



Madrid, 27 July 2021

Pursuant to article 227 of Legislative Royal 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:

#### **DISCLOSURE OF OTHER RELEVANT INFORMATION**

Enclosed is the correspondence on the relevant operations between Aena and Aena Sociedad Concesionaria del Aeropuerto Internacional de la Región de Murcia S.M.E., S.A. (an affiliate of Aena) with the Entidad Pública Empresarial Enaire (hereinafter, "Enaire"), which have been approved today by the Board of Directors of Aena.

The Secretary of the Board of Directors

Juan Carlos Alfonso Rubio



**ANNOUNCEMENT OF OPERATIONAL POLICY OF AENA S.M.E., S.A.**

**OPERATIONS:**

Agreement for the coordination of the provision of CNS <sup>1</sup>AIS<sup>2</sup>, ATFM<sup>3</sup>services and services associated with ATS systems<sup>4</sup>to be signed by AENA S.M.E., S.A. and ENAIRE with FERRONATS.

**DATE:**

27/07/2021

Date of approval by the Board of Directors, pending formalisation by the parties.

**NATURE OF THE OPERATION:**

Agreement for the coordination of the provision of services according to the criteria of AESA (Spanish Aviation Safety Agency).

**RELATIONSHIP WITH THE RELATED PARTY AND IDENTITY:**

ENAIRE Significant Shareholder and Government Related Party.

**TYPE OF OPERATION:**

No payment involved.

This transaction is reported for the purposes of the provisions of Article 529 p.11 of Legislative Decree 1/2010, of 2 July, approving the revised text of the Capital Companies Act, as the aggregate value of the transactions with ENAIRE carried out over the last 12 months exceeds 2.5% of annual turnover.

**THE AUDIT COMMITTEE HAS REPORTED FAVOURABLY ON THE TRANSACTION.**

The report issued by the Audit Committee is enclosed.

The Secretary of the Board of Directors

Juan Carlos Alfonso Rubio

<sup>1</sup> Communications, navigation and surveillance.

<sup>2</sup> Aeronautical Information.

<sup>3</sup> Crowd Management

<sup>4</sup> Technical operation and support for the verification of ATS



**AUDIT COMMITTEE REPORT ON RELATED PARTY  
TRANSACTIONS**

**OPERATIONS:**

Proposed Agreement for the coordination of the provision of CNS<sup>1</sup>ISA<sup>2</sup>, ATFM<sup>3</sup> services, and services associated with ATS systems<sup>4</sup> to be signed between AENA S.M.E., S.A. and ENAIRE with FERRONATS.

**DATE:**

22/07/2021

**PROPOSING UNIT:**

Operations Management.

**NATURE OF THE OPERATION:**

Agreement for the coordination of the provision of services.

**RELATED PARTY AND RELATIONSHIP:**

ENAIRE Significant Shareholder and Government Related Party.

**TYPE OF OPERATION:**

No payment involved.

**JUSTIFICATION FOR THE OPERATION:**

The proposed Agreement for the coordination of the provision of services is intended to update content with respect to the previous version signed in July 2020, mainly in relation to the change at airports in the scope of application, following the adjudication of file DEA 562/19, entitled AIR TRAFFIC TRANSIT SERVICE (ATS) OF AIRPORT - Lot 2 to Saerco and the transposing of the text to Regulation 2017/373, as per Spanish Aviation Safety Agency (AESA) requirements.

This Agreement formalised the above relationship, establishes guidelines and coordinates actions between the parties in order to meet the regulatory requirements issued by EASA, applicable to formal contacts and security management of CNS, AIS, ATFCM services and systems associated with the ATM system provided by ENAIRE to Ferronats for the provision of

<sup>1</sup> Communications, navigation and surveillance.

<sup>2</sup> Aeronautical Information.

<sup>3</sup> Crowd Management

<sup>4</sup> Technical operation and support for the verification of ATS



air navigation services for which Ferronats is certified at the airports covered by this Agreement.

**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:

1. The transaction will not involve any payment and it is therefore not necessary to analyse the reasonableness of the economic terms of the transaction.
2. The operation is necessary and there 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 COMMISSION REPORTS:**

FAVOURABLY

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

In compliance with Article 2 of Royal Legislative Decree 1/2010 of 2 October, which approves the consolidated text of the Securities Market Act,

**SUPPORTING DOCUMENTATION:**

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



**ANNOUNCEMENT OF OPERATIONAL POLICY OF AENA S.M.E., S.A.**

**OPERATIONS:**

Proposed Agreement for the coordination of the provision of CNS<sup>1</sup>ISA<sup>2</sup>, ATFM<sup>3</sup> services, and services associated with ATS systems<sup>4</sup> to be signed between AENA SOCIEDAD CONCESIONARIA DEL AEROPUERTO INTERNACIONAL REGIÓN DE MURCIA, S.M.E, S.A. (SCAIRM) and ENAIRE with FERRONATS.

**DATE:**

27/07/2021

Date of approval by the Board of Directors, pending formalisation by the parties.

**NATURE OF THE OPERATION:**

Agreement for the coordination of the provision of services according to the criteria of AESA (Spanish Aviation Safety Agency).

**RELATIONSHIP WITH THE RELATED PARTY AND IDENTITY:**

ENAIRE Significant Shareholder and Government Related Party.

**TYPE OF OPERATION:**

No payment involved.

This transaction is reported for the purposes of the provisions of Article 529 p.11 of Legislative Decree 1/2010, of 2 July, approving the revised text of the Capital Companies Act, as the aggregate value of the transactions with ENAIRE carried out over the last 12 months exceeds 2.5% of annual turnover.

**THE AUDIT COMMITTEE HAS REPORTED FAVOURABLY ON THE TRANSACTION.**

The report issued by the Audit Committee is enclosed.

The Secretary of the Board of Directors

Juan Carlos Alfonso Rubio

<sup>1</sup> Communications, navigation and surveillance.

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<sup>4</sup> Technical operation and support for the verification of ATS



**AUDIT COMMITTEE REPORT ON RELATED PARTY  
TRANSACTIONS**

**OPERATIONS:**

proposal Proposed Agreement for the coordination of the provision of CNS<sup>1</sup>ISA<sup>2</sup>, ATFM<sup>3</sup> services, and services associated with ATS systems<sup>4</sup> to be signed between AENA SOCIEDAD CONCESIONARIA DEL AEROPUERTO INTERNACIONAL REGIÓN DE MURCIA, S.M.E, S.A. (SCAIRM) and ENAIRE with FERRONATS.

**DATE:**

22/07/2021

**PROPOSING UNIT:**

Operations Management.

**NATURE OF THE OPERATION:**

Agreement for the coordination of the provision of services.

**RELATED PARTY AND RELATIONSHIP:**

ENAIRE Significant Shareholder and Government Related Party.

**TYPE OF OPERATION:**

No payment involved.

**JUSTIFICATION FOR THE OPERATION:**

The proposed Agreement for the coordination of the provision of services aims to update the content with respect to the previous version of the Agreement, mainly in relation to the adaptation of the text to Regulation 2017/373, as per Spanish Aviation Safety Agency (AESA) requirements.

This Agreement formalises the relationship, establishes guidelines and coordinates actions between the parties to meet the regulatory requirements issued by AESA, applicable to formal contacts and safety management of CNS, AIS, ATFCM services and systems associated with the ATM system provided by ENAIRE to Ferronats for the provision of air navigation services for which Ferronats is certified at the airports covered by this Agreement.

<sup>1</sup> Communications, navigation and surveillance.

<sup>2</sup> Aeronautical Information.

<sup>3</sup> Crowd Management

<sup>4</sup> Technical operation and support for the verification of ATS

**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:

1. The transaction will not involve any payment and it is therefore not necessary to analyse the reasonableness of the economic terms of the transaction.
2. The operation is necessary and there 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 COMMISSION REPORTS:**

FAVOURABLY

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

In compliance with Article 2 of Royal Legislative Decree 1/2010 of 2 October, which approves the consolidated text of the Securities Market Act,

**SUPPORTING DOCUMENTATION:**

- Certificate of Approval of the Executive Management Committee
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- Economic and financial information
- Legal Report



**ANNOUNCEMENT OF OPERATIONAL POLICY OF AENA S.M.E., S.A.**

**OPERATIONS:**

SESAR 2020 COLLABORATION AGREEMENT ENAIRE - AENA S.M.E., S.A." agreement for the joint participation in SESAR projects as RELATED THIRD PARTY ("LTP").

**DATE:**

27/07/2021

Date of approval by the Board of Directors, pending formalisation by the parties.

**NATURE OF THE OPERATION:**

Convention.

**RELATIONSHIP WITH THE RELATED PARTY AND IDENTITY:**

ENAIRE Significant Shareholder and Government Related Party.

**TYPE OF OPERATION:**

No payment involved.

This transaction is reported for the purposes of the provisions of Article 529 p.11 of Legislative Decree 1/2010, of 2 July, approving the revised text of the Capital Companies Act, as the aggregate value of the transactions with ENAIRE carried out over the last 12 months exceeds 2.5% of annual turnover.

**THE AUDIT COMMITTEE HAS REPORTED FAVOURABLY ON THE TRANSACTION.**

The report issued by the Audit Committee is enclosed.

The Secretary of the Board of Directors

Juan Carlos Alfonso Rubio





<b>AUDIT COMMITTEE REPORT ON RELATED PARTY TRANSACTIONS</b>
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<b>OPERATIONS:</b>
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Proposal to sign the SESAR 2020 ENAIRE - AENA S.M.E., S.A.collaboration agreement for joint participation in SESAR projects as "LINKED THIRD PARTY" ("LTP").
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<b>DATE:</b>
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22/07/2021
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<b>PROPOSING UNIT:</b>
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Innovation and Customer Experience Division.
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<b>NATURE OF THE OPERATION:</b>
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Convention.
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<b>RELATED PARTY AND RELATIONSHIP:</b>
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ENAIRE Significant Shareholder and Government Related Party.
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<b>TYPE OF OPERATION:</b>
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No payment involved.
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<b>JUSTIFICATION FOR THE OPERATION:</b>
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Aena participates in the SESAR (Single European Sky ATM Research) programme with ENAIRE, a European Community air transport project that is responsible for the development and implementation of the future common air traffic management system.
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On 25 March 2019, a COLLABORATION AGREEMENT was signed between ENAIRE and Aena to participate in the SESAR project in sub-phase 1, called Wave 1 (2016-2019) and, it is now necessary to sign a new SESAR 2020 COLLABORATION AGREEMENT.
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between ENAIRE and Aena to participate in the Wave 2 and Wave 3 sub-phases of the project.

The Innovation, Sustainability and Customer Experience Department considers it a strategically positive move to maintain Aena's participation in the SESAR forum, as this consortium analyses procedures and technologies that subsequently become part of airport operations.

Similarly, this LTP agreement with ENAIRE is necessary in order to have access to the budget allocated to the SESAR project, as Aena is not a direct participant in this project.

#### **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:

1. It is mentioned that the signing of the agreement implies the option to receive funding from SESAR through ENAIRE, which is responsible for collecting the funding and transferring it to its LTPs.

Specifically, the signing of the agreement with ENAIRE means for Aena a cost of man-hours of its own resources contributed to the SESAR-2 projects in which Aena is involved. This cost is financed by the European Commission at 87.5% of the total cost of the project, including direct and indirect costs. In this sense, Aena would contribute to the project 12.5% of the cost of staff working on the project in man-hours. In this case, Aena's contribution (12.5%) will be approximately €16,636.76.

However, the signing of this LTP agreement does not involve any direct costs in terms of payments to third parties or to ENAIRE itself.

The cost of the aforementioned transaction is calculated at market value, the economic conditions of the transaction being reasonable. For these purposes, the economic conditions are reasonable, as the costs associated with the operation have been calculated, as per the report of the Economic-Financial Directorate, on the basis of the cost applicable to Aena's own resources in the form of man-hours.

2. The operation is necessary and there 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 COMMISSION REPORTS:**

FAVOURABLY



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

In compliance with Article 2 of Royal Legislative Decree 1/2010 of 2 October, which approves the consolidated text of the Securities Market Act,

**SUPPORTING DOCUMENTATION:**

- Certificate of Approval of the Executive Management Committee
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