



Madrid, 26<sup>th</sup> February 2025

Pursuant to article 227 of Act 6/2023, of 17<sup>th</sup> March, on Securities Markets and Investment Services, Aena, S.M.E., S.A. ("the Company") reports the following:

### **OTHER RELEVANT INFORMATION**

The Board of Directors of the Company, at its meeting held on 25<sup>th</sup> February 2025, approved the call of the Ordinary General Shareholders' Meeting of the Company, to be held in the Press Room of Terminal 4 of Adolfo Suárez Madrid-Barajas Airport, located at Avda. de la Hispanidad s/n, 28042 Madrid, on April 9, 2025 at 11:00 a.m. on first call, and on the following day, April 10, 2025, at the same time and place, on second.

Attached is the notice of the calling of the Ordinary General Shareholders' Meeting of the Company, which is published today at the following link on the Company's corporate website <https://www.aena.es/en/shareholders-and-investors/corporate-governance/general-shareholders-meeting.html>) and in the newspaper Expansión. It is noted that the General Shareholders' Meeting will be held, foreseeably, on first call.

The General Shareholders' Meeting will be held in a mixed way, that is, with in-person attendance by the shareholders, or by remote means, as provided in article 15.8 of the Bylaws and in article 11.6 of the Regulations of the General Shareholder Meeting of the Company.

The proposed resolutions put forward by the Board of Directors, together with the remaining documentation related to the General Shareholders' Meeting (specifically, the annual accounts and individual and consolidated management reports, together with the auditor's report, and the mandatory reports issued by the Board of Directors and the Appointments, Remuneration and Corporate Governance Committee on the resolutions that require this), are available to shareholders at the registered office located at Peonías 12 Street, 28042 Madrid, and on the corporate website of the company (<https://www.aena.es/en/shareholders-and-investors/corporate-governance/general-shareholders-meeting.html>).

The Secretary of the Board of Directors

Elena Roldán Centeno

## **CALL NOTICE OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF AENA, S.M.E., S.A.**

The Board of Directors of Aena, S.M.E., S.A. (the "**Company**"), at its meeting held on 25 February 2025, has resolved to call the Ordinary General Shareholders' Meeting, to be held on 9 April 2025, at 11:00 a.m., on first call, and on 10 April 2025, at 11:00 a.m., on second call, in the Press Room of Terminal 4 of Adolfo Suárez Madrid-Barajas Airport, located at Avda. de la Hispanidad s/n, 28042 Madrid.

The General Shareholders' Meeting will be held in hybrid format, i.e. with shareholders who wish to attend in person or remotely, as provided for in Article 15.8 of the Company Bylaws and Article 11.6 of the Regulation of the General Shareholders' Meeting of the Company.

The General Meeting will be held in accordance with the following:

### **AGENDA**

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|-----------------|--|
| <b>First.</b>   | Examination and approval, where applicable, of the individual financial statements (balance sheet, income statement, statement of changes in equity, cash flow statement, and notes to the financial statements) and the individual directors' report of the Company for the financial year ended 31 December 2024.                          |
| <b>Second.</b>  | Examination and approval, where applicable, of the consolidated financial statements (balance sheet, income statement, statement of changes in equity, cash flow statement, and notes to the financial statements) and the consolidated directors' report of the Company and its subsidiaries for the financial year ended 31 December 2024. |
| <b>Third.</b>   | Examination and approval, where applicable, of the proposal on the distribution of the Company's profit for the financial year ended 31 December 2024.   |
| <b>Fourth.</b>  | Reclassification of capitalisation reserves to voluntary reserves.   |
| <b>Fifth.</b>   | Examination and approval, where applicable, of the Consolidated Non-Financial Information Statement and Sustainability Information (Sustainability Report) for the financial year ended 31 December 2024.  |
| <b>Sixth.</b>   | Examination and approval, where applicable, of the corporate management for the financial year ended 31 December 2024.   |
| <b>Seventh.</b> | Composition of the Board of Directors: appointment and re-election of Directors:<br><br>7.1 Appointment of Mr Ramon Tremosa i Balcells, with the category of Independent Director.   |

- 7.2 Re-election of Mr Francisco Javier Marín San Andrés, with the category of Executive Director.
- 7.3 Re-election of Mr Jaime Terceiro Lomba, with the category of Independent Director.
- 7.4 Re-election of Mr Amancio López Seijas, with the category of Independent Director.
- 7.5 Re-election of Mr Juan Río Cortés, with the category of Independent Director.

- Eighth.** Split of the number of shares into which the Company's share capital is divided, at a ratio of 10 new shares for each existing share, by reducing the unit par value of each share from 10 euros to 1 euro, without modifying the total share capital; corresponding amendment of section 1 of Article 6 of the Corporate Bylaws and delegation of powers.
- Ninth.** Authorisation for the purposes of Article 146 of the Consolidated Text of the Corporate Enterprises Act for the possible acquisition of treasury shares.
- Tenth.** Remuneration of the Board of Directors of the Company.
- Eleventh.** Voting, on an advisory basis, on the Annual Report on Directors' Remuneration for financial year 2024.
- Twelfth.** Voting, on an advisory basis, on the Updated Report on the Climate Action Plan 2024.
- Thirteenth.** Delegation of powers to the Board of Directors to formalise and execute all resolutions adopted by the Ordinary General Shareholders' Meeting, as well as for the substitution of the powers conferred by the Meeting, and to record such resolutions in a notarial instrument and to interpret, remedy, supplement, implement and register them.

Approval of the remuneration policy for directors is not included in the agenda as Aena S.M.E., S.A. is a publicly traded state-owned commercial company that, in accordance with the State Attorney's Report dated 15 February 2016, is subject to, *inter alia*, with regard to remuneration, the applicable regulatory legislation of the public sector, with this overriding the rule of any private law, given the mandatory and special nature of public regulations.

## **I. Supplement to the call notice and proposed resolutions**

Shareholders representing at least three percent (3%) of the share capital may: (a) request the publication of a supplement to this call notice, including one or more items on its Agenda, provided that the new items are accompanied by a justification or, where appropriate, a reasoned proposal for a resolution; and (b) submit reasoned proposals for resolutions on matters already included or to be included on the Agenda of this meeting.

The exercise of these rights must be made by means of a duly recorded notification, which must be received at the registered office located at Calle Peonías, No. 12, C.P. 28042,

Madrid, addressed to the Secretary of the Board of Directors, within five (5) calendar days following the publication of this call notice.

The written notification exercising these rights must state the name or corporate name of the requesting shareholder(s) and the appropriate documentation proving their status as a shareholder must be attached in order to verify this information against that provided by Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear). It must also state the content of the proposed items or resolutions and, where applicable, the corresponding justifications. In the case referred to in point (b) above, the Board of Directors may request the shareholder to also submit the proposed resolution(s) and, where legally required, the corresponding report(s) supporting the proposals.

## **II. Right to information**

From the date of publication of this call notice, shareholders have the right to examine at the registered office and to request the immediate and free delivery or dispatch of copies of: (i) the full text of the call notice of the General Meeting; (ii) the total number of shares and voting rights on the date the meeting is called; (iii) the applicable rules for proxy voting and remote voting; (iv) the individual financial statements and the individual directors' report of the Company for financial year 2024 and the respective auditors' report; (v) the consolidated financial statements and the consolidated directors' report of the Company and its subsidiaries for financial year 2024 and the respective auditors' report; (vi) the Consolidated Non-Financial Information Statement and Sustainability Information (Sustainability Report) for financial year 2024; (vii) the full text of the proposed resolutions corresponding to the items included on the Agenda and, in relation to those items of a purely informative nature, a report from the competent bodies commenting on each of those items, as well as the proposed resolutions submitted by the shareholders as they are received, together with the reports of the Board of Directors legally required or otherwise deemed appropriate; (viii) the justifying report of the Board of Directors regarding the proposed share split and the consequent proposal for amendment of the Articles of the Company Bylaws of Aena, which includes the full text of the proposal; (ix) the attendance, proxy, and remote voting card template; (x) a document summarising shareholders' right to information; (xi) the proposals and reports referred to in Article 529 *decies* of Royal Legislative Decree 1/2010, of 2 July, approving the consolidated text of the Corporate Enterprises Act ("**CEA**") on the Directors whose appointment and re-election is submitted to the General Shareholders' Meeting, as well as the document containing their identity, curriculum vitae and the category to which they belong; (xii) the updated report on the Climate Action Plan for 2024; and (xiii) any other documentation made available for this Ordinary General Shareholders' Meeting, whether necessary or merely advisable, including: (a) the Activity Report of the Audit Committee; (b) the Activity Report of the Appointments, Remuneration and Corporate Governance Committee; (c) the Activity Report of the Sustainability and Climate Action Committee; (d) the Annual Corporate Governance Report; (e) the Annual Report on Directors' Remuneration; (f) the Auditor Independence Report; (g) the report prepared by the Audit Committee on related-party transactions; (h) the Directors' responsibility statement.

From the date of the call and until the holding of the Ordinary General Meeting, shareholders will have the documents and information listed above uninterruptedly available on the corporate website ([www.aena.es/es/accionistas-e-inversores/gobierno-corporativo/junta-general-de-accionistas.html](http://www.aena.es/es/accionistas-e-inversores/gobierno-corporativo/junta-general-de-accionistas.html)).

In addition, from the date of publication of this call notice and up to the fifth (5th) day prior to the scheduled date of the Ordinary General Shareholders' Meeting, inclusive, shareholders may request in writing any information or clarifications they deem necessary or submit written questions they consider relevant regarding the matters included on the agenda. Moreover, within the same timeframe and in the same manner, shareholders may request information or clarifications or submit written questions regarding publicly accessible information provided by the Company to the National Securities Market Commission (CNMV) since the last General Shareholders' Meeting was held and regarding the auditors' report.

To this end, shareholders may submit their requests: (i) by delivering the request to the registered office located at calle Peonías, N.º 12, C.P. 28042, Madrid, for the attention of the Secretary of the Board of Directors; or (ii) by sending it to the Company by post (to the same address indicated above) or e-mail (to the address [secretariaconsejoadministracion@aena.es](mailto:secretariaconsejoadministracion@aena.es)), in all cases indicating the identity of the shareholder making the request and the address for the purpose of sending the reply.

### **III. Right of attendance and representation**

Pursuant to Article 18 of the Company Bylaws and Article 14 of the Regulation of the General Shareholders' Meeting, all holders of shares with voting rights may attend the General Shareholders' Meeting and take part in its deliberations with the right to speak and vote, provided that they have their shares registered in their name in the corresponding book-entry register five (5) days prior to the date on which the Meeting is to be held. This must be evidenced by the appropriate attendance, proxy and remote voting card issued by the member entities of the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. ("Iberclear"), a certificate of entitlement or other valid means of accreditation accepted by the Company.

For the purposes of accrediting the identity of attending shareholders, they must present, along with the attendance card, their national identity document or any other officially recognised identification document for these purposes.

Shareholders may exercise their right to attend in person, remotely, or by proxy, appointing another person, whether a shareholder or not, to represent them at the General Shareholders' Meeting, in accordance with the terms set out in Article 19 of the Company Bylaws and Article 16 of the Regulation of the General Shareholders' Meeting.

If instructions have been issued by the shareholder represented, the proxy shall vote in accordance with these instructions. In the absence of express instructions, the proxy shall vote in favour of the proposed resolutions formulated by the Board of Directors on the items on the agenda. Proxy representation must be granted in writing, either by using the delegation clause on the attendance cards issued by Iberclear's member entities,

specifically for this Ordinary General Shareholders' Meeting, or by postal or electronic correspondence as outlined in section V. At any event, the shareholder's in-person or remote attendance at the Meeting will revoke any advance vote or proxy previously granted.

If the proxy or delegation document does not indicate the specific person to whom the shareholder grants representation, it shall be deemed to be granted in favour of the Chairman of the Board of Directors of the Company or the person appointed by the Chairman, or to whoever stands in for the Chairman as chair of the Ordinary General Shareholders' Meeting.

#### **IV. Voting by means of remote communication and early electronic voting.**

The Board of Directors has approved postal correspondence and early electronic communication as valid methods for remote voting at this General Shareholders' Meeting.

##### **a) Voting by postal correspondence**

Shareholders may send the Company, by registered mail with acknowledgement of receipt, their duly completed and signed original attendance, proxy and remote voting card, following the card template available on the corporate website [www.aena.es/es/accionistas-e-inversores/gobierno-corporativo/junta-general-de-accionistas.html](http://www.aena.es/es/accionistas-e-inversores/gobierno-corporativo/junta-general-de-accionistas.html). This card must state the direction of their vote, abstention or a blank vote, in respect of each of the matters included on the Agenda indicated in this notice, as well as any others that may be included at the proposal of other shareholders, and sent to the registered office located at calle Peonías, N.º 12, C.P. 28042, Madrid, for the attention of the Secretary of the Board of Directors, starting from the publication of this notice and provided that it is received at least twenty-four (24) hours prior to the holding of the General Shareholders' Meeting for the purposes of allowing the processing of remote votes. Otherwise, the vote shall be deemed not to have been cast.

##### **b) Voting by electronic correspondence**

Shareholders may also exercise their right to vote electronically prior to the General Shareholders' Meeting through the following link enabled for this purpose on the Company's corporate website ([www.aena.es/es/accionistas-e-inversores/gobierno-corporativo/junta-general-de-accionistas.html](http://www.aena.es/es/accionistas-e-inversores/gobierno-corporativo/junta-general-de-accionistas.html)), in the section relating to the 2025 General Shareholders' Meeting, starting from the publication of this notice provided it is received at least twenty-four (24) hours before the Meeting to allow for the processing of remote votes. Otherwise, the vote shall be deemed not to have been cast.

For these purposes, the shareholder must have a valid and acknowledged electronic signature based on a recognised and current electronic certificate issued by the Spanish Public Certification Authority (CERES), attached to the Royal Spanish Mint, or with their electronic national identity document. When filling in the form, the shareholder is informed of the steps to be taken in order to vote by this means.

## **V. Representation through remote means of communication**

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

- (i) By postal correspondence: by sending to the Company by registered post with acknowledgement of receipt their original attendance, proxy and remote voting card duly completed in the corresponding section and signed, to the registered office located at calle Peonías, N.º 12, C.P. 28042, Madrid, for the attention of the Secretary of the Board of Directors.
- (ii) By Electronic Correspondence: through the link enabled for this purpose on the Company's corporate website: ([www.aena.es/es/accionistas-e-inversores/gobierno-corporativo/junta-general-de-accionistas.html](http://www.aena.es/es/accionistas-e-inversores/gobierno-corporativo/junta-general-de-accionistas.html)), following the instructions provided and using their electronic national identity document or electronic signature based on a recognised and valid electronic certificate issued by the Spanish Public Certification Authority (CERES), attached to the Royal Spanish Mint.

A proxy issued by any of the aforementioned means must be received by the Company up to twenty-four (24) hours prior to the General Shareholders' Meeting. Otherwise, the proxy shall be deemed not granted.

Attendance at the General Shareholders' Meeting by a shareholder who has granted proxy, either in person, remotely, or by casting an early vote after granting proxy representation, will automatically revoke any previously granted proxy, regardless of its date.

## **VI. Remote attendance**

In accordance with the provisions of the Company Bylaws and irrespective of the shareholders' right to be represented at the General Meeting and the right to vote remotely prior to the General Meeting, the Board of Directors has deemed it appropriate that shareholders may attend the General Meeting via remote communication.

To facilitate remote attendance, ensure the proper exercise of shareholder rights in real-time, and verify the identity of shareholders and proxies, the Company will enable a dedicated Remote Attendance section on its corporate website: ([www.aena.es/es/accionistas-e-inversores/gobierno-corporativo/junta-general-de-accionistas.html](http://www.aena.es/es/accionistas-e-inversores/gobierno-corporativo/junta-general-de-accionistas.html)) through the dedicated space ("Remote Attendance").

### **a) Prior registration**

Shareholders – or their proxies – wishing to attend the General Meeting remotely must register in advance, via the Company's corporate website, from twenty-four (24) hours prior to the time set for the Meeting and up to the time the meeting begins, following the instructions and completing the necessary details for registration. They must also prove their identity by one of the following means:

- i) Electronic National Identity Document.



- ii) A recognised and valid electronic certificate issued by the Spanish Public Certification Entity (CERES), which is attached to Royal Spanish Mint, provided it has not been revoked.
- iii) The "Username" and "Password" credentials which will be sent to the shareholder or proxy via email after identity verification and confirmation of their shareholder or proxy status through a special registration form available in the General Shareholders' Meeting section of the corporate website. ([www.aena.es/es/accionistas-e-inversores/gobierno-corporativo/junta-general-de-accionistas.html](http://www.aena.es/es/accionistas-e-inversores/gobierno-corporativo/junta-general-de-accionistas.html)).

In order for a legal entity shareholder to register and attend the General Shareholders' Meeting remotely, the proxy who is going to complete the registration process on behalf of the legal entity shareholder must first accredit the power of attorney enabling them to act on behalf of the legal entity shareholder and their identity by sending the Attendance Card issued in the name of the legal entity shareholder by the Company or by the entity where the legal entity shareholder has the shares deposited. This card must be duly completed and signed, and sent together with a copy of the National Identity Card, Foreigners' Identity Card or passport of the proxy to attend the General Shareholders' Meeting remotely, together with a copy of the document that accredits the power of attorney or the position that allows them to act on behalf of the legal entity shareholder, to the e-mail address [secretariaconsejoadministracion@aena.es](mailto:secretariaconsejoadministracion@aena.es) up to twenty-four (24) hours before the time set for the General Shareholders' Meeting.

Once the documentation has been received and checked, confirmation will be sent to the proxy, who may register and attend the General Shareholders' Meeting remotely as long as they comply with the access and identification requirements indicated above. The proxy will be presumed valid unless the Company is officially informed otherwise.

It is the sole responsibility of the shareholder to keep the passwords for accessing and using the electronic proxy, attendance and voting service.

The Company reserves the right to request from shareholders such additional means of identification as it deems necessary to verify their status as shareholders and to guarantee the authenticity of the vote, proxy or remote attendance.

b) Connection and attendance

Once registration has been completed in accordance with the preceding section, shareholders or proxies must log on to the space dedicated to the General Shareholders' Meeting ("Remote Attendance") on the Company's corporate website between 9:00 a.m. and 11:05 a.m. on 9 April 2025, on first call (as expected), or on 10 April 2025, on second call, and identify themselves in accordance with one of the means provided in section a) above or as indicated in the corresponding instructions. After the time limit set above, a shareholder or proxy holder who initiates the connection thereafter shall not be deemed to be present.



c) Requests to speak

In accordance with the provisions of the Law, any requests to speak or requests for information or clarifications which, in accordance with the Law, those who intend to attend by remote means may wish to make must be submitted to the Company in writing and in all cases with the form, terms and conditions established on the Company's aforementioned corporate website. These must be sent within the two (2) hours prior to the start of the General Shareholders' Meeting and no later than 11:05 am on the day of the Meeting, whether on first or second call.

Those attending remotely who wish to have their statement recorded verbatim in the minutes must expressly indicate this in the text of their statement.

Requests for information or clarification from shareholders or their proxies attending remotely will be answered verbally during the General Meeting or in writing within seven (7) days after the General Meeting.

d) Voting

Shareholders attending the General Shareholders' Meeting remotely may cast their votes via the remote attendance platform using the corresponding voting form. Voting will be available from the moment they connect to the Meeting and throughout its duration, until the Chairman of the General Shareholders' Meeting declares the voting period closed.

Shareholders attending virtually and voting remotely as outlined in this section will be considered present for the purposes of establishing the quorum of the General Shareholders' Meeting. Consequently, any proxy or early vote made by them prior to the General Meeting shall be deemed revoked.

With regard to the proposed resolutions on those matters which, in accordance with the Law, do not need to be included on the Agenda, those attending remotely who have registered previously may cast their votes, through the remote attendance platform once the Secretary of the General Meeting has read out the proposals for voting.

e) Other matters

Insofar as applicable, the same rules shall apply to remote participation as to physical attendance at the General Shareholders' Meeting.

The Company shall not be liable for any damages that may be caused to shareholders or proxy holders as a result of breakdowns, overloads, line failures, connection failures or any other eventuality of the same or a similar nature, beyond the Company's control, that may cause the occasional unavailability of its corporate website. This is without prejudice to the adoption of the measures required by each situation, including the possible temporary suspension or extension of the General Meeting if necessary to ensure the full exercise of their rights by shareholders or their proxies.

## **VII. Electronic Shareholders' Forum**

In accordance with the legislation in force, an Electronic Shareholders' Forum has been enabled on the corporate website ([www.aena.es/es/accionistas-e-inversores/gobierno-corporativo/junta-general-de-accionistas.html](http://www.aena.es/es/accionistas-e-inversores/gobierno-corporativo/junta-general-de-accionistas.html)). This forum is to be used in compliance with its legally established purpose and in line with the guarantees and operational rules set by the Company. Shareholders and shareholder groups who are duly entitled may access the forum.

## **VIII. Presence of a Notary Public**

The Board of Directors has resolved to request the presence of a Notary Public to prepare the minutes of the Meeting, in accordance with the provisions of Article 203 of the CEA, with respect to Article 101 of the Business Registry Regulations and Article 45.3 of the Regulation of the General Shareholders' Meeting of the Company.

## **IX. Data protection**

Pursuant to the provisions of Organic Law 3/2018, of 5 December, on the Protection of Personal Data and Guarantee of Digital Rights and the European General Personal Data Protection Regulation, the personal data that the shareholders provide to the Company in order to exercise their rights to attend, delegate and vote at the General Shareholders' Meeting, participate in the Electronic Shareholders' Forum, as well as to comply with any other legal obligations arising from the call to or holding of the General Shareholders' Meeting, or which are provided both by the credit institutions and investment services companies in which such shareholders have their shares deposited or held in custody and by the entities which, in accordance with securities market regulations, must keep the registers of securities represented by book entries, shall be processed by the Company for the purpose of managing the development, fulfilment and control of the existing shareholder relationship in relation to the calling and holding of the General Shareholders' Meeting.

In the event that the attendance, proxy and voting card includes personal data relating to individuals other than the holder, the shareholder must obtain the consent of the data subjects for the disclosure of the personal data to the Company and inform them of the points indicated in this notice in relation to the processing of personal data.

For these purposes, the data will be included in files for which the Company is the controller. The legal basis for processing is the proper execution of the shareholder relationship with the Company, as well as compliance with legal obligations. These data will be provided to the Notary Public solely for the purpose of recording the notarial minutes of the General Shareholders' Meeting and no international data transfers are foreseen. The General Shareholders' Meeting will be live-streamed for transparency and informational purposes. The data will be kept for the duration of the General Meeting, as well as for the legally stipulated periods for addressing any potential claims.

Likewise, data subjects are informed of the possibility of exercising, when legally appropriate, their right to access, rectification, erasure, restriction of processing, portability and objection, in accordance with the provisions of current legislation and under the terms

and in compliance with the requirements established therein, by means of a written communication to the Company addressed to Aena, S.M.E., S.A. at the Oficina Central de Protección de Datos, calle Peonías, N.º 12, C.P. 28042, Madrid. For any questions you can contact our Data Protection Officer by e-mail: [dpd@aena.es](mailto:dpd@aena.es). You may also, at any time, lodge a complaint with the Spanish Data Protection Agency.

**NOTE.** The Ordinary General Meeting is expected to be held on first call on 9 April 2025 in the place and at the time indicated, unless the shareholders are otherwise informed by publication in the newspaper “Expansión”, on the Company’s corporate website, or by the appropriate communication of Other Relevant Information, which would be sent to the CNMV.

Madrid, on 25 February 2025

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Chairman of the Board of Directors.  
Mr Maurici Lucena Betriu.