merits needed to remain 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 continue being a member of the Board of Directors and, consequently, considers it justified and convenient that Mr Maurici Lucena Betriu be re-elected to the Board of Directors.

Accordingly, it proposes the re-election of Mr Maurici Lucena Betriu as Company Director by the General Shareholders' Meeting of the Company.

## **7. 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.

## **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:

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

*In accordance with the proposal of the Board of Directors, and following a report from its Appointments, Remuneration and Corporate Governance Committee, to re-elect Mr Maurici Lucena Betriu, whose personal details are recorded in the Companies Register, as Company Director, for the statutory term, i.e. until 31 March 2026, with the title of Executive Director”.*

Madrid, 22 February 2022.