

REPORT 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 PROPRIETARY DIRECTOR OF MS BEATRIZ ALCOCER PINILLA BY THE ORDINARY GENERAL SHAREHOLDERS' MEETING CALLED TO BE HELD ON 18 AND 19 APRIL 2024 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 report in relation to the ratification of the appointment by co-option and re-election as Proprietary Director of the Company (the “**Proposal**”) of Ms Beatriz Alcocer Pinilla by the Ordinary General Shareholders' Meeting, in compliance with the provisions of Section 6 of Article 529 decies of Royal Legislative Decree 1/2010, of 2 July, enacting the consolidated text of the Corporate Enterprises Act (“**LSC**”).

2. Purpose of the Proposal

In light of the above, this report is prepared by the Company's Appointments, Remuneration and Corporate Governance Committee for the purpose of:

- (i) reporting on the proposal for ratification of the appointment by co-option of **Ms Beatriz Alcocer Pinilla** and her re-election as Proprietary Director of the Company by the Ordinary General Shareholders' Meeting of the Company called to be held on 18 and 19 April 2024 on first and second call, respectively; and
- (ii) assessing the competence, experience and merits of the proposed candidate for the position of Nominee Director.

this, in accordance with the terms of Article 529 decies, Section 6 of the LSC.

3. Report to the Board of Directors

Following the resignation tendered by the Proprietary Director of the Company, Ms Pilar Arranz Notario, on 28 November 2023 and effective from 29 November 2023, a vacancy had arisen on the Board of Directors, which is why the Appointments, Remuneration and Corporate Governance Committee, exercising its functions of evaluating the competences, knowledge and experience required on the Board, after the competency matrix had been analysed, has assessed the appropriateness of strengthening the Board of Directors with the inclusion of a female profile with previous experience in the public and transport sector with strong knowledge of the business and international sector.

Accordingly, the Appointments, Remuneration and Corporate Governance Committee, in compliance with the Company's Board of Directors' Members Selection Policy, has assessed the good business reputation, suitability, competence, experience, training, availability, merits and commitment needed to be a member of the Company's Board of Directors of the candidate proposed by the majority shareholder “Enaire”.

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 Beatriz Alcocer Pinilla as Proprietary 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 Civil Engineering from the University of Castilla-La Mancha.
- (ii) She has been an Advisory Member of the Cabinet of the Minister of Transport and Sustainable Mobility since June 2018, providing advice on transport policies and infrastructures, decarbonisation and new technologies, and other matters.
- (iii) She was the State Representative in the "Shift2Rail Joint Undertaking State Representatives Group", a public-private partnership aimed at managing and coordinating research and innovation investments at EU level in the rail sector, within the framework of the H2020 programme, from October 2017 to August 2022.
- (iv) Between February 2016 and June 2018, she held various positions in the Ministry of Public Works as a senior technician in the Infrastructure Sub-Directorate of the State Railway Safety Agency and then as Head of Service in the same, having participated as a State representative in working groups of the European Union Railway Agency.
- (v) She was Project Manager at Acciona Infraestructuras, S.A. from 2006 to 2016.

Given the proposed candidate's CV, the Committee took a positive view of her expertise in the public and transport sector, as well as in various business fields and in the international arena, having been the State Representative of a partnership aimed at managing and coordinating EU-wide research and innovation investments in the railway sector.

Likewise, the fact that she is a member of the Board of Directors of Renfe Operadora is also positively valued.

As a result, following her appointment by the Board of Directors by the co-option procedure on 30 January 2024, the Committee considers the ratification of the appointment of Ms Beatriz Alcocer Pinilla and her re-election as Proprietary Director to be very positive, considering that her continuance on the Board of Directors will bring significant advantages to the Board, considering her valuable profile with specialised skills in the public sector, transport and international sector and her knowledge in various business fields with a view to the development of the company's business, and therefore considering the ratification of her appointment

and her re-election as a Proprietary Director to be 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 Beatriz Alcocer Pinilla 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 by co-option and her re-election as a Proprietary Director of the Company.

5. Category of Director to which she 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 2024.