

# **SELECTION POLICY FOR MEMBERS OF THE BOARD OF DIRECTORS OF AENA, S.M.E., S.A.**

**Approved by the Board of Directors of Aena S.M.E.,  
S.A. on 19 December 2023.**

## **I. PURPOSE**

The Board of Directors of Aena, S.M.E., S.A. (hereinafter, “**Company**” or “**Aena**”) recognises transparency in all its actions as one of the key elements of its Corporate Governance strategy, including its member selection process.

Therefore, the Board of Directors approves this Policy on the selection of its members (hereinafter, “**Policy**”), which is public, specific and verifiable, in order to ensure that proposals for the appointment of Board of Directors members are based on a prior analysis of the needs of the Board of Directors.

## **II. SCOPE**

This Policy shall apply to the selection of natural persons as members of the Board of Directors of the Company.

Should they be corporate entities, the provisions of this Policy shall be extended to the natural persons who act as their representatives. The incompatibilities and duties established for the members of the Board in the Articles of Association and in the Regulations of the Board of Directors of Aena shall also apply to them on a personal basis.

## **III. SELECTION PROCESS**

### **3.1. Selection criteria for Board of Directors members**

Board of Directors diversity is a key aspect for its proper operation. Therefore, the selection of its members shall be based on a prior analysis of the needs of the Board of Directors, and their appointment shall be made on the basis of diversity of knowledge, skills, experience, age and gender. Accordingly, the Nomination, Remuneration and Corporate Governance Committee shall draw up a skills matrix to define the key skills, knowledge and experience of the members of the Board of Directors that contribute, as a whole, to the proper performance of the functions of the Board of Directors.

This matrix is drawn up and updated according to the sector in which Aena operates, its main lines of business, as well as its special legal nature as a state trading company listed on the stock market, including in it the knowledge, training or experience that, as a whole, will contribute to optimising the functioning of the Board of Directors.

Appointments shall be made by reputable, suitable professionals of recognised solvency, expertise, experience, qualifications, training, availability, dedication and commitment to their duties. Efforts shall be made to ensure that the selection process achieves an adequate balance on the Board of Directors as a whole, which enriches decision-making and provides multiple points of view to the debate on the matters within its remit,

considering gender and age diversity as differentiating factors when it comes to obtaining different visions.

### **3.2. Selection process**

An analysis of the Company's needs shall be used as the starting point for the selection process, which must be carried out in consultation with and with a report from the Appointments, Remuneration and Corporate Governance Committee, who shall submit its proposals to the Board of Directors.

The Company shall have external advisors to collaborate in the selection of Independent members, and the collaboration of such external advisors shall be optional in the case of the selection of Proprietary members. This selection process shall avoid, in all cases, any type of implicit bias that may imply discrimination on the grounds of race, nationality, social origin, gender, age, marital status, sexual orientation, religion, political ideology, disability or any other personal, physical or social condition of individuals. In any case, women shall be represented on the Board of Directors by at least forty percent (40%).

The company contracted to carry out the work necessary for the selection shall submit to the Appointments, Remuneration and Corporate Governance Committee the reports drawn up on three profiles for each vacancy and, after analysis by this committee, the latter shall draw up the proposals for appointment of the best profile from the shortlist in each case.

Should a member of the Board of Directors be re-elected, the Appointments, Remuneration and Corporate Governance Committee shall draw up the proposal, without the need for external advice, after analysing their curriculum vitae, their track record on the Company's Board of Directors and the opinions of the other members of the Board in favour of their re-election.

Appointment and re-election proposals that the Board of Directors submits to the consideration of the General Shareholders' Meeting and appointment proposals adopted by the Board of Directors, by co-optation procedure, are the responsibility of the Appointments, Remuneration and Corporate Governance Committee, in the case of Independent Board members, and of the Board of Directors itself in other cases.

In all cases, the proposal must be accompanied by a supporting report from the Board of Directors assessing the skills, experience and merits of the proposed profile, which shall be made available to the shareholders in the corresponding General Shareholders' Meeting notice or in the minutes of the Board itself.

Proposals for the appointment or re-election of non-independent directors must also be preceded by a report from the Nomination, Remuneration and Corporate Governance Committee.

#### **IV. INELIGIBILITY AS A MEMBER OF THE BOARD OF DIRECTORS**

Those who are in any of the following situations may not be considered as members of the Board of Directors:

- i) They are subject to any prohibitions or cases of incompatibility provided for in the Corporate Enterprises Act and other applicable legal provisions.
- ii) They belong to more than three boards of directors of other companies whose shares are admitted to trading on national or foreign stock exchanges, or to more than five boards of directors of other companies, in accordance with the provisions of articles 26 and 29.1.xii) of the Regulations of the Board of Directors.
- iii) They do not comply with the requirements, if any, established in the Articles of Association, Regulations and other internal rules of the Company.

#### **V. TERM OF OFFICE**

As per Article 529 *undecies* of the Corporate Enterprises Act and Article 46.1 of the Regulations of the Board of Directors, the term of office shall be for a maximum of four years, and may be re-elected by the General Meeting of Shareholders for the same period.

#### **VI. MONITORING AND CONTROL**

Compliance with this Policy shall be verified annually by the Nomination, Remuneration and Corporate Governance Committee and reported in the Annual Corporate Governance Report.

#### **VII. VALIDITY**

The Policy for the Selection of Candidates for Directors was approved by the Board of Directors of Aena at its meeting of 23 February 2016 and updated for the last time at its meeting of 19 December 2023, and is now called the Selection Policy for Members of the Board of Directors. It will remain in force as long as no amendments are made to it.