



## **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 MR JUAN IGNACIO DÍAZ BIDART 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 Mr Juan Ignacio Díaz Bidart as Proprietary Director of the Company (the “**Report**”) by the General Shareholders’ 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 Mr Juan Ignacio Díaz Bidart 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 30 October 2018, the Board of Directors of the Company agreed to appoint, by co-option, Mr Juan Ignacio Díaz Bidart 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 Mr Juan Ignacio Díaz Bidart 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 his good business reputation, suitability, solvency, competence, experience, training, availability and commitment to his role, takes a favourable view of re-electing Mr Juan Ignacio Díaz Bidart to the position of Proprietary Director, considering, among other factors, the



following:

- (i) Mr Juan Ignacio Díaz Bidart has a highly qualified professional profile suitable for performing the duties of Proprietary Director of the Company, both due to his extensive experience and merits in relevant sectors, his in-depth knowledge of multiple business fields, primarily market competition and public economics, and his achievements in various business areas. He also has an in-depth understanding of the Company, given that he has been a 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 his re-election as Director;
- (iii) his excellent track record in the role, since the moment he took office;
- (iv) his experience in international projects
- (v) his sound understanding of his 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 him on the Board of Directors and re-electing him 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) Graduate in Economics from the Universidad Complutense de Madrid. Master's Degree in Business Management and Organisation from UCJC. He is an economist specialising in tourism, market competition and public economy.
- (ii) He is currently Chief of Staff for the Minister of Industry, Trade and Tourism.
- (iii) He was Secretary General and Manager of Marcas de Restauración, a member of Serving Europe and of the CEOE Assembly.
- (iv) He has served on the Board of HIP (Hospitality Innovation Planet), on the AECOC-HORECA committee and with the European Union Agency ETF on an international project on professional qualifications in Tourism in Southern Europe and North Africa.
- (v) He has collaborated on projects to assist hospitality companies with their international endeavours.



- (vi) He has been an associate professor at UC3M since 2006, teaching Public Economy, Industrial Organisation, Financial Management and Game Theory.

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 Mr Juan Ignacio Díaz Bidart proves his dedication to the role, competence and merits to hold the position of Director. His extensive experience in sectors relevant to the Company, such as tourism, competition and markets and public economy, ensures that he 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 Mr Juan Ignacio Díaz Bidart as a Company 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 Mr Juan Ignacio Díaz Bidart be re-elected as a Proprietary Director of the Company.

#### **5. Category of Director to which he belongs or should be assigned**

The candidate would have the status of Proprietary Director of the Company, as he 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.