



PROPOSAL MADE BY THE APPOINTMENTS, REMUNERATION AND CORPORATE GOVERNANCE COMMITTEE OF AENA, S.M.E, S.A. IN RELATION TO THE RATIFICATION OF THE APPOINTMENT BY CO-OPTION AND RE-ELECTION AS INDEPENDENT DIRECTOR OF MR TOMÁS VARELA MUIÑA BY THE ORDINARY GENERAL SHAREHOLDERS' MEETING CALLED TO BE HELD ON 20 AND 21 APRIL 2023 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 proposal in relation to the ratification of the appointment by co-option and re-election as Independent Director of the Company (the “**Proposal**”) of Mr Tomás Varela Muiña by the Ordinary General Shareholders’ Meeting, in compliance with the provisions of Section 4 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 Proposal

In light of the above, this Proposal is prepared by the Company's Appointments, Remuneration and Corporate Governance Committee for the purpose of:

- (i) proposing the ratification of the appointment by co-option of **Mr Tomás Varela Muiña** and his re-election as Independent Director of the Company by the Ordinary General Shareholders’ Meeting of the Company called to be held on 20 and 21 April 2023 on first and second call, respectively.
- (ii) assessing the competence, experience and merits of the proposed candidate for the position of Independent Director;

this is in accordance with the terms of Article 529 decies, Section 4 of the LSC.

3. Proposal to the Board of Directors

Following the resignation tendered by the Director, Mr Josep Antoni Durán i Lleida, on 17 November 2022, a vacancy arose on the Company's Board of Directors. As a result, the Appointments, Remuneration and Corporate Governance Committee, in the exercise of its duty to evaluate the competencies, knowledge and experience required by the Board, analysed the competency matrix devised for that purpose and deemed it appropriate to strengthen the Board of Directors with the incorporation of a profile with previous experience in the financial sector, who had sat on at least one Board of Directors, had extensive expertise in the risk and audit sectors and international financing and knowledge in matters of sustainability. Accordingly, the Appointments, Remuneration and Corporate Governance Committee, in compliance with the Company's Director Candidate Selection Policy, collaborated with an external consultant to select and propose the best candidate, assessing several candidates to evaluate their good business reputation, suitability, competence, experience, training, availability, merits and possession of the commitment needed to form part of the Board of Directors. Within the context of the foregoing, and having analysed and debated the required

aptitudes for the position and evaluated the various candidates, the Appointments, Remuneration and Corporate Governance Committee proposed the appointment, by co-option, of Mr Tomás Varela Muiña as Independent Director to the Board of Directors, highlighting in their proposal the previous professional experience, skills and outstanding merits of the specific candidate.

- (i) He holds a degree in Economics from the University of Barcelona and an MBA in International Business from the European University.
- (ii) In 1982 he started his career in the audit division at PWC, working for different sectors, which allowed him to build solid financial knowledge, particularly in terms of accounting and internal auditing.
- (iii) From 1988 to 1992, he worked for the Spanish branch of Allianz, where he was initially Head of Office for the CEO of one of the group's Spanish subsidiaries and, in later years, assumed the role of Head of Organisation for Allianz in Spain, finally becoming Deputy Controller of the company's entire operation in Spain.
- (iv) From 1992 to 2021, he developed his career at Banco de Sabadell, having been, until 2001, Director of Internal Auditing, leading the company's governance framework and the Board's reporting system, which gave him a broad overview of the bank's financial operation.
- (v) He was the aforementioned financial institution's CFO from its IPO in 2001 until 2021. During that time, he unified the control, accounting, tax and auditing unit, implemented the credit and market risk management models and developed the group's financial platforms.
- (vi) He has sat on the board of more than six of Banco de Sabadell's investee companies, notably as a board member at TSB and a member of the Audit and Risk Committee.
- (vii) He is currently an Independent Director and advisor at Finalbion S.L.U. and an Independent Director of Bank Julius Baer, and a member of its Auditing Committee.
- (viii) In addition, at Bank Julius Baer, he serves on the company's Development and Innovation Committee, which aims to take a board-level view on Technology, Digitalisation and Innovation in regard to client access and experience in private banking.

In regard to the CV of the proposed candidate, it should be noted that this Committee positively valued his skills in auditing and compliance matters, acquired both in his training and throughout his professional career since he started in the auditing division at PWC, subsequently joining Banco de Sabadell as Director of

Internal Auditing, being responsible for the quality and compliance unit, and also his membership, both in the past and at present, of auditing committees.

He also has extensive experience in the financial sector, particularly in the field of international finance, having more than 30 years of experience as an executive in financial positions and having been Chief Financial Officer of Banco de Sabadell since 2001, where he unified the control, accounting, tax and auditing unit, implemented the credit and market risk management models and developed the group's financial platforms.

During this period, the candidate was also involved in inorganic growth operations, notably the acquisition of Banco Atlántico, from which further acquisitions in Europe and the US followed, culminating in the acquisition of TSB Bank in London.

It was also noted that, as he currently serves as a director of Julius Baer only, without holding any management position, it can be presumed that he has the availability and adequate time to devote to the required position.

As a result of the above, following his appointment by co-option by the Board of Directors on 29 November 2022, the Committee takes a highly positive view of the ratification of the appointment of Mr Tomás Varela Muiña and his re-election as Independent Director, especially given the favourable opinions received from the other Directors and particularly the Independent Directors, which indicates that his continuation on the Board of Directors will bring significant advantages as a consequence of his valuable skills and previous experience in the financial sector, having been a member of several Boards of Directors and gained extensive expertise in the risk and auditing and international finance sectors, all of which contribute to the range of specialist knowledge among the members of the Board, thus encouraging diverse opinions and helping to enrich the analyses and proposals it debates to further the company's progress. Therefore, the ratification of his appointment and re-election as Director is deemed justified and appropriate.

4. Conclusions of the Appointments, Remuneration and Corporate Governance Committee

In light of the foregoing, the Appointments, Remuneration and Corporate Governance Committee considers that Mr Tomás Varela Muiña fulfils the requisites of suitability, competence, experience, training, merit and commitment necessary to hold the position of Director, and therefore proposes the ratification of his appointment and re-election as an Independent Director of the Company.

5. Category of Director to which he should be assigned

The candidate would have the status of Independent Director of the Company, as he fulfils the necessary requirements. The candidate's availability to provide the



dedication required for the performance of the position has been verified.

Madrid, 27 February 2023