

**RESOLUTION PROPOSALS THAT THE BOARD OF DIRECTORS SUBMITS TO THE DECISION OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF AENA, S.M.E., S.A. CALLED TO BE HELD ON 18 AND 19 APRIL 2024 ON FIRST AND SECOND CALL, RESPECTIVELY**

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**ITEM ONE ON THE AGENDA:**

Examination and approval, if applicable, of the Individual Annual Accounts (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes) and the Individual Management Report of the Company for the fiscal year ended 31 December 2023.

**PROPOSED RESOLUTION:**

*“Approve the Individual Annual Accounts (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes) and Individual Management Report of the Company for the fiscal year ended 31 December 2023, as they were formulated by the Board of Directors at its meeting on 27 February 2024.”*

**ITEM TWO ON THE AGENDA:**

Examination and approval, if applicable, of the Consolidated Annual Accounts (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes) and the Consolidated Management Report of the Company and its subsidiaries for the fiscal year ended 31 December 2023.

**PROPOSED RESOLUTION:**

*“Approve the Consolidated Annual Accounts (balance sheet, profit and loss account, statement of changes in equity, cash flow statement and notes) and the Consolidated Management Report of the Company and its subsidiaries for the fiscal year ended 31 December 2023, as they were formulated by the Board of Directors at its meeting on 27 February 2024.”*

### **ITEM THREE ON THE AGENDA:**

Examination and approval, if applicable, of the proposed appropriation of earnings of the Company for the fiscal year ended 31 December 2023.

#### **PROPOSED RESOLUTION:**

*“Approve, as proposed by the Board of Directors, the appropriation of earnings of the Company for the fiscal year ended 31 December 2023, coming to an amount of 1,436,264 thousand euros. The appropriation of earnings for the fiscal year 2023 proposed by the Board of Directors is as follows:*

- 1. Offsetting of prior years' losses: 272,028 thousand euros.*
- 2. The amount of 1,149,000 thousand euros is earmarked for the payment of a gross dividend of 7.66 euros per share to each of the Company's existing and outstanding shares entitled to receive said dividend.*
- 3. To capitalisation reserves: 15,236 thousand euros.*

*The dividend will be paid on 7 May 2024 through the entity participant in the "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal" (IBERCLEAR).*

*The withholdings stipulated by the regulations in force at the time shall be deducted from the gross amounts paid.”*

**ITEM FOUR ON THE AGENDA:**

Reclassification of capitalisation reserves to voluntary reserves.

**PROPOSED RESOLUTION:**

*“Approve, in accordance with the proposal of the Board of Directors, a reclassification of capitalisation reserves to voluntary reserves in the amount of 113,626 thousand euros, corresponding to capitalisation reserves that are already freely distributable because more than five (5) years have elapsed since the end of the tax period in which the reduction applied to the corporate income tax that required their allocation corresponded. Following this reclassification, the amount of voluntary reserves recorded will amount to 3,425,566 thousand euros.”*

**ITEM FIVE ON THE AGENDA:**

Examination and approval, if applicable, of the Sustainability Report - Non-Financial Information Statement (NFIS) for the fiscal year ended 31 December 2023.

**PROPOSED RESOLUTION:**

*"Approval of the Sustainability Report - Non-Financial Information Statement (NFIS) for the fiscal year ended 31 December 2023, as drawn up by the Board of Directors (as an integral part of the Consolidated Management Report) at its meeting held on 27 February 2024."*

**ITEM SIX ON THE AGENDA:**

Examination and approval, if applicable, of the corporate management for the fiscal year ended 31 December 2023.

**PROPOSED RESOLUTION:**

*“Approve the management performed by the Board of Directors of AENA, S.M.E., S.A., in the exercise of its duties during the fiscal year ended 31 December 2023.”*

**ITEM SEVEN ON THE AGENDA:**

Composition of the Board of Directors: ratification of appointment by co-option and re-election of Directors:

**PROPOSED RESOLUTION:**

- 7.1 “Ratification of the appointment by co-option and re-election of Ms Beatriz Alcocer Pinilla as Proprietary Director:

*“In accordance with the Board of Directors' proposal and following a report from the Appointments, Remuneration and Corporate Governance Committee, to ratify the appointment by co-option of Ms Beatriz Alcocer Pinilla, whose personal details are recorded in the Mercantile Register, by the Board of Directors on 30 January 2024, and to re-elect her as a director of the Company for the statutory period of four (4) years from the date of this Ordinary General Shareholders' Meeting, as a Proprietary Director.”*

- 7.2 Ratification of the appointment by co-option and re-election of Mr Ángel Faus Alcaraz as Proprietary Director:

*“In accordance with the Board of Directors' proposal and following a report from the Appointments, Remuneration and Corporate Governance Committee, to ratify the appointment by co-option of Mr Ángel Faus Alcaraz, whose personal details are recorded in the Mercantile Register, by the Board of Directors on 30 January 2024, and to re-elect him as a director of the Company for the statutory period of four (4) years from the date of this Ordinary General Shareholders' Meeting, as a Proprietary Director.”*

- 7.3 Ratification of the appointment by co-option and re-election of Ms Ainhoa Morondo Quintano as Proprietary Director:

*“In accordance with the Board of Directors' proposal and following a report from the Appointments, Remuneration and Corporate Governance Committee, to ratify the appointment by co-option of Ms Ainhoa Morondo Quintano, whose personal details are recorded in the Mercantile Register, by the Board of Directors on 30 January 2024, and to re-elect her as a director of the Company for the statutory period of four (4) years from the date of this Ordinary General Shareholders' Meeting, as a Proprietary Director.”*

**ITEM EIGHT ON THE AGENDA:**

Advisory vote of the Annual Report on Directors' Remuneration for the fiscal year 2023.

**PROPOSED RESOLUTION:**

*“Approve, in an advisory capacity, the Annual Report on Directors' Remuneration for the year ended on 31 December 2023, approved by the Board of Directors, at the proposal of the Appointments, Remuneration and Corporate Governance Committee, in the terms set out in the Law and in Circular 3/2021, of 28 September, of the National Securities Market Commission that amends Circular 4/2013, of 12 June.”*



**ITEM NINE ON THE AGENDA:**

Voting, on a consultative basis, on the Updated Report of the Climate Action Plan (2023).

**PROPOSED RESOLUTION:**

*“Approve, on an advisory basis, the Update Report of Climate Action Plan of the year 2023.”*

### **ITEM TEN ON THE AGENDA:**

Delegation of powers to the Board of Directors to formalise and execute all the resolutions adopted by the Ordinary General Shareholders' Meeting as well as to sub-delegate the powers conferred on it by the Meeting, and to record such resolutions in a notarial instrument and interpret, cure a defect in, complement and develop and register them.

#### **PROPOSED RESOLUTION:**

*“Without prejudice to any powers delegated in the foregoing resolutions, it is resolved to authorise the Board of Directors of the Company, with the express possibility of sub-delegation and with the fullest powers required by law, to complete, execute and develop and technically amend if need be all of the above resolutions and to cure any omissions or errors whether formal, substantive or technical in such resolutions and interpret them, severally granting the Board of Directors, with the express possibility of sub-delegation, and the Chairman and the Secretary of the Board of Directors the authority to execute any notarial instruments containing the resolutions adopted, with the broadest powers to perform all actions as may be required and executing such documents as may be necessary for registration, even if only in part, of the above resolutions in the Company Register, and in particular to:*

- (a) Cure a defect in, clarify, specify or complete the resolutions adopted by this Ordinary General Shareholders' Meeting or those arising in any instruments and documents that may be executed in their implementation, and in particular any formal, substantive or technical omissions, defects or errors which may prevent the registration of these resolutions and their consequences in the Company Register.*
- (b) Perform such legal actions or transactions as may be necessary or appropriate to implement the resolutions adopted by this General Shareholders' Meeting, executing such public or private documents as it deems necessary or expedient for the fullest effectiveness of such resolutions and including the performance of any actions that may be necessary or expedient before any public or private bodies.*
- (c) Delegate to one or more of its members whether jointly or severally all or part of the powers corresponding to the Board of Directors and those which have been expressly conferred on it by this Ordinary General Shareholders' Meeting.*
- (d) Make final decisions in all other circumstances as may be required, adopting and implementing the necessary resolutions, executing the required documents and completing such formalities as may be pertinent, and complying with any requirements as may be necessary under the Law for the fullest implementation of the resolutions adopted by the General Shareholders' Meeting.*

*All members of the governing body are also expressly authorised so that acting individually and with their sole signature they may have the resolutions adopted notarised and also execute any additional notarial instruments that may be necessary or pertinent to cure a defect in, clarify, specify or complete the resolutions adopted by this Ordinary General Shareholders' Meeting."*