



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 MANUEL DELACAMPAGNE CRESPO 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 Manuel Delacampagne Crespo 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 Manuel Delacampagne Crespo 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, Ms. Marta Bardón Fernández-Pacheco, on 14th October 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 economics and finance.

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 Manuel Delacampagne Crespo, highlighting the outstanding merits of the candidate:

- (i) Holds a degree in Law and Economics from Carlos III University of Madrid.
- (ii) He is currently Deputy Director-General of Sector Analysis in the Ministry of Economic Affairs and Digital Transformation.
- (iii) From 2013 to September 2021, he served in a number of roles in the Ministry of Economic Affairs and Digital Transformation.
- (iv) From 2007 to 2010, he worked with the Deputy Direction-General of Trade Policy with Europe, Asia and Oceania in the Ministry of Industry, Tourism and Trade.
- (i) From 2010 to 2013, he was a member of the Board of Directors of African Development Bank Group.
- (ii) From 2015 to 2016, he was a member of the Board of Directors of Sociedad Estatal Correos.
- (iii) From 2017 to 2020, he was a member of the Board of Directors of the company Hipódromo de la Zarzuela and Chairman of the Audit Committee.

In view of Mr Manuel Delacampagne Crespo’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 the public sector, and his in-depth knowledge of various business fields, chiefly economics, finance and law, as well as the fact that he has served on the Board of Directors of other companies and was the Chairman of the Audit Committee of some of them.

Therefore, following his appointment by the Board of Directors by the co- procedure on 28th October 2021, the Appointments, Remuneration and Corporate Governance Committee fully supports the ratification of the appointment of Mr Manuel Delacampagne Crespo 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 Manuel Delacampagne Crespo'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.