



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 MS MARÍA DEL CORISEO GONZÁLEZ-IZQUIERDO REVILLA 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 Ms M^a del Coriseo González-Izquierdo Revilla 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 **Ms M^a del Coriseo González-Izquierdo Revilla** and her 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; and
- (ii) assessing the competence, experience and merits of the proposed candidate for the position of Independent Director;

this, 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 on 23 February 2022 by the Proprietary Director of the Company, TCI ADVISORY SERVICES, LLP, represented by Mr Christopher Anthony Hohn, subsequent to the approval of the Ordinary General Shareholders' Meeting called to be held on 31 March 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 female profile (thus increasing the percentage of Independent Directors and women on the Board of Directors) with previous experience in the public sector, who has sat on at least one Board of Directors, with extensive expertise in the international and geo-strategy sectors, in innovation



and digital transformation, and with legal and sustainability expertise and knowledge of financial management and planning.

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 Ms M^a del Coriseo González-Izquierdo Revilla as Independent Director to the Board of Directors, highlighting in their proposal the previous professional experience, skills and outstanding merits of the candidate and, specifically, the following:

- (i) She holds a degree in Economics and Business Administration and a degree in Law from the Universidad Pontificia de Comillas, (ICADE E-3), Trade Expert and State Economist, as well as a Master's in Public Administration from Harvard University.
- (ii) She is currently the Director of Planning and Corporate Management at OMIE, Spain and Portugal's Electricity Market Operator, where she has been actively involved in ESG issues and served from September 2010 until December 2011 as Deputy Director to the Chairman.
- (iii) From 2014 to 2019, she was the Chief Economic and Commercial Advisor for the Economic and Commercial Office of the Spanish Embassy in Japan.
- (iv) From 2012 to 2014, she was CEO of ICEX, a public agency tasked with supporting the internationalisation of Spanish companies and attracting direct foreign investment to Spain, where she was also Director of Industrial Products and Technology from 2004 to 2007.
- (v) From September 2008 to August 2010, she was the Chief Economic and Commercial Advisor for the Economic and Commercial Office of the Spanish Embassies in Ghana, Côte d'Ivoire, Liberia and Sierra Leone.
- (vi) From July 2003 to October 2004, she was Senior Operations Officer for North Africa and the Middle East at the World Bank, in Washington D.C.
- (vii) From 2001 to 2003, she was the Economic and Commercial Advisor for



the Economic and Commercial Office of the Spanish Embassy in Shanghai, China.

- (viii) From 1997 to 2001, she was the Chief Economic and Commercial Advisor for the Spanish Economic and Commercial Office in Iraq.
- (ix) From 1995 to 1997, she held various positions at the Secretariat of State for Commerce and the Ministry of Industry.
- (x) She has been a Director at the Instituto de Crédito Oficial (ICO) and the Centro para el Desarrollo Tecnológico Industrial (CDTI).

In regard to Ms M^a del Coriseo González-Izquierdo Revilla's CV, it should be noted that the Committee positively valued her extensive international experience, having spent more than twenty years working in Asia, North America, the Middle East, Africa and Europe, with a particular focus on business development in global markets, sustainability, economic diplomacy and public policy, having held senior executive positions in the World Bank and the Spanish Administration.

Furthermore, as a member of the High Corps of Spanish State Economists and Trade Experts, Ms M^a del Coriseo González-Izquierdo Revilla has an in-depth knowledge of world trade and economics and experience serving on other Boards of Directors.

As a result of the above, following her appointment by co-option by the Board of Directors on 31 March 2022, the Committee takes a highly positive view of the ratification of the appointment of Ms M^a del Coriseo González-Izquierdo Revilla and her re-election as Independent Director, especially given the favourable opinions received from the other Directors and particularly the Independent Directors, which indicates that her continuation on the Board of Directors will bring significant advantages as a consequence of her valuable skills and previous experience in the public sector and the international and geo-strategic sectors and her knowledge of legal matters and sustainability, financial management and planning, innovation and business transformation, all of which will help to further the company's progress. Therefore, the ratification of her appointment and re-election as Independent 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 Ms M^a del Coriseo González-Izquierdo Revilla fulfils the requisites of suitability, competence, experience, training, merit and commitment necessary to hold the position of Director, and therefore proposes the ratification of her appointment and re-election as an Independent Director of the Company.



5. Category of Director to which she should be assigned

The candidate would have the status of Independent Director of the Company, as she 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.