



REPORT MADE BY THE APPOINTMENTS, REMUNERATION AND CORPORATE GOVERNANCE COMMITTEE OF AENA, S.M.E, S.A. IN RELATION TO THE APPOINTMENT OF MS MARÍA CARMEN CORRAL ESCRIBANO AS PROPRIETARY DIRECTOR BY THE ORDINARY GENERAL SHAREHOLDERS' MEETING CALLED FOR 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 report in relation to the appointment of Ms M^a Carmen Corral Escribano as Proprietary Director of the Company (the “**Report**”) by the Ordinary General Shareholders' Meeting, in compliance with the provisions of Section 6 of Article 529 decies of Royal Legislative Decree 1/2010, of 2 July, enacting the consolidated text of the Corporate Enterprises Act (“**LSC**”) at the proposal of the majority shareholder.

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 appointment of Ms M^a Carmen Corral Escribano as Proprietary 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; and
- (ii) assessing the competence, experience and merits of the proposed candidate for the position of Proprietary Director.

3. Analysis of the Appointments, Remuneration and Corporate Governance Committee.

In view of the vacancy that has arisen on the Board of Directors due to the resignation of Ms Eva Ballesté Morillas, the appointment of a new member to the Board of Directors has become necessary. 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 incorporate a profile with knowledge and experience in the public and transport sectors, in accordance with the candidate proposed by the majority shareholder 'ENAIRE'.

To this end, the Appointments, Remuneration and Corporate Governance Committee, in compliance with the Company's Director Candidate Selection Policy, has assessed the skills, knowledge and experience required on the Board and, after analysing the good business reputation, suitability, competence, experience, training, availability, merits and commitment needed to be a member of the Company's Board of Directors, recommends the appointment of the candidate proposed by the majority shareholder 'ENAIRE', Ms M^a Carmen Corral

Escribano, as Proprietary Director in view of, among other factors:

- (i) Ms M^a Carmen Corral Escribano has extensive experience in the public and transport sectors, having been head of European funds and trans-European transport networks at the Ministry of Public Works and technical director at the Secretariat of State for Transport, Mobility and the Urban Agenda, and she has extensive training in these sectors;
- (ii) moreover, she is highly qualified and has a professional background suitable for the performance of the duties of Director of the Company due to her achievements and long-standing experience in the aforementioned sectors, which will bring considerable advantages to the Board of Directors.

This is clearly demonstrated by the candidate's curriculum vitae, from which the following is worth noting:

- (i) She holds a degree in Civil Engineering from the Universidad Politécnica de Madrid, is a member of the State Corps of Civil Engineers and is a graduate of the General Management programme at IESE Business School.
- (ii) From 2002 to 2006 she was a specialist in special structures and foundations at MC2 Estudio de Ingeniería S.L.
- (iii) From 2007 to 2012, she was a civil engineer for the General Directorate of Highways, at the General Secretariat of Planning and Projects.
- (iv) From 2007 to 2021, she has held senior associate positions of representation on committees: JTRC-OCDE. CEF-Transports-EU. Guidelines for the Trans-European Networks- EU. ATC-PIARC. AEG-INEA.
- (v) In 2012, she was head of service for the General Directorate of Highways at the General Secretariat for Conservation.
- (vi) From 2012 to 2019, she was head of European Funds and Trans-European Transport Networks.
- (vii) From 2019 to 2020, she was the general manager for project financing and structuring at C3Expertise.
- (viii) In 2021, she was responsible for the Office of the INECO Recovery, Transformation and Resilience Plan.
- (ix) Since 2022, she has held the position of technical director at the State Secretariat for Transport, Mobility and the Urban Agenda.

The Appointments, Remuneration and Corporate Governance Committee believes that, in order for a Director to properly perform his/her duty of oversight and control, he/she must adequately combine sufficient capabilities and skills in the following



areas:

- (i) knowledge of the sectors in which the Company operates;
- (ii) experience and knowledge of commercial, digital transformation and financial areas;
- (iii) experience and knowledge of management, leadership and business strategy.

The curriculum vitae of Ms M^a Carmen Corral Escribano proves her competence and merits to hold the position of Proprietary Director. Her many years of experience in sectors relevant to the Company, such as the public and transport sectors, and her in-depth knowledge of various business fields ensure that she will contribute diverse viewpoints to issues debated by the Board of Directors.

Therefore, the Appointments, Remuneration and Corporate Governance Committee considers the ratification of the appointment of Ms M^a Carmen Corral Escribano as Proprietary Director to be justified and appropriate, in the conviction that said appointment will constitute a positive addition to the Board of Directors and make a valuable contribution to the Company's progress.

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 sit on the Board of Directors of the Company.

The Appointments, Remuneration and Corporate Governance Committee, in view of the foregoing, considers it justified that Ms M^a Carmen Corral Escribano be appointed as a Proprietary Director of the Company.

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

The candidate would have the status of Proprietary Director of the Company, as she 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, 27 February 2023.