

# **REGULATORY COMPLIANCE POLICY OF AENA, S.M.E., S.A.**

**Approved by the Board of Directors of Aena S.M.E.,  
S.A. on 25 June 2024**

## I. PURPOSE

Regulatory compliance is the function that allows for the detection and management of the risk of non-compliance with applicable regulations through suitable policies or procedures in accordance with their nature and applicable legal framework.

The Board of Directors of Aena, S.M.E., S.A. (hereinafter, "**Aena**" or the "**Company**") approves this Regulatory Compliance Policy (hereinafter, the "**Policy**") of Aena and of the companies included in its group (hereinafter, "**Subsidiaries**") as an integral part of the Good Governance structure, under the terms established in Article 42 of the Code of Commerce (hereinafter, the "**Aena Group**").

The purpose of the Policy is to reinforce the commitment of the Aena Group to the values and principles included in its Code of Conduct, and to diligently exercise the due control that is required of the management bodies, executives and employees (mandated subjects) of all its companies, in order to minimise as far as possible the risk of malpractice or regulatory breaches in the performance of its activities. More particularly, this Policy has the following specific purposes:

- To formally ratify the commitment of the Aena Group to establish a culture of regulatory compliance that allows for the development of honest, integral and transparent professional conduct, as well as to firmly condemn the perpetration of any kind of unlawful act, particularly in the criminal sphere, without, under any circumstances, such perpetration being justified on the basis of a benefit for the organisation.
- To establish the principles on which the activity of the Aena Group is based with regard to regulatory compliance.
- To identify the measures established in the Aena Group to prevent, identify and resolve situations in which unethical, unlawful practice or regulatory breaches occur in the course of its activities.

## II. SCOPE

This Policy applies to the Aena Group. Notwithstanding the foregoing, Subsidiaries registered outside of Spain may make the necessary adaptations to this Policy in order to comply with the local law applicable to them.

However, when within the scope of local law applicable to Subsidiaries registered outside of Spain there is a regulation in force, compliance with which requires the alteration or suppression of essential terms or principles of this policy, its adaptation shall require that, once it is approved in the form of an addendum by the Board of Directors of the corresponding subsidiary, it be submitted, together with a legal report justifying the mandatory nature of the local regulation, to the Board of Directors of Aena S.M.E., S.A. for its final approval. Once the addendum has been definitively approved, it will be

published on the website, along with the rest of the policies, and will be communicated to the Aena Directors whose area of responsibility is related to this policy.

At its meeting held on 30 April 2024, the Board of Directors of Aena approved a procedure regulating the steps to be followed to adapt corporate policies to the local law applicable to subsidiaries domiciled outside Spain in the cases referred to in the preceding paragraph.

In the remainder of the companies in which Aena has a direct or indirect stake without having effective control over them, Aena will promote, through its participation in their governing bodies, the adoption of regulatory compliance policies and the establishment of compliance supervision and control systems.

### **III. PRINCIPLES**

The principles on which the activity of the Aena Group is based with regard to regulatory compliance are:

- To act at all times in accordance with the current legislation and within the framework established by the applicable Code of Conduct, complying with the internal regulations of each Group company.
- To promote a preventive culture based on the principle of zero tolerance towards any conduct that involves an unlawful act or that contravenes the policies, values and principles of the Aena Group.
- To promote self-monitoring processes in actions and decisions taken by employees and executives, so that any action by an employee of the Aena Group fulfils four basic conditions:
  - i.) the action is ethically acceptable;
  - ii.) is legally valid;
  - iii.) is desirable for the company in question and for the Group, where appropriate;
  - iv.) and the professional is willing to take responsibility for it.
- To promote knowledge of and respect for legal obligations, the Code of Conduct and internal rules and procedures through the appropriate dissemination of and training on the principles, measures and rules approved regarding compliance.
- To adopt proactive control processes for the prevention and detection of non-compliance, as well as its correction.
- To report and communicate information or justified suspicions of any irregular conduct in accordance with the Compliance Policies through the channels established by the Aena Group.

- To guarantee the protection of bona fide whistleblowers against possible reprisals, and the management and processing of communications, information, complaints and queries received through the Internal Reporting System and Whistleblower Protection, under the terms set out in Law 2/2023.
- To apply penalties to punish breaches in a fair and proportional manner in accordance with the applicable Collective Bargaining Agreement, Regulations and Contracts, as well as with the current legislation which is applicable.
- To ensure that any dealings with the public authorities and public law companies and bodies are governed by the principles of transparency, mutual trust, good faith and loyalty.
- To provide any assistance and cooperation requested by the courts, administrative agencies or any domestic or international supervisory authority to verify compliance with legal obligations and to investigate allegedly criminal acts.
- To provide the Group's Regulatory Compliance Systems with sufficient financial, material and human resources for its implementation, within an adequate framework for the definition, supervision, monitoring and achievement of the objectives of the General Regulatory Compliance System.
- To regularly review and continuously improve the Group's Regulatory Compliance Systems.
- To facilitate the exercise of the functions of the compliance bodies of the Aena Group and those responsible for ensuring the proper functioning of its Regulatory Compliance Systems.

#### **IV. MEASURES OF THE REGULATORY COMPLIANCE SYSTEMS**

The Regulatory Compliance Systems of the Aena Group are structured around a set of measures aimed at preventing, detecting and reacting to the commission of any regulatory offences or breaches in order to make said Systems consistent and reach a reasonable level of security within the Group. The foregoing will apply despite the difficulty of implementing infallible or iron-clad controls throughout the corporate or business organisation in which many different legal relationships coexist.

On this basis, the Aena Group has different types of measures at its disposal:

- **Prevention** measures, such as all internal regulations and policies of the Company, both general and specific in nature, which contribute to mitigating the risk of criminal offences, unethical practices or regulatory breaches being committed in the course of our activities.

In this respect, the entire compliance structure (three lines) must ensure that the internal policies and regulations of each company are complied with, and identify areas for improvement that allow for the implementation or correction of procedures, as deemed advisable to prevent the risk of regulatory breaches within each

organisation.

- Measures to **detect** regulatory breaches and/or practices contrary to the values and principles established in the Code of Conduct and in the Regulatory Compliance Systems.
- Measures to **act**, which determine what information is required and how to act in situations involving breaches of regulations and/or practices contrary to the values and principles.

To enforce the strategy of the Aena Group, which consists of compliance, review and continuous improvement of the compliance and good corporate governance systems, the Aena Group has a principle instrument of control for review with compliance bodies that cover all the companies forming it, which will enjoy the necessary powers of autonomy, initiative and control to exercise their functions, specifically to ensure the functioning, effectiveness and compliance with this Policy, ensuring the adaptation of the compliance systems to the needs and circumstances detected at any given time.

## **V. COMPLIANCE BODIES**

### **1. AENA AND SUBSIDIARIES DOMICILED IN SPAIN**

Through the Audit Committee, the Board of Directors of Aena SME S.A. has appointed the Compliance Supervision and Control Body (hereinafter, the “**OSCC**”) as the compliance body for Aena and its subsidiaries domiciled in Spain and has defined its structure and composition.

To this end, the OSCC will have the necessary powers of autonomy, initiative and control to perform its functions, particularly to monitor the functioning, effectiveness and fulfilment of this Policy, ensuring the appropriateness of the Regulatory Compliance System to the needs and circumstances of the Company and its Spanish subsidiaries at any given time. All without prejudice to the responsibilities corresponding to other bodies and departments of the Company.

Through the Compliance Division, the OSCC will report regularly to the Audit Committee and the Board of Directors on its supervision and monitoring activities, on any structural and regulatory changes that may have occurred in this area, on the Internal Reporting System, on the measurements of the performance of regulatory compliance, and on the results of its evaluation.

### **2. SUBSIDIARIES DOMICILED OUTSIDE SPAIN**

The Boards of Directors of the companies belonging to the Aena Group established outside Spain have appointed their Compliance Committees as Compliance Bodies responsible for applying the corporate regulatory compliance policies and the internal policies, procedures and regulations.

The Compliance Committees of the subsidiaries established outside Spain will be locally responsible for monitoring the appropriate performance of the compliance functions and ensure compliance with the corresponding regulatory compliance system in the company in question of the Aena Group, in line with the characteristics of that company and those of its jurisdiction (current regulations, risks arising from applying said regulations, etc.).

The size and profile of the compliance areas of the subsidiaries domiciled outside Spain is decided on by the governing bodies of each company, applying a model based on the following parameters:

- Considering the size, profile, level of exposure, degree of maturity and individual characteristics of each company of the Aena Group.
- Independent assuming of responsibilities.
- Autonomy and independence in the performing of its functions.
- Accountability to the governing body of each company.
- Guaranteed uniformity with the corporate model, and interaction with the corporate function through the corresponding procedures.

The Compliance Bodies will establish a protocol for the coordination and exchange of information among them, via the channels they designate. Aena Compliance Division will particularly ensure the implementation and application of said protocol, and its updating.

## **VI. REPORTING IRREGULARITIES**

All employees of the Aena Group must communicate and report any irregular conduct in accordance with the Compliance Policy through the channels established by the Aena Group.

Likewise, customers, suppliers, contractors, and persons or companies outside the Aena Group may report any irregularity of which they are aware within the scope of action of the Aena Group.

## **VII. COMMITMENT OF THE AENA GROUP**

This Regulatory Compliance Policy responds to the clear commitment of the governing and management bodies of the Aena Group to defend compliance with the law, within the framework of the necessary communication and dissemination of the principles contained in the Regulatory Compliance Systems.

## **VIII. KNOWLEDGE OF AND COMPLIANCE WITH THE REGULATORY COMPLIANCE POLICY**

This policy will be published on the corporate websites of the Aena Group and its compliance is obligatory for all those included within its scope of application.

Failure to comply with the provisions of this Policy may lead to the application of the appropriate disciplinary measures, in accordance with the applicable provisions of the disciplinary regime of the Aena Group applicable in each case and of other corporate regulations, where applicable.

## **IX. MONITORING AND CONTROL**

The Board of Directors, as the highest governing body of Aena, will supervise the correct application of the Policy through the Audit Committee.

## **X. VALIDITY**

The Regulatory Compliance Policy was approved by the Board of Directors of Aena at its meeting of 30 June 2015. It was last updated at its meeting of 25 June 2024, and will remain in full force as long as no amendments are made to it.

The amendments made to the Regulatory Compliance Policy will be approved by the Board of Directors, following a favourable report from the Audit Committee on the recommendation of the Compliance Monitoring and Control Body sent through the Compliance Division.

## **ADDENDUM REGULATORY COMPLIANCE POLICY**

The addendum is produced solely for the purpose of REPORTING TO THE AUDIT COMMITTEE OF THE CONCESSIONARY COMPANY OF THE REGION OF MURCIA INTERNATIONAL AIRPORT, the periodic review and continuous improvement of the General Regulatory Compliance System, in charge of the Supervision And Compliance Control Body (OSCC), which will inform the Board of Directors of the Concessionaire Company of the International Airport of the Region of Murcia through the Audit Committee periodically of its supervision and monitoring activities, of the structural and regulatory changes that may have occurred in this area, as well as of the measurements of the performance of regulatory compliance and the results of its evaluation, without altering the rest of the contents of the Policy.