

**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 MR ÁNGEL FAUS ALCARAZ BY THE ORDINARY GENERAL SHAREHOLDERS' MEETING CALLED TO BE HELD ON 18 AND 19 APRIL 2024 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 ratification of the appointment by co-option and re-election as Proprietary Director of the Company (the “**Proposal**”) of Mr Ángel Faus Alcaraz 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 **Mr Ángel Faus Alcaraz** and his 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 Proprietary 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 Ángela Paloma Martín Fernández, on 16 January 2024 and effective from 29 January 2024, 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 profile with expert knowledge and experience in the transport sector.

Accordingly, the Appointments, Remuneration and Corporate Governance Committee, in compliance with the Company's Board of Director's 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 Mr Ángel Faus Alcaraz 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) He graduated in Journalism from the University of Navarre.
- (ii) He is currently Director of Communications at the Ministry of Industry and Tourism.
- (iii) In addition, he was Director of Communication of the Presidency of the Senate from July 2021 until December 2023, where he was responsible for media relations, institutional relations with national and international organisations, coordination of events with high-ranking State institutions, social networks and the Senate's website.
- (iv) Between July 2018 and July 2021, he was Director General of Brand Communication and Advertising at Renfe, where he was fully responsible for communication, image and brand, advertising and Corporate Social Responsibility, organising internal and external corporate events, as well as the logistics of attendance at national and international trade fairs.
- (v) He was also Deputy Director General of Communication at the Ministry of Defence.
- (vi) He was in charge of communications for different spokespersons of the socialist group in the Senate from 2014 to 2018 and was previously responsible for the Federal Executive of the PSOE and Director of Communications for the socialist group in the Congress of Deputies.
- (vii) Within the field of corporate communication, he did consultancy work for renowned firms such as Burson Marsteller (now BCW) and LLYC.
- (viii) Regarding the media, he has worked in the news services of Cadena SER, Antena 3 and Telecinco.
- (ix) He has also been a lecturer in political communication and a speaker at various seminars and professional masters.

In view of the proposed candidate, this Committee positively valued his knowledge in the public sector and in the field of corporate and strategic communication in different institutional areas, being at the moment especially linked to the tourism sector, both nationally and internationally.

As a result, following his appointment by the Board of Directors by the co-option procedure on 30 January 2024, the Committee considers the ratification of the appointment of Mr Ángel Faus Alcaraz and his re-election as Proprietary Director to be very positive, considering that his continuance on the Board of Directors will bring significant advantages to the Board, considering his valuable profile with specialised skills in the public sector, corporate and strategic communication and in the tourism sector both at national and international level, understanding, therefore, that the ratification of his appointment and his re-election as Proprietary Director is 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 Mr Ángel Faus Alcaraz fulfils the requisites of suitability, competence, experience, training, merit and commitment necessary to hold the position of Director, and therefore proposes the ratification of his appointment by co-option and his re-election as a Proprietary Director of the Company.

**5. Category of Director to which he 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 2024.