



## PROPOSAL AND REPORT MADE BY THE BOARD OF DIRECTORS OF AENA, S.M.E, S.A. IN RELATION TO THE RE-ELECTION OF MS ANGÉLICA MARTÍNEZ ORTEGA AS PROPRIETARY DIRECTOR BY THE ORDINARY GENERAL SHAREHOLDERS' MEETING CALLED TO BE HELD ON 20 AND 21 APRIL 2023 ON FIRST AND SECOND CALL, RESPECTIVELY

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### 1. Introduction

The Board of Directors of Aena, S.M.E., S.A. (the “**Company**”) issues this proposal and report in support of the re-election of Ms Angélica Martínez Ortega as Proprietary Director of the Company (the “**Report**”) by the General Shareholders’ Meeting, in compliance with the provisions of Sections 4 and 5 of Article 529 decies of Royal Legislative Decree 1/2010, of 2 July, enacting the consolidated text of the Corporate Enterprises Act (“**LSC**”).

In accordance with the provisions of the aforementioned article, the proposal for the appointment or re-election of the members of the Board of Directors who are not considered to be Independent Directors (as is the case) falls within the remit of the Board of Directors. This proposal must be accompanied by a report from the Board of Directors assessing (i) the competence, (ii) the experience and (iii) the merits of the proposed candidate and preceded by a report from the Appointments, Remuneration and Corporate Governance Committee.

### 2. Purpose of the Report

In light of the above, this report is prepared by the Company’s Board of Directors for the purpose of:

- (i) justifying the proposal for re-election of Ms Angélica Martínez Ortega 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 re-election as Proprietary Director.

This is in accordance with the terms of Article 529 decies, Section 5 of the LSC.

In relation to the above, and as provided for in Section 6 of Article 529 decies of the LSC, the Appointments, Remuneration and Corporate Governance Committee fully supports the re-election of Ms Angélica Martínez Ortega as Proprietary Director of the Company. This report is attached as **Annex 1** for better identification.

### 3. Report of the Appointments, Remuneration and Corporate Governance Committee.

On 16 July 2018, the Board of Directors of AENA agreed to appoint, by co-option, Ms Angélica Martínez Ortega as Proprietary Director of the Company for the term of four (4)



years established in the Bylaws. This appointment was ratified by the General Shareholders' Meeting on 9 April 2019.

In anticipation of the end of her mandate, the re-election of Ms Angélica Martínez Ortega has been subject to the prior report of the Appointments, Remuneration and Corporate Governance Committee. Said committee has assessed the appropriateness and taken a favourable view of the re-election of Ms Angélica Martínez Ortega as Proprietary Director of the Company by the General Shareholders' Meeting. The Appointments, Remuneration and Corporate Governance Committee considered, among other factors, the following:

- (i) Ms Angélica Martínez Ortega has extensive experience in sectors relevant to the Company, such as her involvement in various areas of State Administration and expertise in interpreting the legislation on economic-financial management; in-depth knowledge across multiple business fields, particularly legal and economic-financial services; and achievements in various business areas, primarily in the economic sector. She also has in-depth knowledge of the Company, given her position as proprietary director for the last four years;
- (ii) the favourable opinions received from the other Directors and, in particular, from the Independent Directors in relation to her re-election as Director;
- (iii) her excellent track record in the role, since the moment she took office;
- (iv) her proximity to the business due to her previous experience, focused in recent years on the direction and management of primarily economic-financial and legal units in the General State Administration; and
- (v) her sound understanding of her obligations as a Company Director and particular sensitivity to issues relating to the good governance of a listed company.

As a result of the foregoing, it can be concluded that retaining her on the Board of Directors and re-electing her as a Proprietary Director will bring significant benefits to this Governing Body.

#### **4. Justification for the proposal of the Board of Directors**

The Board of Directors believes that, in order for a Director to properly perform his/her duty of oversight and control in the Company, he/she must adequately combine sufficient capabilities and skills, inter alia, in the following areas:

- (i) knowledge of the sectors in which the Company operates;
- (ii) experience and knowledge of economic and financial areas;
- (iii) experience and knowledge of the most important geographic markets for the Company; and



- (iv) experience and knowledge of management, leadership and business strategy.

The curriculum vitae of Ms Angélica Martínez Ortega proves her competence and merits to hold the position of Director. In light of her extensive experience in sectors relevant to the Company, such as the economic and financial sector, ensures that she brings diverse points of view to the discussion of matters on the Board of Directors.

On the basis of the foregoing, and the reasons put forward by the Appointments, Remuneration and Corporate Governance Committee for her re-election (which are endorsed by this Board), the Board of Directors considers the re-election of Ms Angélica Martínez Ortega as Company Director to be justified and appropriate, in the conviction that said re-election will constitute a positive addition to the Board of Directors and make a valuable contribution to the Company's progress.

## **5. Assessment of the competence, experience and merits of the candidate**

The competence, experience and merits of Ms Angélica Martínez Ortega are clear from her curriculum vitae, where her capacities for her re-election as Proprietary Director are clearly set out. In summary, it should be noted that the candidate:

- (i) Holds a degree in Law from the Universidad Autónoma de Madrid and is a member of the Senior Corps of State Inspectors and Auditors.
- (ii) Since 22 June 2018, she has held the post of General Technical Secretary for the Ministry of Public Works (currently the Ministry of Transport, Mobility and Urban Agenda), assisting the Minister and the Under-secretary in coordinating services.
- (iii) From February 2010 to June 2018, she held the position of Deputy Director General of Inspection and Auditing in the Public Accounts Department, being responsible for planning and coordinating prior legal compliance checks in different areas of public expenditure, as well as proposing resolutions to discrepancies raised in the exercise of the aforementioned checks.
- (iv) From 2003 to January 2010, she held other positions within the Sub-Directorate General for Inspection and Auditing, being National Auditor Area Director, carrying out functions related to the position of Deputy Assistant Director, and before that, the position of Deputy Assistant Director and Head of Intersectoral Area.
- (v) From February 2002 to March 2003, she was Head of Area in the Audit Office of the Ministry of Science and Technology and Financial Controller for the Spanish Patent and Trademark Office, carrying out prior auditing of expenditures, verifying investments, attending Contracting Committees and Boards, and carrying out duties related to the auditing of accounts and ongoing financial control in the Agency.
- (vi) She has sat on the Boards of Directors of CETARSA and RUMASA.



In short, the Board of Directors considers that the candidate meets the requirements of competence, experience, and merits needed to remain a member of the Company's Board of Directors.

## **6. Conclusions of the Board of Directors**

The Board of Directors, in view of the foregoing, considers that the candidate has (i) the competence, (ii) experience and (iii) merits to continue being a member of the Board of Directors and, consequently, considers it justified and appropriate that Ms Angélica Martínez Ortega be re-elected as a Director of the Board.

Accordingly, it proposes the re-election of Ms Angélica Martínez Ortega as Director of the Company by the General Shareholders' Meeting of the Company.

## **7. Category of Director to which he 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.

## **8. Proposed resolution for adoption by the General Shareholders' Meeting**

As a result of the foregoing, it is agreed to propose to the Company's General Shareholders' Meeting the adoption of the following resolution:

***"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."*

Madrid, 27 February 2023.