



## TO THE COMISION NACIONAL DEL MERCADO DE VALORES

AENA, S.A. (“AENA”), in compliance with Section 228 of Legislative Royal Decree 4/2015, of 23 October, enacting the consolidated text of the Securities Market Law, reports the following:

### PRICE SENSITIVE INFORMATION

By way of continuation of the notification of the price sensitive information of 24 May 2016, attached is the notice of meeting for the General Shareholder’s Meeting of AENA published today in the Official Mercantile Registry Bulletin and on the company’s corporate website ([www.aena.es](http://www.aena.es)), to be held at Terminal 3 at Adolfo Suárez Madrid-Barajas Airport at Avda. de la Hispanidad s/n, 28042 Madrid, on 28 June 2016 at 12 noon on first call, and on the following day, 29 June 2016, at the same time and in the same place on second call. It is hereby stated that the General Meeting will most probably be held on first call.

The resolutions proposed by the Board of Directors together with all other documentation connected with the General Shareholder’s Meeting (in particular the individual and consolidated financial statements and directors’ reports together with the auditor’s report and the mandatory reports of the Board of Directors and the Appointments and Remuneration Committee concerning the resolutions where this is required) are available to shareholders at the company’s registered office at calle Arturo Soria 109, 28043 Madrid, and on the company’s corporate website ([www.aena.es](http://www.aena.es)).

Madrid, 26 May 2016.

**AENA, S.A.**



## **SUMMONING OF THE ORDINARY GENERAL SHAREHOLDERS'S MEETING OF AENA, S.A.**

The Board of Directors of Aena, S.A. (the "Company"), at its meeting on 24 May 2016, resolved to call an Ordinary General Shareholders's meeting to be held on first call on 28 June 2016 at 12 noon and on second call on 29 June at 12 noon at Terminal 3 at Adolfo Suárez Madrid-Barajas Airport, at Avda. de la Hispanidad s/n, 28042 Madrid.

The General Meeting will be held with the following:

### **AGENDA**

- One.** Examination and approval, if applicable, of the individual financial statements (balance sheet, income statement, statement of changes in equity, cash flow statement and notes) and individual directors' report of the Company for the fiscal year ended 31 December 2015.
- Two.** Examination and approval, if applicable, of the consolidated financial statements (balance sheet, income statement, statement of changes in equity, cash flow statement and notes) and the consolidated directors' report of the Company and its subsidiaries for the fiscal year ended 31 December 2015.
- Three.** Examination and approval, if applicable, of the proposed allocation of earnings of the Company for the fiscal year ended 31 December 2015.
- Four.** Examination and approval, if applicable, of the corporate management for the fiscal year ended 31 December 2015.
- Five.** Appointment of the external auditor for the fiscal years 2017, 2018 and 2019.
- Six.** Amendment of the following articles of the Company Bylaws to adapt them to new legislation passed in 2015 amending the Corporate Enterprises Law.
  - 6.1 Article 3 concerning nationality and registered office.
  - 6.2 Article 15 concerning the summoning of the General Shareholder's Meeting.
  - 6.3 Article 43 concerning the Audit Committee



- Seven.** Amendment of Article 10 of the Regulation of the General Shareholder's Meeting concerning the summoning of the General Shareholder's Meeting to adapt it to new legislation passed in 2015 amending the Corporate Enterprises Law.
- Eight.** Advisory vote of the Annual Report on Directors' Remuneration for the fiscal year 2015.
- Nine.** Delegation of powers to the Board of Directors to formalise and execute all resolutions adopted by the General Shareholder's Meeting, as well as to sub-delegate the powers conferred on it by the Meeting, and to record such resolutions in a notarial instrument and interpret, cure a defect in, complement, develop and register them.

In addition the General Shareholder's Meeting will be informed about the amendment of the Regulation of the Board of Directors approved on 23 February 2016.

Approval of the policy for remuneration of Directors is not included on the Agenda since Aena, S.A. is a listed State limited company that in accordance with the Report of the Government Attorney's Office of 15 February 2016 is subject with respect to remuneration to the applicable public sector regulations which prevail over the regulations of private law given the imperative and special nature of public regulations.

### **Supplement to the call and proposed resolutions**

Shareholders representing at least three percent of the share capital may (a) request that a supplement to this call is published, including one or more items on its agenda, provided that the new items are accompanied by a justification or, where appropriate, a justified proposed resolution, and (b) submit proposals based on issues regarding matters already included or to be included in the agenda of the call. These rights must be exercised by duly authenticated notice that must be received at the registered office located at Arturo Soria, 109, 28043 Madrid, attn Secretary's Office of the Board/Legal Advice and Asset Management Department within five days of the publication of this notice of meeting.

### **Right to information**

From the date of publication of this notice of meeting, shareholders are entitled to examine at the registered office or to request immediate and free delivery or provision of a copy of (i) the full text of the announcement of the General Meeting; (ii) the total number of shares and voting rights on the date of the call; (iii) the rules for proxy voting and voting through



remote communication media; (iv) the financial statements and the individual directors' report of the Company for the fiscal year 2015 and the respective audit report; (v) the consolidated financial statements and the consolidated directors' report of the Company and its subsidiaries for the fiscal year 2015 and the respective audit report; (vi) the full text of the proposed resolutions corresponding to the items on the agenda of the call and the proposed resolutions submitted by shareholders as they are received, together with the reports of the Board of Directors whether legally required or which have otherwise been considered appropriate; (vii) the report of the Board of Directors on changes made to the Regulation of the Board of Directors; (viii) the attendance, proxy and remote voting card; (ix) a document where the right to information corresponding to shareholders is summarised; and (x) any other documentation that on the occasion of the holding of this General Meeting should necessarily be available to them, including the Annual Corporate Governance Report, the Annual Report on Remuneration of Directors, the Report on Auditor Independence and the statutory declaration of the directors.

From the date of the call and until the holding of the General Meeting, shareholders will have the documents and information listed above uninterruptedly available on the corporate website ([www.aena.es](http://www.aena.es)).

Likewise, from the date of publication of this notice of meeting and until the fifth day inclusive before the date scheduled for holding the General Meeting, shareholders may request in writing the information or clarifications they deem necessary or submit in writing the questions they believe relevant regarding the items on the agenda. Moreover, within the same deadline and in the same way, shareholders may request information or clarifications or ask questions in writing about the information accessible to the public which has been provided by the Company to the National Securities Market Commission since the holding of the last General Meeting and about the auditor's report. Shareholders may submit their requests by hand at the registered office at Arturo Soria, 109, 28043 Madrid attn Secretary's Office of the Board/Legal Advice and Asset Management Department, by post by sending them to the Company at the address given above or by emailing them to [sajgp@aena.es](mailto:sajgp@aena.es), indicating in all cases the identity of the shareholder making the request and the reply address.

### **Right of attendance and representation**

Under Article 18 of the Company's Bylaws and Article 14 of the Regulation of the Meeting, holders of voting shares may attend the General Shareholder's Meeting and take part in its deliberations with the right to be heard and vote, provided their shares have been registered in their name in the shareholders register not later than five days before the date on which the Meeting is held. This must be evidenced by the appropriate attendance, proxy and remote voting card issued by the member entities of Iberclear, a validation certificate



or other valid means which is accepted by the Company. For the purpose of proving the identity of the shareholders in attendance, at the entrance to the premises they will be asked to show, together with their attendance card, their ID or any other official document generally accepted for these purposes.

Shareholders may exercise the right to attendance in person or to be represented at the General Shareholder's Meeting by another person, whether or not such person is a shareholder, in the terms provided for in Article 19 of the Bylaws and Article 16 of the Regulation of the General Shareholder's Meeting. If instructions have been issued by the shareholder granting the proxy, the proxy holder shall cast the vote in compliance with such instructions. The proxy must be granted in writing and for this purpose the proxy clause on the attendance cards issued by Iberclear member entities, and specifically for this Meeting, can be used. Under all circumstances the personal attendance of the shareholder at the Meeting will revoke any vote or proxy that may have been previously made.

#### **Voting through remote communication media and electronic voting.**

The Board of Directors has decided that postal correspondence and electronic communication are valid means for remote voting at this General Meeting. For the former shareholders may send their duly completed original attendance, proxy and remote voting card to the Company at its registered office at Arturo Soria 109, 28043 Madrid, attn Secretary's Office of the Board/Legal Advice and Asset Management Department.

Remote votes by post must be received by the Company before 24:00 on the day immediately prior to the date set for the holding of the General Shareholder's Meeting day. Otherwise, the vote shall be deemed not cast.

Shareholders may exercise their right to vote in advance of the General Shareholder's Meeting by using the form provided for this purpose on the website of the Company ([www.aena.es](http://www.aena.es)), in the section on the General Shareholder's Meeting 2016. For this purpose, the shareholder must have either a recognised electronic signature based on a recognised and valid electronic certificate issued by the Spanish Public Certification Authority (CERES – Entidad Pública de Certificación Española) in the Royal Spanish Mint (Fábrica Nacional de Moneda y Timbre) or a valid electronic ID. The shareholder will be told what they have to do to vote in this way when they are filling in the form.

It is essential to demonstrate the status of shareholder by attaching to the corresponding form a PDF copy of the attendance card issued by the member entities of Iberclear where



they have deposited their shares signed by hand and a photocopy of the shareholder's identity card or passport. In addition, a legal entity shareholder shall attach to the form a PDF copy of documentation attesting to the proxy powers of the person who casts the vote on behalf of the shareholder together with a photocopy of the identity card or passport of such person.

### **Representation by means of remote communication**

Shareholders may grant proxy prior to the General Shareholder's Meeting through the following means of remote communication:

- (i) By post: sending the original attendance, proxy and remote voting card duly completed in the corresponding section and signed to the Company at its registered office at Arturo Soria 109, 28043 Madrid, attn Secretary's Office of the Board/Legal Advice and Asset Management Department.
- (ii) By electronic means: through the website of the Company ([www.aena.es](http://www.aena.es)), following the instructions provided and using their electronic ID card (DNI) or electronic signature based on a recognised and valid electronic certificate issued by the Spanish Public Certification Authority in the Royal Spanish Mint.

Proxies granted remotely by either of the aforementioned means must be received by the Company before 24:00 on the day immediately prior to the date set for the holding of the General Shareholder's Meeting day. Otherwise, the proxy shall be deemed not granted.

Attendance at the General Shareholder's Meeting by the shareholder who has granted proxy, either in person or due to having cast their vote remotely, shall revoke the proxy granted regardless of its date.

### **Electronic Shareholders' Forum**

Under current legislation an Electronic Shareholder's Forum has been enabled on the corporate website ([www.aena.es](http://www.aena.es)) which is to be used in compliance with its legal purpose and the guarantees and operating rules established by the Company which may be accessed by the shareholders and groups of shareholders who are duly authorised.

### **Presence of a Notary**



The Board of Directors has resolved to request the presence of a Notary to take the minutes of the Meeting, in accordance with the provisions of Section 203 of the Corporate Enterprises Law, with respect to Article 101 of the Company Register Regulation and Article 45.3 of the Regulation of the Meeting.

### **Data protection**

In accordance with the provisions of the Data Protection Law 15/1999, of 13 December, any personal information that shareholders provide to the Company or that are provided by credit institutions and investment services companies where such shareholders have their shares deposited or held or by entities which in accordance with the regulations of the stock market are required to keep records of the securities represented by book entries, will be processed by the Company in order to manage the performance, compliance and control of the shareholding relationship. For these purposes, the personal information shall be included in files whose controller is the Company. Such personal information shall be provided to the notary exclusively for the purposes of making the notarial record of the General Shareholder's Meeting.

Likewise shareholders are informed that when so allowed by law they may exercise their rights to view, change, delete and object to the use of their personal information by writing to Aena, S.A. attn Central Data Protection Office (OCPD – Oficina Central de Protección de Datos), Arturo Soria 109, 28043 Madrid.

*NOTE. The General Meeting is likely to be held on first call on 28 June 2016 in the place and at the time indicated, unless shareholders are otherwise informed through the Official Journal of the Company Registry, the website of the Company, or the appropriate material fact which would be sent to the CNMV.*

Madrid, on 24 May 2016.

The Chairman of the Board of Directors.  
Mr José Manuel Vargas Gómez