



Madrid, 21 December 2021

In compliance with 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. (hereinafter "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, which approves the consolidated text of the Corporate Enterprises Act (hereinafter, "LSC"), the following related party transactions between Aena and Enaire E.P.E. - the majority shareholder of Aena (hereinafter "ENAIRE") - are hereby notified, as it is considered that the aggregate value of the transactions entered into with the same counterparty over the last 12 months (as from 3 July 2021) has exceeded 2.5% of the amount of the annual turnover, taking as a reference for these purposes the value reflected in the latest available consolidated accounts of Aena:

- Date: 21/12/2021 Transaction: Award of contract DEA 384/2021: "AENA AIR NAVIGATION SERVICES AT AENA AIRPORTS". Value: € 601,212,306.89
- Date: 21/12/2021 Transaction: Addendum to the 2016 Air Navigation Services Agreement. Value: € 9,681,600.00
- Date: 28/10/2021 Transaction: Agreement for their joint participation in the 42nd edition of the International Tourism Trade Fair, FITUR 2022. Value: € 119,130.33
- Date: 28/10/2021 Transaction: Agreement with Servicios Aeronáuticos Control y Navegación S.L (SAERCO) for physical security in the control tower at Seville Airport. Value: without consideration.
- Date: 28/10/2021 Transaction: Sponsorship Contract with the ENAIRE F.S.P. Foundation. Value: € 20,000

The Audit Committee, prior to approval by the Board of Directors of Aena on the dates indicated in each operation, has reported favourably on all the aforementioned transactions, the reports of which are attached to this communication.

The Secretary of the Board of Directors

Juan Carlos Alfonso Rubio



AUDIT COMMITTEE REPORT ON RELATED PARTY TRANSACTIONS

OPERATIONS:

Award of contract DEA 384/2021: "AENA AIR NAVIGATION SERVICES AT AENA AIRPORTS" to ENAIRE E.P.E..

DATE:

16/12/2021

PROPOSING UNIT:

Operations Management.

NATURE OF THE OPERATION:

Contract for the provision of services.

RELATED PARTY AND RELATIONSHIP:
--

ENAIRE Significant Shareholder and Government Related Party.
--

TYPE OF TRANSACTION:

€ 601,212,306.89

JUSTIFICATION FOR THE OPERATION:

<p>Law 9/2010, of 14 April, which regulates the provision of air traffic services, establishes the obligations of civil providers of such services and sets out certain working conditions for civil air traffic controllers, established a monopolistic situation on the part of the former AENA (currently split off from E.P.E. AENA to E.P.E. ENAIRE) as it states that the air traffic services of area control and approach control, as well as flight information, alerting and advisory services associated with the volumes of airspace in which such services are provided, would be provided directly by AENA (following the aforementioned division these services are provided by ENAIRE), as the entity designated for that function.</p>

<p>Subsequently, Order FOM/3352/2010, of 22 December 2010, established a series of airports in the Aena network at which new</p>
--



aerodrome Air Traffic Service (ATS) operators were to be selected, although not all airports in the network were included in this list.

At those airports referred to in the Order, a bidding procedure was carried out for the services which were awarded in lots to several service providers other than the sole service provider of this type hitherto (ENAIRES), while in the 21 towers that were outside the scope of application of that Order, ENAIRES continues to be the service provider, in accordance with the aforementioned Law 9/2010, which had established it as the only service provider.

Notwithstanding the foregoing, there is nothing to prevent new rules imposing freedom to provide services at these 21 airports from being issued in the future, which would be analysed in order to take the appropriate decisions in the light of the new situation.

The provision of services is currently carried out under an "*Air Navigation Services Agreement*" which expires on 31 December 2021. In order to ensure the adequate provision of these services, it is necessary to process a new contract that encompasses not only this ATS system, but also a series of closely related services that must be provided within the framework of air navigation and that technically could not be provided by other providers, inter alia: the service guaranteeing the availability of ATM System Software version updates; the preventive and corrective maintenance service of the ATM System infrastructure; the Communications, Navigation and Surveillance (CNS) Usage services and the Communications, Navigation and Surveillance (CNS) maintenance services, etc.

Accordingly, given that the ATS service must be provided by ENAIRES at these airports (since no Ministerial Order has established a mandate to the contrary and it is the only possible service provider by law), it has been proposed that a new contract be awarded to ENAIRES, through a negotiated procedure without advertising and without competition, to cover the services described above at 21 Aena airports. This would come into force on 1 January 2022 and last for 5 years, viz., until 31 December 2026.

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 award of the contract to ENAIRES entails a cost of €601,212,306.89 for Aena for the five-year term of the contract.

As indicated above, according to law ENAIRES is the only possible provider for these services in this case. The aforementioned value of the award of the transaction has been analysed and it has been considered reasonable once the economic conditions of the transaction have been analysed, since the total of the ENAIRES's costs are lower than the average of the large air navigation service providers in Europe and, in addition, cost efficiency has been sought,

avoiding duplicities, and the project has been designed with a proposed economic amount decreasing over the 2022-2026 period.

In addition, the new Contract envisages the possibility of continuing with the process of opening up the market if the aforementioned Ministerial Orders are published during its period of validity, which, if this were to occur, would even lead to a reduction in the costs billed by ENAIRE

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

As has been made clear, ENAIRE is, normatively, the only possible service provider within the framework of this contract for the ATS services of this contract, which account for 89% of the contract's services. The other services included in this contract are necessary for the correct provision of the air navigation service and, given the technical impossibility that in this case they could be provided by other suppliers other than ENAIRE, it is necessary to include them all in the same contract, achieving an integral provision of services.

Furthermore, the proposed execution period coincides with the next DORA period, so that the commitment in the services provided, quality and amount of the same is guaranteed in this period of airport regulation

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
- Report of the State Attorney's Office



**AUDIT COMMITTEE REPORT ON RELATED PARTY
TRANSACTIONS**

TRANSACTION:

Proposed Addendum to the Agreement for the Provision of Air Navigation Services between AENA S.M.E., S.A. and ENAIRE E.P.E.

DATE:

16/12/2021

PROPOSING UNIT:

Operations Division

NATURE OF THE TRANSACTION:

Rendering of services.

RELATED PARTY AND RELATIONSHIP:

ENAIRE Significant Shareholder and Government Related Party.

TYPE OF TRANSACTION:

€ 9,681,600.00

JUSTIFICATION FOR THE OPERATION:

On 27 December 2016, Aena and ENAIRE signed the Agreement for the Provision of Air Navigation Services (hereinafter, the "Agreement"), the purpose of which is to establish the framework for the provision of air navigation services by ENAIRE in Aena's network of airports and heliports. The term of the Agreement is 5 years, i.e., from 1 January 2017 to 31 December 2021.

In view of the reduction in demand for air transport caused by COVID-19 and in order to guarantee continuity and sustainability of the services provided by Aena and ENAIRE, both parties have taken reorganisation measures to adapt them to the current circumstances.

In this context, a proposal for the Addendum which is the subject of this report has been prepared with the aim of including in the Agreement a revision of the amount for 2020 and 2021 which takes into account the services actually provided at Palma de Mallorca

airport, as well as a revision of the price corresponding to 2021 motivated by the situation caused by COVID-19, leading to a reduction in the annuity corresponding to 2020 and 2021 of 9,681,600.00 euros.

The modification of the annual instalments is provided for in the aforementioned Agreement, since the parties may agree that the terms and conditions governing the Agreement may be revised at the request of either party when there are operational needs, legislative, regulatory or statutory changes, whether national, Community or international, which have a significant impact on the economic balance of the Agreement. In such cases, the re-establishment of the economic balance of the Agreement will be carried out through the introduction of the appropriate measures in each case, which may consist of the modification of the tariffs or prices established for the provision of services, among others.

In this regard, following the agreement reached between the parties, it is now proposed to sign an Addendum consisting of an additional reduction of 9.7 million euros in favour of Aena and corresponding to the annual payments for 2020 and 2021.

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 Addendum entails a reduction in the total amount of the Agreement of 9.7 million euros in favour of Aena.

The transaction is calculated at market value, the economic conditions of the transaction being reasonable. For these purposes, the economic conditions are reasonable since they have been calculated on the basis of the associated cost for each controller who has effectively provided their services, according to the price set in the Agreement.

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



**AUDIT COMMITTEE REPORT ON RELATED PARTY
TRANSACTIONS**

OPERATIONS:

Proposed Agreement to be signed between Administrador de Infraestructura Ferroviarias (ADIF), ENAIRE E.P.E., Puertos del Estado, Entidad Pública Empresarial Renfe-Operadora (RENFE), Centro Nacional de Información Geográfica (CNIG) and AENA S.M.E., S.A. (Aena) for their joint participation in the 42nd edition of the International Tourism Trade Fair, FITUR 2022.

DATE:

21/10/2021

PROPOSING UNIT:

Communication Address.

NATURE OF THE TRANSACTION:

Convention.

RELATED PARTY AND RELATIONSHIP:

- ENAIRE Significant Shareholder and Government Related Party.
- ADIF: Government Related Party.
- Puertos del Estado: Government Related Party.
- RENFE: Government Related Party.
- CNIG: Government Related Party.

TYPE OF TRANSACTION:

€119,130.33 (excl. VAT).

JUSTIFICATION FOR THE OPERATION:

The purpose of the Agreement is to participate in the FITUR 2022 Fair, which will take place in Madrid, at the IFEMA Exhibition Centre, from 19 to 23 January 2022, at an institutional stand of the Ministry of Transport, Mobility and Urban Agenda in which each company will have an individual area for its exhibition activity.

This joint participation agreement is signed with the aim of achieving greater efficiency in the expenses derived from the participation in the Fair, as well as to underline the role of the Ministry of Transport, Mobility and the Urban Agenda and its

agencies in the implementation and development of first class infrastructures and commercial policies necessary for the growth of the Spanish tourism sector.

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:

- The aforementioned transaction is calculated at market value, the economic conditions of the transaction being reasonable.

In this respect, the signing of the Agreement means for Aena, on the one hand, a cost of €37,628.91 (excl. V.A.T.) for renting the floor space, according to the rate per square metre applicable by IFEMA for 2022 and, on the other hand, a cost associated with the maximum amount of the bid that ADIF will spearhead for the manufacture, assembly and disassembly of the stand, which will be proportional to the size of the exhibition area that each company uses, estimating a maximum cost of €81,501.42 for Aena.

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



**AUDIT COMMITTEE REPORT ON RELATED PARTY
TRANSACTIONS**

OPERATIONS:

Proposal for an Agreement on physical security in the control tower of Seville Airport, to be signed by AENA S.M.E., S.A. and ENAIRE E.P.E. with Servicios Aeronáuticos Control y Navegación S.L (SAERCO).

DATE:

21/10/2021

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 TRANSACTION:

No payment involved.

JUSTIFICATION FOR THE OPERATION:

The purpose of the Agreement is to formalise relations, establish the guidelines and coordinate the actions between Aena, ENAIRE and SAERCO, in order to comply with the regulatory requirements issued by the State Aviation Safety Agency (AESA), applicable to formal contacts and safety management of the physical security service in the Control Tower of Seville Airport, for the provision of air navigation services for which SAERCO is certified at the aforementioned airport.



SAERCO is the designated supplier for the provision of the ATS service at Seville Airport, due to the recent award of Lot 2 of file DEA 562/19, entitled “*AERODROME AIR TRAFFIC TRANSIT SERVICE (ATS)*”, so it is necessary to sign this Agreement with SAERCO as the new certified supplier of the service.

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



**AUDIT COMMITTEE REPORT ON RELATED PARTY
TRANSACTIONS**

OPERATIONS:

Proposed Sponsorship Agreement between AENA S.M.E., S.A. ("Aena") and Fundación ENAIRE, F.S.P.

DATE:

21/10/2021

PROPOSING UNIT:

Management of the Chairman's Office, Regulation and Public Policies

NATURE OF THE TRANSACTION:

Advertising sponsorship.

RELATED PARTY AND RELATIONSHIP:

ENAIRE Foundation: Government related party.

TYPE OF TRANSACTION:

€ 20,000.00

JUSTIFICATION FOR THE OPERATION:

The purpose of the Sponsorship Contract is the participation of Aena as sponsor of the "*ICAO Symposium on Assistance to Aviation Accident Victims and their families, 2021*" (hereinafter, the "Sponsorship"), which will take place in Las Palmas de Gran Canaria from 1-3 December 2021 and is promoted by the International Civil Aviation Organisation (ICAO) and organised by the Ministry of Transport, Mobility and Urban Agenda, together with the Government of the Autonomous Community of the Canary Islands and the ENAIRE Foundation.

With the signing of this Sponsorship, Aena seeks to strengthen its ties with its environment, in addition to showing an image of commitment to the sector and different stakeholders. For its part, the ENAIRE Foundation undertakes to publicise Aena's participation in any of the activities carried out on the occasion of the aforementioned symposium.

**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 economic conditions of the transaction are reasonable.

In this regard, the signing of the Agreement entails a financial contribution from Aena in favour of the ENAIRE Foundation, amounting to €20,000.00, with the purpose of contributing to the development of the programme of activities foreseen in the foregoing symposium.

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

SUPPORTING DOCUMENTATION:

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