



REPORT MADE BY THE APPOINTMENTS, REMUNERATION AND CORPORATE GOVERNANCE COMMITTEE OF AENA, S.M.E, S.A. IN RELATION TO THE RATIFICATION OF THE APPOINTMENT OF MR RAÚL MÍGUEZ BAILO 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**”) issues this report in relation to the ratification of the appointment of Mr Raúl Míguez Bailo 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 ratification of the appointment of Mr Raúl Míguez Bailo 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. Report to the Board of Directors

Following the resignation tendered by the Proprietary Director of the Company, Mr. Francisco Ferrer Moreno, on 27th September 2021, a vacancy had arisen on 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 had been analysed, has assessed the appropriateness of strengthening the Board of Directors with the inclusion of a profile with expert knowledge and experience in the transport sector.

Accordingly, the Appointments, Remuneration and Corporate Governance Committee, in compliance with the Company’s Director Candidate Selection Policy, has assessed the good business reputation, suitability, competence,

experience, training, availability, merits and commitment needed to be a member of the Board of Directors of the candidate proposed by the majority shareholder “Enaire” and issued a report for the appointment by the Board of Directors, by the co-option procedure, of Mr Raúl Míguez Bailo, highlighting the outstanding merits of the candidate:

- (i) Holds a degree in Civil Engineering from the Polytechnic University of Madrid and a master’s degree in Construction and Maintenance of Railway Infrastructure.
- (ii) From 2001 to 2004, he worked at SPICC S.L. and in the ACS Group in different works management projects.
- (iii) From 2004 to August 2021, he worked for ADIF in a number of different roles:
 - a. From August 2018 to August 2021, he was Deputy Director to the Chairman of ADIF.
 - b. From April 2017 to August 2018, he was Director of Internal Audit, responsible for the control, monitoring and internal audit of the European Funds granted for ADIF and ADIF AV, controlling variations in projects and construction certificates, coordinating all external and regulatory control bodies and overseeing the Risk Monitoring and Control system.
 - c. From February 2015 to March 2017, he was Director of Operations Monitoring at ADIF, monitoring the economic evolution of railway construction contracts, after serving as Deputy Director to this Department from 2013 to 2015.
 - d. From January 2010 to March 2013, he was Infrastructure Manager, where he was in charge of the works management of the high-speed rail infrastructure project in northern Spain.
 - e. He joined ADIF in 2004 as Project Manager and Head of Infrastructure.

In view of Mr Raúl Míguez Bailo’s curriculum vitae, this Committee values his extensive experience and his competence and merits to occupy the position of Director, given his considerable experience in sectors relevant to the Company, such as transport, and his knowledge of auditing and risk control, taking into account both his high qualifications and suitability for the performance of the duties

of Company Director, as well as his extensive experience and achievements in said sector, having worked for 17 years at ADIF, and prior to that, in the private sector.

Therefore, following his appointment by the Board of Directors by the co-option procedure on 28th September 2021, the Appointments, Remuneration and Corporate Governance Committee fully supports the ratification of the appointment of Mr Raúl Míguez Bailo as Proprietary Director of the Company, in view of the favourable opinions received from the other Directors and, in particular, from the Independent Directors, in relation to his ratification as Director. Therefore, it is clear that the Board of Directors will definitely benefit from keeping him as a member of the Board, considering the valuable contribution he can make to the Company's activity and, hence, the ratification of his appointment as Director is considered justified and appropriate.

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 Raúl Míguez Bailo's appointment as Company Director be ratified.

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

The candidate would have the status of Proprietary Director of the Company, as he represents the majority shareholder of the Company. The candidate's availability to provide the dedication required for the performance of the position has been verified.

Madrid, 15 February 2022.