



**RESOLUTION PROPOSALS THAT THE BOARD OF DIRECTORS SUBMITS TO THE DECISION OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF AENA, S.M.E., S.A. CALLED TO BE HELD ON 20 AND 21 APRIL 2023 ON FIRST AND SECOND CALL, RESPECTIVELY**

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**ITEM ONE ON THE AGENDA:**

Examination and approval, if applicable, of the Individual Annual Accounts (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes) and the Individual Management Report of the Company for the fiscal year ended 31 December 2022.

**PROPOSED RESOLUTION:**

*“Approve the Individual Annual Accounts (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes) and Individual Management Report of the Company for the fiscal year ended 31 December 2022, as they were formulated by the Board of Directors at its meeting on 27 February 2023.”*



**ITEM TWO ON THE AGENDA:**

Examination and approval, if applicable, of the Consolidated Annual Accounts (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes) and the Consolidated Management Report of the Company and its subsidiaries for the fiscal year ended 31 December 2022.

**PROPOSED RESOLUTION:**

*“Approve the Consolidated Annual Accounts (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes) and the Consolidated Management Report of the Company and its subsidiaries for the fiscal year ended 31 December 2022, as they were formulated by the Board of Directors at its meeting on 27 February 2023.”*



### **AGENDA ITEM THREE:**

Examination and approval, if applicable, of the proposed appropriation of earnings of the Company for the fiscal year ended 31 December 2022.

#### **PROPOSED RESOLUTION:**

*“Approve, as proposed by the Board of Directors, the allocation of earnings of the Company for the fiscal year ended 31 December 2022, coming to an amount of 864,861,323.71 euros. The allocation of earnings for the fiscal year 2022 proposed by the Board of Directors is as follows:*

- 1. Offsetting of prior years’ losses: 152,361,323.71 euros.*
- 2. The amount of 712,500,000 euros is earmarked for the payment of a gross dividend of 4.75 euros per share to each of the Company’s existing and outstanding shares entitled to receive said dividend.*

*The dividend will be paid on 4 May 2023 through the entity participant in the “Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal” (IBERCLEAR).*

*The withholdings stipulated by the regulations in force at the time shall be deducted from the gross amounts paid”.*



**ITEM FOUR ON THE AGENDA:**

Examination and approval, if applicable of the offsetting of negative results from previous years against voluntary reserves.

**PROPOSED RESOLUTION:**

*“Approve, as proposed by the Board of Directors, the offsetting of negative results from previous years against voluntary reserves up to an amount of 347,209,001.28 euros”.*



**ITEM FIVE ON THE AGENDA:**

Examination and approval, if applicable, of the Non-Financial Information Statement (EINF) for the year closed at 31 December 2022.

**PROPOSED RESOLUTION:**

*“Approval of the Non-Financial Information Statement (EINF) for the fiscal ended year 2022, as drawn up by the Board of Directors (as an integral part of the Consolidated Management Report) at its meeting held on 27 February 2023.”*



**ITEM SIX ON THE AGENDA:**

Examination and approval, if applicable, of the corporate management for the fiscal year ended 31 December 2022.

**PROPOSED RESOLUTION:**

*“Approve the management performed by the Board of Directors of AENA, S.M.E., S.A., in the exercise of its duties during the fiscal year ended 31 December 2022.”*



**ITEM SEVEN ON THE AGENDA:**

Appointment of the external auditor for the fiscal years 2024, 2025 and 2026.

**PROPOSED RESOLUTION:**

*“Approve the appointment of KPMG Auditores, S.L., registered office at Paseo de la Castellana n.º 259 C, Madrid and registered in the Madrid Company Register in volume 11,961, Folio 90, Sheet M-188.007, and holder of Tax Code B-78510153, and registered in the Official Register of Auditors of the Institute of Accounting and Audit with number S0702, as auditor of the accounts of the Company and its consolidated group for the fiscal years 2024, 2025 and 2026, as proposed by the Board of Directors at its meeting held on 31 January 2023.”*

### **ITEM EIGHT ON THE AGENDA:**

Composition of the Board of Directors: ratification of appointments by co-option and re-election, and appointment of Directors, as applicable:

#### **PROPOSED RESOLUTION:**

- 8.1 Ratification of the appointment by co-option and re-election of Ms M<sup>a</sup> del Coriseo González-Izquierdo Revilla as Independent Director:

*“In accordance with the proposal of the Appointments, Remuneration and Corporate Governance Committee, accompanied by the explanatory report from the Board of Directors, to ratify the appointment of Ms M<sup>a</sup> del Coriseo González-Izquierdo Revilla, whose personal details are recorded in the Companies Register, as Director, and who was appointed by co-option by resolution of the Board of Directors adopted on 31 March 2022, and re-elect her for the statutory term of four years from the date of this meeting, i.e. until 20 April 2027, with the title of Independent Director.”*

- 8.2 Ratification of the appointment by co-option and re-election of Mr Tomás Varela Muiña as Independent Director:

*“In accordance with the proposal of the Appointments, Remuneration and Corporate Governance Committee, accompanied by the explanatory report from the Board of Directors, to ratify the appointment of Mr Tomás Varela Muiña, whose personal details are recorded in the Companies Register, as Director, and who was appointed by co-option by resolution of the Board of Directors adopted on 29 November 2022, and re-elect him for the statutory term of four years from the date of this meeting, i.e. until 20 April 2027, with the title of Independent Director.”*

- 8.3 Appointment of Ms M<sup>a</sup> Carmen Corral Escribano as Proprietary Director:

*“As a result of the vacancy created by the resignation of Ms Eva Ballesté Morillas, in accordance with the proposal of the Board of Directors, and following a report from its Appointments, Remuneration and Corporate Governance Committee, the General Shareholders’ Meeting resolves to approve the appointment of Ms M<sup>a</sup> Carmen Corral Escribano, of legal age, whose address for this purpose is c/ Peonías, 12, Madrid and with Tax identification number 51.074644-Q, as Proprietary Director for the statutory term of four years, that is, until 20 April 2027.”*





8.4 Re-election of Ms Angélica Martínez Ortega 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, to re-elect, as Director of the Company, Ms Angélica Martínez Ortega, whose personal details are recorded in the Company Register, for the statutory term of four years, that is, until 20 April 2027, as Proprietary Director.”*

8.5 Re-election of Mr Juan Ignacio Díaz Bidart 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, to re-elect, as Director of the Company, Mr Juan Ignacio Díaz Bidart, whose personal details are recorded in the Company Register, for the statutory term of four years, that is, until 20 April 2027, as Proprietary Director.”*

8.6 Re-election of Ms Pilar Arranz Notario 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, to re-elect, as Director of the Company, Ms Pilar Arranz Notario, whose personal details are recorded in the Company Register, for the statutory term of four years, that is, until 20 April 2027, as Proprietary Director.”*

8.7 Re-election of Ms Leticia Iglesias Herraiz as Independent Director:

*“In accordance with the proposal of the Appointments, Remuneration and Corporate Governance Committee, and following the report from the Board of Directors, to re-elect, as Director of the Company, Ms Leticia Iglesias Herraiz, whose personal details are recorded in the Company Register, for the statutory term of four years, that is, until 20 April 2027, as Independent Director”.*



#### **ITEM NINE ON THE AGENDA:**

Amendment of the Bylaws:

- 9.1 Amendment of Article 31 (Powers of the Board of Directors).
- 9.2 Amendment of Article 36 (Board of Directors Meetings).

#### **PROPOSED RESOLUTION:**

9.1 *"To approve the amendment of Article 31 (Powers of the Board of Directors), which shall henceforth have the following wording:*

##### ***Article 31. Powers of the Board of Directors.***

- 1. In accordance with the provisions of the Law and of these Bylaws, the Board of Directors is the most senior body by which the Company is managed and represented, and it shall therefore have the authority to perform, within the scope of the corporate purpose defined in the Bylaws, any legal act or transaction implying administration or disposal, by means of any legal title, except for those acts or transactions which are reserved by Law, by the Bylaws or by the Shareholders' Meeting Regulations as exclusive power of the Shareholders' Meeting.*
- 2. The above notwithstanding, the Board of Directors is set up as a supervisory and controlling body which is to perform its duties with unity of purpose and independent judgement, affording the same treatment to all shareholders, guided at all times by the Company's best interest, and entrusting the ordinary management of the Company's business activities to the management team and corresponding executive bodies.*
- 3. Within the scope of its supervisory and control functions, the Board of Directors shall determine the strategies and general direction to be followed in the Company's management, evaluate the manner in which the management team runs the Company by monitoring compliance with targets set and respect for the Company's purpose and interests, establish the foundations of its corporate organization to maximize its efficiency, implement and oversee the establishing of suitable procedures for reporting by the Company to the shareholders and markets in general, adopt the pertinent decisions with respect to business and financial transactions of particular importance to the Company, approve its policy in respect of treasury stock,*

*and approve the foundations of its own organization and functioning for the better performance of these functions.*

**4. Without prejudice to the powers entrusted to this body by law, the Board of Directors, sitting in plenary session, shall reserve the power to approve:**

- (i) The supervision of the effective functioning of any Committees it may have been set up and of the actions of any delegate bodies and any executives it may have appointed.*
- (ii) The authorization or dispensation of obligations in relation to the duty of loyalty, in accordance with the pertinent legal provisions.*
- (iii) Its own organization and functioning.*
- (iv) The issue of the financial statements, the directors' report, which shall include the Corporate Governance and Remuneration Report in a separate section, and the proposed appropriation of income/loss of the Company, and the consolidated financial statements and consolidated directors' report, and the presentation thereof to the Shareholders' Meeting.*
- (v) The issue of any kind of report which the managing body is required by law to issue, wherever the operation to which the report refers is one for which authority cannot be delegated.*
- (vi) The appointment and removal of the Company's Chief Executive Officers.*
- (vii) The appointment and removal of executives who report directly to the Board or to any of its members, and the establishing of the basic conditions of their contracts, including compensation.*
- (viii) Decisions relating to Directors' compensation, within the framework of the Bylaws and, where appropriate, of the compensation policy approved by the Shareholders' Meeting.*
- (ix) The calling of the Shareholders' Meeting and the drawing-up of the Agenda and resolution proposals.*
- (x) The policy with respect to treasury stock.*
- (xi) Any powers which the Shareholders' Meeting may have delegated to the Board of Directors, unless the sub-delegation of such powers has been expressly authorized.*
- (xii) The Company's strategic or business plan, its annual management targets and budget, its investments and financing policy, sustainability policies, corporate social responsibility policy, and dividends policy.*

- (xiii) *The determination of the policy on the control and management of risk, including tax risks, and the supervision of internal reporting and control systems.*
- (xiv) *The determination of the corporate governance policy of the Company and of the group of which it is the parent; the organization and functioning thereof and, in particular, the approval and amendment of its own regulations.*
- (xv) *The determination of the Company's policy with respect to the selection of directors.*
- (xvi) *The approval of the financial information which the Company is required to publish periodically.*
- (xvii) *The definition of the structure of the group of companies of which the Company is the parent.*
- (xviii) *The approval of investments and transactions of all kinds which, due to the large amount involved or their special characteristics, are of a strategic nature or entail a special tax risk, unless they are required to be approved by the Shareholders' Meeting.*
- (xix) *The approval of the creation or acquisition of shares in special purpose vehicles or entities domiciled in countries or territories classed as tax havens, as well as any other similar transactions or operations which, due to their complexity, could compromise the transparency of the Company and its group.*
- (xx) *The approval, following a report by the Audit Committee, of transactions performed by the Company or its subsidiaries with Directors or shareholders who, either individually or in concert with others, hold ten percent (10%) or more of the voting rights, including shareholders represented on the Board of Directors of the Company or with any other persons considered related parties in accordance with the law, unless their approval corresponds to the Shareholders' Meeting.*

*Notwithstanding the foregoing, the Board of Directors may delegate the approval of the following related-party transactions, in which case the prior report of the Audit Committee shall not be required:*

- (i) *Transactions with its subsidiaries or investees, provided that they are carried out in the ordinary course of business and under normal market conditions.*
- (ii) *Transactions that simultaneously meet the following three (3) requirements:*

- a. *they are performed by virtue of contracts containing standardized conditions that are applied en masse to a large number of clients;*
  - b. *they are performed at prices or rates established in general by whoever acts as the supplier of the goods or service in question; and*
  - c. *the amount thereof does not exceed 0.5 percent of the Company's net turnover.*
- (xxi) *The determination of the Company's tax strategy.*
- (xxii) *The supervision of the process of preparing and presenting financial information and the management report, including, where appropriate, the required non-financial information.*
- 5. *The above powers of the Board of Directors are non-delegable. Without prejudice to the foregoing, when there are duly justified circumstances of urgency, the decisions on the matters indicated in the points of the previous section may be taken by the Executive Committee, with subsequent ratification at the first meeting of the Board of Directors held after the adoption of the decision".*

9.2 "To approve the amendment of Article 36 (Board of Directors Meetings), which shall henceforth have the following wording:

**Article 36. Board of Directors Meetings.**

- 1. *The Board of Directors shall meet with the frequency that the Chairman of the Board considers advisable, doing so, at least, on the number of occasions and in the situations stipulated in the Regulations of the Board of Directors. Meetings shall be held at the Company's registered office or in the place — in Spain or abroad — stipulated in the call notice.*
- 2. *Notices calling meetings of the Board of Directors shall be issued by the Chairman by any means allowing for the receipt thereof. Call notices shall be sent sufficiently in advance to ensure that Directors receive them no later than three days before the date of the meeting, except in case of urgent meetings. Along with the call notice, which is in all cases to include the agenda for the Meeting unless there is a good reason for its non-inclusion, whatever information may be deemed necessary is to be sent to the Directors or placed at their disposal via the website.*
- 3. *Directors making up at least one-third of the Board's membership may call a*



*Board Meeting to be held in the place where the registered office is located, and set the Agenda for it, in the event that the Chairman fails without good reason to call such meeting within one month as from the presentation of a request to this effect.*

- 4. Without prejudice to the above, the Board of Directors Meeting shall be deemed validly constituted without a call being necessary if all of its members, present in person or by proxy, unanimously accept the holding of the Meeting and the items on the agenda to be addressed at the Meeting.*
- 5. Those attending the meetings of the Board of Directors may connect by remote digital means that allow the recognition and identification of the attendees and stable communication among them regardless of their location, as well as permitting them to make interventions and cast votes, all in real-time. The Directors, irrespective of the place from which they connect by digital means, shall be deemed, for all purposes relating to the Board of Directors, to be in attendance at said meeting. In terms of the location of the meeting, the session shall be deemed to have been held under the provisions of section one of this Article.*
- 6. Should the Board of Directors meet exclusively by digital means, i.e. without the physical attendance of any of the Directors, the meeting shall be deemed to be held at the registered office.*
- 7. Voting by the Board of Directors may take place in writing and without an actual meeting being held, provided that no Director objects to such procedure. In this case, the Directors may send to the Secretary of the Board of Directors, or to whoever may be assuming his/her functions in each case, their votes and any comments they wish to have recorded in the minutes, by any means allowing for the receipt thereof. Any resolutions adopted by this procedure shall be recorded in the minutes drawn up in accordance with applicable legal provisions.*



**ITEM TEN ON THE AGENDA:**

Advisory vote of the Annual Report on Directors' Remuneration for the fiscal year 2022.

**PROPOSED RESOLUTION:**

*“Approve, in an advisory capacity, the Annual Report on Directors' Remuneration for the year ended on 31 December 2022, approved by the Board of Directors, at the proposal of the Appointments, Remuneration and Corporate Governance Committee, in the terms set out in the Law and in Circular 3/2021, of 28 September, of the National Securities Market Commission that amends Circular 4/2013, of 12 June”.*



**ITEM ELEVEN ON THE AGENDA:**

Voting, on a consultative basis, on the Updated Report of the Climate Action Plan (2022).

**PROPOSED RESOLUTION:**

*“Approve, on an advisory basis, the Update Report of Climate Action Plan of the year 2022.”*



## **ITEM TWELVE ON THE AGENDA:**

Delegation of powers to the Board of Directors to formalise and execute all the resolutions adopted by the Ordinary General Shareholders' Meeting as well as to sub-delegate the powers conferred on it by the Meeting, and to record such resolutions in a notarial instrument and interpret, cure a defect in, complement and develop and register them.

### **PROPOSED RESOLUTION:**

*“Without prejudice to any powers delegated in the foregoing resolutions, it is resolved to authorise the Board of Directors of the Company, with the express possibility of sub-delegation and with the fullest powers required by law, to complete, execute and develop and technically amend if need be all of the above resolutions and to cure any omissions or errors whether formal, substantive or technical in such resolutions and interpret them, severally granting the Board of Directors, with the express possibility of sub-delegation, and the Chairman and the Secretary of the Board of Directors the authority to execute any notarial instruments containing the resolutions adopted, with the broadest powers to perform all actions as may be required and executing such documents as may be necessary for registration, even if only in part, of the above resolutions in the Company Register, and in particular to:*

- (a) Cure a defect in, clarify, specify or complete the resolutions adopted by this General Shareholders' Meeting or those arising in any instruments and documents that may be executed in their implementation, and in particular any formal, substantive or technical omissions, defects or errors which may prevent the registration of these resolutions and their consequences in the Company Register.*
- (b) Perform such legal actions or transactions as may be necessary or appropriate to implement the resolutions adopted by this General Shareholders' Meeting, executing such public or private documents as it deems necessary or expedient for the fullest effectiveness of such resolutions and including the performance of any actions that may be necessary or expedient before any public or private bodies.*
- (c) Delegate to one or more of its members whether jointly or severally all or part of the powers corresponding to the Board of Directors and those which have been expressly conferred on it by this General Shareholders' Meeting.*
- (d) Make final decisions in all other circumstances as may be required, adopting and implementing the necessary resolutions, executing the required documents and completing such formalities as may be pertinent, and complying with any requirements as may be necessary under the Law for the fullest implementation of the resolutions adopted by the General Shareholders' Meeting.*



*All members of the governing body are also expressly authorised so that acting individually and with their sole signature they may have the resolutions adopted notarised and also execute any additional notarial instruments that may be necessary or pertinent to cure a defect in, clarify, specify or complete the resolutions adopted by this General Shareholders' Meeting."*