



**REPORT MADE BY THE APPOINTMENTS, REMUNERATION AND CORPORATE GOVERNANCE COMMITTEE OF AENA, S.M.E, S.A. IN RELATION TO THE RE-ELECTION PROPOSAL OF MS ANGÉLICA MARTÍNEZ ORTEGA AS PROPRIETARY DIRECTOR BY THE ORDINARY GENERAL SHAREHOLDERS' MEETING CALLED FOR 20 AND 21 APRIL 2023, ON FIRST AND SECOND CALL, RESPECTIVELY**

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**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 re-election of Ms Angélica Martínez Ortega as Proprietary Director of the Company (the “**Report**”) by the General 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) inform 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 quality of the work and dedication to the position of the proposed candidate as Proprietary Director.

**3. Report to the Board of Directors**

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 the statutory term for which Ms Angélica Martínez Ortega was re-elected as Company Director, the Appointments, Remuneration and Corporate Governance Committee, in compliance with the Company's Director Candidate Selection Policy, has evaluated the skills, knowledge and experience required on the board, and having analysed her good business reputation, suitability, solvency, competence, experience, training, availability and commitment to her role, takes a favourable view of re-electing Ms Angélica Martínez Ortega to the position of Proprietary Director, considering, 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 departments in the Public 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;

which allow us to conclude that retaining her on the Board of Directors and re-electing her as a Proprietary Director will bring significant benefits 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 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.

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 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 level of attendance at Board meetings and 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 contributes diverse viewpoints to issues debated by the Board of Directors.

Therefore, the Appointments, Remuneration and Corporate Governance Committee considers the ratification of the re-election of Ms Angélica Martínez Ortega 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 remain a member of the Company's Board of Directors.

The Appointments, Remuneration and Corporate Governance Committee, in view of the foregoing, considers it justified and convenient that Ms Angélica Martínez Ortega be re-elected 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.