



Madrid, 28 June 2022

Pursuant to article 227 of Royal Legislative Decree 4/2015, of 23 October, enacting the consolidated text of the Securities Market Act, Aena, S.M.E., S.A. (“Aena”) reports the following:

### **OTHER RELEVANT INFORMATION**

For the purposes of the provisions of article 529 unvicies of Legislative Decree 1/2010, of 2 July, approving the revised text of the Corporate Enterprises Act (hereinafter, “LSC”), notice is hereby given of the conclusion of the following related-party transaction, approved by the Board of Directors at Aena under the terms of the prior report by the Audit Committee, the value of which exceeds 2.5% of the annual turnover published in the latest available consolidated accounts from Aena:

- Date: 28/06/2022. Transaction: Agreement between the Ministry of Health - General Directorate of Public Health (considered a Related Party of the Government) and Aena, S.M.E, S.A. for the sanitary control of the entry of passengers of international flights at the airports managed by Aena, S.M.E, S.A. Value: € 121,118,411.89

Following a favourable report from the Audit Committee, the Board of Directors approved the transaction. As the favourable report of the Audit Committee was issued on a proposal for an agreement to be signed with the Ministry of Health, the favourable opinion was subject to the requirement that in the processing of the agreement no modifications were introduced that altered the substantive terms included in the draft analysed by the Committee and which had been taken into account in the judgement of the fairness and reasonableness of the operation, and this was certified by the Secretary General, a certification that was indeed issued in this sense.

The report by the Audit Committee and the certificate of the Secretary General are attached.

Likewise, as this related-party transaction cumulatively exceeds the threshold of 2.5% of annual turnover, the following related-party transactions entered into in the last 12 months with the same counterparty, understood as the General State Administration, are reported:

- Date: 21/12/2021 Transaction: Authorisation for the use of airport spaces of AENA, S.M.E., S.A., for the provision of non-airport public services by the Ministry of Industry, Tourism and Trade, by virtue of the provisions of Article 9.4 of Royal Decree-Law 13/2010, of 3 December. Value: No payment involved.



- Date: 25/01/2022 Transaction: Settlement agreement of the amount to be paid by AENA, S.M.E., S.A. to the Ministry of Defence for the use and services provided at the air bases open to civil traffic at Villanubla, León, Albacete, Matarán and Talavera, and the Zaragoza joint-use aerodrome for civil aircraft, for the 2021 financial year. Value: € 5,082,025.87
- Date: 22/02/2022 Transaction: State Legal Assistance Agreement between the General State Administration with these competences (Ministry of Justice, General State Attorney's Office-Directorate of the State Legal Service) and Aena, S.M.E., S.A., Aena Desarrollo Internacional, S.M.E., S.A., and Aena Sociedad Concesionaria del Aeropuerto Internacional de la Región de Murcia, S.M.E., S.A. (hereinafter, Aena SCAIRM). Value: € 1,476,017.36
- Date: 26/04/2022 Transaction: Authorisation for the use of Aena, S.M.E., S.A. airport spaces for the provision of non-airport public services by the Directorate General of the Civil Guard, by virtue of the provisions of Article 9.4 of Royal Decree-Law 13/2010, of 3 December. Value: No payment involved.
- Date: 31/05/2022 Transaction: Agreement between AENA, S.M.E., S.A. and the Ministry of Defence to establish the conditions and deadlines for carrying out the actions pending after the cessation of civil traffic activity at the San Javier air base in January 2019. Value: € 42,708,625.87
- Date: 31/05/2022 Transaction: Donation to the Civil Guard of different X-ray equipment, as well as mobile baggage inspection equipment at the airports of Málaga, Asturias, Alicante, Santiago de Compostela, Almeria and Gran Canaria. Value: No payment involved.

The respective reports of the Audit Committee are attached.

The Secretary of the Board of Directors

Elena Roldán Centeno



## AUDIT COMMITTEE REPORT ON RELATED PARTY TRANSACTIONS

**TRANSACTION:**

Proposal for the Agreement with the Ministry of Health - Directorate-General of Public Health and Aena, S.M.E, S.A. for the sanitary control of the entry of passengers from international flights at airports managed by Aena, S.M.E, S.A.

**DATE:**

26 May 2022

**PROPOSING UNIT:**

Operations Management.

**NATURE OF THE TRANSACTION:**

Convention.

**RELATED PARTY AND RELATIONSHIP:**

Ministry of Health, Consumer Affairs and Social Welfare: Government related party.

**TRANSACTION VALUE:**

€121,118,411.89.

**JUSTIFICATION FOR THE TRANSACTION:**

On 26 June 2020, and in accordance with the provisions of the first additional provision of Royal Decree-Law 21/2020, of 9 June, on urgent measures of prevention, containment and coordination to deal with the health crisis caused by COVID-19, an agreement was signed between the Ministry of Health - Directorate General for Public Health and Aena for the sanitary control of the entry of passengers from international flights at airports managed by Aena.

The purpose of this Agreement is to establish the conditions under which, by virtue of the provisions of Royal Decree-Law 21/2020, in the network of airports of general interest that it manages, Aena will collaborate with the Ministry of Health in the functions of Foreign Health for the response to public health emergencies of international importance, with an end date of 26 June 2022.

In view of the forthcoming expiry of the period of validity of the said Agreement and the evolution of the epidemiological situation with regard to COVID-19, the Ministry of Health considers that



there is still a need to continue carrying out health checks at airports managed by Aena and, consequently, it is necessary to formalise a new Agreement for the Parties involved to continue collaborating under the terms regulated in the first additional provision of Law 2/2021, of 29 March, on urgent measures of prevention, containment and coordination to deal with the health crisis caused by COVID-19.

The Directorate General for Public Health of the Ministry of Health has also issued the Resolution of 1 April 2022 on health checks to be carried out at points of entry into Spain, which was published in the Official State Gazette on 6 April 2022. This Resolution establishes the need to update the health checks currently carried out on passengers arriving on international flights to Spain, maintaining temperature, visual and documentary checks, as well as secondary checks and diagnostic tests for active infection.

#### **AUDIT COMMITTEE ASSESSMENT:**

In accordance with the Proposing Unit's supporting report, the report by the Economic-Financial Department, the legal report and the certificate of approval from the Executive Management Committee, the Committee considers that the transaction is fair and reasonable from the point of view of the Company and shareholders other than the related party. This analysis was based on the following assumptions and methods:

1. The economic conditions of the operation are considered reasonable in view of the report prepared by the Economic-Financial Department.

In this regard, the Agreement implies for AENA, on the one hand, an estimated cost of €120,797,461.89 corresponding to the sanitary control service and, on the other hand, expenses of €320,950.00 for investments in sanitary station equipment.

2. The operation is necessary and there are just causes for this undertaking.
3. Methods used: Rules of procedure and calculation governed by Aena Group's Internal Procedure for Related-Party Transactions.

#### **THE COMMITTEE REPORTS:**

FAVOURABLY insofar as no modifications are introduced in the processing of the agreement that alter the substantive terms and conditions contained in the current draft and that have been taken into account in the judgement of the fairness and reasonableness of the operation.

It was agreed that, prior to the signing of the agreement, the Secretary General should certify that no such modifications have been made.

#### **ABSTENTIONS BY BOARD MEMBERS IN QUESTION:**

The following Proprietary Directors abstained:

- Manuel Delacampagne Crespo
- Raúl Míguez Bailo



**SUPPORTING DOCUMENTATION:**

- Certificate of Approval by the Executive Management Committee
- Proposing Unit Supporting Report
- Economic and financial report
- Legal Report
- State Attorney's Office Report



**Ms. Elena Roldán Centeno**, Corporate General Secretary of the company AENA, S.M.E., S.A. (the "**Company**"), in relation to the Board of Directors' agreement by virtue of which the related-party transaction consisting of the signing of an Agreement between the Ministry of Health - Directorate General for Public Health - and the Company for the sanitary control of the entry of passengers from international flights at the airports managed by this Company was approved,

**C E R T I F I E S:**

that, once the processing of the Agreement to be signed with the Ministry of Health has been completed and the final text of the said agreement has been reviewed, there has been no modification whatsoever that alters the substantive terms and conditions included in the proposal of said Agreement that was submitted for approval by the Audit Committee held on 26<sup>th</sup> May 2022 and that were taken into account in the judgement of the fairness and reasonableness of the operation analysed by this Committee.

And for the record and as proof of conformity, I hereby issue this certificate in Madrid, on the 28 of June, two thousand and twenty-two.



## AUDIT COMMITTEE REPORT ON RELATED-PARTY TRANSACTIONS

<p><b>TRANSACTION:</b></p> <p>Proposal for authorisation for the use of airport spaces of Aena, S.M.E., S.A., for the provision of non-airport public services by the Ministry of Industry, Tourism and Trade, by virtue of the provisions of Article 9.4 of Royal Decree-Law 13/2010, of 3 December ("<b>RDL 13/2010</b>").</p>
<p><b>DATE:</b></p> <p>16/12/2021</p>
<p><b>PROPOSING UNIT:</b></p> <p>Adolfo Suárez Madrid Barajas Airport.</p>
<p><b>NATURE OF THE TRANSACTION:</b></p> <p>Transfer of use.</p>
<p><b>RELATED PARTY AND RELATIONSHIP:</b></p> <p>Ministry of Industry, Tourism and Trade: Government related party.</p>
<p><b>TRANSACTION VALUE:</b></p> <p>No payment involved.</p>
<p><b>JUSTIFICATION FOR THE TRANSACTION:</b></p> <p>Article 9.4 of RDL 13/2010 states that "<i>Any airport operator of any of the airports and heliports referred to in Article 7(2) shall be obliged to assign <b>free of charge</b> the spaces <b>necessary</b> for the provision of <b>non-airport public services</b>, such as customs services, control of persons and identification, external and internal security, meteorological information and external health services</i>".</p> <p>Specifically, through this operation, the necessary space will be assigned to carry out the functions attributed to the Territorial and Provincial Trade Directorates by Royal Decree 1456/2005, of 2 December, and which must be carried out at the airport, specifically by the Madrid Territorial Trade Directorate.</p> <p>The aforementioned Royal Decree establishes that the Territorial and Provincial Trade Directorates will carry out the functions of inspection and commercial quality control of products subject to foreign trade, without prejudice to the functions subsequently attributed by Royal</p>



Decree 330/2008, of 29 February, adopting control measures for the importation of certain products with regard to the applicable rules on product safety, and by Order ECC/1936/2014, of 16 October, which lays down control and inspection rules for the import of organic products from third countries, through the SOIVRE Inspection Service (Official Inspection, Surveillance and Regulation Service), as well as inspections and controls derived from the CITES Convention regarding protected species.

To fulfil these functions, it is very important that its activity is carried out *on site* at Adolfo Suárez Madrid Barajas airport and its vicinity, thus facilitating all supervision and control functions.

#### **AUDIT COMMITTEE ASSESSMENT:**

In accordance with the Proposing Unit's supporting report, the report by the Economic-Financial Department, the legal report, the report issued by the State Attorney's office and the certificate of approval from the Executive Management Committee, the Committee considers that the transaction is fair and reasonable from the point of view of the Company and shareholders other than the related party. This analysis was based on the following assumptions and methods:

4. Under legal imperative the transaction will not involve any payment and it is therefore not necessary to analyse the reasonableness of the economic terms of the transaction.
5. The operation is necessary and there are just causes for this undertaking.
6. Methods used:
  - ✓ Rules of procedure and calculation governed by Aena Group's Internal Procedure for Related-Party Transactions.

#### **THE COMMITTEE REPORTS:**

FAVOURABLY

**ABSTENTIONS BY BOARD MEMBERS IN QUESTION:** None

#### **ACCOMPANYING DOCUMENTATION:**

- Certificate of Approval by the Executive Management Committee
- Proposing Unit Supporting Report
- Economic and financial report
- Legal Report and State Attorney's Office Report





## AUDIT COMMITTEE REPORT ON RELATED-PARTY TRANSACTIONS

<b>TRANSACTION:</b> Settlement agreement of the amount to be paid by AENA, S.M.E., S.A. to the Ministry of Defence for the use and services provided at the air bases open to civil traffic at Villanubla, León, Albacete, Matacán and Talavera, and the Zaragoza joint-use aerodrome for civil aircraft, for the 2021 financial year.
<b>DATE:</b> 20/01/2022
<b>PROPOSING UNIT:</b> Directorate General for Airports
<b>NATURE OF THE TRANSACTION:</b> Asset management agreement.
<b>RELATED PARTY AND RELATIONSHIP:</b> Ministry of Defence: Government related party.
<b>TRANSACTION VALUE:</b> €5,082,025.87.
<b>JUSTIFICATION FOR THE TRANSACTION:</b> <p>The Agreement on the settlement of the amount to be paid by Aena to the Ministry of Defence for the use and services provided at the air bases open to civil traffic at Villanubla, León, Albacete, Matacán and Talavera and the Zaragoza aerodrome for joint use by civil aircraft, for the financial year 2021 (hereinafter, the "Agreement") is based on the application of Royal Decree 1167/1995, of 7 July, on the system for the use of aerodromes used jointly by an air base and an airport and air bases open to civil traffic (hereinafter, "RD").</p> <p>This RD establishes, inter alia, the corresponding costs that Aena must pay to the Ministry of Defence for the expenses incurred by the aerial activity carried out by civil aircraft at air bases open to civil traffic and at aerodromes jointly used by Aena and the Ministry of Defence.</p> <p>Based on this RD, on 29 July 2011, an agreement was signed between the Ministry of Defence and Aena to establish the distribution keys and compensation criteria for the use of the</p>

aforementioned bases, as well as an addendum dated 24 March 2014 which extended some aspects not initially included in the agreement.

On 1 October 2020, by virtue of Law 40/2015, of 1 October, on the Legal Regime of the Public Sector, both the agreement and its addendum became null and void. As of today, the new agreement is still being processed, which must comply with the requirements regulated in the aforementioned Law, as well as with the terms and conditions that must govern the relationship between Aena and the Ministry of Defence.

Due to this delay in the processing, the payment corresponding to 2021 that Aena must make to the Ministry of Defence will be made directly under the coverage of the aforementioned RD.

#### **AUDIT COMMITTEE ASSESSMENT:**

In accordance with the Proposing Unit's supporting report, the report of the Economic and Financial Department, the legal report and the certificate of approval of the Executive Management Committee, the Committee considers that the transaction is fair and reasonable from the point of view of the Company and shareholders other than the related party. This analysis was based on the following assumptions and methods:

7. The economic conditions of the transaction are considered reasonable.

In this respect, the Agreement entails a payment of €5,082,025.87 in favour of the Ministry of Defence. This amount is the result of applying the allocation model of the costs actually incurred during the previous year (2020), according to the structure and distribution criteria established in the methodology of the Agreement of 29 July 2011 and its addendum of 24 March 2014.

8. The operation is necessary and there are just causes for this undertaking.
9. Methods used: Rules of procedure and calculation governed by Aena Group's Internal Procedure for Related-Party Transactions.

#### **THE COMMITTEE REPORTS:**

FAVOURABLY

**ABSTENTIONS BY BOARD MEMBERS IN QUESTION:** None

#### **SUPPORTING DOCUMENTATION:**

- Certificate of Approval by the Executive Management Committee
- Proposing Unit Supporting Report
- Economic and financial report
- Legal Report



<b>AUDIT COMMITTEE REPORT ON RELATED-PARTY TRANSACTIONS</b>
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<b>TRANSACTION:</b>
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State Legal Assistance Agreement between the General State Administration with these competences (Ministry of Justice, State Attorney's Office-Directorate of the State Legal Service) and Aena, S.M.E., S.A., (hereinafter, Aena) Aena Desarrollo Internacional, S.M.E., S.A., (hereinafter, Aena Internacional) and Aena Sociedad Concesionaria del Aeropuerto Internacional de la Región de Murcia, S.M.E., S.A. (hereinafter, Aena SCAIRM).

<b>DATE:</b>
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17/02/2022

<b>PROPOSING UNIT:</b>
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Corporate General Secretariat.

<b>NATURE OF THE TRANSACTION:</b>
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Convention.

<b>RELATED PARTY AND RELATIONSHIP:</b>
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State Attorney's Office: Government related party.

<b>TRANSACTION VALUE:</b>
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€1,476,017.36.

<b>JUSTIFICATION FOR THE TRANSACTION:</b>
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In accordance with the provisions of Law 52/1997, of 27 November, in the fifth additional provision of Law 50/1998, of 30 December and in Royal Decree 997/2003, of 25 July, which approves the Regulations of the State Legal Service, it is agreed that the State Legal Service, through the State Lawyers integrated in it, will provide legal assistance to Aena, Aena Internacional and Aena SCAIRM.

This legal assistance includes both legal advice and representation and defence before any jurisdictions and jurisdictional orders under the same terms provided for legal assistance to the General State Administration.



For its part, Law 50/1998, of 30 December, on Fiscal, Administrative and Social Order Measures, establishes in its fifth additional provision, regarding legal assistance to commercial companies and foundations with State participation, that, by means of the formalisation of the appropriate agreement, the State Lawyers integrated in the State Legal Service may be entrusted with legal assistance. It also stipulates that this agreement must include the financial consideration to be paid by the company, which will be paid into the Public Treasury.

The State Legal Service, through the State Attorney's Office, has the appropriate elements to provide the legal assistance that these companies need, given that these companies have a marked public component and are part of a highly regulated sector in which the mastery of administrative and regulatory law plays a fundamental role. This is why the knowledge, prestige and know-how of the State Attorney's Office become essential requirements to guarantee legal excellence in these areas in which other law firms are not specialised and cannot guarantee the same quality of legal assistance service.

Aena, Aena Internacional and Aena SCAIRM have currently signed a Legal Assistance Agreement with the State Attorney's Office-Directorate of the State Legal Service which expires on 14 March 2022. Consequently, it is necessary to sign the aforementioned agreement for legal assistance by the State Attorney's Office for the aforementioned Aena group companies, for an initial period of two years plus a further two-year extension (i.e. for a maximum of four years) and for the same amount as the amount of the agreement currently in force.

#### **AUDIT COMMITTEE ASSESSMENT:**

In accordance with the Proposing Unit's supporting report, the report of the Economic and Financial Department, the legal report and the certificate of approval of the Executive Management Committee, the Committee considers that the transaction is fair and reasonable from the point of view of the Company and shareholders other than the related party. This analysis was based on the following assumptions and methods:

10. The economic conditions of the transaction are considered reasonable.

In this respect, the Agreement entails a payment of €1,476,017.36 in favour of the State Attorney's Office for a maximum of 4 years (including possible extensions). A market analysis has been carried out, taking into account the price per hour/professional of the main law firms that provide services to Aena and the price per hour/professional of the aforementioned Agreement that is now to be signed with the State Attorney's Office.

11. The operation is necessary and there are just causes for this undertaking.

12. Methods used: Rules of procedure and calculation governed by Aena Group's Internal Procedure for Related-Party Transactions.

#### **THE COMMITTEE REPORTS:**

FAVOURABLY



**ABSTENTIONS BY BOARD MEMBERS IN QUESTION: YES**

- Mr. Manuel Delacampagne Crespo
- Mr. Raúl Míguez Bailo

**SUPPORTING DOCUMENTATION:**

- Certificate of Approval by the Executive Management Committee
- Proposing Unit Supporting Report
- Economic and financial report
- Legal Report



## AUDIT COMMITTEE REPORT ON RELATED-PARTY TRANSACTIONS

<p><b>TRANSACTION:</b> Proposal for Authorisation for the use of airport spaces of Aena, S.M.E., S.A., for the provision of non-airport public services by the Directorate General of the Civil Guard, by virtue of the provisions of article 9.4 of Royal Decree-Law 13/2010, of 3 December.</p>
<p><b>DATE:</b> 21/04/2022</p>
<p><b>PROPOSING UNIT:</b> Operations Management.</p>
<p><b>NATURE OF THE TRANSACTION:</b> Transfer of use.</p>
<p><b>RELATED PARTY AND RELATIONSHIP:</b> Ministry of the Interior: Government related party.</p>
<p><b>TRANSACTION VALUE:</b> No payment involved.</p>
<p><b>JUSTIFICATION FOR THE TRANSACTION:</b></p> <p>Article 9.4 of Royal Decree-Law 13/2010 (hereinafter "RDL") provides that "<i>Any airport operator of any of the airports and heliports referred to in Article 7(2) shall be obliged to assign <b>free of charge</b> the space <b>necessary</b> for the provision of <b>non-airport public services</b>, such as customs services, passenger control and identification services, external and internal security services, meteorological information services and external health services</i>".</p> <p>On 18 January 2022, the Directorate General of Command and Borders of the Civil Guard requested the Director of Operations of Aena to identify premises at Adolfo Suárez Madrid-Barajas Airport in order to locate the Pegaso Central team service, to fulfil the functions of integral control of general aviation and drones that are attributed to this unit and thus provide a better response in cases of incidents involving drones in the airport environment.</p> <p>To fulfil these functions, it is very important that their activity is carried out <i>on site</i> at the airport, thus facilitating all supervision functions and the necessary communication with Aena.</p>

**AUDIT COMMITTEE ASSESSMENT:**

In accordance with the Proposing Unit's supporting report, the report of the Economic and Financial Department, the legal report and the certificate of approval of the Executive Management Committee, the Committee considers that the transaction is fair and reasonable from the point of view of the Company and shareholders other than the related party. This analysis was based on the following assumptions and methods:

13. Under legal imperative the transaction will not involve any payment and it is therefore not necessary to analyse the reasonableness of the economic terms of the transaction. However, this operation entails an opportunity cost for Aena of approximately €2,186.25 per month, resulting from applying the current rates corresponding to the different types of premises available at the airports.
14. The operation is necessary and there are just causes for this undertaking.
15. Methods used:
  - ✓ Rules of procedure and calculation governed by Aena Group's Internal Procedure for Related-Party Transactions.

**THE COMMITTEE REPORTS:**

FAVOURABLY

**ABSTENTIONS BY BOARD MEMBERS IN QUESTION:**

The following Proprietary Directors abstained:

- Manuel Delacampagne Crespo
- Raúl Míguez Bailo

**SUPPORTING DOCUMENTATION:**

- Certificate of Approval by the Executive Management Committee
- Proposing Unit Supporting Report
- Economic and financial report
- Legal Report



## AUDIT COMMITTEE REPORT ON RELATED-PARTY TRANSACTIONS

<p><b>TRANSACTION:</b> Proposal for an Agreement between AENA, S.M.E., S.A. and the Ministry of Defence to establish the conditions and deadlines for carrying out the actions pending after the cessation of civil traffic activity at the San Javier air base in January 2019.</p>
<p><b>DATE:</b> 26/05/2022</p>
<p><b>PROPOSING UNIT:</b> Directorate of Infrastructures and Technologies.</p>
<p><b>NATURE OF THE TRANSACTION:</b> Asset management agreement.</p>
<p><b>RELATED PARTY AND RELATIONSHIP:</b> Ministry of Defence: Government related party.</p>
<p><b>TRANSACTION VALUE:</b> € 42,708,625.87</p>
<p><b>JUSTIFICATION FOR THE TRANSACTION:</b></p> <p>The purpose of this Agreement is to establish the cooperation regime between the Ministry of Defence and Aena in order to formalise, after the effective cessation of civil air activity by Aena in 2019, the handover of the works, constructions, installations and/or fixed or mobile equipment located at the Murcia-San Javier Air Base, as well as to include the actions pending to be carried out by Aena based on the commitments acquired with the aforementioned Ministry prior to said cessation, works that will be tendered through the corresponding public tender.</p> <p>The Agreement will remain in force until the Ministry of Defence receives the works, constructions, installations and other pending actions.</p>



**AUDIT COMMITTEE ASSESSMENT:**

In accordance with the Proposing Unit's supporting report, the report by the Economic-Financial Department, the legal report and the certificate of approval from the Executive Management Committee, the Committee considers that the transaction is fair and reasonable from the point of view of the Company and shareholders other than the related party. This analysis was based on the following assumptions and methods:

16. The economic conditions of the operation are considered reasonable in view of the report prepared by the Economic-Financial Department.

In this regard, the Agreement entails, on the one hand, a cost of €1,272,899.32 for the actions pending to be carried out by Aena at the aforementioned base as a result of the commitments acquired with the Ministry of Defence prior to the end of civilian activity and, on the other hand, the value of the assets that, following the cessation of operations by Aena, will remain at the base as they are no longer considered useful for the company and will therefore remain in the possession of the Ministry of Defence, with a net book value of €41,435,726.55 at the time of processing the corresponding removal from Aena's inventory (removals carried out during 2019 and 2022).

17. The operation is necessary and there are just causes for this undertaking.

18. Methods used: Rules of procedure and calculation governed by Aena Group's Internal Procedure for Related-Party Transactions.

**THE COMMITTEE REPORTS:**

FAVOURABLY

**ABSTENTIONS BY BOARD MEMBERS IN QUESTION:**

The following Proprietary Directors abstained:

- Manuel Delacampagne Crespo

Proprietary Director Raúl Míguez Bailo was absent.

**SUPPORTING DOCUMENTATION:**

- Certificate of Approval by the Executive Management Committee
- Proposing Unit Supporting Report
- Economic and financial report
- Legal Report
- State Attorney's Office Report

**AUDIT COMMITTEE REPORT ON RELATED-PARTY TRANSACTIONS****TRANSACTION:**

Proposal for the donation to the Civil Guard of different X-ray equipment, as well as mobile baggage inspection equipment at the airports of Malaga, Asturias, Alicante, Santiago de Compostela, Almeria and Gran Canaria.

**DATE:**

26/05/2022

**PROPOSING UNIT:**

Operations Management.

**NATURE OF THE TRANSACTION:**

Donation of movable property.

**RELATED PARTY AND RELATIONSHIP:**

Ministry of the Interior: Government related party.

**TRANSACTION VALUE:**

No payment involved.

**JUSTIFICATION FOR THE TRANSACTION:**

The equipment to be donated to the Civil Guard is equipment that is in an advanced state of deterioration or obsolescence and fully depreciated. Due to their condition and the applicable aviation safety regulations, such equipment has no economic value on the market and is no longer suitable for use in the airport environment.

In the event that the goods were not donated, Aena would be obliged to proceed with their destruction in compliance with the regulations on devices containing a radiological source, with the corresponding cost that this would entail.

Therefore, the best alternative proposed was the donation of such equipment so that the Civil Guard could use it in other environments where it is not necessary to carry out such demanding and regulated inspections as in airport environments.

**AUDIT COMMITTEE ASSESSMENT:**

In accordance with the Proposing Unit's supporting report, the report of the Economic and Financial Department, the legal report and the certificate of approval of the Executive Management Committee, the Committee considers that the transaction is fair and reasonable from the point of view of the Company and shareholders other than the related party. This analysis was based on the following assumptions and methods:

19. The economic conditions of the operation are considered reasonable in view of the report prepared by the Economic-Financial Department.

In this respect, there is no payment for the transaction, as the book value of the donated assets is equal to 0, as they are fully depreciated.

20. The operation is necessary and there are just causes for this undertaking.

21. Methods used:

- ✓ Rules of procedure and calculation governed by Aena Group's Internal Procedure for Related-Party Transactions.

**THE COMMITTEE REPORTS:**

FAVOURABLY

**ABSTENTIONS BY BOARD MEMBERS IN QUESTION:**

The following Proprietary Directors abstained:

- Manuel Delacampagne Crespo
- Raúl Míguez Bailo

**SUPPORTING DOCUMENTATION:**

- Certificate of Approval by the Executive Management Committee
- Proposing Unit Supporting Report
- Economic and financial report
- Legal Report
- State Attorney's Office Report