# 4. Information on Governance

## ESRS G1 Business conduct



# G1: Business conduct

The Aena Group, as a global leader in airport management, recognises the importance of having a solid corporate governance framework that guarantees transparency, integrity and responsibility in all its operations. The Board of Directors, as the highest governing body, plays a fundamental role in defining business strategy, supervising its implementation and ensuring compliance with the highest ethical and regulatory standards.

In this respect, the Company has established various mechanisms and policies aimed at regulatory compliance and, in particular, the fight against corruption and bribery, ranging from prevention to detection and punishment of illegal practices. These policies are consistent with the main international standards and reflect the Group's firm commitment to business ethics, regulatory compliance and, strengthening the trust of all its stakeholders, focusing on the best interests of society and its shareholders.

The metrics and indicators presented in this chapter are aligned with the material aspects related to S2 identified in the Double Materiality Assessment, specifically concerning the management of relationships with suppliers. This approach ensures consistency with the IROs linked to the Aena Group's value chain. For further context and understanding of these aspects, see chapter S2: Workers in the value chain, S2, which elaborates further on the identification and management of these IROs in relation to the value chain activities.

## Material IROs - Impact materiality (Impacts)

| Topic | Sub-topic | Sub-sub-topic | Description of the activity | Impact | Location of the value chain | Positive / Negative | Actual / Potential | Time horizons |
|---|---|---|---|---|---|---|---|---|
| G1 Business Conduct | Corporate culture Corruption and bribery-cases | - | Regulatory Compliance System, detection and management of the risk of non-compliance with applicable regulations | Promoting business ethics and regulatory compliance | Own operations | Positive | Actual | Short term / Medium term / Long term |

## Material IROs - Financial materiality (Risks and Opportunities):

There are neither material risks nor opportunities based on financial materiality.

# ESRS 2 IRO-1 – Description of the processes to identify and assess material impacts, risks and opportunities

**G1- IRO-1 6**

In terms of Corporate Governance, the Company's double materiality analysis highlights the importance of promoting business ethics and regulatory compliance, ensuring regulatory effectiveness and certification of due control over the activity of the ~~Aena~~ Group. This impact originates in the detection and management of the risk of non-compliance with applicable regulations.

The Aena Group has opted for a decentralised regulatory compliance model, resulting in an independent management of ~~the~~ compliance functions in Spain, Brazil and the United Kingdom. Corporate compliance policies remain applicable to the entire Aena Group.

In Spain, Aena has a Regulatory Compliance System (or 'RCS') in place designed to identify, manage, prevent and mitigate the risk of non-compliance with applicable laws and regulations. This RCS also ensures compliance with commitments and obligations acquired through internal policies and procedures, while fostering ethical business conduct and guaranteeing~~s~~ that due preventive control is exercised over employees, managers and Boards of Directors. This approach not only protects the Company against third parties, but also supports its position before judicial and administrative bodies. This RCS includes the subsidiary companies wholly owned by Aena and domiciled in Spain, which are currently Aena Desarrollo Internacional, S.M.E, S.A (ADI) and Aena Sociedad Concesionaria del Aeropuerto Internacional de la Región de Murcia S.M.E, S.A (AIRM).

Conversely, subsidiary companies not domiciled in Spain (hereinafter, 'International Subsidiaries'), based on adherence to corporate policies, have developed their systems individually, in accordance with local regulations.

The Aena Group's regulatory compliance model is therefore deployed according to the specific characteristics of each country. This approach allows for effectively addressing the legal and regulatory particularities of each jurisdiction, ensuring comprehensive regulatory compliance management. Overall, the Aena Group's regulatory compliance encompasses the entire applicable legislative framework, ensuring a global vision that aligns with its purpose and functions.

In Spain, the main regulatory framework in this area is defined by the Penal Code, specifically article 31 bis, section two, which establishes the specific requirements that the management and prevention models of companies must fulfil in order to guarantee their effectiveness. Internationally, the Group also adheres to relevant regulations such as the Foreign Corrupt Practices Act (FCPA) in the United States and the Bribery Act in the United Kingdom, which establish key standards for the prevention of corrupt practices.

This approach allows for ~~the~~ constant monitoring of ~~the~~ controls associated not only with criminal risk but also with other compliance risks, such as risks in the areas of antitrust and organisation, as well as the detection detecting of changes in risks and controls. Furthermore, the model also includes proposals for improvement~~s~~ or the development of new controls to strengthen risk coverage, thus guaranteeing a dynamic management and prevention framework able to adapt to the evolving activities of the Group.

# ESRS 2 GOV-1 – The role of the administrative, supervisory and management bodies[38]

**GOV-1 5 (a), GOV-1 5 (b)**

Aena has two governing bodies responsible for the management, supervision, and control of the company, namely:

- The Annual General Meeting.
- The Board of Directors.

The latter has the support of the Audit Committee, the Appointments, Remuneration and Corporate Governance Committee, the Sustainability and Climate Action Committee, and the Executive Committee, which guarantees a solid and specialised structure in the different areas of management.

Aena also counts on a corporate governance system based on internal policies, procedures and tools that reference best practices in the field, complying with applicable regulations and prioritising the social interest of its shareholders and stakeholders. Within this framework, the Annual General Meeting ~~is~~ stands as the sovereign body where shareholders, duly convened, deliberate and decide on matters within their competence according to the required majorities or are informed ~~on~~ about relevant issues. The rules governing its operation are set out in the Corporate Bylaws and the Regulations of the Annual General Meeting, specifying fundamental rights such as the ability to complete the agenda, present new proposals, attend and participate in meetings, and delegate representation to intermediary entities.

[38] For more information, see chapter 'ESRS 2 General information- 2. Governance'

To guarantee participation and facilitate the exercise of rights, Aena utilises various mechanisms, such as proxy voting, remote early voting, live broadcasting of meetings on its website, and the possibility of attending and holding meetings by telematic means. This approach is guided by the principles of transparency, trust and reciprocal sustainability, set out in the Code of Conduct and in specific policies such as the Shareholder Communication Policy and the General Policy for the Communication of Economic-Financial, Non-Financial and Corporate Information. These policies also define the communication channels, including the corporate website and the Shareholders' and Investors' Office, which guarantee the effective and accessible dissemination of information.

The Board of Directors, as the highest body of administration and representation of Aena, has the experience and powers to perform acts of management and disposal, except for those reserved for the Annual General Meeting by law or the articles of association. It also performs supervisory and control functions, always guided by the Company's social interest and treating all shareholders equally. Its main responsibilities include defining strategies, approving the strategic plan, supervising information and internal control systems, risk management, and making important business and financial decisions. In the regulatory sphere, the Board supervises the structure and functioning of the Compliance Supervision and Control Body through the Audit Committee, ensuring that it has the necessary resources and complies with its Annual Action Plan.

As of the end of 2024, the Board of Directors of Aena is composed of 15 members who contribute a diversity of knowledge, experience, ages, genders and backgrounds. These profiles have been selected based on criteria such as integrity, competence, dedication and commitment, ensuring robust governance aligned with the Company's strategic objectives.

On the other hand, the Compliance Supervision and Control Body (OSCC) is an autonomous body appointed by the Board of Directors,tasked with implementing and developing the Regulatory Compliance System and overseeing the Internal Reporting System.

Furthermore, the Aena Group has a Compliance Division, an independent and autonomous division responsible for performing compliance-related activities and supporting the OSCC. Additionally, the Compliance Division is the Delegated Manager of the Internal Reporting System and the processing of investigation files.

The international subsidiaries of the Aena Group have their own Compliance Bodies and maintain ongoing communication with Aena's OSCC through the Company's Compliance Division, ensuring continuous communication and adherence to the principles of independence, collaboration and coordination. Its internal rules, protocols, and procedures are defined in accordance with the corporate policies of the Company and in compliance with local regulations. Likewise, through the Compliance Division, they periodically report to the Audit Committee of the Aena Group on the management of the complaints channel and other relevant compliance information (adherence to corporate policies, training, compliance risk management, among others).

## G1-1– Corporate culture and Business conduct policies and corporate culture

**G1-1 7, G1-1 9, G1-1 10 (a),G1-1 10 (c)i,G1-1 10 (c)ii G1-1 10 (e),G1-1 10 (g), G1-1 10 (h), G1-1 11**

As part of its business conduct and corporate culture, Aena Group counts on various policies to manage and mitigate the IROs identified during the double materiality analysis. These policies are published on the corporate intranet. The corporate policies and Codes of Conduct can also be found on the corporate website.

These policies are detailed below:

**Code of Conduct**: this aims is to establish the principles and values of ethics, integrity, legality and transparency of the Aena Group that must guide the conduct of all people who are included within its scope of application, not only between each other, but also in their relations with customers, shareholders, suppliers and, in general, with all people and entities, whether public or private, with which they may come into contact while carrying out their professional duties. At the same time, it also seeks to promote effective compliance with the standards that apply to all those activities, guided by the principle of zero tolerance for any kind of illegal behaviour.

**Third-Party Code of Conduct**: this aims to define the minimum standards of ethical and responsible behaviour that must be observed by the suppliers, customers and professionals with whom the Aena Group contracts or signs a collaborative agreement, collaboration agreement or sponsorship in the development of its activity in accordance with its business culture. It is firmly based on respect for human and labour rights, a commitment to caring for the environment and the communities in which it operates and under the principle of zero tolerance for any type of illegal behaviour. In this regard, the Aena Group undertakes to provide the necessary means to ensure that third Parties are aware of and understand this Code and can assume compliance with it.

**Regulatory Compliance Policy**: the purpose of the Policy is to strengthen the Aena Group's commitment to the values and principles set out in its Code of Conduct, and to the diligent exercise of due control over the boards of directors, managers and employees (bound parties) of all its companies, in order to minimise the risk of malpractice or regulatory non-compliance in the course of their activities.

**Anti-corruption and anti-fraud policy**: The objective of this Policy is to strengthen the Aena Group's commitment to the values and principles set out in the Regulatory Compliance Policy and the Code of Conduct, which send a firm message of rejection and 'zero tolerance' to its employees, managers and governing bodies regarding any conduct that involves an illegal act or contravenes the policies, rules, values and principles of action of the Aena Group. In this respect, this Policy constitutes a commitment by the Aena Group to the permanent surveillance and sanctioning of fraudulent acts and behaviour or behaviour that encourages corruption in any of its manifestations, to the maintenance of effective mechanisms for communication and awareness-raising among all employees, managers and governing bodies, and to the development of an ethical and honest business culture.

**Business Courtesies Policy**: New policy approved by Aena Group's Board of Directors in 2024, which aims to establish general principles and guidelines to promote ethical behaviour that inspires correct decision-making when faced with the giving, promise or offer of business courtesies. This policy is aligned with international anti-bribery standards.

**Internal Whistleblower Reporting and Protection System Policy**: The purpose of this Policy is to guarantee the protection of whistleblowers against possible reprisals and to set out the general principles of the Internal Whistleblower Reporting and Protection System, which includes the various Aena Group Complaints Channels as a formal mechanism for communicating, consulting or reporting irregularities.

**Antitrust Compliance Policy**: The purpose of this new Policy is to develop the express commitment of the Aena Group to respect free competition. and good market practices and to establish the basic principles of regulatory compliance in this area in accordance with the business ethical values, principles and standards of conduct assumed by Aena Group, and in line with the main regulatory references and best practices in the area of regulatory compliance. This policy has been developed and approved during the year 2024.

The Policies listed, as an internal reference framework, are binding on and apply to all members of the Board of Directors, senior management and all employees of the Company, including those of the companies forming part of the Aena Group. However, it will apply to Aena's subsidiaries in Brazil and in the United Kingdom without prejudice to the necessary adaptation required for compliance with their local regulations.

In addition to the Policies mentioned above, the following forms part of the documentation of the Aena Regulatory Compliance System in Spain, in development thereof:

- Regulatory Compliance System Manual.
- Regulation on the Functions of the Regulatory Compliance System.
- Procedure for the Management of the Internal Whistleblower Reporting and Protection System.
- Protocol for the Prohibition of Reprisals.

All these standards are reviewed at least once a year and whenever necessary to align with the company's strategic objectives, applicable regulations, and to integrate best practices.

Aena Spain disseminates and promotes awareness of its compliance policies and a corporate ethical culture through different training, communication and awareness-raising actions related to business conduct.

In Spain, the Audit Committee annually approves the Annual Compliance Action Plan, which anticipates the deployment of the Training, Communication and Awareness Plan approved by the Compliance Supervision and Control Body and designed by the Compliance Division. The plan approved for 2024 envisaged the implementation of online training courses on the regulatory compliance system and its importance, as well as awareness-raising actions and briefings on the culture of compliance, to reinforce knowledge about the Regulatory Compliance System and the Code of Conduct, to publicise the new corporate policy on Business Courtesies and to help prevent or mitigate the risk of criminal activity.

Consequently, during 2024,as part of the evaluation of corporate culture, training and awareness activities related to the Code of Conduct have been developed in Spain:

- **Employee-oriented**: mass e-mails about compliance news, publications in the corporate newsletter, training sessions on the General Regulatory Compliance System, awareness-raising videos, as well as specific training for Compliance Coordinators on compliance risks and controls, for Airport Management and Senior Management on the Regulatory Compliance System, its elements, and on the fight against corruption and fraud.
- **Third-party oriented**: through the dissemination on the corporate website of the Code of Conduct, the Third-Party Code of Conduct and corporate policies, including the new Business Courtesies Policy. This includes the publication of messages on the Aena Procurement Portal addressed to its suppliers to publicise the Aena Group's new Business Courtesies Policy and to encourage or promote business relations based on the highest standards of transparency and business ethics, and the publication of the Third-Party Code of Conduct on the Portal.

In Spain, over 6,290 employees have received training on the Regulatory Compliance System, a figure significantly higher than the 626 participants recorded in 2023. In addition, specific training has been implemented during 2024, covering key aspects related to policy, principles and preventive measures, including the actions that constitute corruption offences and their impact on the criminal liability of companies. These training activities have been supplemented with awareness campaigns through communication videos.

Meanwhile, in the United Kingdom, during 2024, 311 employees at London-Luton Airport have participated in Code of Conduct training activities.

In addition, workers have received specific training at the start of their activity, with content focused on areas such as anti-corruption and bribery. This training material is permanently available through the LLA Hub, the airport's resource portal. In 2024, 368 employees completed this training, up from 300 in the previous year.

As for Aena in Brazil,, 592 employees participated anti-corruption training as part of the Integrity Programme (773 workers trained in 2023). These initiatives strengthen Aena's Brazil commitment to promoting a culture of integrity and business ethics in all its operations.

**Internal Information System Policy and Whistleblower Protection (Whistleblower Channel)**

Aena Group companies have formal mechanisms for communicating, consulting or reporting irregularities in order to detect, notify and investigate illegal behaviour or behaviour that goes against their Code of Conduct, guaranteeing a comprehensive approach that includes the participation of internal and external stakeholders. That is why, on the occasion of the entry into force of Act 2/2023, of 20 February, regulating the protection of persons who report regulatory violations and the fight against corruption, the Aena Group Board of Directors approved the Internal Whistleblower Reporting and Protection System Policy, which provides for the different reporting channels of the Aena Group (Spain, Brazil and the United Kingdom).

- **Spain**

In Spain, the aforementioned Policy has been specified in the Procedure for the Management of the Internal Whistleblower Reporting and Protection System, updated in June 2024, which regulates in detail the necessary steps for managing communications, reports, complaints and queries. This procedure covers everything from the receipt and recording of communications to the preliminary assessment, admission, appointment of instructors and the investigation phase. It also includes the issuing of investigation reports, the resolution of cases and the recording of proceedings, with clear processing deadlines that ensure an efficient and transparent process.

On the other hand, the Aena Group's Board of Directors has appointed the Compliance Supervision and Control Body as the collegiate body responsible for the Internal Reporting System, which in turn has delegated to the Compliance Director the powers to manage it and to process investigation files. Likewise, the Compliance Supervision and Control Body, through the Compliance Division, supervises and manages the communications received, ensuring:

- The confidentiality, independence, data protection and secrecy of communications.
- The possibility to submit and process anonymous communications.
- The absence of any reprisal, penalty or unfavourable consequence for the whistleblower.
- Proper management of the conflict of interest.

Respect for the rights of the accused, especially the right to privacy, the right to legal protection and defence, the right to be informed of the actions or omissions attributed to them, the right to be heard at any time, the right to be presumed innocent, and respect for the honour of the persons affected.

Communications related to workplace, sexual or gender-based harassment are handled according to specific procedures that ensure they are dealt with appropriately, in particular:

- Procedure for the prevention of and action against workplace harassment.
- Protocol for the prevention of and action against situations of sexual harassment based on sex, sexual orientation, and sexual identity or gender expression.

The channels of communication with the Internal Reporting System in Spain for reporting, informing or making enquiries about criminal or administrative violations, serious or very serious, any actions or omissions that may constitute violations of European Union Law or violations of the Code of Conduct, breaches of the Regulatory Compliance System, and these are:

- Whistleblowing channel: online platform accessible on the Aena Spain corporate website in a separate and easily accessible section.
- Postal mail addressed to the Compliance Division of Aena Spain, with registered office at Calle Peonías, 12, 28042 (Madrid).
- The possibility to report any behaviour verbally by the whistleblower requesting a face-to-face meeting with the Compliance Director or a person delegated by her, within a maximum period of seven days.

In the event of non-compliance, in accordance with the approved Procedure, the following measures may be taken:

- Corrective actions: When the commission of any non-compliance that falls within the scope of this Procedure has been proven.

- Proposal to initiate disciplinary proceedings: employees are sanctioned in accordance with the current Collective Agreement of the Aena Group; members of the Board of Directors, under the Regulations of the Board and applicable regulations; and workers with Senior Management contracts, according to the provisions of their contracts and current legislation.

- Referral of the information to the Public Prosecutor's Office: When the facts could be indicatively constitutive of a crime.

- Referral of the information to the European Public Prosecutor's Office: When the facts affect the financial interests of the European Union.

- Referral of the information to other competent authorities or organisations, when appropriate, in accordance with current regulations.

Regardless of whether or not any type of non-compliance has been proven, operational improvement measures may be agreed when, within the framework of the investigation, the convenience of implementing some improvement to prevent future non-compliance is detected.

The Internal Reporting System expressly incorporates measures to protect whistleblowers, as established in the Protocol for the Prohibition of Reprisals.

During 2024, training sessions on the complaints channel were provided to employees. The channel's activity was also periodically reported to the governing bodies.

- **United Kingdom**

The Whistleblowing Policy is in place, which establishes a clear procedure for reporting irregularities. Among the channels enabled are the EthicsPoint platform, managed by a third party and allowing anonymous reporting, as well as an independent reporting line provided by Navex. Additionally, employees can contact the manager, the Whistleblowing Officer, the General Council, the Human Resources Manager, or the CEO directly. There is also a confidential external telephone service managed by legal advisors. During 2024, awareness-raising activities were carried out for employees, promoting knowledge and the proper use of these mechanisms.

- **Brazil**

Brazil operates through the Ethics Channel, which is governed by the Ethics Channel Management Procedure. This procedure, reviewed in 2024, guarantees the confidentiality of whistleblowers, as well as respect for the right of defence and the presumption of innocence of the persons under investigation. Reports can be submitted through a specific channel, the e-mail address compliance@aenabrasil.com.br, or addressed to the Compliance Committee, which together with the Compliance Manager ensures independence and rigour in the analysis of each case. Also, awareness campaigns aimed at employees were carried out during 2024, emphasising the importance of the ethics channel in detecting irregularities.

- **Activity of the Aena Group's reporting channels**

The Aena Group processes all communications received within the established deadlines.

In 2024, the Aena Group has completed the investigation of 133 communications (22 in Spain, 6 in the United Kingdom and 105 in Brazil) – 54 more communications than in 2023, when 16 were received in Spain, 6 in the United Kingdom and 59 in Brazil through the corresponding complaints channels.

With regard to the communications submitted by workers in 2024, 8 have been identified as possible cases of human rights violations (4 in Spain, 1 in the United Kingdom y 3 in Brazil). None of them, however, have ultimately been declared valid or appropriate.

The following table shows the total number of complaints with investigations closed in 2024, received from both Aena Group employees and external personnel and anonymous complaints.

| Types of complaints | TOTAL 2024 | Spain | | | | United kingdom | | | | Brazil | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Status and actions | | | | Status and actions | | | | Status and actions | | | |
| | | Reports with closed investigation | Reports investigated without measures | Reports investigated with measures in progress | Reports investigated with measures executed/ implemented | Reports with closed investigation | Reports investigated without measures | Reports investigated with measures in progress | Reports investigated with measures executed/ implemented | Reports with closed investigation | Reports investigated without measures | Reports investigated with measures in progress | Reports investigated with measures executed/ implemented |
| **Workplace harassment** | **2** | 2 | 0 | 2 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| **Respect for people** | **55** | 2 | 1 | 1 | 0 | 0 | 0 | 0 | 0 | 53 | 37 | 0 | 16 |
| **Discrimination based on racial or ethnic origin** | **3** | 0 | 0 | 0 | 0 | 2 | 1 | 0 | 1 | 1 | 1 | 0 | 0 |
| **Discrimination based on age** | **1** | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 1 | 1 | 0 | 0 |
| **Discrimination based on sexual orientation** | **1** | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 1 | 0 | 0 | 1 |
| **Other types of discrimination** | **5** | 4 | 3 | 1 | 0 | 0 | 0 | 0 | 0 | 1 | 1 | 0 | 0 |
| **Responsible use of resources** | **2** | 0 | 0 | 0 | 0 | 1 | 1 | 0 | 0 | 1 | 1 | 0 | 0 |
| **Healthy and safe workforce** | **0** | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| **Corruption and bribery** | **11** | 10 | 1 | 4 | 5 | 0 | 0 | 0 | 0 | 1 | 0 | 0 | 1 |
| **Money laundering or insider trading** | **1** | 0 | 0 | 0 | 0 | 1 | 1 | 0 | 0 | 0 | 0 | 0 | 0 |
| **Corporate image and reputation** | **1** | 0 | 0 | 0 | 0 | 1 | 1 | 0 | 0 | 0 | 0 | 0 | 0 |
| **Conflicts of interest and incompatibilities** | **8** | 1 | 0 | 1 | 0 | 0 | 0 | 0 | 0 | 7 | 6 | 0 | 1 |

| Types of complaints | TOTAL 2024 | Spain | | | | United kingdom | | | | Brazil | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Status and actions | | | | Status and actions | | | | Status and actions | | | |
| | | Reports with closed investigation | Reports investigated without measures | Reports investigated with measures in progress | Reports investigated with measures executed/ implemented | Reports with closed investigation | Reports investigated without measures | Reports investigated with measures in progress | Reports investigated with measures executed/ implemented | Reports with closed investigation | Reports investigated without measures | Reports investigated with measures in progress | Reports investigated with measures executed/ implemented |
| **Data protection** | **1** | 1 | 0 | 0 | 1 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| **Respect for the legality and ethical principles of Aena** | **41** | 2 | 0 | 1 | 1 | 0 | 0 | 0 | 0 | 39 | 28 | 2 | 9 |
| **Impacts of products and services on health and safety** | **1** | 0 | 0 | 0 | 0 | 1 | 1 | 0 | 0 | 0 | 0 | 0 | 0 |
| | **133** | **22** | **5** | **10** | **7** | **6** | **5** | **0** | **1** | **105** | **75** | **2** | **28** |

# G1-3: Prevention and detection of corruption and bribery, and G1-4: Confirmed incidents of corruption or bribery.

**G1-3 16, AR7, G1-3 18 (a), G1-3 18 (b), G1-3 18(c) , G1-3 20. G1-3 21 (a), G1-3 21 (b), G1-3 21 (c), G1-4 22 G1-4 24 (a), G1-4 24 (b), G1-4 25**

The Aena Group has different types of measures in place to manage corruption and bribery:

- Preventive measures, such as all the Company's internal regulations and policies, both general and specific, that help mitigate the risk of crimes, unethical practices or regulatory breaches in the course of our business. In this respect, the entire compliance structure (three lines) of Aena Group must ensure compliance with the internal policies or regulations of each company, and identify areas for improvement that will enable the implementation or correction of procedures deemed appropriate to prevent the risk of regulatory non-compliance in each organisation.
- Measures for detecting non-compliance with regulations and/or practices contrary to the values and principles established in the Code of Conduct and in the Regulatory Compliance Systems.
- Action measures, which determine the way of acting in situations involving the aforementioned regulatory non-compliances and/or practices contrary to values and principles. (See section G1-1).

In Spain, as in the United Kingdom and Brazil, there is a complaints channel, as well as other communication tools, through which possible irregularities detected in this area can be reported (see section G1-1)

## Measures for Preventing Corruption

The Aena Group maintains a firm commitment to business ethics, establishing a set of measures designed to guarantee that there is no case of fraud, corruption or bribery in any of their forms. These measures cover several key areas and are aligned with the highest international standards of integrity and compliance.

## Business courtesies

Aena Group has a Business Courtesies Policy that establishes the general principles and guidelines for action in the event of the giving, promise or offer of business courtesies.

In accordance with the provisions thereof, it is prohibited to give, promise or offer business courtesies to any public authorities or employees or members of private entities, and for the Persons Subject to this Policy to receive the same, directly or indirectly (through third parties) whenever, due to their frequency, characteristics or circumstances, they are not acceptable in accordance with the provisions thereof.

## Political contributions

Political contributions are completely prohibited at the Aena Group. Participation in, belonging to or collaborating with political parties or public institutions must be done in a strictly personal capacity, outside working hours and without using Company resources, in order to avoid any possible link between these activities and the Group.

## Social content, patronage and sponsorship activities

All activities related to social content, patronage and sponsorship must comply with applicable regulations and be duly authorised. The Aena Group assures that these initiatives are not related to illegal payments or practices contrary to the Code of Conduct.

## Books and accounting records

The Aena Group keeps books and accounting records that comply with all legal requirements and accurately reflect transactions and the use of assets. Rigorous internal controls have been implemented to ensure that the financial information is complete, reliable and transparent. The use of secret accounts or incorrect records for fraudulent purposes or to hide irregularities is also prohibited.

## Corporate operations

In all corporate operations, the Aena Group applies maximum diligence to analyse and assess the associated legal and financial risks. Key aspects are considered, such as the legal framework of the sector, the constitution and functioning of the organisations involved, the correct management of accounting and company records, and the inclusion of anti-corruption clauses in contractual agreements.

## Facilitation payments

The Aena Group absolutely prohibits facilitation payments, that is, payments made to expedite administrative procedures or influence the decisions of public officials. These activities are strictly prohibited in all the geographical areas where the Company operates.

## Suppliers, business customers, representatives and business agents

The Aena Group establishes rigorous procedures to verify the qualification and integrity of suppliers and customers before initiating business relationships. Due diligence is essential for approving any contractual relationship, guaranteeing that all payments and contracts are managed in accordance with internal procedures and applicable regulations. Business agents may not receive financial compensation before providing the corresponding service.

## Partners

In collaborative projects, clauses are included in the agreements with partners to guarantee that the relationships are developed under ethical standards and for mutual benefit.

## Public officials and authorities

The Aena Group encourages compliance with the values, principles and standards of conduct in all interactions with public officials and authorities. The Company requires abstention from any interaction in the event of a conflict of interest and supervises the validity and integrity of the information presented to the Public Administrations. It also guarantees the proper conservation and safekeeping of all the documentation exchanged in these processes.

## Training in Corruption and Bribery

During 2024, the members of the Board of Directors, through the Appointments, Remuneration and Corporate Governance Committee, approved a Training Plan for the year 2024, in which training on the Aena Group's Regulatory Compliance System was provided to those new members of the Board who joined the Board of Directors during 2024.

Likewise, in Spain, general training has been provided to the workforce on the Regulatory Compliance System, which includes specific training on the fight against corruption. On the other hand, specific awareness-raising actions have been carried out on this matter aimed at 100% of the workforce, such as specific publications in the corporate newsletter, or a communication campaign based on a series of videos on the content of the Business Courtesies Policy, launched to mark International Anti-Corruption Day.

Meanwhile, the job positions with the highest exposure to the risk of corruption and bribery have been identified as management staff, Directors and Heads of Division, based on the tasks and responsibilities associated with their positions. These staff members have been given general training that was included in the training on the Regulatory Compliance System.

Finally, communication actions have been carried out aimed at specific groups, such as the commercial, infrastructure, legal and management areas of airport groups.

In Brazil, this training was included in a general way together with training on the Integrity Programme. An awareness-raising event is also held on International Anti-Corruption Day.

With regard to positions at risk, a risk analysis has been conducted in Brazil to identify those positions at risk of corruption and bribery.

In the case of the London-Luton Airport, staff have been identified in accordance with UK CAA regulations and have been given specific training.

The above positions-at-risk have undertaken training actions during 2024, distributed as follows:

| | Unit | Spain | United Kingdom | Brazil | Total |
|---|---|---|---|---|---|
| **Number of positions at risk of corruption and bribery** | Number | 315 | 25 | 60 | 400 |
| **Number of positions at risk covered by the corruption and bribery programmes** | Number | 218 | 25 | 60 | 303 |
| **Percentage of positions at risk covered by training programmes on corruption and bribery** | % | 69% | 100% | 100% | 76% |

### Fines and penalties relating to corruption and bribery

| | 2023 | | | | 2024 | | | |
|---|---|---|---|---|---|---|---|---|
| | Spain | United Kingdom | Brazil | Total Consolidated | Spain | United Kingdom | Brazil | Total Consolidated |
| Fines or penalties for cases of corruption or bribery (no.) | 0 | 0 | 0 | — | 0 | 0 | 0 | 0 |

## G1-2 – Management of relationships with suppliers

**G1-2 12, G1-2 14, G1-2 15**

The Aena Group adopts a procurement strategy aimed at collaborating with the most prominent suppliers and business partners in order to meet existing needs. This strategy integrates ESG (environmental, social and governance) objectives as long as they are aligned with compliance with applicable internal and external regulations. In this framework, the responsible management of its suppliers seeks to ensure:

- Compliance with business criteria.
- Full technical compliance with the requested scope and sustainable management.
- The highest quality of services to meet needs.
- The best possible economic conditions, contributing to the business result.

Compliance with all legal obligations, including labour, environmental and those specific to the activity.

Likewise, in terms of the Company's relationships with suppliers, the Aena Group maintains a structured and detailed approach, prioritising sustainability and the management of risks associated with the supply chain. This approach is based on the Third Party Code of Conduct, which establishes a clear ethical and regulatory framework for all business relationships, guaranteeing operation under principles of publicity, equality, non-discrimination, competition, transparency and compliance with ethical standards.

To mitigate the risks associated with sustainability, the Aena Group requires its suppliers to comply with strict criteria relating to labour rights, the environment and safety. These include the proper management of labour and environmental risks in accordance with national and international legislation. The contracts also include specific clauses on sustainability and quality, which are monitored through continuous evaluation procedures. In the event of non-compliance, financial penalties will be applied and the contract may even be terminated, demonstrating the Aena Group's commitment to a responsible supply chain.

A key strategy in this management is the implementation of specific controls adapted to each region. In Brazil, the Group carries out a monthly supervision to ensure that its suppliers comply with labour and environmental obligations, reinforcing its proactive approach to sustainability. This control also extends to subcontractors, ensuring the application of the same ethical and environmental principles at all levels of the value chain.

The Aena Group integrates social, environmental and sustainability criteria into its supplier selection processes. These criteria are reflected in the procurement documents, which incorporate accessibility, innovation and environmental protection aspects, in line with the Sustainability Strategy 2021-2030. The application of these criteria is backed up by the Guide for the Technical Evaluation of Supplier Files, which ensures their integration according to the nature of each contract, whether it be for works, services, supplies or commercial. In tendering processes, suppliers that demonstrate a better sustainability performance receive higher scores, thus promoting responsible practices throughout the supply chain.

Some examples of how ESG criteria are integrated into tender processes in Spain are shown below:

### Social issues:

- In the file initiation reports, the file director is obliged to state the possibility of reserving a contract for special employment centres and insertion companies, as regulated by Act 44/2007, of 13 December, in order to facilitate the integration of workers with disabilities into the labour market.
- The specifications may require the declaration of academic and professional qualifications of the managers and technicians responsible for the execution of the contract, and may include social criteria, such as AENOR gender equality/pay equality certificates and others related to occupational health and safety (ISO 45001).

- The conditions include labour commitments, such as employing a minimum percentage of workers with functional diversity, complying with collective agreement salary conditions, and guaranteeing the prevention of occupational risks.
- Certain supply bidding specifications may require a certificate of compliance with the fundamental conventions of the International Labour Organization through a declaration committing to apply supply chain management systems.

## Environmental issues:

- The 'Guide to technical evaluation' includes standard clauses related to decarbonisation, sustainable water management and the use of resources. For example, the use of construction materials/products/equipment with regulatory ecolabels, the reuse of materials/products and/or recycling of non-hazardous construction and demolition waste on their own site or on others, etc.
- The submission of certificates such as ISO 14001 for environmental management and the Environmental Vigilance Plan in construction projects is required.
- The specifications for the contracting of ground handling agent services include requirements for the transition to sustainable vehicle fleets, based on the maximum age of vehicles depending on their type (10 years for planters, for example), a minimum overall percentage of sustainable vehicles in the fleet of each ground handling agent per airport, annualized, and a future commitment to gradually increase the sustainability of the fleets throughout the duration of the licenses. These requirements are based on the objectives of the Climate Action Plan, which foresees that the sustainable handling fleet in 2025 will be 40% and in 2030 it will reach 78%.
- In commercial procurement specifications, technical evaluation criteria are taken into consideration, such as the use of innovative technology that has been developed by the company, accredited by an R&D&I certificate and that is directly applicable to the work, the availability of the ISO 166002 R&D&I Management System certificate, among others. In this way, contracts are awarded based on the best value for money (economic and qualitative criteria).
- Periodic checks are carried out to verify compliance with the environmental conditions established in the specifications. In the event of non-compliance, penalties are applied that can lead to the termination of the contract.

In addition, innovation criteria are transversally included to improve environmental and social aspects.

These types of practices are also carried out in the United Kingdom and Brazil as part of their selection processes.

Additionally, in Spain, Article 147 of Act 9/2017 and Article 66.11 of RDL 3/2020 stipulate tie-breaking clauses in cases where two or more bids have obtained the same score (with a similar financial bid). Through the aforementioned tie-breaking clauses, companies that guarantee the implementation of sustainable and responsible practices in their routine performance and management are favoured.

In the United Kingdom, there are also tie-breaking clauses that are also incorporated into the bidding specifications. These clauses are included in the social clause that evaluates ESG criteria.

In Brazil, there are no tie-breaking clauses in contracts with suppliers.

The Equality Plan contemplates the introduction into the specifications of Act 9/2017 and Royal Decree-Law 3/2020 of the following tie-breaker criterion: highest percentage of women employed in the headcount of each company.

In Spain, companies with more than 50 employees are required to have an Equality Plan and to register it in the Equality Plan Registry of the Ministry of Equality, which is a requirement that suppliers must comply with.

The signing of the contract by the successful bidder, whether contractor or lessee, reflects their commitment to comply with the provisions established in the Aena Group's bidding specifications. These provisions include specific clauses on social issues, such as occupational risk prevention, physical and operational security, as well as environmental protection measures. Additionally, the Aena Group encourages the implementation of good practices by suppliers that, although not contractual in nature, contribute to the sustainability of the products and services offered.

Compliance with the contractual clauses is mandatory for 100% of successful bidders, who are subject to penalties in the event of non-compliance. The main obligations in terms of sustainability include:

- Protection of the environment: Successful bidders must comply with applicable environmental legislation and the conditions established in the specifications, including proper waste management, safe storage of hazardous materials and substances, proper use of vehicles and machinery, control of atmospheric emissions, and prevention of spills.
- Labour and social obligations: Contractors must guarantee minimum percentages of permanent workers in the headcount, employ people with functional diversity, respect the salary conditions established in the applicable sectoral collective agreements and comply with all current labour legislation.
- Prevention of occupational risks: Compliance with risk prevention regulations is required, ensuring the protection of the health and safety of workers in the development of works, services and supplies.

- Airport and operational security: Successful bidders must strictly comply with current airport security legislation, as well as with the orders and instructions of the airport authority to guarantee the security of the contracted activity.

- Social sustainability and human rights: Bidders and successful bidders are obliged to comply with the highest international standards in human rights and ethics. In the absence of a specific code of conduct or policy, they must adhere to the principles and values defined in the Aena Group's Third-Party Code of Conduct and its Human Rights Policy.

In the United Kingdom, suppliers at London-Luton Airport must comply with local labour and environmental regulations, including those on slavery, the minimum wage and equality. In the event of non-compliance with the ESG criteria established in the contract, the airport reserves the right to terminate it. However, it is working in collaboration with the suppliers to establish corrective action plans to resolve any violations.

In Brazil, contractual documents and specifications specify the labour and environmental obligations of suppliers. Failure to comply with these may result in the suspension or withholding of payments after formal notification, until compliance is re-established. Moreover, suppliers operating on airport premises must present monthly documentation accrediting the payment of salaries, labour taxes, and benefits to their employees. They are also obliged to take part in the Occupational Health and Safety mobilisation process, which ensures that employees work with protective equipment appropriate to their activity. Works may only commence once this process has been approved.

Additionally, certain services in Aena Brazil require specific certificates, such as those issued by the Brazilian Health Regulatory Agency, especially in waste management and cleaning at airports. These measures reinforce the Aena Group's commitment to sustainability, safety and ethics in all its operations and contractual relationships.

Monitoring the performance of suppliers is a central part of the Aena Group's strategy to ensure compliance with contractual commitments. This monitoring includes periodic checks to verify the implementation of social and environmental conditions. In Spain, the File Director is responsible for overseeing that suppliers comply with the criteria defined in the specifications, generating certificates of conformity based on the established frequency.

As for the environmental performance of suppliers, in Spain it has established a Company Control and Monitoring Procedure (included within the Integrated Management System). This procedure includes:

- The duty of suppliers to be familiar with and adhere to the Aena Group's Integrated Quality, Environment, Energy Efficiency and Occupational Health and Safety Management Policy.

- The implementation of a specific monitoring plan, with a frequency adapted to the environmental characteristics of each company.

- Corrective measures, such as requesting additional training from companies in the event of recurring deficiencies, and verification of remediation in subsequent follow-ups.

In the United Kingdom, the performance of suppliers is evaluated by the Services area through service level agreements and key performance indicators. Any incident detected is addressed through meetings or corrective action plans, seeking a consensual solution.

In Brazil, contract monitoring includes monthly supervision of the works performed. Contractors must submit digital documentation proving compliance with their contractual obligations, including certificates demonstrating payment of taxes. If compliance with these obligations is less than 90%, the Group may apply withholdings on payments until they are regularised. Moreover, suppliers operating on airport premises must complete an Occupational Health and Safety mobilisation process before starting their activities, ensuring that labour protection standards are met.

With these measures, the Aena Group reinforces its commitment to sustainability, regulatory compliance and business ethics, guaranteeing that all activities and contractual relationships are carried out under the highest standards of social, labour and environmental responsibility.

The Aena Group has a general approach to ensure compliance with payment terms to its suppliers[39], including small and medium-sized enterprises ('SMEs'). Although there is no specific policy exclusively for SMEs, the Aena Group´s Code of Conduct establishes a clear framework of ethical, honest and transparent behaviour for all relationships with suppliers, including compliance with applicable regulations and best practices of ethical conduct. This general framework can be interpreted as an implicit commitment to guarantee timely payments and fair conditions for all suppliers, including SMEs.

The Third-Party Code of Conduct establishes principles that suppliers must follow, including compliance with human and labour rights, environmental commitment, and safety. It establishes that all suppliers must comply with human and labour rights principles, which guarantees fair working conditions and compliance with current regulations, which implies compliance with payments to suppliers, including SMEs. Moreover, the environmental commitment obliges suppliers to manage their activities responsibly, which also extends to punctuality in compliance with their contractual obligations, including payments. In the event that third parties subcontract part of the activities they carry out for the Aena Group, they will, in turn, ensure that said subcontractors comply with the provisions of the Code.

[39] All payments made by Aena comply with current legislation at all times. Currently applicable
   – Act 3/2004 – Late Payment Act and all its amendments, Act 31/2007, Act 9/2017, RDL 3/2020

Aena Group implements a control and monitoring system to ensure that payments to suppliers are made in accordance with the deadlines established in the contracts. This includes the requirement that contractors must be up to date with payments to subcontractors and suppliers participating in the contracts, which reinforces the practice of making timely payments throughout the supply chain. The average payment period to suppliers is one of the key metrics for Aena, and is calculated annually in accordance with applicable regulations.

In Spain Act 18/2022, in force since September 2022, establishes new requirements on transparency in payments to suppliers, especially for those that do not submit annual accounts. Aena Group strictly follows the regulations on transparency and payment terms, ensuring that payments are made in accordance with applicable legislation. The procedure for calculating the average payment period ('APP') includes the accounting balances of suppliers and reflects Aena's efforts to guarantee transparency and compliance with its commitments.

If any supplier fails to meet the established deadlines (whether or not they are an SME), may face penalties, termination of contract and even in the event of serious damage a claim by the Aena Group, which reinforces the seriousness with which the Company manages its business relationships.

On the other hand, in Spain Aena is subject to the following regulations in relation to the management of relationships with suppliers:

- **Royal Decree-Law 3/2020**, of 4 February, on urgent measures, which incorporates into Spanish law various European Union directives in areas such as public procurement in certain sectors, private insurance, pension plans and funds, taxation and tax litigation.

- **Act 7/2021, of 20 May**, on climate change and energy transition, in force since 22 May 2021, which establishes the inclusion of award criteria in bidding specifications related to the fight against climate change and energy efficiency. Article 31 on public procurement is particularly noteworthy, which, in accordance with Act 9/2017, establishes that environmental and energy sustainability criteria must be incorporated transversally and on a mandatory basis in all public procurement processes when they are relevant to the purpose of the contract.

- **Act 9/2017, of 8 November**, on Public Sector Contracts, which transposes into Spanish law Directives 2014/23/EU and 2014/24/EU of the European Parliament and of the Council. Its objective is to regulate public sector procurement to ensure that the principles of free access to tenders, publicity, transparency, non-discrimination and equal treatment of bidders are upheld. Furthermore, both Act 9/2017 and Royal Decree-Law 3/2020 establish a series of guidelines, such as the assessment of environmental criteria in the awarding of contracts that may have a significant impact on the environment. These criteria include reducing the environmental impact, saving and using water, energy and materials efficiently, the environmental cost of the life cycle, ecological production methods, waste management according to the principle of hierarchy, and the use of recycled or reusable materials.

- **Act 31/2007, of 30 October**, on procurement procedures in the water, energy, transport and postal services sectors, which regulates the process of awarding works, supply and service contracts in public and private entities.

Additionally, according to the special terms and conditions, Aena Spain includes various provisions in its contracts that reinforce the commitment to punctuality in payments and compliance with contractual conditions, which includes small and medium-sized enterprises (SMEs). These provisions are in line with current regulations and apply to both main contractors and subcontractors, promoting responsible practices throughout the supply chain.

According to Clause 34 of the Specific Bidding Specifications, Aena Spain undertakes to pay the agreed price within a maximum period of 30 calendar days from the approval of the corresponding certificates. This term is in accordance with Article 198 of the Public Sector Contracts Act (LCSP), which regulates payment times in the public sector. To guarantee speed, invoices must be approved within two working days of their submission, provided that they meet the established requirements.

With regard to subcontracting, Clause 14 of the Specifications details that, although subcontractors are only obliged to the main contractor, the latter has the responsibility of guaranteeing timely payments to all subcontractors and compliance with contractual obligations. This reinforces an adequate flow of payments throughout the supply chain, benefiting SMEs that participate as indirect suppliers.

Clause 20 introduces social conditions as an integral part of contracts, obliging contractors to guarantee the timely payment of salaries to their staff and to respect the salary conditions established in the applicable collective agreements. This approach ensures that responsible practices are not limited to payments between companies, but also cover labour rights.

Finally, Clause 22 establishes penalties applicable in the case of contractual non-compliance, including late payments. These penalties are proportional to the severity of the non-compliance and can reach up to 50% of the contract budget in cases of serious non-compliance related to execution. This ensures that all contractors and subcontractors, including SMEs, comply with the agreed obligations.

Taken together, these clauses demonstrate a solid framework by Aena Spain to guarantee timely payments and compliance with contractual conditions, ensuring that SMEs are treated fairly and responsibly.

# G1-6 – Payment practices

**G1-6 31, G1-6 33 (a), G1-6 33 (b), G1-6 33(c), G1-6 33 (d)**

To ensure proper management and relationships with its suppliers, the Aena Group publishes the average payment period (APP) to suppliers every six months, either in the annual accounts or the half-yearly accounts, without making any distinction as to the type of supplier. The average payment period in Spain in 2024 is 26.73 days (2023: 30 days). The number of payment days means the calendar days that have elapsed since the date the calculation begins until the actual payment of the transaction.

The ratio of transactions paid in 2024 was 28.36 days (31 days in 2023), while the ratio of transactions pending payment was 7.23 days (15 days in 2023), which indicates that, on average, Spain makes payments within the period corresponding to its contractual obligations. See the annual accounts for more information.

The usual contractual payment terms in Spain are payments against certification (of a service, supply, work, etc.). Once set up, and the invoice received on time, it is paid within a maximum of 30 days, as Spain has one fixed payment day per month.

The methodology used by Spain to calculate the average payment period is to use the accounting balances of trade creditors to make this calculation, which complies with the transparency rules and regulations that require the reporting of the average payment period. This procedure ensures that Aena complies with the terms established by the applicable regulations and allows a high level of transparency to be maintained in terms of payment practices.

Additionally, the Act 18/2022, which establishes additional transparency requirements for payments to suppliers, also directly affects the Company's operations. The Act requires that information on payments, especially payment terms and conditions, be reported in a more detailed and accessible way, particularly for companies that do not submit open annual accounts. This legislation emphasises Aena's commitment to transparency and meeting payment terms.

On the other hand, in the United Kingdom the standard payment time is 30 days, with the PMP being 22 days in 2024. More than 80% of invoices are paid within the first 30 days, with a process in place for processing and validating invoices.

In Brazil, meanwhile, they have a Supplier Payment Procedure, reimbursement of expenses and advances to partners, which establishes guidelines to ensure that payments are made in an orderly manner and in accordance with applicable regulations.

According to this procedure, payments will be made by the Treasury on the 10th and 25th of each month[40], with the option of making payments outside of these days, but subject to prior approval by the Management. Taking this procedure into account, the APP in Brazil is 45 days.

There are currently no ongoing legal proceedings in Spain, the United Kingdom and Brazil for late payments.

Finally, the Group has also shown a commitment to transparency through the average payment periods reported annually, which demonstrates the company's effort to comply with its contractual obligations and ensure that suppliers, including SMEs, are paid according to the agreed terms. For more information on the relationship with suppliers, see chapter S2.

## Not applicable datapoints

- DPs not included because their nature is informative: **G1-1 8, G1-2 13, G1-3 17, G1-4 23, G1-6 32.**
- DPs not included because they do not apply to the Group: **G1-1 10(b), G1-1 10(d), G1-1 10(f), G1-3 19.**
- DPs not included because they are voluntary and the Company has decided not to report them: **G1-4 25(b), G1-4 25(c), G1-4 25(d).**
- DPs not included because, after performing the Double Materiality Analysis, it is not considered material for the Company: **G1-5.**

[40] If these dates fall on a Saturday, Sunday or public holiday, payment will be made on the first working day.