

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 AINHOA MORONDO QUINTANO 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 Ainhoa Morondo Quintano 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 Ainhoa Morondo Quintano** 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 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 M^a. Isabel Badia Gamarra, on 17 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 female profile with expert knowledge and experience in the public sector with strong communication skills.

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 Ms Ainhoa Morondo Quintano 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 graduated in Communication Sciences, specialising in journalism from the University of Navarre.
- (ii) As of December 2023, she has been the Head of the Cabinet of the Secretary of State for Transport and Sustainable Mobility.
- (iii) She was Director of the Mayor's Office in Irun City Council from 2011 to December 2023, having been Director of Communication in this City Council since 2007.
- (iv) Between 2001 and 2007, she was news editor for Cadena SER in Irun and Director of the newspaper HoyxHoy Irun.
- (v) She was a presenter and producer for Televisión del Bidasoa from 1997 to 2001.

Given the proposed candidate's CV, the Committee has taken a positive view of her knowledge of the public sector, particularly in the field of communication.

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 Ainhoa Morondo Quintano 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, especially in the field of communication with regard to the development of the company's business, and therefore considering the ratification of her appointment and 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 Ainhoa Morondo Quintano 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.