

# **Construcciones y Auxiliar de Ferrocarriles, S.A.**

Financial Statements for the year ended  
31 December 2019 and Directors' Report,  
together with Auditor's Report

*Translation of a report originally issued in Spanish based on our work performed in accordance with the audit regulations in force in Spain and of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company in Spain (see Notes 2 and 24). In the event of a discrepancy, the Spanish-language version prevails.*

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## INDEPENDENT AUDITOR'S REPORT ON FINANCIAL STATEMENTS

To the Shareholders of Construcciones y Auxiliar de Ferrocarriles, S.A.:

### Report on the Financial Statements

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#### Opinion

We have audited the financial statements of Construcciones y Auxiliar de Ferrocarriles, S.A. (the Company), which comprise the balance sheet as at 31 December 2019, and the statement of profit or loss, statement of changes in equity, statement of cash flows and notes to the financial statements for the year then ended.

In our opinion, the accompanying financial statements present fairly, in all material respects, the equity and financial position of the Company as at 31 December 2019, and its results and its cash flows for the year then ended in accordance with the regulatory financial reporting framework applicable to the Company (identified in Note 2 to the financial statements) and, in particular, with the accounting principles and rules contained therein.

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#### Basis for Opinion

We conducted our audit in accordance with the audit regulations in force in Spain. Our responsibilities under those regulations are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report.

We are independent of the Company in accordance with the ethical requirements, including those pertaining to independence, that are relevant to our audit of the financial statements in Spain pursuant to the audit regulations in force. In this regard, we have not provided any services other than those relating to the audit of financial statements and there have not been any situations or circumstances that, in accordance with the aforementioned audit regulations, might have affected the requisite independence in such a way as to compromise our independence.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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#### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

## Recognition of revenue and margins by reference to stage of completion

### Description

The Company engages mainly in the manufacture of rolling stock material and, in relation to long-term construction contracts, as indicated in Notes 11 and 12 to the accompanying financial statements, it generally recognises the revenue and profit or loss on each contract by reference to the estimated stage of completion thereof, obtained on the basis of the hours incurred in the contract as a percentage of the total budgeted hours. The revenue recognised in 2019 on train contracts by reference to the stage of completion amounted to EUR 1,165 million.

Determination of the stage of completion involves a high degree of complexity and estimation by management in relation to, inter alia, the estimation of the total costs to be incurred in each contract, the percentage of the total budgeted hours allocated to each contract or the estimation of the margin taking into consideration the expected revenue and the expected contract costs.

Therefore, the recognition of revenue and margins by reference to the stage of completion was a key matter in our audit.

### Procedures applied in the audit

Our audit procedures included a combination of tests on the operating effectiveness of the relevant controls that mitigate the risks associated with cost allocation in the projects, as the basis for estimating the total costs yet to be incurred, and substantive analytical tests and tests of details. In this regard, we performed, inter alia, tests to verify that the aforementioned controls operate effectively, including the information system controls, for which we involved our internal technology and systems experts. Also, we performed a detailed and case-by-case analysis of a selection of the main projects, based on qualitative and quantitative factors, in order to evaluate the reasonableness of the assumptions and hypotheses used by the Company, for which purpose we held meetings with Company personnel. In addition, we reviewed the consistency of the estimates made by the Company in 2018 with the actual data for 2019 and conducted other substantive procedures such as: detailed perusal of the most significant contracts and analysis thereof with management in order to obtain an appropriate understanding of the terms and conditions agreed upon; analysis of whether the revenue is properly recognised, taking into account the contractual terms and obligations vis-à-vis the customers; tests of details on a selective basis aimed at evaluating the reasonableness of the estimates made by management, and the review of the most sensitive assumptions; and the performance of combined manual and technology and systems expert-assisted tests in order to obtain and verify the entries recorded in the revenue accounts.

Notes 11, 12 and 19 to the accompanying financial statements contain the disclosures and information relating to the Company's revenue by reference to the stage of completion.

## Provisions and contingent liabilities arising from commercial contracts

### Description

It is standard practice in the industry in which the Company operates for long-term construction contracts to provide for significant penalties arising primarily from not meeting delivery deadlines or from breaches of other contractual obligations, as well as of obligations of any other kinds relating to its activities that require the recognition of liabilities.

The estimation of the provisions required is a key matter in our audit because normally this type of breach comes to light in the framework of negotiations with the customer in order to acknowledge the incidents or modifications that usually cause the delays or breaches of the terms and conditions accepted during the performance of contracts.

As described in Note 17 to the accompanying financial statements, the provisions recognised by the Company to cater for these obligations amounted to EUR 146 million at 31 December 2019. Also, Note 22 details the contingent liabilities arising from the litigation involving the Company and its customers.

In this connection, the assessment performed by management to determine, if appropriate, the recognition of those obligations is complex and involves the use of a significant level of judgement based on assumptions with respect to possible events occurring during the product construction process, including the identification of causes not attributable to the Company.

Accordingly, the situation described was considered to be a key matter in our audit.

### Procedures applied in the audit

Our audit procedures included, among others, obtaining and analysing the detail of the estimates made by management in relation to the situation of each project and the provisions recognised. For a sample of contracts, obtained on a selective basis, we performed substantive procedures aimed at evaluating the reasonableness of the estimates made by management by comparing those estimates with the terms and conditions included in the aforementioned contracts and with the obligations arising therefrom, the circumstances prevailing in those contracts and historical experience. In addition, we compared the estimates made with the legal documentation (the contract itself, legal opinions, confirmation letters from lawyers, etc.) and with the correspondence with customers in order to evaluate the reasonableness of the judgements applied in relation to the completeness of the provisions recognised. We also performed analytical procedures to review the consistency of the estimates made by the Company in 2018 with the actual data for the contracts in 2019.

Lastly, we also evaluated the adequacy of the disclosures provided in the financial statements (see Notes 17 and 22).

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## Other Information: Directors' Report

The other information comprises only the directors' report for 2019, the preparation of which is the responsibility of the Company's directors and which does not form part of the financial statements.

Our audit opinion on the financial statements does not cover the directors' report. Our responsibility relating to the information contained in the directors' report is defined in the audit regulations in force, which establish two distinct levels of responsibility in this regard:

a) A specific level that applies to the non-financial information statement, as well as to certain information included in the Annual Corporate Governance Report (ACGR), as defined in Article 35.2.b) of Spanish Audit Law 22/2015, which consists solely of checking that the aforementioned information has been provided in the directors' report, or, as the case may be, that the directors' report contains the corresponding reference to the separate report on non-financial information as provided for in the applicable legislation and, if this is not the case, reporting this fact.

b) A general level applicable to the other information included in the directors' report, which consists of evaluating and reporting on whether the aforementioned information is consistent with the financial statements, based on the knowledge of the entity obtained in the audit of those financial statements and excluding any information other than that obtained as evidence during the audit, as well as evaluating and reporting on whether the content and presentation of this section of the directors' report are in conformity with the applicable regulations. If, based on the work we have performed, we conclude that there are material misstatements, we are required to report that fact.

Based on the work performed, as described above, we observed that the directors' report included a reference to the fact that the non-financial information described in section a) above was presented in the consolidated directors' report of the CAF Group to which the Company belongs, that the information in the ACGR mentioned in that section was included in the directors' report, and that the other information in the directors' report was consistent with that contained in the financial statements for 2019 and its content and presentation were in conformity with the applicable regulations.

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## Responsibilities of the Directors and of the Audit Committee for the Financial Statements

The directors are responsible for preparing the accompanying financial statements so that they present fairly the Company's equity, financial position and results in accordance with the regulatory financial reporting framework applicable to the Company in Spain, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The audit committee is responsible for overseeing the process involved in the preparation and presentation of the financial statements.

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## **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the audit regulations in force in Spain will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is included in the Appendix to this auditor's report. This description in the Appendix forms part of our auditor's report.

## **Report on Other Legal and Regulatory Requirements**

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### **Additional Report to the Audit Committee**

The opinion expressed in this report is consistent with the content of our additional report to the Company's audit committee dated 27 February 2020.

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### **Engagement Period**

The Annual General Meeting held on 15 June 2019 appointed us as auditors for a period of two years from the year ended 31 December 2018.

Previously, we were designated pursuant to a resolution of the General Meeting for the period of one year and have been auditing the financial statements uninterrupted since the year ended 31 December 1990, taking into account the content of Article 17.8 of Regulation (EU) No 537/2014 on specific requirements regarding statutory audit of public-interest entities.

DELOITTE, S.L.  
Registered in ROAC under no. S0692



Pablo Mugica  
Registered in ROAC under no. 18694

27 February 2020

## Appendix to our auditor's report

Further to the information contained in our auditor's report, in this Appendix we include our responsibilities in relation to the audit of the financial statements.

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### Auditor's Responsibilities for the Audit of the Financial Statements

As part of an audit in accordance with the audit regulations in force in Spain, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the use by the directors of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the entity's audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the entity's audit committee with a statement that we have complied with relevant ethical requirements, including those regarding independence, and we have communicated with it to report on all matters that may reasonably be thought to jeopardise our independence, and where applicable, on the related safeguards.

From the matters communicated with the entity's audit committee, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters.

We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

**2019 DIRECTORS' REPORT  
OF  
THE PARENT**

*Translation of a report originally issued in Spanish. In the event of a discrepancy, the Spanish-language version prevails.*

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## 1.- CAF GROUP BUSINESS MODEL AND OUTLOOK

CAF is a multinational group with over 100 years' experience offering its customers high value-added integrated transport systems and sustainable mobility at the forefront of technology.

A leader in the railway industry, it offers its customers one of the widest and most flexible product ranges in the market (both in terms of complete integrated transport systems and parts thereof), i.e. rolling stock, components, infrastructure, workshops, signalling and services (maintenance, refurbishment, assessment and financial).

Precisely within the services area, EuroMaint, one of the top passenger fleet and locomotive maintenance companies in Sweden, joined the Group recently, corroborating this resolute line of action and bolstering the commercial and industrial presence of all our railway activities in the Nordic countries.

For its part, within the rolling stock segment, which constitutes its most traditional business, CAF offers a wide range of products that includes, among others, high and very high-speed trains, regional and commuter trains (diesel and electric), meters, trams and LRVs or locomotives.

More than 90% of its revenue comes from the international market, with particular focus on Western Europe, the CAF Group has various factories in Spain, France, the US, Mexico, Brazil and the recently opened Newport factory (Wales, UK). The Group also has offices and rolling stock fleet maintenance centres in more than 20 countries on the five continents.

In the bus and sustainable urban mobility segment, 2019 will be the first full year of control over, and inclusion in the scope of consolidation of, Solaris Bus & Coach, which will represent significant progress in this sector, thus increasing the commitment the CAF Group has made to it for the last couple of years through the Vectia range of solutions. With more than 700 customers to its name, and the widest range of propulsion solutions (diesel, hybrid, full electric, hydrogen, gas and trolleybus), combined with Vectia's experience in integrated bus systems, maintenance and innovative sales formulae (e.g. availability payments, operating leases), a promising future can be glimpsed in a high-growth segment.

The main objective of the CAF Group's strategy for 2020 is profitable growth for the Group. To accomplish this, the CAF Group's activities in the coming years will continue to further develop the prior years' lines of action and also set in motion new areas of action, such as:

- Consolidating international growth in the core business of designing and manufacturing trains and components, by exploring traditional and alternative markets with significant potential, including, where applicable, taking advantage of joint ventures or alliances.
- Firm commitment to long-term growth in the railway services business beyond fleet maintenance, such as concession arrangements, financing, operation of railway systems, leasing, maintenance and/or refurbishing of trains, trams and locomotives, as a continuation of our most recent successes in Liege (Belgium), Parramatta and New South Wales (Sydney, Australia). Also, the various value propositions to customers that might be derived from the marketing of digital services (fleet management, predictive maintenance, etc. through the Group's LeadMind solution, which has already been installed in various projects in the handover phase, and also through service agreements unrelated to the sale of fleets).
- Continue making investments in technological development, in relation to technologies and high value-added products in all our lines of business (rolling stock, signalling, energy, data management, inspections, buses, etc.). The projects included in the European railway technology platform Shift2Rail are worth mentioning in this area.
- Achieve further progress in terms of value propositions to customers through the technical and commercial development plans of our subsidiaries: Signalling, Power & Automation, Turnkey & Engineering, Solaris, BWB, etc. This strategy aims to increase and diversify the integrated transport offering beyond the railway, thereby responding to

new, sustainable social mobility needs. To do so, the technological commitment has been and is a fundamental part of the Group's strategy to gain a competitive advantage.

- Also, to make further progress in the process to integrate operations with Orbital Sistemas Aeroespaciales, S.L. (Noain, Navarre), a leader in the development of critical systems in the aeronautical, space and railway industries, of which the CAF Group purchased a 30% ownership interest in 2018, which can be increased based on the performance of certain business parameters. As a result of this ownership interest, the CAF Group expects to contribute to strengthening Orbital's current activities and to benefit from a state-of-the-art development base in critical systems with high security standards (hardware, software and integration, and validation services) in order to develop its own solutions in the railway industry.
- Gradually digitise our operating processes (manufacturing and provision of services) for greater efficiency and shorter project lead times (Industry 4.0), as a means guaranteeing their long-term competitiveness. Examples of this evolution include technologies such as online data capture, training and execution supported by augmented reality, 3-D printing, etc.
- Systematic and recurring application of cost containment, cost and inventory reduction and excellence programmes in the areas of quality, safety, environment and management across all Group business activities and areas, within a highly competitive environment. This includes:
  - Ongoing enhancement of platforms and construction modules (e.g. Oaris, Civity UK and Europe, Inneo metros, etc.).
  - Gradual expansion of the Industrial Operations Transformation Plan.
  - Optimisation of the life cost cycle (LCC) of the product, an area that increasingly defines our competitiveness.
- Lastly, making progress in fundamental areas of business management such as, for example, corporate social responsibility, shareholder and investor services, corporate risk management and, in general, practices related to good corporate governance.

In short, in an increasingly competitive market, the ongoing pursuit of solutions adapted to our customers' needs that increase their satisfaction is part of the Company's DNA, and forms part of the culture shared by all the individuals forming part of the CAF Group, thereby providing a balanced response to the needs of its stakeholders.

## 2.- BUSINESS PERFORMANCE AND RESULTS

### Main indicators (\*)

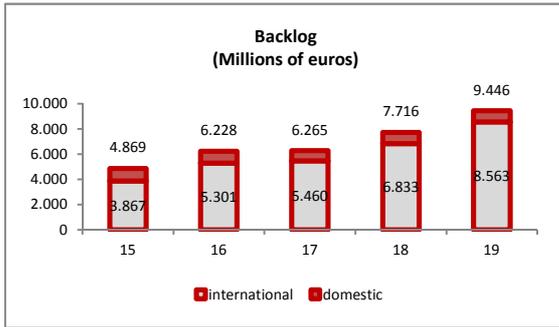
Figures in millions of euros	2019	2018	Change (%)
<b>Contracts-(**)</b>			
Backlog	9,446	7,716	22%
Contracts in the year	4,066	2,902	40%
<b>Profit and Cash-Flow</b>			
Revenue	1,434	1,430	0,3%
EBITDA	61.8	79.8	-23%
Profit for the year	2.0	4.3	-53%
Cash-Flow	25.9	25.6	1%
Equity	663	688	-4%
<b>Proposed dividend per share</b>	0.842	0.765	10%

- The high level of new contracts means that the Group's backlog is at record highs and continues to guarantee the continuation of the Group's normal business activities.
- The proposed distribution of profit consists of paying dividends of EUR 28.9 million

(\*) The indicators' definitions are included in the "Alternative Performance Measures" section.

(\*\*) Data of the consolidated group.

### 3.- COMMERCIAL ACTIVITY



Just as the acquisition of the bus company Solaris was announced in 2018, the inclusion of the Swedish railway maintenance company EuroMaint in the CAF Group must be reported in 2019. This acquisition marks a further step in the process of the company's transformation.

The Group commenced 2019 with success stories as a result of years of good work. In this connection, January saw the execution of the agreement culminating the process

that began in 2016 with pre-qualification, at the Walloon Regional Transport Company (SRWT), for the restructuring and modernisation of the urban public transport network in Liege, namely, the planning of a tram line within the Tram D'Arden consortium, together with Colas group companies. CAF's role in this project is to supply 20 trams and signalling, telecommunications and energy systems, and to participate in system maintenance.

On the other side of the world, CAF -through the Momentum Trains consortium, formed together with Pacific Partnership and DIF Infrastructure V- also entered into agreements for the supply and maintenance of 29 diesel units, driving simulators and the construction and fitting out of a new maintenance depot. In addition, CAF -as a member of the Momentum Trains consortium- will participate in the operation of the regional train service in New South Wales.

In the UK capital, Transport for London (TfL) awarded the CAF Group a contract to design, manufacture and supply a fleet of 43 automatic trains for the Docklands Light Railway (DLR) line. The trains will enter into operation in 2023 and will significantly improve the frequency of the service and network capacity, since they will increase the current fleet size by 10, and boast ATO features. They will also be fitted out with modern train conveniences such as real-time visual and audio journey information, charging points for mobile devices, spaces reserved for wheelchairs and multi-use areas such as pushchair, bicycle and luggage spaces.

Also in the UK, the West Midlands Combined Authority (WMCA) selected CAF to supply an additional 21 catenary-free trams to the 21 trams contracted in 2012 and remodelled in 2018 which will come into service in Birmingham's tram network in 2022. The new tram units will also be equipped with Greentech technology, developed by CAF to enable autonomous circulation without the need for catenary systems in urban areas. The new trams will join the 21 existing Urbos trams, on the Midland Metro Line linking Birmingham and Wolverhampton and the extension to Centenary Square, and will constitute the UK's first commercial, catenary-free tram line.

Also, the Flemish Transport Company De Lijn (Belgium) has formalised the purchase of 23 trams in addition to those initially ordered in 2017. This fresh extension brings the number of trams to be supplied by CAF for the De Lijn tram service up to 71. The initial 48 units will enter into service next year on the tram line that runs along the Belgian coast, whilst this third batch of trams will be delivered as of the second half of 2022 to serve the city of Antwerp.

A similar situation exists in Naples (in Italy), where the city council of the capital of the Campania region authorised an extension to the initial contract to supply 12 metro units to include an additional 7 units.

In Jerusalem, a consortium between CAF and the construction company Saphir through a public-private partnership has been awarded the extension and operation of the tram system in the Israeli capital. The network will be extended by 27 kilometres and 53 new stations and will be supplied with 114 new trams. CAF's involvement includes supplying the new units, refurbishing the 46 existing units currently in service, supplying signalling, power and communications systems in addition to project integration. CAF also holds a 50% interest in the SPV that will manage the operating and maintenance activities of the two tram lines for an initial term of 15 years.

To complete this initial section dedicated to rolling stock, in our neighbouring country, France, SNCF has formalised a contract with CAF to manufacture 28 medium- and long-distance trains for the intercity services on the Paris - Clermont-Ferrand and the Paris - Limoges - Toulouse routes. Future extensions to the contract could provide service on the Bordeaux-Marseille railway axis. The trains will be designed to run at 200 km/h and offer a high-level of comfort and top quality facilities: ergonomic seats, full accessibility to enable passengers with reduced mobility to board from platforms and move inside the train unassisted, Wi-Fi, power sockets and USB ports, areas for bicycles and galleys for 'high quality' trolley catering.

The signalling and control area is also reaping the rewards of work undertaken in recent years. In January 2019 ADIF formalised the contract with CAF Signalling for the drafting of the construction project, execution of the renovation work and provision of expert assistance in relation to maintenance of the Centralised Traffic Control (CTC) systems in El Berrón, Santander and Bilbao for the metric-gauge railway network. This time for Iberian gauge tracks, ADIF also awarded CAF Signalling the project to install the electronic interlocking system in the southern technical area of the Madrid-Vicálvaro freight railway terminal; as part of an engagement to build four new tracks that can accommodate the reception and dispatch of 750-metre trains at the connecting point of the Mediterranean and Atlantic Corridors.

ADIF High Speed signed a contract with the CAF Signalling - Thales consortium for the drafting of the construction projects, execution of the works, upkeep and maintenance of interlocking systems, train protection systems, centralised traffic control, auxiliary detection systems, energy supply systems, fixed and mobile telecommunications systems, as well as protection and safety systems for the La Encina -Xativa - Valencia stretch of the Mediterranean corridor. Beyond Spain's borders, CAF Signalling participates in consortiums that have been awarded contracts in Slovenia and Uruguay. The Slovenia contract is for the upgrade of the safety and signalling systems on the 117 km stretch between the stations of Zidani Most and Sentilj along the Slovenian border with Austria. The second contract is for the design, manufacture, installation, testing and entry into service of all the signalling and communication systems, including a centralised traffic control system for the line as well as an L1 ERTMS system, for the Ferrocarril Central project that covers a route of almost 276 km connecting the city of Paso de los Toros, located at the centre of the country, with the port of Montevideo.

Returning to France to focus on the refurbishment line of business, the public transport operator Régie Autonome des Transports Parisiens (RATP) and Île-de-France Mobilités have awarded CAF the project to refurbish 43 RER MI2N units manufactured between 1995 and 2005.

Further south, SRO (Saudi Railways Organization) and SAR (Saudi Railway Company), the two Saudi Arabian state railway companies, have both renewed the maintenance agreements for their trains covering the services between Riyadh - Qurayyat and Riyadh - Dammam, respectively, thus reaffirming the confidence placed in the Group through the acquisition of trains, the maintenance of which will be extended for a further three-year period.

Renfe has also chosen CAF to maintain its series 446 and Civia Cercanías Madrid commuter trains for the next 4 years; however the contracts will be undertaken by the public-private entity Actren, incorporated between Renfe and CAF.

On a more technological level with respect to train manufacturing, refurbishment and maintenance or signalling, we should point out that the UK Northern franchise has awarded CAF the contract for a real-time remote monitoring system and CBM (Condition-Based Maintenance). The project consists of supplying the LeadMind Real-Time and Advanced Analytics functionality for the 101 Civity UK regional trains that CAF has begun to deliver and for the Legacy Fleet Class 170 and 158. A project with a similar scope of LeadMind functionalities has been contracted by Saudi Arabian Railway Company (SAR) for the six trains operating between Riyadh and Qurayyat.

Thus, LeadMind is already making fleet management and maintenance easier for internationally renowned operators such as Euskotren, Trenitalia, Metro de Santiago (Chile), Amsterdam Tramway (GVB) (the Netherlands), Northern Arriva (the UK) and Los Tranvías de Zaragoza, among others. With the latest contracts, LeadMind's scope will extend to more than 3,700 monitored coaches in approximately 950 trains, for 25 customers around the world.

With respect to the bus segment, mention should be made of the contracts recently awarded to the Group at European level, in particular Solaris' selection as the supplier for one of Europe's most ambitious zero-emission bus contracts to date, for ATM Milan, which covers the supply of up to 250, 12 metre electric bus units. The contract in Milan is complemented by the contract with the transport operator ACTV SPA Venezia for the delivery of 30 electric buses as well as the associated battery-charging infrastructure. The electric buses will provide services on the Lido and Pellestrina islands, where they will replace the current fleet of diesel vehicles, and increase the presence of CAF products in the region; 18 Solaris buses are currently circulating in the capital of the Veneto province, ten of which are run on compressed natural gas (CNG). The same technology is employed by the 54 electric buses contracted by the public transport operator in the Polish capital Warsaw, and the 100 units ordered by Tallinna Linnatranspordi AS, to provide services in Tallinn.

The Italian company Cotral, the operator in charge of the regional transport with head office in Rome, has recently signed a new framework contract with Solaris to supply up to 300 interurban diesel buses. The new agreement arose on completion of a previous contract signed in 2016 with the same Polish manufacturer, which has now been integrated into the CAF Group, to supply 360 buses.

Solaris' first foray into Norway was for 10 trolleybuses in Bergen, Norway's second largest city. The brand consolidated its position in the Hungarian and Romanian markets with the contracts signed to provide urban transport in the cities of Paks and Satu Mare, operating 10 electric bus units and 11 hybrid bus unit, respectively.

Back in Spain, of note is the contract signed by Solaris with Alsa to supply two electric buses and two charging stations for Bilbao. This brings the number of bus units supplied in Spain since 2010 to a total of almost 200 units circulating in various cities such as Barcelona, Pamplona, Castellón, Las Palmas, Seville and San Sebastián.

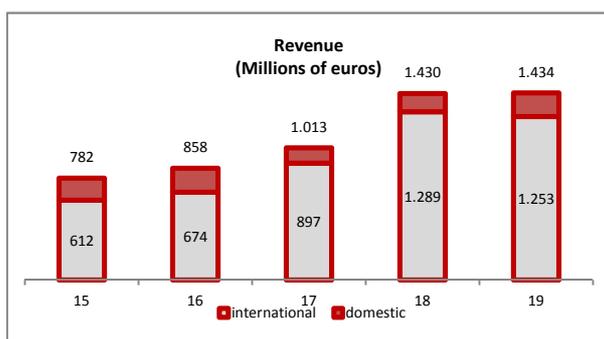
It is also important to note that hydrogen technology-based solutions are also now a reality in our company, following the contract formalised with the Italian city Bolzano to supply and maintain 12 hydrogen powered bus units over a term of 8 years. 15 Trolleybuses and 20 electric buses, with roof-mounted PV panels to increase vehicle energy efficiency, comprise the zero-emissions package selected by the public transport operator of the Polish city of Lublin.

We bring our section on the area of commercial activity to a close with a reference to the accolade received from the Spanish Chamber of Commerce in France, which presented CAF with the Spanish company of the year in France award. This award was presented by the Chamber of Commerce in recognition of the CAF Group's advances in France in recent years, as evidenced by firm contracts in 2019.

Last but by no means least, the fact that for the third year running the business year has ended with the backlog (EUR 9,446 million) at record levels, up 22% on the previous record set at the end of 2018, is of particular note.

2020 is embraced with renewed optimism in view of the various tender processes published by RENFE, the benchmark operator in the Spanish market, confident that it will be able to continue to collaborate in the development of the Spanish railway sector as it has regularly throughout its now more than 100 years of existence.

## 4.- INDUSTRIAL ACTIVITY - Railway segment



2019 reported remarkable figures in terms of the CAF Group's industrial business having manufactured 1,048 coaches for 26 different projects and more than 70,000 wheels and other rolling stock components for customers located across the five continents.

Progressing in line with the life cycles of the projects, 2019 saw the completion of various projects initiated in previous years, such as the project for 75 push-

pull cars for Caledonian Sleepers with the delivery of the last 14 units; the eight electric units completing the 12 contracted for Transpeninne Express; the project for 13 push-pull cars for the same customer, with the manufacture of the two last trains; the 18-train project contracted for the Quito metro with the delivery of the last 15 units together with the delivery of the last of the 30 trains for Toluca (Mexico); 8 trams completing the order for 27 five-module trams for Utrecht (the Netherlands) as well as the first 5, seven-module trams of an order for 22 units for the same city.

The projects completed in 2019 also included the project entered into with the city of Newcastle with the delivery of the last of the 6 trams; the project for the city of Kansas with the delivery of 2 trams, as well as the order for 12 units for the metro of Algiers with the delivery of the last 6 units and the delivery of the 7 trains completing the order for 10 trains for line 1 of the Mexico City metro.

Of the 26 projects indicated at the beginning of this section, those contracts of the most importance in 2019 in terms of the industrial activity generated were the contract for commuter trains for the Netherlands operator Nederlandse Spoorwegen with the manufacture of 21 three-car units and 20 four-car units, or the 12 push-pull cars built for the US operator Amtrak and the 14 LRVs (Light Rail Vehicles) for the city of Boston and 13 of the 18 LRVs for the island of Mauritius project. Also, 4 of the 8 high-speed trains for the Norwegian client Flytoget, the first 2 trains of the 22 units ordered for the Brussels metro, the first 4 trains of a total of 15 ordered for the city of Auckland (New Zealand) and the first 7 trains of the 20 ordered for the city of Stockholm.

With regard to the tram category, 2019 saw the first deliveries in relation to the projects for Vitoria-Gasteiz with the delivery of the first four trams, the four nine-module trams for the city of Budapest, the seven seven-module trams for Luxembourg and the six five-module trams for Amsterdam.

In view of the importance of the projects earmarked for the UK market in this section, note should be taken of the projects for the Northern Arriva franchise which include the contract for the manufacture of 58 DMU (Diesel Multiple Unit) class units, of which 20 two-car units and 22 three-car units have been built, and also 23 three-car and 6 four-car EMU (Electrical Multiple Units) class units. Also for the UK market, the first of the 26 multiple unit trains contracted with the West Midlands Combined Authority (WMCA) was built.

Lastly, a brief mention should be made of the projects which, although still at an early stage, are beginning to occupy the Group's industrial activities, such as the new series 5000 and series 6000 trains for the Barcelona metro and the project contracted for the city of Manila.

The most important products manufactured in 2019 were as follows:

### **No. of Vehicles**

High-speed for Flytoget .....	16
Long-distance Amtrak cars .....	12
Long-distance Caledonian .....	14
Medium-distance TransPennine cars and driving cabs .....	11
Medium-distance TransPennine EMUs .....	40
Medium-distance Northern by Arriva EMUs (three-car units).....	69
Medium-distance Northern by Arriva EMUs (four-car units) .....	24
Medium-distance Northern by Arriva DMUs (two-car units).....	40
Medium-distance Northern by Arriva DMUs (three-car units) .....	66
Medium-distance West Midlands (four-car units) .....	4
CPTM Commuter trains .....	8
Commuter trains for Toluca .....	5
Commuter trains for NS (three-car units).....	63
Commuter trains for NS (four-car units) .....	80
Commuter trains for Auckland .....	12
Quito metro .....	90
Argel metro .....	36
Mexico City metro Line 1.....	63
Bruselas metro .....	12
LRV for Boston.....	42
LRV for Mauricio .....	91
Trams for Vitoria-Gasteiz .....	28
Trams for Utrecht (five units) .....	40
Trams for Utrecht (seven units) .....	35
Trams for Budapest (nine units).....	36
Trams for Luxembourg .....	49
Trams for Newcastle.....	5
Trams for Amsterdam.....	30
Trams for Stockholm .....	21
Trams for Kansas.....	6
<b>TOTAL .....</b>	<b>1,048</b>

### **BOGIES**

With mechanic-welded chassis..... 1,321

### **WHEEL SETS AND COMPONENTS UNITS – (MiiRA)-**

Assembled axles (power car + push-pull car) .....	4,721
Loose axle bodies.....	8,449
Monoblock wheels .....	71,174
Elastic wheels.....	1,966
Couplers .....	941
Gear units.....	2,962
Bandages.....	788

## 5.- R&D+i ACTIVITY - Railway segment

As regards CAF and CAF I+D, the CAF Group's new Innovation Plan for 2019-2020 was defined in the first months of 2019, which is aligned with the Strategic Plan.

The Innovation Plan, defined in accordance with the new Innovation Process, includes the Corporate R&D Plan and the Product plans of the following businesses: CAF Vehicles, CAF I+D, Rail Services, MiiRA, CAF Power & Automation, CAF Signalling, CAF Turnkey Engineering and Cetest.

The Innovation Plan envisages a total of 192 projects, 83 of which are in the Corporate R&D Plan and 109 are in the product plans of the various businesses.

The aforementioned projects obtained funding through grants for R&D activities from the following entities:

- Provincial Government of Guipúzcoa
- Basque Autonomous Community Government
- Spanish Ministry of Economy and Enterprise
- Spanish Ministry of Science, Innovation and Universities
- European Commission

Projects in which CAF, CAF I + D and different subsidiaries participate have been promoted in the Plan implemented, maintaining a very intensive collaboration with different technology centers and universities.

The projects included in the 2019-2020 Technology Plan encompassed the following fields:

- Specific rolling stock products.
- Digital Train, which comprises projects using Big Data technologies to gather and process operational data for use in product and maintenance enhancements.
- Energy management and ecodesign, comprising projects relating to the reduction and optimisation of energy consumption in trains and in the system as a whole, energy capture and storage in various modalities, etc.
- Signalling (on-board and fixed).
- Traction
- Autonomous vehicle.
- Virtual validation and approval.
- Specific products and developments using basic rolling stock technologies, traction, wheel sets and axles, gear units, couplers, control and communications, maintenance, etc.

All of the above combined the execution of projects aimed at assimilating technologies with the development of products based on such technologies and strategic projects.

The CAF Group participates in joint projects at state level and also as part of the European Union's Seventh Framework Programme and Horizon 2020 programme. Noteworthy projects included:

- SMART-TRAIN, which is part of CAF's strategic digitisation initiative and is aimed at developing a new generation of more competitive trains and services through the digitally secure capture, storage, processing and advanced analysis of all the train operations data.
- UNIMODEL, a joint two-year project aimed at developing a universal cost model (UCM) methodology to calculate the overall cost of running the vehicle on the tracks, reduce and improve life cycle costs (LCCs) and analyse the impact on costs of introducing innovative technologies to the rolling stock.
- AROSS, focused on developing prediction, monitoring and diagnosis solutions for the key components of rolling stock bogie, suspension and braking systems, which will allow for useful-life optimisation and advanced management of these components.

- SHIFT2RAIL. As a founder member of the Shift2Rail JU (Joint Undertaking), which promotes rolling stock R&D activities as part of the Horizon 2020 programme, CAF is involved in various technology development projects (CONNECTA 1, PINTA 2, IMPACT 1, FINE 1, X2RAIL 1, PIVOT, FR8RAIL 1, IMPACT1, IMPACT2, CONNECTA 2, PINTA 2, X2RAIL 1, X2RAIL 2, X2RAIL 3, PLASA 2, FR8RAIL 2) which are scheduled to continue until 2024.
- RAILCONNECT (Basque Industry 4.0 programme): the main aim of this project is to increase CAF's international competitiveness through the deployment of R&D technologies in the field of Big Data – Advanced Analytics and Cybersecurity, which allow the company to create a business line that sets it apart from the rest of its competitors in relation to rolling stock management and maintenance.

In addition to the development, enhancement and expansion of CAF's existing vehicle platforms, the most significant engineering projects undertaken in 2019 were as follows:

- Diesel and electric multiple units for Northern by Arriva (UK)
- Electric multiple units for TransPennine Express-First Group (UK)
- LRV for Boston and Maryland Metro (US)
- Push-pull cars for Caledonian and TransPennine Express-First Group (UK)
- Units for Toluca (Mexico)
- Mexico City metro Line 1
- Trams for Canberra and Newcastle (Australia) and Amsterdam (The Netherlands)
- Locomotives for RATP (France)
- Electric multiple units for Schönbuchbahn (Germany)
- Automated metro for STIB (Brussels)
- DMUs for West Midlands Trains (UK)
- Naples metro (Italy)
- LRVs for Manila (Philippines)
- Barcelona metro (Spain)
- Amsterdam metro (The Netherlands)
- Trams for Oslo (Norway) and Lund (Sweden)
- Extension trams Friburgo
- Tram od Lieja
- DMUs for Wales & Borders (Keolis)

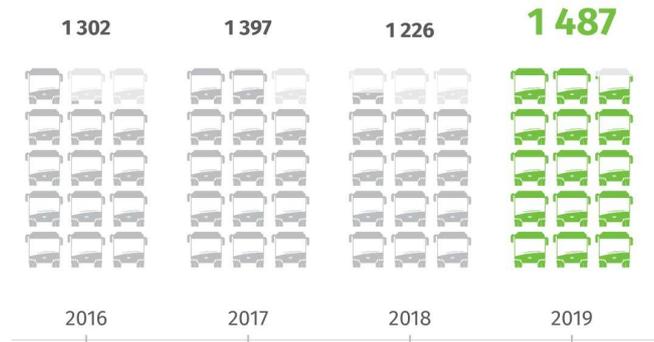
The following projects entered into service in 2018:

- Intermediate cars and rehabilitation of Units for NIR
- Tram for Parramatta
- Rehabilitation of Units Metro of Medellín
- Extension of Units Civity for NS (The Netherlands)
- Trams for Lijn (Amberes)
- Units of Metor for Docklands (London)
- DEMU Long Regional for Transport of New South Wales (TfNSW)
- Tram of Birmingham
- Tram of Jerusalem
- Trains TET AMLD SNCF

## 6.- SOLARIS

2019 was a record-breaking year for Solaris in many respects. First, the company's revenue was at an all-time high. In 2019, Solaris sold a record number of 1,487 vehicles, which was the best result ever achieved by the company. 2017 held the previous sales record, which was almost 100 fewer buses (1,397).

**Sales of Solaris vehicles from 2016 to 2019 in units**



Solaris products can now be found in 32 countries and more than 700 cities. In total, to date the manufacturer has supplied its customers with approximately 19,000 vehicles. In 2019, the largest Solaris sales markets were Poland, Germany, Belgium, Lithuania and Italy.

It is worth noting that the development of Solaris' sales position in European markets is highly dynamic, while it is also refocussing the organisation of its production and after-sales service towards alternative-propulsion, low- or zero-emissions vehicles. In 2018, hybrid and electric buses as well as trolleybuses accounted for 29% of all the vehicles sold. In 2019, their share of sales increased by 11% to reach 40%.

**Percentage of alternative-propulsion buses with respect to conventional buses in Solaris' sales structure in 2018 and 2019.**



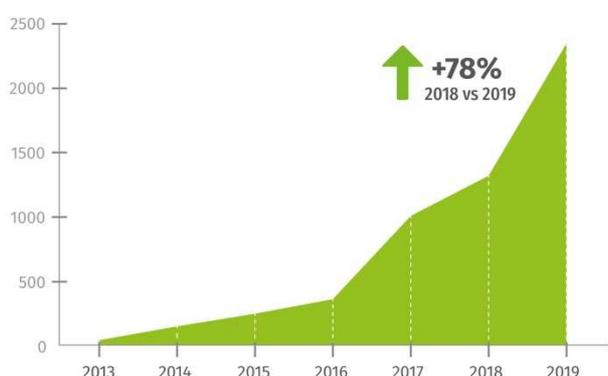
Solaris is one of Europe's undisputed leaders in e-mobility. The number of electric buses sold and ordered that are produced by Solaris has grown dramatically in recent years. In 2019, the manufacturer supplied a total of 162 battery-powered electric buses, which is an increase of 51% with respect to 2018.

On the basis of firm orders for 2020, it is possible to presuppose that sales of electric buses at Solaris will reach a level of at least 500 units in 2020. The contracts that will be performed over the coming year include the mega order for 130 Solaris Urbino 18 articulated buses for the Warsaw operator MZA, and the framework agreement for the supply of 250 Solaris Urbino 12 electric buses for the Milan operator ATM. With respect to 2017, this represents a more than eightfold increase in firm orders for electric buses.

The growing importance of electric buses in Solaris' sales structure is consistent with the company's long-term development strategy, and that of the whole CAF Group, which Solaris has belonged to since 2018.

It is also consistent with trends across the whole of the European Union and European Free Trade Association markets, which are the main markets in which Solaris carries on its business activity. For some years now, these countries have witnessed an unusually dynamic increase in the demand for low- and zero-emissions vehicles for public transport, which grew by 78% in 2019 with respect to 2018. Solaris is one of the market leaders in this transition to e-mobility. The company was one of the first to back and promote electric bus technology and has continued to play a leading role for many years now.

**Total number of battery-powered electric bus orders in EU member states, Switzerland and Norway in 2019.**



In order to respond to the growing market requirements for low- and zero-emissions vehicles, Solaris is constantly developing its portfolio of products in this area.

At the Global Public Transport Summit held in Stockholm in 2019, the Polish company presented the new generation of its Solaris Urbino 12 hydrogen bus. The vehicle's main energy source is hydrogen, which is transformed into electricity that, in turn, powers the propulsion system.

The hydrogen technology used to generate energy will allow the buses to cover even longer distances with no emissions whatsoever. Buses powered with hydrogen will enable the creation of a complementary portfolio of emissions-free buses, as a result of which Solaris will be able to prepare for today's challenges and the various needs of customers as regards the range, flexibility and operability of the vehicles. Solaris considers that the development of all the electromobility ranges -battery powered electric buses, trolleybuses or hydrogen-powered vehicles- should generate synergies, and that this process is essential to ensure the

sustainable transport of the future. Therefore, Solaris' hydrogen-powered buses will not constitute competition for battery-powered electric buses or the Trollino series models. On the contrary, these technologies will complement each other perfectly and will benefit from the technological progress of the electric drive units and their components. It is worth noting that in 2019, Solaris received its first orders for hydrogen vehicles. The transport company SASA Bolzano has ordered 12 units of the Urbino 12 hydrogen model, which will be delivered in 2021. Since 2014, Solaris has therefore demonstrated that it is a reliable partner in hydrogen technology, having already delivered vehicles of this kind in Hamburg and Riga.

In 2019, Solaris also unveiled its new Trollino 24 bi-articulated trolleybus, which is the longest vehicle assembled by the manufacturer to date. The idea of the Trollino is to create a platform for the future serial production of 24-metre vehicles with electric or hybrid transmission and of trolleybuses.

The latest development of the company are the Solaris High Energy + batteries. These were designed by Solaris' research and development department taking into account the needs of the transport companies that require a range of at least 200 km in a single charge, irrespective of weather conditions. Solaris' High Energy + batteries are characterised by an extremely high energy density, which fits 79 kWh into one pack, where articulated buses can be equipped with up to seven packs. It should be noted that the solution is the result of cooperation between Solaris' and BZM Poland's research and development departments.

In view of the development of the global e-mobility market and customer needs, which Solaris monitors on an ongoing basis, the company has developed the eSConnect product, a modern remote diagnosis system for electric buses, for Solaris customers that have opted to purchase emissions-free vehicles. The eSConnect software is a multifaceted tool that enables the efficient management of a fleet of electric buses and their optimal use. eSConnect is a precise diagnostic tool that facilitates and supports maintenance capabilities.

Among its many functionalities, the eSConnect system provides users with the following:

- access to vehicle data in real time;
- monitoring of the updated operating parameters of the vehicle, such as energy consumption, the battery charge level, or the projected range;
- monitoring of the location of the fleet of buses in real time and oversight of the routes;
- generation of statistics and reports on, among other things, the number of charge cycles and the time required to recharge the batteries;
- real-time identification and notification of faults, anomalies or warnings indicated by the vehicle both to the driver and to the operator;
- speedy maintenance support: the Solaris service has remote access to the diagnostic data, which significantly reduces repair times.

Other R&D projects carried out by Solaris in 2019 include the new advanced driver assistance solutions available in Solaris vehicles. Also, in 2020 Solaris will present its latest offering in the electric bus segment. This will be Solaris' Urbino 15 LE (low-entry) electric bus. The tri-axle bus is built mainly with customers of the Scandinavian market in mind. The vehicle will be available both as a typical city bus (class I) and also as an intercity bus (class II).

In short, Solaris is facing new challenges in 2020, related above all to the ongoing dynamic development of electromobility and the increase in its commercial and manufacturing activities to meet the current backlog.

## 7.- INVESTMENTS

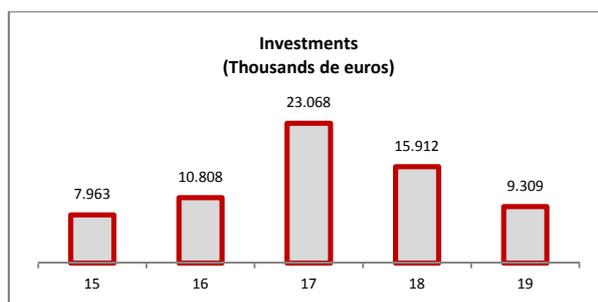
Capital expenditure by CAF in 2019 amounted to EUR 9,309 thousand. The most salient investments in 2019 are as follows:

The MiiRA wheel sets business is modernising the axle forging lines and automating the production process of the area in order to obtain cost reductions and increase the precision of the work. In addition, the cooling facilities on the wheel heat-treatment line were replaced and the furnace for heating forged axle parts was renovated.

The train manufacturing area is continuing the plan to transform the production model in order to increase the efficiency of the process. The most notable achievements of this plan are the new automated installation of bogies with cutting-edge technology for manufacturing, the remodelling of the structure manufacturing and the finishing lines areas at the Irún plant, and the new logistics and storage facilities at the Zaragoza plant.

The CAF Group's digital area continues its work on the digital factory plan, through the introduction of a larger number of resources and means to strengthen information capture and reporting at plants, improving the information handled by operators, and optimising processes and advanced planning and scheduling. In addition, in relation to information technologies, the network backbone infrastructure is being renewed and the storage and servers infrastructure is being expanded, due to the rise in the number of applications and information handled by the company.

The most noteworthy investments in CAF's other areas were those made mainly at the Beasain and Zaragoza plants, in the office area, due to the increased workforce at those plants and the redistribution of certain departments, mainly Quality and Human Resources.



## 8.- MAIN RISKS AND UNCERTAINTIES

CAF is exposed to various risks inherent to the activities it carries on and to the various countries and markets in which it operates, which might prevent the achievement of its objectives.

With the commitment to addressing this matter, CAF's Board of Directors establishes the mechanisms and basic principles to appropriately control and manage risks through the General Risk Management and Control Policy. This policy, which is aligned with the Group's mission, vision and values, expresses its commitment to providing greater certainty and security in:

- Achieving the strategic objectives set by the Company with a controlled volatility;
- Providing the utmost level of guarantees to shareholders;
- Protecting the Company's results and reputation;
- Defending the interests of their interest groups; shareholders, customers and other stakeholder groups with an interest in the progress of the Group and of the community in general.
- Ensuring business stability and financial strength in a sustained way over time.

To do so, the General Risk Management and Control Policy is implemented throughout the Company by means of an Integrated Risk Management and Control System. This system constitutes a series of rules, processes, procedures, controls and IT systems, whereby all the risks are appropriately managed by means of the following system phases and activities, which include:

- 1) Establishment of the risk-management context for each activity, by setting, inter alia, the level of risk the Group considers to be acceptable.
- 2) Identification of the various risk types, in line with the main risks detailed in the Policy, faced by the Group.
- 3) Analysis of the risks identified and what they entail for the CAF Group as a whole;
  - Corporate Risks – Risks affecting the Group as a whole.
  - Business Risks – Risks specifically affecting each of the businesses/projects, which vary in accordance with the particularities of each of them.
- 4) Risk assessment based on the defined risk appetite;
- 5) The measures envisaged to address the risks; and
- 6) Regular monitoring and control of current and potential risks through the use of information and internal control systems.

The Integrated Risk Management System adopted by the Company detailed above is aligned with international standards as regards the use of an effective methodology for the comprehensive analysis and management of risks and the Three Lines of Defence Model in relation to the allocation of responsibilities in the risk management and control area.

In this regard, the Board of Directors is ultimately responsible for the General Risk Management and Control Policy, and approves the appropriate procedures to identify, measure, manage and control risks. It is also responsible for establishing clear lines of authority and responsibility, and requires the existence of appropriate methodologies to measure the various types of risks and the effective internal controls to manage them. It is the body responsible for establishing and monitoring the Integrated Risk Management and Control System implemented at the Group, and verifies whether the significant risks for the Group are consistent and fall within the defined risk tolerance level.

The Audit Committee is responsible for the independent oversight or assessment of the effectiveness of the Integrated Risk Management and Control System implemented and of

the procedures designed to monitor it. To do so it will be supported by the Risk Management Department and additionally by the internal audit function.

The most significant risks facing the Company can be categorised as follows:

- Strategic risks: these are risks arising from the uncertainty that macroeconomic and geopolitical conditions represent, in addition to characteristics inherent to the industry and markets in which the Company operates and the strategic planning and technological decisions adopted.
- Financial risks: arising from market fluctuations (financial and commodities markets), contractual relations with third parties (customers, debtors) and counterparties related to investments in financial assets and financial liabilities (banks, investors). The subcategories of risks that are included are as follows:
  - Market risk, which includes the following risks:
    - Interest rate risk: risk of fluctuations in interest rates that might give rise to changes in the Company's profit or loss and the value of its assets and liabilities.
    - Foreign currency risk: risk arising from fluctuations in exchange rates of one currency with respect to another with a possible effect on future transactions and the valuation of assets and liabilities denominated in foreign currency
    - Commodity price risk: risk arising from changes in prices and market variables relating to commodities required in the businesses' supply chain.
  - Credit risk: this risk relates to doubtful debts, insolvency proceedings or bankruptcy or possible default on payment of quantifiable monetary obligations by counterparties to which the Company has actually granted net credit that is yet to be settled or collected.
  - Liquidity and financing risk: in relation to liabilities, it is the risk tied to the impossibility of performing transactions or breach of obligations arising from operating or financing activities due to a lack of funds or access to financial markets, either because of a drop in the Parent's credit rating or other reasons. In relation to assets, it is the risk of being unable to find at any given time parties to purchase an asset at the arm's length price or to obtain an arm's length price.

The Company's exposure to market risk and credit risk is detailed in Note 5, "Management of financial risks", and the use of derivative financial instruments to hedge the risks to which its activities are exposed is detailed in Note 15, "Derivative financial instruments", to the financial statements.

- Legal Risks: arising from the preparation and performance of various types of agreements and obligations (commercial, administrative, intellectual property, etc.) and the possible contingencies arising therefrom. Risks relating to legal proceedings, administrative procedures and claims are also included.
- Operational risks: these are the risks inherent to all the Company's activities, products, systems and processes that give rise to economic losses arising from human/technological errors, inappropriate/defective internal processes, or the participation of external agents.
- Corporate governance risks: arising from potential non-compliance with the Group's corporate governance system, which regulates the design, integration and operation of the Governing Bodies and their relationship with the interest groups of the company and, which in turn, are based on the commitment to ethical principles, best practices and transparency and are organised around the defence of the company's interests and the creation of sustainable value.

- Compliance and regulatory risks (including tax risks and contractual requirements): arising from the breach of applicable national and international regulations and laws irrespective of the activity in question, included in the following large blocks: (i) Commercial and Competition (market abuse, corporate obligations and securities market regulations, antitrust and unfair competition), (ii) Criminal (prevention of crimes, including those arising from corruption), (iii) Labour, (iv) Tax and (v) Administrative (including personal data protection regulations, environmental laws, etc.)..

Due to its global risk scope, the Integrated Risk Management and Control System is continuously updated to include new risks that might affect the Company as a result of changes in the environment or revised objectives and strategies, as well as updates that arise from lessons learned from monitoring and controlling the system.

The realities of Brexit in June 2016 gave rise to the need to analyse its consequences and its effect on the Group's various lines of business. Subsequent to this analysis, a series of mechanisms were activated that have made it possible to anticipate and manage such effects.

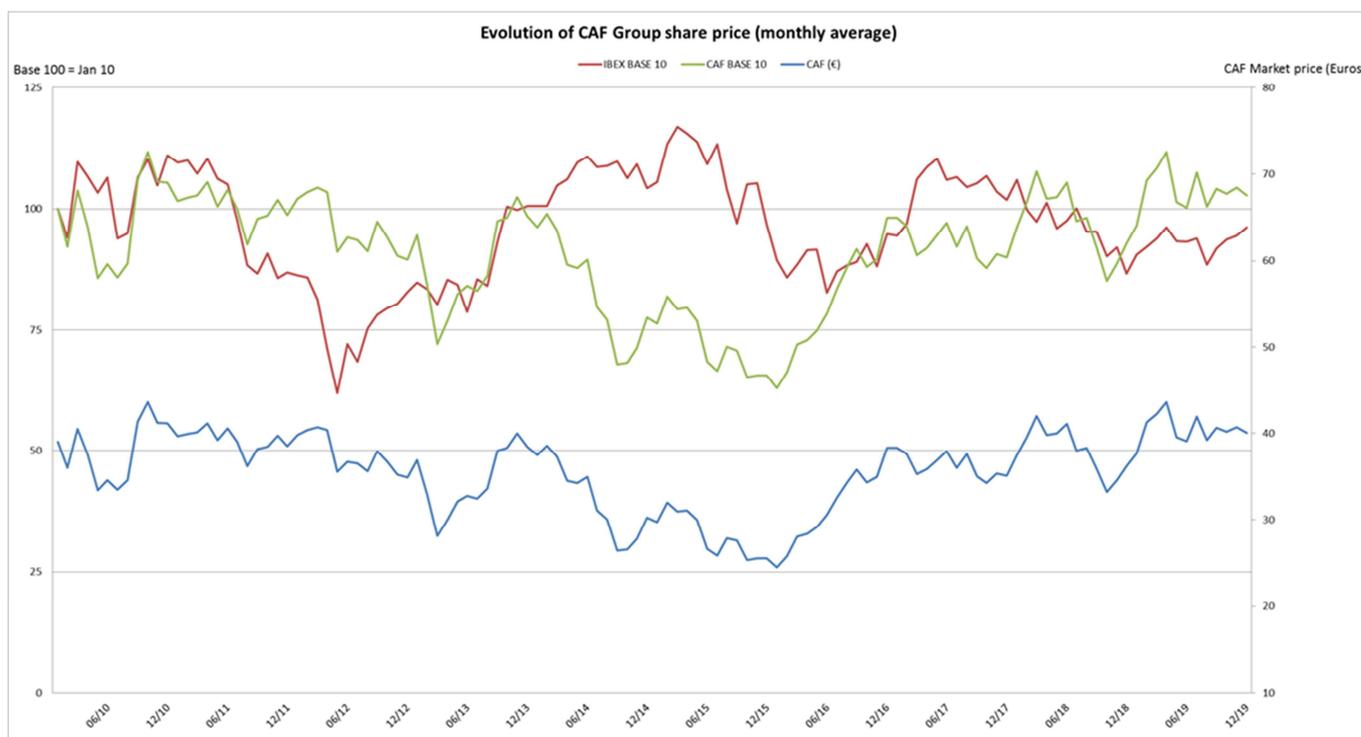
The consequences identified with the greatest impact included the operational risks of the contracts in the backlog (more than EUR 1,600 million at 31 December 2019) and future tender processes. Projects were identified and analysed in this particular block that might have an impact as a result of changes in customs and/or import tariff procedures and the movement of people in various Brexit scenarios and time horizons and, consequently, the appropriate measures to be taken at any given time were established.

Similarly, as in the other countries in which CAF operates, the impacts related to financial risks were analysed. In the case of the pound sterling exchange rate risk, its possible impact is detailed in Note 5 to the consolidated financial statements, "Financial risk management", and in the case of Libor interest rate risk, there is no exposure.

Worthy of note are the ongoing monitoring and control relating to the measures and action plans established to mitigate the consequences of Brexit.

## 9.- STOCK MARKET INFORMATION

	2019	2018	2017	2016	2015
<b>Market price-</b>					
Market capitalisation at year-end (millions of euros)	1,406	1,241	1,172	1,313	876
Closing price (euros)	41.00	36.20	34.18	38.30	25.55
Low (euros)	35.30	31.30	32.22	20.66	23.45
High (euros)	44.90	43.60	39.50	38.39	34.39
<b>Data per share (euros)-</b>					
Earnings per share (EPS)	0.72	1.27	1.24	1.02	1.20
Dividend per share	0.842	0.765	0.66	0.58	0.525
<b>Market ratios-</b>					
PER (average market price/EPS)	56.34	30.14	29.06	30.30	23.76
Market price/EBITDA	5.72	6.50	6.84	7.84	5.87
PBV (average market price/BV)	1.90	1.74	1.64	1.37	1.39
Dividend yield	2.07%	2.00%	1.84%	1.87%	1.85%
Pay-out ratio (Dividend/EPS)	117%	60%	53%	57%	44%
<b>Liquidity ratios-</b>					
Free-float rotation	47%	65%	71%	89%	99%
Traded volume (millions of shares)	8.4	10.8	11.8	15.6	16.2



## 10. - EVENTS AFTER THE REPORTING PERIOD

As in December 31 of 2019, there was a firm order book, net of the amounts corresponding to interim billings, for an amount of approximately 9.446.468 thousand euros (7.716.487 thousand euros as of December 31, 2018) (Note 11).

Additionally, in January 2020 the subsidiary Euromaint entered into an agreement with the operator VY for the maintenance of the Bergensbanan fleet (Norway). The Parent will also supply the Helsinki metro with five additional units. These contracts taken as a whole amount to more than EUR 100 million.

## 11.- ACQUISITION AND DISPOSAL OF TREASURY SHARES

In 2019 neither Construcciones y Auxiliar de Ferrocarriles, S.A. nor its subsidiaries purchased or held treasury shares.

## 12.- PAYMENTS TO SUPPLIERS

The average period of payment to suppliers in 2019 was 83,50 days. In order to reduce this period to the maximum payment period established by Law 11/2013, the Company is going to make an effort to align events giving rise to payments with those giving rise to collection in order to reduce the payment time without losing the necessary liquidity.

## 13.- ALTERNATIVE PERFORMANCE MEASURES

**Backlog:** this represents the volume of firm orders that will be recognised in the future under "Revenue" in the consolidated statement of profit or loss. An order is considered firm only where obligations between the CAF Group and the customer arise. In the case of sales of trains and services, obligations are deemed to arise when the parties sign the agreement.

**Contracts in the year:** this includes firm orders in the year and potential modifications to orders from prior years, and is obtained as follows: (Backlog at end of reporting period - Backlog at beginning of the reporting period + Revenue). This measure does not include the backlog acquired through business combinations in the year.

**EBITDA:** the CAF Group's EBITDA is calculated by deducting from "Profit from Operations" in the consolidated statement of profit or loss the amounts recognised under "Depreciation and Amortisation Charge" and "Impairment and Gains or Losses on Disposals of Non-Current Assets".

**Cash-Flow:** the CAF Group's cash flow is calculated by deducting from "Profit for the Year Attributable to the Parent" in the statement of profit or loss the amounts recognised under "Depreciation and Amortisation Charge" and "Impairment and Gains or Losses on Disposals of Non-Current Assets".

**Market capitalisation at year-end:** the value of the shares at the close of the last trading day of the year multiplied by the number of outstanding shares traded on the stock market (see Note 13 to the financial statements).

**Free-float rotation:** ratio that compares the volume of shares traded with the estimated number of shares included in the float, excluding those shares held by significant shareholders, members of the Board of Directors and treasury shares. The estimated free float % is disclosed in the Annual Corporate Governance Report (section A.11).

## **NON-FINANCIAL INFORMATION STATEMENT**

CONSTRUCCIONES Y AUXILIAR DE FERROCARRILES, S.A. is the Parent of the CAF Group and has prepared the Non-Financial Information Statement in accordance with Spanish Law 11/2018 on non-financial information and diversity. This Non-Financial Information Statement is included in the Consolidated Directors' Report, which will be deposited, together with the Consolidated Financial Statements, at the Guipúzcoa Mercantile Registry where the Parent of the CAF Group is registered.

**14.- ANNUAL  
CORPORATE GOVERNANCE  
REPORT FOR 2019**



## ANNUAL CORPORATE GOVERNANCE REPORT OF LISTED COMPANIES

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### ISSUER IDENTIFICATION

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Year-end date:

[ 31/12/2019 ]

Tax Identification No. [C.I.F.]:

[ A20001020 ]

Company Name:

[ **CONSTRUCCIONES Y AUXILIAR DE FERROCARRILES, S.A.** ]

Registered Office:

[ JOSE MIGUEL ITURRIOZ, 26 (BEASAIN) GUIPUZCOA ]

**A. CAPITAL STRUCTURE**

A.1. Complete the table below with details of the share capital of the company:

Date of last change	Share capital (Euros)	Number of shares	Number of voting rights
04/08/1999	10,318,505.75	34,280,750	34,280,750

Please state whether there are different classes of shares with different associated rights:

- [ ] Yes  
[ v ] No

A.2. Please provide details of the company's significant direct and indirect shareholders at year end, excluding any directors:

Name of shareholder	% of shares carrying voting rights		% of voting rights through financial instruments		% of total voting rights
	Direct	Indirect	Direct	Indirect	
CARTERA SOCIAL, S.A.	24.87	0.00	0.00	0.00	24.87
BILBAO BIZKAIA KUTXA FUNDACIÓN BANCARIA	0.00	14.06	0.00	0.00	14.06
INDUMENTA PUERI, S.L.	0.00	5.02	0.00	0.00	5.02
EDM GESTIÓN, S.A. S.G.I.I.C.	0.00	3.02	0.00	0.00	3.02
INVESCO LIMITED	0.00	1.02	0.00	0.00	1.02

Breakdown of the indirect holding:

Name of indirect shareholder	Name of direct shareholder	% of shares carrying voting rights	% of voting rights through financial instruments	% of total voting rights
BILBAO BIZKAIA KUTXA FUNDACIÓN BANCARIA	KUTXABANK, S.A.	14.06	0.00	14.06
INDUMENTA PUERI, S.L.	GLOBAL PORTFOLIO INVESTMENTS, S.L.	5.02	0.00	5.02

Name of indirect shareholder	Name of direct shareholder	% of shares carrying voting rights	% of voting rights through financial instruments	% of total voting rights
EDM GESTIÓN, S.A. S.G.I.I.C.	GROUP'S COMPANIES	3.02	0.00	3.02
INVESCO LIMITED	GROUP'S COMPANIES	1.02	0.00	1.02

State the most significant shareholder structure changes during the year:

**Most significant changes**

On 5 September 2019, the ownership interest of TEMPLETON INVESTMENT COUNSEL, LLC dropped below the threshold of 3% of the share capital.

On 21 October 2019, the ownership interest of CARTERA SOCIAL, S.A. dropped below the threshold of 25% of the share capital.

**A.3.** In the following tables, list the members of the Board of Directors (hereinafter "directors") with voting rights in the company:

Name of director	% of shares carrying voting rights		% of voting rights through financial instruments		% of total voting rights	% voting rights that can be transmitted through financial instruments	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
JUAN JOSÉ ARRIETA SUDUPE	0.00	0.00	0.00	0.00	0.00	0.00	0.00
ANE AGIRRE ROMARATE	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Total percentage of voting rights held by the Board of Directors	0.00
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Breakdown of the indirect holding:

Name of director	Name of direct shareholder	% of shares carrying voting rights	% of voting rights through financial instruments	% of total voting rights	% voting rights that can be transmitted through financial instruments
No data					

A.4. If applicable, state any family, commercial, contractual or corporate relationships that exist among significant shareholders to the extent that they are known to the company, unless they are insignificant or arise in the ordinary course of business, except those that are reported in Section A-6:

Name of related Party	Nature of relationship	Brief description
No data		

A.5. If applicable, state any commercial, contractual or corporate relationships that exist between significant shareholders and the company and/or group, unless they are insignificant or arise in the ordinary course of business:

Name of related Party	Nature of relationship	Brief description
CARTERA SOCIAL, S.A	Contractual	Workers' share instrument in CAF's share capital
KUTXABANK, S.A.	Corporate	Creation of an Economic Interest Grouping for projects with metro of Barcelona

A.6. Describe the relationships, unless insignificant for the two parties, that exist between significant shareholders or shareholders represented on the Board and directors, or their representatives in the case of proprietary directors.

Explain, as the case may be, how the significant shareholders are represented. Specifically, state those directors appointed to represent significant shareholders, those whose appointment was proposed by significant shareholders and/or companies in its group, specifying the nature of such relationships or ties. In particular, mention the existence, identity and post of directors, or their representatives, as the case may be, of the listed company, who are, in turn, members of the Board of Directors or their representatives of companies that hold significant shareholdings in the listed company or in group companies of these significant shareholders:

Name or company name of related director or representative	Name or company name of related significant shareholder	Company name of the group company of the significant shareholder	Description of relationship/post
JOSE ANTONIO MUTILOA IZAGUIRRE	KUTXABANK, S.A.	KUTXABANK, S.A.	--

Mr. Jose Antonio Mutiloa Izaguirre had been appointed director by co-option, by proposal of the significant shareholder KUTXABANK, S.A., on 28 October 2015, and his appointment was ratified by the General Meeting on 11 June 2016.

Prior to his appointment, Mr. Jose Antonio Mutiloa was the natural person representative of the board member KUTXABANK, S.A. and, previously, of KUTXA (one of the three entities comprising the current KUTXABANK, S.A.), where he has filled the role of Director, Secretary and Vice-Chairman of the Board.

A.7. State whether the company has been notified of any shareholders' agreements that may affect it, in accordance with Articles 530 and 531 of the Ley de Sociedades de Capital ("Corporate Enterprises Act" or "LSC"). If so, describe these agreements and list the party shareholders:

Yes  
 No

State whether the company is aware of any concerted actions among its shareholders. If so, provide a brief description:

Yes  
 No

If any of the aforementioned agreements or concerted actions have been modified or terminated during the year, please specify expressly:

A.8. State whether any individual or company exercises or may exercise control over the company in accordance with Article 5 of the Ley de Mercados de Valores ("Spanish Securities Market Act" or "LMV"). If so, please identify them:

Yes  
 No

A.9. Complete the following table with details of the company's treasury shares:

At the close of the year:

Number of direct shares	Number of indirect shares (*)	Total percentage of share capital
		0.00

(\*) Through:

Name of direct shareholder	Number of direct shares
No data	

**A.10.** Provide a detailed description of the conditions and terms of the authority given to the Board of Directors to issue, repurchase, or dispose of treasury shares:

The CAF General Meeting held on 13 June 2015 resolved to authorise the derivative acquisition of CONSTRUCCIONES Y AUXILIAR DE FERROCARRILES, S.A. for five years and under the following terms: a) Acquisitions may be executed by CONSTRUCCIONES Y AUXILIAR DE FERROCARRILES, S.A. directly, or indirectly through its affiliates. b) Acquisitions shall be performed through purchase or exchange transactions or any others permitted by law. c) Acquisitions shall be done, at each given time, up to the maximum amount provided by law. d) Acquisitions shall be done at market price. e) Acquisitions performed within the scope of this authorisation shall fulfil the legal requirements in force. f) This authorisation shall be valid for a five-year term.

Also, the Annual General Meeting held on 2 June 2018 resolved to empower the Board of Directors to increase the share capital through the issuance of new shares against monetary contributions over a period of five (5) years and up to half of the amount of the share capital, pursuant to Article 297.1.b) of the Spanish Limited Liability Companies Law.

**A.11.** Estimated working capital:

	%
Estimated working capital	52.01

**A.12.** State whether there are any restrictions (article of associations, legislative or of any other nature) placed on the transfer of shares and/or any restrictions on voting rights. In particular, state the existence of any type of restriction that may inhibit a takeover attempt of the company through acquisition of its shares on the market, and those regimes for the prior authorisation or notification that may be applicable, under sector regulations, to acquisitions or transfers of the company's financial instruments.

Yes  
 No

**A.13.** State if the shareholders have resolved at a meeting to adopt measures to neutralise a take-over bid pursuant to the provisions of Act 6/2007.

Yes  
 No

If so, please explain the measures approved and the terms under which such limitations would cease to apply:

**A.14.** State if the company has issued shares that are not traded on a regulated EU market.

Yes  
 No

If so, please list each type of share and the rights and obligations conferred on each:

## **B. GENERAL SHAREHOLDERS' MEETING**

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**B.1.** State whether there are any differences between the quorum established by the LSC for General Shareholders' Meetings and those set by the company and if so, describe them in detail:

Yes  
 No

**B.2.** State whether there are any differences in the company's manner of adopting corporate resolutions and the manner for adopting corporate resolutions described by the LSC and, if so, explain:

Yes  
 No

**B.3.** State the rules for amending the company's Articles of Association. In particular, state the majorities required for amendment of the Articles of Association and any provisions in place to protect shareholders' rights in the event of amendments to the Articles of Association.

The regime for modifying the Company Bylaws does not present differences with respect to the provisions of Articles 285 et seq of the Consolidated Text of the Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010, of 2 July, which require the approval of the Annual General Meeting with the majorities indicated in Articles 194 and 201 of that Law.

Therefore, section eight of Article 13 of the Bylaws empowers the Annual General Meeting to resolve upon the modification thereof. Article 20 of those Bylaws provides that, in order to adopt resolutions on the issuance of convertible debentures or of bonds that give bondholders a share in company profits, the increase or reduction of capital, the suppression or limitation of the pre-emption rights of new shares, the transformation, merger or spin-off of the Company or the transfer en bloc of assets and liabilities, the transfer of the registered address abroad and, in general, any modification of the Bylaws, it will be necessary, on first call, that the shareholders in attendance, in person or by proxy, account for at least 50% of the share capital with voting rights. On second call, the attendance of shareholders accounting for 25% of the share capital will be sufficient. On second call, when the shareholders in attendance account for 25% or more of the share capital with voting rights but less than 50%, the aforementioned resolutions may be adopted validly with the vote of two thirds of the capital present either in person or by proxy at the Meeting. Also, in compliance with the provisions of Article 286 of the LSC, when the Ordinary or Extraordinary General Meeting has to resolve on the modification of the Bylaws, the notice of call must with due clarity express the matters to be modified and the rights of every shareholder to examine at the registered office the full text of the proposed modification and the report thereon, as well as to request that these documents be delivered or sent (Article 16 of the Bylaws).

Pursuant to Article 21 of the Bylaws, the shareholders that hold a thousand or more Company shares may attend the Annual General Meeting and take part in its deliberations with a right to speak and vote. Shareholders that have fewer shares may group together and give their representation to another shareholder in order to reach a thousand or more shares. Any shareholder entitled to attend may be represented at the Annual General Meeting by another person, even if that person is not a shareholder.

B.4. Give details of attendance at General Shareholders' Meetings held during the year of this report and the previous year:

Date of General Meeting	Attendance data				Total
	% physically present	% present by proxy	% distance voting		
			Electronic voting	Other	
11/06/2016	45.10	27.92	0.00	0.00	73.02
Of which, free float:	0.23	24.69	0.00	0.00	24.92
10/06/2017	27.60	43.52	0.00	0.00	71.12
Of which, free float:	0.09	23.08	0.00	0.00	23.17
02/06/2018	25.53	49.17	0.00	0.00	74.70
Of which, free float:	0.23	28.82	0.00	0.00	29.05
15/06/2019	37.52	34.54	1.64	1.66	75.36
Of which, free float:	2.29	26.54	1.64	1.66	32.13

B.5. State whether any point on the agenda of the General Shareholders' Meetings during the year has not been approved by the shareholders for any reason:

- Yes  
 No

B.6. State if the Articles of Association contain any restrictions requiring a minimum number of shares to attend General Shareholders' Meetings, or on distance voting:

- Yes  
 No

Number of shares required to attend General Meetings	1,000
Number of shares required for distance voting	1

The Bylaws contain no restrictions on the minimum number of shares needed to exercise the remote vote.

B.7. State whether it has been established that certain decisions other than those established by law exist that entail an acquisition, disposal or contribution to another company of essential assets or other similar corporate transactions that must be subject to the approval of the General Shareholders' Meeting:

- Yes  
 No

- B.8.** State the address and manner of access to the page on the company website where one may find information on corporate governance and other information regarding General Shareholders' Meetings that must be made available to shareholders through the company website:

The corporate information is available under "Shareholders and investors" of the corporate web site ([www.caf.net](http://www.caf.net)). The complete path is <http://www.caf.es/es/accionistas-inversores/index.php>.

This link includes, in a structured format, the information required by Royal Legislative Decree 1/2010, of 2 July, which approved the Consolidated Spanish Capital Companies Act, the Consolidated Securities Market Act, approved by Royal Decree-Law 4/2015, of 23 October, the Circular 3/2015, of 23 June, from the National Securities Market Commission, on technical and legal specifications and information to be contained in the web sites of listed companies and savings banks issuing securities admitted for trading in official secondary stock markets.

Apart from current by-laws, specifically subsection "Corporate Governance" contains the most important information on this matter (General Shareholders' Meeting and Board of Directors Regulations; the Company's Internal Code of Conduct within the sphere of Securities Markets; the membership of the Board of Directors and its committees; Annual Corporate Governance Report, Annual Report on Directors' Compensation, the Company's Corporate Policies, other Regulations and Codes, Reports on the operation of the committees, Report on the Auditor's Independence, Report on the "Modern Slavery Act 2015" and the Corporate Responsibility Report).

In addition, the subsection on "General Shareholders' Meeting" contains information on this body, including the announcement of the agenda and call, the proposed related agreements, the documents subject to the approval of the General Shareholders' Meeting, explanations related to the exercise of the right to information and attendance, procedures and means for voting delegation and remote voting, requests for information and clarifications, as well as information on the Meeting's performance and the resolutions adopted after it was held.

In addition, in compliance with article 539.2 of the Companies Law, simultaneously with the call to each general meeting, direct access to the Electronic Shareholders Forum is enabled to facilitate communication among shareholders regarding the call and the meeting itself.

**C. COMPANY ADMINISTRATIVE STRUCTURE**

**C.1. Board of Directors**

C.1.1 Maximum and minimum number of directors established in the Articles of Association and the number set by the general meeting:

Maximum number of directors	15
Minimum number of directors	7
Number of directors set by the general meeting	10

C.1.2 Please complete the following table on directors:

Name of director	Natural person representative	Director category	Position on the Board	Date first appointed to Board	Last re-election date	Method of selection to Board
ANDRÉS ARIZKORRETA GARCÍA		Executive	CHAIRMAN AND CEO	26/12/1991	02/06/2018	AGREEMENT GENERAL SHAREHOLDERS' MEETING
JUAN JOSÉ ARRIETA SUDUPE		Independent	COORDINATING DIRECTOR	07/06/2008	02/06/2018	AGREEMENT GENERAL SHAREHOLDERS' MEETING
JAVIER MARTÍNEZ OJINAGA		Independent	DIRECTOR	13/06/2015	15/06/2019	AGREEMENT GENERAL SHAREHOLDERS' MEETING
LUIS MIGUEL ARCONADA ECHARRI		Other External	DIRECTOR	29/01/1992	02/06/2018	AGREEMENT GENERAL SHAREHOLDERS' MEETING
CARMEN ALLO PÉREZ		Independent	DIRECTOR	11/06/2016	11/06/2016	AGREEMENT GENERAL SHAREHOLDERS' MEETING
JOSE ANTONIO MUTILOA IZAGUIRRE		Proprietary	DIRECTOR	28/10/2015	11/06/2016	AGREEMENT GENERAL SHAREHOLDERS' MEETING

Name of director	Natural person representative	Director category	Position on the Board	Date first appointed to Board	Last re-election date	Method of selection to Board
ANE AGIRRE ROMARATE		Independent	DIRECTOR	19/12/2017	02/06/2018	AGREEMENT GENERAL SHAREHOLDERS' MEETING
JULIÁN GRACIA PALACÍN		Independent	DIRECTOR	10/06/2017	10/06/2017	AGREEMENT GENERAL SHAREHOLDERS' MEETING
DON IGNACIO CAMARERO GARCÍA		Independent	DIRECTOR	15/06/2019	15/06/2019	AGREEMENT GENERAL SHAREHOLDERS' MEETING
MARTA BAZTARRICA LIZARBE		Executive	DIRECTOR – SECRETARY OF THE BOARD	22/01/2016	11/06/2016	AGREEMENT GENERAL SHAREHOLDERS' MEETING

Total number of directors	10
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State if any directors, whether through resignation, dismissal or any other reason, have left the Board during the period subject to this report:

Name of director	Director type at time of leaving	Date of last appointment	Date director left	Specialised committees of which he/she was a member	Indicate whether the director left before the end of the term
ALEJANDRO LEGARDA ZARAGÜETA	Other Extern	13/06/2015	15/06/2019	None	No

Reason of resignation and other observations
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Alejandro Legarda Zaragüeta resigned as a member of the Company's Board of Directors after the Annual General Meeting held on 15 June 2019, at the end of the four-year term for which he was appointed director pursuant to a resolution of the Annual General Meeting of 13 June 2015.

C.1.3 Complete the following tables regarding the members of the Board and their categories:

EXECUTIVE DIRECTORS		
Name or company name of director	Post in organisational chart of the company	Profile
ANDRÉS ARIZKORRETA GARCÍA	Chairman and CEO	Holds a degree in Economics and Business Administration from the University of Deusto and has spent his entire professional life at CAF, where he was appointed General Manager of the company in 1992. He has been a Director of CAF since 1991. On 26 July 2006, he was appointed Chief Executive Officer, a post he has held ever since. Since 29 December 2015, he has been Chairman of the Board of Directors of CAF.
MARTA BAZTARRICA LIZARBE	Director – Secretary of the Board	Holds a Degree in Law and in Economic and Business Sciences from Comillas Pontifical University (ICADE E-3) and an Executive Master Degree in Business Management from ICADE. She has developed her professional career at CAF and holds the position of Director of the Group’s Legal department. She is Secretary of the Board of Directors of CAF and its Committees.

Total number of executive directors	2
Percentage of Board	20.00

EXTERNAL PROPRIETARY DIRECTORS		
Name of director	Name or company name of the significant shareholder represented or that has proposed their appointment	Profile
JOSE ANTONIO MUTILOA IZAGUIRRE	KUTXABANK, S.A.	Industrial engineer. He has spent his professional career within the industrial and financial sectors, mostly at Caja de Ahorros de Gipuzkoa y San Sebastián (KUTXA), one of the three entities that make up the current KUTXABANK, S.A., where he has filled the role of Director, Secretary and Vice-Chairman of the Board. Since 2015, he has been a Proprietary Director, by proposal of the significant shareholder KUTXABANK, S.A.

Total number of proprietary directors	1
Percentage of the Board	10.00

INDEPENDENT EXTERNAL DIRECTORS

Name of director	Profile
JUAN JOSÉ ARRIETA SUDUPE	PhD in Economic and Business Sciences from the University of Deusto. He has extensive experience in the management of financial entities and currently holds the position of Deputy General Manager of the Deusto Business School.
JAVIER MARTÍNEZ OJINAGA	Lawyer and Economist from the University of Deusto, holds an MBA from the University of Glasgow. He has developed his professional career in companies within the electric sector as well as in project management and interim management.
CARMEN ALLO PÉREZ	Graduate in Exact Science and holder of a Master's Degree in Business Management from "Instituto de Empresa". Most of her professional career has been spent in the financial industry, occupying various management positions. She has been an independent director and Chairwoman of the Audit Committee of other listed companies.
JULIÁN GRACIA PALACÍN	Industrial engineer and MBA from ICADE. He has spent his professional career in the telecommunications, logistics and consulting sectors. He is also the sole director of Samuelson Consulting, S.A. and Samuelson Logistics, S.A. and a board member of CITYNET, S.A.
ANE AGIRRE ROMARATE	Degree in Business and Economics and Master in Advanced Management from Deusto University. She has vast experience in the area of analysis and strategic assessment of human resources. She is also a partner of the consulting firm Vesper Solutions.
IGNACIO CAMARERO GARCÍA	Graduate in Physics from Universidad de Valladolid. During his professional career he has worked in the Telecommunications and Information Technology industries, and held various senior executive positions. He is currently a member of the Advisory Committee of Ericsson España and Accenture.

Total number of independent directors	6
Percentage of the Board	60.00

State whether any independent director receives from the company or any company in the group any amount or benefit other than compensation as a director, or has or has had a business relationship with the company or any company in the group during the past year, whether in his or her own name or as a significant shareholder, director or senior executive of a company that has or has had such a relationship.

In this case, include a statement by the Board explaining why it believes that the director in question can perform his or her duties as an independent director.

Name of the director	Description of the relationship	Statement of the Board
No data		

No Independent Director has received any amount or benefit other than the director's remuneration, nor have they established a business relationship with the Company or with any Group company.

**OTHER EXTERNAL DIRECTORS**

Identify the other external directors and state the reasons why these directors are considered neither proprietary nor independent, and detail their ties with the company or its management or shareholders:

Name of director	Reason	Company, director or shareholder to whom the director	Profile
LUIS MIGUEL ARCONADA ECHARRI	Director Luis Miguel Arconada Echarri holds no relationship whatsoever either with the Company or its management and shareholders. However, he cannot be considered as independent since he has been Director for more than twelve years.	LUIS MIGUEL ARCONADA ECHARRI	Mr. Luis Arconada has broad experience and knowledge in the corporate and business sectors. He is also well renowned in various social and economic circles, due to his success in the sports world.

Total number of other external directors	1
Percentage of the Board	10.00

State any changes in status that has occurred during the period for each director:

Name of director	Date of change	Previous Status	Current status
No data			

C.1.4 Complete the following table with information relating to the number of female directors at the close of the past 4 years, as well as the category of each:

	Number of female directors				% of directors for each category			
	2019	2018	2017	2016	2019	2018	2017	2016
Executive	1	1	1	1	50.00	50.00	50.00	50.00
Proprietary					0.00	0.00	0.00	0.00
Independent	2	2	2	1	33.33	40.00	40.00	33.33
Other external					0.00	0.00	0.00	0.00
Total	3	3	3	2	30.00	30.00	30.00	22.22

C.1.5 State whether the company has diversity policies in relation to the Board of Directors of the company on such questions as age, gender, disability and training and professional experience. Small and medium-sized enterprises, in accordance with the definition set out in the Accounts Audit Act, will have to report at least the policy they have implemented in relation to gender diversity.

- Yes  
 No  
 Partial policies

Should this be the case, describe these diversity policies, their objectives, the measures and way in which they have been applied and their results over the year. Also state the specific measures adopted by the Board of Directors and the appointments and remuneration committee to achieve a balanced and diverse presence of directors.

In the event that the company does not apply a diversity policy, explain the reasons why.

Description of policies, objectives, measures and how they have been implemented, including results achieved

In light of the most recent regulations on diversity with regard to the selection criteria of directors, the Board of Directors of the Company, by proposal of the Appointments and Remuneration Committee, has agreed to update the Directors Selection Policy, with the approval of the latest Director Diversity and Selection Policy at a meeting held in 2018, which has replaced the previous version.

The Director Diversity and Selection Policy of CAF (the "Policy"), which is specific and verifiable in nature, is intended to ensure that any proposals for the appointment and re-election of directors are based on a prior needs assessment of the Board of Directors, as well as to enrich the diversity of knowledge, experiences and gender from among the Board membership, by following criteria that ensures the existence of adequate diversity among its members as well as the absence of any implicit biases that may lead to discrimination based on age, gender, disability or any other personal circumstance or situation.

This Policy is essentially applicable to the selection criteria of candidates to become CAF board members that are natural persons. Also, for board member candidates that are legal persons, this policy is applicable to the natural persons who are to represent them.

The diversity criteria serve as an important aspect in the needs assessment of the Board of Directors and of the Company, which must be paramount during the selection of any board member.

Specifically, diversity criteria may restrict the selection of board members when the assurance of a diverse membership is required so as to benefit the Company by offering a broad range of experiences and perspectives that add value in the decision-making processes of the Board of Directors.

Specifically, diversity criteria have been adopted with regard to the following

Categories:

Training and professional experience:

Efforts will be made to ensure that the candidates have the necessary skills and proficiencies that either complementary those of the other members of the Board of Directors or that substitute those of any directors that have been replaced.

In this respect, the professional expertise of a candidate will be assessed, either because of his or her academic background or professional experience, or based on a combination of both, allowing for a diversity of profiles to be present on the Board of Directors so as to offer differing perspectives to assist with multidisciplinary and constructive discussions required to make a decision and, ultimately, to enhance the performance of the Board as a whole.

Age:

Directors of differing ages will also be valued, so that this difference can help to provide a healthy range of perspectives and approach when discussing any issues that must be addressed and agreed upon by the Board of Directors.

Disability:

Disability cannot constitute any bias that may imply a reason for discrimination during the Board Member selection process.

**Gender:**

During the director selection process, the criterion on gender diversity will be taken into account to ensure that there is a balanced presence of women on the Board of Directors.

Accordingly, the Policy promotes the aim of having a number of female directors that makes up at least thirty percent of all Board Members.

The application of the policy described above was made effective in the proposals for the re-election and appointment of two directors, submitted by the Appointments and Remuneration Committee to the Board for presentation at the Annual General Meeting, which, once approved by the latter, gave rise to the renewal of one director and the appointment of another, both independent, to cover the vacancies arising from the expiry of the four-year term of office of two members of the Board.

As a result of these new appointments, the diversity and balance of the composition of the Board of Directors has been enhanced from the standpoint, among others, of the profiles of its members, who contribute skills and knowledge in areas of great value for the Company; especially noteworthy is the increase in the already significant level of independent directors (60% of the total).

With respect to the promotion of gender diversity, it is noteworthy that the Company continued to have three female Board members in 2019. The target established for 2020 in Recommendation 14 of the Spanish Code of Good Governance for Listed Companies (CBGSC), whereby at least 30% of the Board of Directors should be female, has thus been consistently met since 2017.

The result is a balanced Board of Directors, comprised of members of different ages and genders, who possess diverse knowledge, are highly skilled and have a high level of professional experience in line with the business' needs, and of whom 60% are independent directors, in keeping with Corporate Governance best practices.

From the perspective of the Board Committees, the gender diversity targets were bolstered in 2019 by the appointment of a woman to chair the Audit Committee when this position was due for rotation. This appointment was resolved in accordance with Article 529 quaterdecies 2 of the Spanish Limited Liability Companies Law.

- C.1.6 Describe the means, if any, agreed upon by the appointments committee to ensure that selection procedures do not contain hidden biases which impede the selection of female directors and that the company deliberately seeks and includes women who meet the target professional profile among potential candidates and which makes it possible to achieve a balance between men and women:

**Explanation of means**

CAF's Appointments and Remuneration Committee ensures that when covering new vacancies, the selection processes being utilised are not implicitly impartial and do not hinder the selection of female directors, thus it includes women with the expected profile among potential candidates and under the same conditions to balance the men and women representation. This objective is stipulated in point 4 of the Company's Director Diversity and Selection Policy.

As indicated in section C.1.5, the Company has taken the best gender diversity recommendations on board by continuing to have three women among the ten members of its Board of Directors. By doing so, the company has met the 30% target established in Recommendation 14 of the CBGSC for 2020 for the third year in a row.

With respect to the Board Committees, it should be noted that the Audit Committee has had a female chair since 8 October 2019. Meanwhile, one of the three members of the Nomination and Remuneration Committee is female.

In the event that there are few or no female directors in spite of any measures adopted, please explain the reasons that justify such a situation:

**Explanation of means**

--

- C.1.7 Describe the conclusions of the appointments committee regarding verification of compliance with the selection policy for directors; in particular, as it relates to the goal of ensuring that the number of female directors represents at least 30% of the total membership of the Board of Directors by the year 2020.

On 17 December 2019, the Appointments and Remuneration Committee issued its Annual Report on the compliance with the Director Diversity and Selection Policy.

As indicated previously in sections C.1.5 and C.1.6, in 2019 the shareholders at the Annual General Meeting approved the re-election and appointment, respectively, of two independent directors to fill the vacancies arising from the expiry of the term of office of two Board members.

In accordance with the drawn conclusions contained in its Report, the Appointments and Remuneration Committee of CAF deemed that the provisions of the Director Diversity and Selection Policy of CAF had been appropriately complied with for all cases, as per the first approved version in 2015 and effective at the time of these appointments. Specifically, this Policy is explicit in that the Company is committed to eliminate any implicit biases that could hamper the selection process for female directors, which currently represent 30% of the Board membership, having surpassed the 2020 target.

C.1.8 If applicable, please explain the reasons for the appointment of any proprietary directors at the request of shareholders with less than a 3% equity interest:

Name of shareholder	Reason
No data	

State whether the Board has failed to meet any formal requests for membership from shareholders whose equity interest is equal to or higher than that of others at whose request proprietary directors have been appointed. If this is the case, please explain why the aforementioned requests were not met:

- Yes  
 No

C.1.9 State the powers delegated by the Board of Directors, as the case may be, to directors or Board committees:

Name of director	Brief description
ANDRÉS ARIZKORRETA GARCÍA	Delegation of all Board powers, pursuant to law and the Company Bylaws save for those which the law stipulates that cannot be delegated.

C.1.10 Identify any members of the Board who are also directors or officers in other companies in the group of which the listed company is a member:

Name of director	Name of group member	Position	Does the director have executive powers?
ANDRÉS ARIZKORRETA GARCÍA	CAF BELGIUM, S.P.R.L.	Sole Director	YES
ANDRÉS ARIZKORRETA GARCÍA	CAF INDIA PRIVATE LTD	Managing Director	YES
ANDRÉS ARIZKORRETA GARCÍA	CAF NEW ZEALAND LIMITED	Director	YES
ANDRÉS ARIZKORRETA GARCÍA	CAF RAIL AUSTRALIA PTY LTD	Managing Director	YES
ANDRÉS ARIZKORRETA GARCÍA	CAF CHILE S.A.	Chairman	NO
ANDRÉS ARIZKORRETA GARCÍA	CAF ARGELIA EURL	Sole Director	YES

Name of director	Name of group member	Position	Does the director have executive powers?
ANDRÉS ARIZKORRETA GARCÍA	CAF NETHERLANDS B.V.	Sole Director	YES
ANDRÉS ARIZKORRETA GARCÍA	CONSTRUCCIONES Y AUXILIAR DE FERROCARRILES, CAF	Sole Director	YES
ANDRÉS ARIZKORRETA GARCÍA	CAF INVESTMENT PROJECTS, S.A.U.	Director	YES
ANDRÉS ARIZKORRETA GARCÍA	CAF DEUTSCHLAND GmbH	Sole Director	YES
ANDRÉS ARIZKORRETA GARCÍA	CAF FRANCE SAS	Chairman	YES
ANDRÉS ARIZKORRETA GARCÍA	CAF HUNGARY Korlátolt Felelősségű Társaság	Sole Director	YES
ANDRÉS ARIZKORRETA GARCÍA	TRENES CAF VENEZUELA, C.A.	Sole Director	YES
ANDRÉS ARIZKORRETA GARCÍA	CAF SISTEME FERROVIARE, S.R.L.	Sole Director	YES
ANDRÉS ARIZKORRETA GARCÍA	CAF NORWAY AS	Sole Director	YES
MARTA BAZTARRICA LIZARBE	CTRENS COMPANHIA DE MANUTENÇÃO, S.A.	Director	NO
MARTA BAZTARRICA LIZARBE	PROVETREN, S.A. de C.V.	Director	NO

C.1.11 List any legal-person directors of your company who are members of the Board of Directors of other companies listed on official securities markets other than group companies, and have communicated that status to the Company:

Name of director	Name of listed company	Position
No data		

There are no directors who are members of, or representatives of legal-person directors on, the Boards of Directors of other non-CAF Group companies that are listed on official securities markets, as disclosed to the Company.

C.1.12 State whether the company has established rules on the number of boards on which its directors may hold seats, providing details if applicable, identifying, where appropriate, where this is regulated:

- Yes  
 No

Explanation of the rules and identification of the document where this is regulated

Article 23.2.b) of the Regulations of the Board of Directors states that no director shall belong simultaneously to more than four boards of directors in listed companies other than the Company or its group.

C.1.13 State total remuneration received by the Board of Directors:

Board remuneration in financial year (thousand euros)	1,907
Amount of vested pension interests for current members (thousand euros)	2,530
Amount of vested pension interests for former members (thousand euros)	

C.1.14 Identify senior management staff who are not executive directors and their total remuneration accrued during the year:

Name	Position
JOSU IMAZ MURGUIONDO	GENERAL CHIEF OF VEHICLES
JESUS ESNAOLA ALTUNA	GENERAL CHIEF SALES OFFICER
AITOR GALARZA RODRÍGUEZ	CHIEF FINANCIAL, CONTROLLING AND STRATEGY OFFICER
EDUARDO GÁLVEZ LISON	CHIEF QUALITY, SAFETY AND APPROVALS OFFICER
IÑIGO ONA LARUMBE	CHIEF CORPORATE DIGITAL OFFICER
GORKA ZABALEGI AGINAGA	CHIEF HUMAN RESOURCES OFFICER
IBON GARCÍA NEILL	CHIEF RAIL SERVICES OFFICER
JESUS MARÍA IBARBIA IRIONDO	CHIEF OFFICER, BUSINESS AND TECHNOLOGY
JOSU VILLAR ELORZA	CHIEF OPERATING OFFICER
FÉLIX FERNÁNDEZ LOPETEGUI	CHIEF PROJECT OFFICER
IRUNE LÓPEZ FERNÁNDEZ	INTERNAL AUDITOR
Total senior management remuneration (thousand euros)	3,008

C.1.15 State whether the Board rules were amended during the year:

Yes  
 No

C.1.16 Specify the procedures for selection, appointment, re-election and removal of directors: the competent bodies, steps to follow and criteria applied in each procedure.

The Board of Directors shall be composed of no less than seven and no more than fifteen members freely appointed by the General Annual Meeting or, in case of early vacancy, by the same Board through co-option. The director does not need to be a shareholder. Disqualification according to legal grounds shall apply (Article 29 of the bylaws). Should a vacancy occur during the Directors were appointed, the Board of Directors may cover them until the first General Meeting is held. Should the vacancy take place once the General Meeting has been called but before it is held, the Board of Directors may appoint a director until the following General Meeting is held. Should the vacancy be for the position of Chairman or Chief Executive Officer, the Board of Directors may cover the vacancies and temporarily appoint a Chairman. The Board may also appoint a Chief Executive Officer with the favourable vote of two thirds of its members. Such appointments shall be fully effective until the first General Shareholders' Meeting (Article 33 of the bylaws). Additionally, in exercising its powers to submit proposals at the General Meeting and of co-option in case of vacancies, the Board shall ensure the balance of the Board membership, with a broad majority of non-executive directors and an adequate proportion between proprietary and independent directors, these last being at least one third of the total Board membership (Art.7 of the Board Regulations).

Additionally, Board Regulations establishes the following rules related to directors appointment: Any appointment or re-election proposal submitted by the Board of Directors to the General Meeting for approval and any appointments made by the Board by its legally stipulated powers of co-option shall be preceded by the corresponding proposal by the Appointments and Remuneration Committee, in the case of Independent Directors and by the Board for the rest of the cases. The proposal shall be accompanied with an explanatory report issued by the Board of Directors, assessing the competence, experience and merits of the proposed candidate, to be attached to the General Meeting or Board of Directors' Meeting minutes. The proposal for the appointment or re-election of any non-independent director shall also be preceded by a report from Appointments and Remunerations Committee. The abovementioned shall also apply to natural persons appointed representatives of an artificial person acting as director. The natural person proposed to be a representative shall be subject to the report from the Appointments and Remuneration Committee. Should the Board decide not to follow the proposals of the Appointments and Remuneration Committee, it shall submit and minute its reasons for such decision. The Board of Directors shall coordinate with the Company's senior management the creation of an induction programme for new Directors to acquaint them rapidly with the workings of the Company and its corporate governance scheme. Likewise, Directors should also be offered refresher programmes when circumstances so advise (Article 15 of the Board Regulations).

With regard to the appointment of Non-executive Directors, the Board of Directors shall ensure that the elected candidates are people of proven solvency, competence and experience, applying even stricter criteria for the positions of Independent Directors. Independent directors will be considered to be those that are appointed on the basis of their personal and professional qualities and who can perform their duties without being conditioned by any relations with the Company or its group, its significant shareholders or its executives. Under no circumstances it will be deemed as Independent Directors those who: a) Have previously been Group company employees or Executive Directors, except after 3 or 5 years since their resignation, respectively. b) Are receiving any amount or benefit from the Company or its Group other than the remuneration as Director, except when such amount is not considered significant. Dividends or supplementary pension payments received by a Director for his/her former professional or labour relationship will not be taken into account for the purposes of the foregoing paragraph, insofar as such supplements are unconditional and, therefore, their accrual cannot be discretionally suspended, modified or revoked by the paying company. c) Are or have been partners of the external auditor over the last 3 years or the person responsible for the auditing report, whether such Period's audit corresponds to the Company or any other Group company. d) Are Executive Directors or senior executives of a company other than one in which an Executive Director or senior executive of the Company is also a Non-Executive Director. e) Maintain or have maintained an important business relation with the Company or Group companies over the last year, whether on his/her behalf or as a significant shareholder, director or Senior Executive of an entity maintaining such relation, either at present or in the past. Business relations shall be those of supplier of goods or services, including financial ones, or of advisor or consultant.

C.1.17 Explain how the annual evaluation of the Board has given rise to significant changes in its internal organisation and to procedures applicable to its activities:

#### Description of changes

The Board of Directors, on the basis of previous reports issued by Committees on their respective reviews and on the previous report raised by the Appointments and Remuneration Committee on the performance of the Board, has positively evaluated the performance of the Board and its Committees in 2019 and has verified that all Action Plans scheduled for that year had been fulfilled.

Furthermore, within the scope of this evaluation process, the Board of Directors has established various Action Plans for the 2020 fiscal year, however, they do not led to any significant changes to the internal organisation or in the procedures concerning its activities.

Describe the evaluation process and the areas evaluated by the Board of Directors with the help, if any, of external advisors, regarding the function and composition of the board and its committees and any other area or aspect that has been evaluated.

#### Description of the evaluation process and evaluated areas

In accordance with Article 5.5 of the Board Regulations, the Board of Directors must perform an annual assessment of its functioning and that of its Committees, and it must propose, on the basis of its findings, an action plan to correct any deficiencies found. To this end, the Board uses the reports prepared by the Committees relating to their own assessment and, in the case of the Nomination and Remuneration Committee, the report relating to the Board assessment.

In accordance with the rules established in the Spanish National Securities Market Commission (CNMV) Technical Guide 1/2019 on Nomination and Remuneration Committees published on 27 February, the following main areas were analysed in relation to 2019:

- a) Quality and efficiency of the functioning of the Board, including the degree to which the contributions of its members are exploited effectively.
- b) Size, composition and diversity of the Board and its Committees.
- c) The performance of the Chairman of the Board and the Chief Executive of the Company.
- d) The performance and contribution of each director, placing particular emphasis on the persons responsible for the various committees of the Board.
- e) Frequency and duration of the meetings.
- f) Contents of the agenda and adequacy of the time devoted to discussing the various topics according to their importance.
- g) Quality of the information received.
- h) Breadth and openness of the debates.
- i) If the decision-making process is dominated or strongly influenced by one member or a small group of members.

From the methodological standpoint, the indicators taken into consideration included, among others, the degree to which the Board and the Committees comply with applicable regulatory requirements and guidelines in the area of corporate governance and the level of achievement of the plans and goals set for the year in question.

As a result of this process, the Board of Directors' assessment of its work and that of its members and Committees in 2019 was positive, in line with the favourable conclusions given in the preliminary reports prepared by the Committees on their respective assessments and on the assessment of the Board, which the Board of Directors approved at the meeting held on 29 January 2020. Specifically, the Board verified that all the action plans established for the year analysed were completed satisfactorily. However, the Board has identified opportunities for improvement, and defined new action plans for the current year.

C.1.18 Describe, in those years in which the external advisor has participated, the business relationships that the external advisor or any group company maintains with the company or any company in its group.

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C.1.19 State the situations in which directors are required to resign.

Directors must tender their resignation to the Board of Directors and, if the latter sees fit, resign in the following cases: a) The proprietary director must tender his/her resignation when the represented shareholder sells its entire shareholding or diminishes it to a level that requires a reduction of the number of proprietary directors. b) If they are found to be in a situation of incompatibility due to a conflict of interest or any other legal reason. c) Should they be processed for any alleged crime or when subject to disciplinary measures for a serious or very serious breach as determined by the supervising authorities. d) When seriously reprimanded by the Appointments and Remuneration Committee when not upholding director obligations. e) When involved in a situation that creates a conflict of interest with the Company and violates the duty to provide information and abstention. f) When they breach the non-competition agreement. In any case, directors are to inform and, if applicable, resign during any such events that may be detrimental to the Company's name and reputation (article 18 of the Regulations of the Board of Directors).

C.1.20 Are qualified majorities other than those established by law required for any specific decision?

- Yes  
 No

If so, please describe any differences.

C.1.21 Explain whether there are any specific requirements, other than those relating to directors, to be appointed as chairman of the Board of Directors:

- Yes  
 No

C.1.22 State whether the Articles of Association or the Board Rules establish any limit as to the age of directors:

- Yes  
 No

C.1.23 State whether the Articles of Association or the Board Rules establish any term limits for independent directors other than those required by law:

- Yes  
 No

C.1.24 State whether the Articles of Association or Board Rules establish specific proxy rules for votes at Board meetings, how they are to be delegated and, in particular, the maximum number of delegations that a director may have, as well as if any limit regarding the category of director to whom votes may be delegated and whether a director is required to delegate to a director of the same category. If so, please briefly describe the rules.

Article 31 of the Company's Bylaws and article 14 of the Board of Directors' Regulations determine that Directors shall make every effort to attend Board sessions and, when they cannot do so personally, may confer their representation to another Director in writing to the Board Chair, without limiting the number of representations that each can bear for Board assistance. Proxy may be granted in writing through any means and shall include the corresponding direction of the vote for each of the matters mentioned in the agenda.

Additionally, these same rules require that non-executive Directors may only confer their representation on a non-executive Director.

C.1.25 State the number of meetings held by the Board of Directors during the year, and if applicable, the number of times the Board met without the chairman present. Meetings where the chairman sent specific proxy instructions are to be counted as attended.

Number of Board meetings	8
Number of Board meetings without the chairman	0

State the number of meetings held by the coordinating director with the other directors, where there was neither attendance nor representation of any executive director:

Number of meetings	0
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Please specify the number of meetings held by each committee of the Board during the year:

Number of meetings held by the Audit Committee	12
Number of Meetings held by the Appointments and Remuneration Committee	5

In addition to the 8 above-mentioned meetings, the Board adopted written and non-session agreements dated 18 November 2019, in accordance with Article 248 of the Spanish Limited Liability Companies Law and Article 13 of Board of Directors Regulations.

C.1.26 State the number of meetings held by the Board of Directors during the year and the data about the attendance of their members:

Number of meetings in situ of at least 80% of directors	8
% of attendance over total votes during the year	100.00
Number of meetings in situ or representations made with specific instructions of all directors	8
% of votes issued at in situ meetings or with representations made with specific instructions out of all votes cast during the year	100.00

In addition to the 8 above-mentioned meetings, the Board adopted written and non-session agreements dated 18 November 2019, complying with all legal and regulatory requirements.

C.1.27 State if the individual and consolidated financial statements submitted to the Board for preparation were previously certified:

Yes  
 No

Identify, if applicable, the person/s who certified the individual and consolidated financial statements of the company for preparation by the Board:

Name	Position
ANDRÉS ARIZKORRETA GARCÍA	CEO
AITOR GALARZA RODRÍGUEZ	Financial and Strategy Manager

- C.1.28 Explain any measures established by the Board of Directors to prevent the individual and consolidated financial statements prepared by the Board from being submitted to the General Shareholders' Meeting with a qualified audit opinion.

The Board of Directors delegates on the Audit Committee the monitoring of financial balances and auditing services in order to avoid any qualifications. Financial statements for the year ended 31 December 2018 as well as previous years were approved without qualifications.

- C.1.29 Is the secretary of the Board also a director?

[  ] Yes  
[  ] No

If the secretary is not a director, please complete the following table:

- C.1.30 State, if any, the concrete measures established by the entity to ensure the independence of its external auditors, financial analysts, investment banks, and rating agencies, including how legal provisions have been implemented in practice.

Mechanisms to preserve the independence of financial analysts:

In addition, according to the Company's Bylaws, the Audit and Compliance Committee is responsible for managing the relationships with the external auditors in order to gather information on matters that may call the auditor's independence into question, to be analysed by the Committee, as well as any other matters related to the auditing process, and any other disclosures set forth in accounting and auditing legislation and auditing standards. In any case, they must receive, on an annual basis from the external auditor, a statement affirming its independence in relation to the Company or companies directly or indirectly connected to such, as well as the information of any type of additional services rendered and corresponding fees received from these entities by the auditor, or by persons or entities associated to the latter, pursuant to the governing regulations concerning the undertaking of account auditing. Similarly, according to by-laws, every year the Audit Committee is required to issue, prior to the issuance of the audit report, an annual report containing an opinion on the auditor's independence (Article 37 a of the by-laws).

Pursuant to the foregoing, the Company's Board of Directors Audit Committee has its own Regulations ruling its nature, composition, functions, operating standards and powers. Pursuant to such Regulations, the Audit Committee is responsible for the following functions linked to the external auditor and to preserve its independency (i) Submit to the Board of Directors, the proposals for the selection, appointment, reappointment and removal of an external auditor of the Company, being responsible for the selection process, pursuant to article 16, sections 2, 3, 5 and 17.5 of the Regulations (EU) 537/2014 of 16 April, as well as its employment conditions and regularly collect information about the audit plan and its execution, whereby preserving its independence during the undertaking of its role. The Committee must carry out the final evaluation of the auditor's performance and its contribution to the quality of the audit and the integrity of the financial information. (ii) Establish the appropriate relations with the external auditor in order to gather information on issues that may prejudice the independence of the auditor, to be assessed by the Committee, and on any other matters concerning the undertaking of the auditing of the accounts and, where appropriate, the approval of services other than those prohibited, under the terms established under article 5, sections 4 and article 6.2.b) of Regulation (EU) 537/2014 of 16 April and under paragraph 3, Chapter IV of Title I of Law 22/2015 of 20 July on statutory audit, regarding the principles of independence, as well as establishing, with the external auditor, any other notifications pursuant to the legislation and audit requirements. In any case, they must receive, on an annual basis from the external auditor, a statement affirming its independence in relation to the Company or companies directly or indirectly connected to such, as well as detailed information and a breakdown for any type of additional services rendered and corresponding fees received from these entities by the auditor, or by persons or entities associated to the latter, pursuant to the governing regulations concerning the undertaking of account auditing. (iii) Issue, prior to the issuance of the audit report, an annual report stating its opinion on the auditors' or audit companies' independence is issued. Such report must contain, in any case, an assessment on the provision of each and every additional service referred to in the foregoing section, reviewed individually and as a whole, apart from the various legal auditing and in relation to the regime of independence and governing regulations on audit activities. (iv) With respect to the external auditor: i. In the event of the resignation of the external auditor, investigate the issues giving rise to that resignation. ii. Ensure that the external auditor's compensation for his work does not compromise its quality or independence. iii. Ensure that the Company notifies any change of auditor to the National Securities Market Commission (CNMV) as a significant event, accompanied by a statement of any discrepancies arising between the outgoing auditor and the reasons behind it. iv. Ensure that the external auditor holds an annual meeting with the Board in plenary session to report on the work carried out, the progress in the accounting situation, and the risks the Company faces. v. Ensure that the Company and the external auditor adhere to current regulations on the provision of non-audit services, the limits on the concentration of the auditor's business and, in general, other requirements designed to safeguard auditors' independence (Article 3 of the Audit Committee Bylaws and Regulations). As for relations with the auditors, the same Regulation of the Audit Committee in article 13 determines that (i) any communications between the Committee and the auditors will be fluent, ongoing and in accordance with the obligations under the governing regulations regarding the activity of the audit of accounts, without compromising the independence of the auditor or the effectiveness of the audit process and procedures, (ii) any communication with the auditor must be planned for in a schedule of annual meetings, where most of these are not to be attended by the entity's senior management; and (iii) the Audit Committee will regularly receive information on the audit process from the auditors and specifically on any discrepancies that may arise between the auditors and the entity's senior management. When the audit has been finalised the Committee will review, along with the external auditor, any significant findings brought to light from these tasks, as well as the content of its mandatory reports.

With regard to the fiscal year 2019:

- The auditor reported the Audit Committee on various matters concerning the auditing process during the year..
- On 27 February 2019, the external auditor submitted before the Audit Committee a written statement confirming its independence with regard to the audit of the consolidated financial statements of the CAF Group for the year ended 31 December 2018.
- On the same date, the Committee issued its own report on the independence of the auditor for the Board of Directors, in which it concluded that no aspect had been identified, at the time, that could jeopardise regulatory compliance of the audit process regarding matters of the independence of the auditor.
- At its December meeting, the Committee approved the budget for non-audit services for the fiscal year 2020.

Mechanisms to preserve the independence of financial analysts:

CAF's Board of Directors Regulations state that the Board of Directors is responsible, among others, for the following duties regarding the relationships with the Markets (Article33): (i) The Board shall guarantee the fulfilment of the obligation to deliver information to Markets pursuant to the legislation in force at each given time. ii) The Board shall also guarantee that periodic financial information, other than Financial Statements and, in general, any other information disclosed to the Markets, is prepared pursuant to the same professional principles, criteria and practices applied to the Financial Statements and that such information is as reliable as the latter.

The guiding principles governing relationships between the Company and financial analysts, investment banks and rating agencies are included under the Communication and Agreements Policy with Shareholders, Institutional Investors and Proxy Advisors and foster transparency, non-discrimination, veracity and symmetry during the exchange of information, so as to adhere strictly to the regulations on market abuse. The Company's Code of Good Conduct explicitly states its commitment to make available any information relating to the company in a complete and accurate manner, in a way that can allow analysts and other stakeholders to form an objective opinion on CAF. The Economic-Financial and Strategy Department, by means of the Investor Relations Area, manages the requests for further information.

C.1.31 State whether the company changed its external auditor during the year. If so, please identify the incoming and outgoing auditor:

- Yes  
 No

In 2019 CAF's Board of Directors resolved to submit to the Company's Annual General Meeting, at the appropriate time, the appointment of EY as the auditor of CAF and its consolidated group for 2021, 2022 and 2023, in accordance with the recommendation issued by the Company's Audit Committee as a result of the auditor selection process performed.

If there were any disagreements with the z No

- 

C.1.32 State whether the audit firm provides any non-audit services to the company and/or its Group and, if so, the fees paid and the corresponding percentage of total fees invoiced to the company and/or Group:

- Yes  
 No

	Company	Group Companies	Total
Amount invoiced for non-audit services (thousand euros)	0	165	165
Amount invoiced for non-audit services/Amount for audit work (in %)	0.00	25.04	25.04

C.1.33 State whether the auditors' report on the financial statements for the preceding year contains a qualified opinion or reservations. If so, please explain the reasons given by the chairman of the audit committee to explain the content and extent of the aforementioned qualified opinion or reservations.

- Yes  
 No

C.1.34 State the number of consecutive years the current audit firm has been auditing the financial statements of the company and/or group. Furthermore, state the number of years audited by the current audit firm as a percentage of the total number of years that the financial statements have been audited:

	Individual	Consolidated
Number of consecutive years	30	19

	Individual	Consolidated
Number of years audited by the current audit firm/number of fiscal years the company has been audited (by %)	71.43	100.00

C.1.35 State whether there is a procedure whereby directors have the information necessary to prepare the meetings of the governing bodies with sufficient time and provide details if applicable:

- Yes  
 No

#### Explanation of procedure

The Board approves, at its December meetings, the Board calendar for next year, so that the Directors know the dates of meetings early enough to prepare some of the subjects to be dealt with on them as a guiding plan is established on the subjects to be addressed in every Board Meeting. A schedule is approved containing eight sessions per year, spread out with sufficient time in between them to study and prepare the necessary information. On the other hand, ordinary Board meetings shall be convened at least 5 days in advance, although in practice this is done earlier. The call also includes the meeting's agenda, and the documents that must be previously and early enough reviewed by the Directors. In any case the Directors have the right to request all the information they may reasonably need regarding the Company and its group in furtherance of their duties. Such right to information should be channelled via the Chairman of the Board who, with the assistance of the Secretary to this end, shall facilitate the information, identify the Company's appropriate interlocutors or decide on the suitable measures for the requested inspection or examination.

C.1.36 State whether the company has established rules whereby directors must provide information regarding and, if applicable, resign, in circumstances that may damage the company's standing and reputation. If so, provide details:

- Yes  
 No

#### Explain the rules

As established in Article 18 of the Board Regulations, Directors must place their position at the Board's disposal in certain cases, and particularly when they are prosecuted for an alleged criminal offense or subject to breach determined by supervising authorities.

In turn, Directors shall inform the Board of any criminal charges brought against them and the progress of any subsequent trial. Should a Director be indicted or tried for any of the crimes stated in Article 213 of the Companies Law, the Board shall examine the matter as soon as possible and decide whether or not he or she should be called on to resign. The Board shall also disclose all such determinations in the Annual Corporate Governance Report. In any case, Directors shall always report and, if applicable, resign if they are involved in a situation that may harm the Company's name and reputation.

C.1.37 State whether any member of the Board of Directors has notified the company that he or she has been tried or notified that legal proceedings have been filed against him or her, for any offences described in Article 213 of the LSC:

- Yes  
 No

C.1.38 Detail any material agreements entered into by the company that come into force, are modified or are terminated in the event of a change in control of the company following a public takeover bid, and their effects.

There are no such agreements.

C.1.39 Identify individually for director, and generally in other cases, and provide detail of any agreements made between the company and its directors, executives or employees containing indemnity or golden parachute clauses in the event of resignation or dismissal or termination of employment without cause following a takeover bid or any other type of transaction.

Number of beneficiaries	1
Type of beneficiary	Description of agreement
Executive Director	Termination benefit due to termination ordered by the Company for reasons not related with the Director

State if these contracts have been communicated to and/or approved by management bodies of the company or of the Group. If they have, specify the procedures, events and nature of the bodies responsible for their approval or for communicating this:

	Board of Directors	General Shareholders' Meeting
Body authorising the severance clauses	√	
	Yes	No
Are these clauses notified to the General Shareholders' Meeting?	√	

The content of these clauses are shown in the Annual Report on Director Remuneration, which is subject to consultative voting at the General Shareholders' Meeting.

**C.2. Committees of the Board of Directors**

C.2.1 Provide details of all committees of the Board of Directors, their membership, and the proportion of executive, proprietary, independent and other external directors that comprise them:

AUDIT COMMITTEE		
Name	Position	Category
CARMEN ALLO PÉREZ	CHAIRWOMAN	Independent
JAVIER MARTÍNEZ OJINAGA	MEMBER	Independent
JUAN JOSÉ ARRIETA SUDUPE	MEMBER	Independent

% of executive directors	0.00
% of proprietary directors	0.00
% of independent directors	100.00
% of external directors	0.00

Explain the duties exercised by this committee, describe the rules and procedures it follows for its organisation and function. For each one of these functions, briefly describe its most important actions during the year and how it has exercise in practice each of the functions attributed thereto by law, in the Articles of Association or other corporate resolutions.

**Organisation:**

The Audit Committee shall be made up of three (3) non-executive directors, appointed by the Company's Board of Directors. At least the majority of them shall be independent Directors and one of them shall be appointed considering their knowledge and experience on accounting, auditing or both. The Board of Directors shall also appoint the Chairman among members acting as independent directors of the Committee. The Chairman shall be replaced every four years and may be re-elected after stepping down for one year. The Board of Directors shall appoint its Secretary, who shall not necessarily hold the office of Director. (Article 2 of the Audit Committee Bylaws and Regulations).

**Functions:**

Its main functions are: a) Advising the General Shareholders' Meeting on any matter within the Committee's competence, namely on the audit's result, and explaining its contribution to the financial information's integrity and the function performed by the Committee within that process. b) Supervising the efficiency of the Company's internal control, the internal audit and the risk management systems, discussing with the auditor any significant shortcomings detected in the internal control system during performance of the audit without committing its autonomy. To this end, it may submit recommendations or proposals to the Board of Directors and the corresponding period for its monitoring. c) Supervising the process for preparation and filing of mandatory related financial and non-financial information and submitting proposals to the Board of Directors, in order to preserve its integrity. d) With regard to internal control and reporting systems: i. Monitor the preparation and the integrity of the financial information prepared on the Company and, where appropriate, the group, verifying the fulfilment of legal requirements, the accurate demarcation of the consolidation scope, and the correct application of accounting principles. ii. Review that the financial information published on the Company's web site is constantly updated and reflects the one prepared by the Board of Directors, which has been published, when appropriate, in the CNMV's web site. If after the review the Committee is not satisfied with any aspect, it will then submit its opinion before the Board of Directors. iii. Monitor the independence of the division performing the internal audit function; proposing the selection, appointment, reappointment and removal of the head of internal audit; propose the budget for this service; approving work plans and orientation, ensuring that its activity is mainly focused on the company's material risks; receive periodic information on its activities; and check that senior management is considering its recommendations and conclusions. As a part of the supervisory review, the Committee must assess the function of the internal audit and the performance of the senior person in charge. iv. Establish and supervise a mechanism whereby staff can report, confidentially and, if necessary, anonymously, any irregularities they detect in the course of their duties, in particular financial or accounting irregularities, with potentially serious implications for the firm. After the information has been made available through this mechanism and reviewed, and should it be deemed necessary, the Committee must propose any appropriate actions to improve its performance and reduce the risk of any irregularities in the future.

Identify the directors who are member of the audit committee and have been appointed taking into account their knowledge and experience in accounting or audit matters, or both, and state the date that the Chairperson of this committee was appointed.

Name of directors with experience	CARMEN ALLO PÉREZ / JAVIER MARTÍNEZ OJINAGA / JUAN JOSÉ ARRIETA SUDUPE
Date of appointment of the chairperson	08/10/2019

NOMINATION AND REMUNERATION COMMITTEE		
Name	Position	Category
JUAN JOSÉ ARRIETA SUDUPE	CHAIRMAN	Independent
LUIS MIGUEL ARCONADA ECHARRI	MEMBER	Other external
ANE AGIRRE ROMARATE	MEMBER	Independent

% of executive directors	0.00
% of proprietary directors	0.00
% of independent directors	66.67
% of other external directors	33.33

Explain the duties exercised by this committee, describe the rules and procedures it follows for its organisation and function. For each one of these functions, briefly describe its most important actions during the year and how it has exercise in practice each of the functions attributed thereto by law, in the Articles of Association or other corporate resolutions.

**Organisation:**

In accordance with Article 37 ter of the Bylaws, Article 12 of the Board Regulations and Article 4 of the Committee regulations, the Committee shall be composed of three non-executive Directors, two of which shall be independent. The Chairman of the Committee shall be elected by the Board of Directors among Committee members who are Independent Directors. The Board shall appoint its Secretary, who shall not necessarily hold the office of Director. Committee members will be appointed for a term of four years, and may be re-elected. They will cease to hold office as directors in accordance with a Board resolution, when they resign or for failing to comply with the Regulation requirements or the legal provisions. Also, Committee members who are re-elected as directors in accordance with a resolution of the Annual General Meeting will continue to discharge their functions on the Committee, without the need for new appointment, unless the Board of Directors resolves otherwise (Articles 5 and 6 of the Appointments and Remuneration Committee Regulations).

**Functions:**

Articles 37 ter of the Bylaws and 3 of the Appointments and Remuneration Committee has the following basic responsibilities: i) Evaluate the balance of skills, knowledge and experience on the Board. For this purpose, it shall define the functions and skills required for candidates to cover each vacancy and shall evaluate the time and dedication required to attain goals effectively. ii) Set a representation goal for the gender with less representation at the Board of Directors and preparing recommendations on how to achieve that goal. iii) Bring to the Board of Directors the proposals for the appointment of independent directors by co-option or, if applicable, for the General Shareholders' Meeting consideration, together with the proposals made by the General Meeting for such Directors' re-election or removal. iv) Report the proposal for appointment of the remaining directors by co-option or to be submitted to the decision of the General Shareholders' Meeting, as well as the proposals for their re-election or removal by the General Shareholders' Meeting. (v) Report the proposal for appointment of the Chairman of the Board of Directors and the Secretary, as well as of the Deputy Chairmen. vi) Report the proposal for appointment and removal of high executives and the basic conditions of their contracts. vii) Examine and organise the plan for the succession of the Board of Directors' chairman and the Company's Managing Director and, as applicable, make proposals to the Board of Directors for make such succession to occur in an orderly and planned manner. (viii) Issue a report before the Board of Directors warns a director regarding non-fulfilment of his obligations as a director. (ix) prepare, in advance, a report on proposals for the resignation of independent directors made by the Board of Directors prior to the end of the statutory period, in order to enable the Board of Directors to assess whether there is just cause. x) Propose to the Board of Directors the remuneration policy for directors and general managers or those who carry out their senior management functions under direct control of the Board, Executive Committees or Managing Directors, as well as the individual remuneration and other contractual conditions of Executive, ensuring compliance. xi) Review periodically the remuneration policy applied to directors and high executives, including share-based compensation systems and their application, as well as ensuring that their individual compensation is proportionate to that paid to the Company's other directors and high executives. xii) Ensure that potential conflicts of interests do not jeopardise the independence of the external advice provided to the committee. (xiii) Verify the information on the compensation provided to directors and high executives, as contained in the different corporate documents, including the annual report on directors' compensation.(xiv) Furthermore, the Commission is entrusted with the following responsibilities regarding the supervision of the compliance of corporate governance rules, the internal codes of conduct and the corporate social responsibility policy: 1. Supervising compliance with internal codes of conduct and the corporate governance rules of the Company; 2. Evaluating, on a regular basis, the adequacy of the Company's corporate governance rules and procedures, so it can accomplish its mission of promoting social interest, considering, accordingly, the legitimate

interests of the remaining stakeholders; 3. Reviewing the corporate social responsibility policy of the Company, ensuring it is directed towards the creation of value; 4. Monitoring strategies and actions of corporate social responsibility, and evaluating the degree of compliance; 5. Supervising and evaluating the relations with the different stakeholders.

C.2.2 Complete the following table with information regarding the number of female directors who were members of Board committees at the close of the past four years:

	Number of female directors							
	2019		2018		2017		2016	
	Number	%	Number	%	Number	%	Number	%
AUDIT COMMITTEE	1	33.33	1	33.33	0	0.00	0	0.00
NOMINATION AND REMUNERATION COMMITTEE	1	33.33	1	33.33	1	33.33	1	33.33

C.2.3 State, where applicable, the existence of any regulations governing Board committees, where these regulations may be found, and any amendments made to them during the year. Also state whether any annual reports on the activities of each committee have been voluntarily prepared.

AUDIT COMMITTEE: An up-to-date version of the Regulations is available on CAF's website ([www.caf.net](http://www.caf.net)), in the subsection on Corporate Governance, in the Shareholders and Investors section. The Audit Committee Regulations were not amended in 2019. An annual report was prepared on this Committee's activities in 2019, which will be published in accordance with the terms of Recommendation 6 of the CNMV Code of Good Governance for Listed Companies.

APPOINTMENTS AND REMUNERATION COMMITTEE: The up to date version of the resolution is available in the CAF web site ([www.caf.net](http://www.caf.net)), under section Information for Shareholders and Investors.

The Nomination and Remuneration Committee Regulations were amended on 7 May 2019 for the purpose of including: (i) the recommendations on the content of these Regulations made by the independent expert who assessed this Committee's performance in 2017; (ii) the powers attributed to this Committee by the Board of Directors within the framework of Recommendation 53 of the CBGSC; (iii) the most noteworthy guidelines envisaged in Technical Guide 1/2019 of the Spanish National Securities Market Commission (CNMV) regarding Nomination and Remuneration Committees, published on 27 February 2019; (iv) the necessary adjustments to harmonise the wording of the Regulations of the Board and its Committees; and (v) other technical improvements.

Also in relation to this Committee, an annual report has been prepared on its activities in 2019, which will be published in accordance with Recommendation 6 of the CNMV's CBGSC.

**D. RELATED-PARTY AND INTRAGROUP TRANSACTIONS**

**D.1. Describe, if applicable, the procedure for approval of related-party and intragroup transactions.**

The Board of Directors has been attributed, but without the capacity to delegate, the duty to approve, prior report from the Audit Committee, the transactions made by the Company or group companies with the Directors under the rules of the Capital Companies Law, or with shareholders holding a significant equity interest, either individually or jointly, including shareholders represented on the Board of Directors of the Company or other companies forming part of the same group or with their related persons. This approval shall not be applicable for any transaction meeting all of the three following conditions: 1.º they are governed by standard form agreements applied on an across-the board basis to a large number of clients, 2.º they are performed at general prices or rates by the person acting as supplier of the asset or provider of the service involved; and 3º. they contain amounts not exceeding one percent of the Company's annual revenue. (Art. 5 of the Board Regulations).

**D.2. Describe any transactions which are significant, either because of the amount involved or subject matter, entered into between the company or entities within its group and the company's significant shareholders:**

Name of significant shareholder	Name of company within the group	Nature of the relationship	Type of transaction	Amount (thousand euros)
No data				N.A.

**D.3. Describe any transactions that are significant, either because of their amount or subject matter, entered into between the company or entities within its group and directors or managers of the company:**

Name of director or manager	Name of the related party	Relationship	Type of transaction	Amount (thousand euros)
No data				N.A.

- D.4.** Report any material transactions carried out by the company with other entities belonging to the same group, provided that these are not eliminated in the preparation of the consolidated financial statements and do not form part of the company's ordinary business activities in terms of their purpose and conditions.

In any event, note any intragroup transaction conducted with entities established in countries or territories which are considered tax havens:

Name of entity within the group	Brief description of the transaction	Amount (thousand euros)
Metro CAF Mauritius, Ltd.	Assignment of the scope of the train supply agreement	8,567

The company Metro CAF Mauritius, Ltd. has been incorporated in Mauritius, exclusively for the performance of an agreement for the supply of trams in the country. The work assigned to the subsidiary for the most part corresponds to the installation of track systems and warranty services.

- D.5.** State the amount of any transactions conducted with other related parties that have not been reported in the previous sections:

Name of entity within the group	Brief description of the transaction	Amount (thousand euros)
No data		N.A.

Note 10 of the consolidated Notes to the Financial Statements for fiscal year 2019 includes the details on balances and transactions with associated companies that have not been removed during the consolidation process.

- D.6.** Describe the mechanisms in place to detect, determine and resolve potential conflicts of interest between the company and/or its group and its directors, senior management or significant shareholders.

Section 229 of the Capital Companies Law and Articles 24 and 25 of the Board of Directors' Regulations require directors to communicate to the Board of Directors any conflict, either direct or indirect, that may arise as regards the interest of the company. In addition, in case of conflict of interests, the affected director should refrain from intervening in the discussion and voting of the decisions and resolutions causing such conflict. Any conflict of interest should be mentioned in the Notes to the Financial Statements. In turn, the Board of Directors' Regulations closely regulate the non-compete obligations and the duty to avoid the conflicts of interest, and state a series of prohibited behaviour for Directors, as well as the consequences for breaching. In its Article 18, the Board of Directors' Regulations expressly states that Directors should also tender their resignation to the Board and formalise the corresponding resignation, should the latter consider it appropriate, if they are disqualified on the grounds of conflict of interest or fail to comply with the duties to provide information, abstention or the non-competition agreement. Finally, the Control and Monitoring body, regulated by the Internal Code of Conduct within the securities markets area, helps the Board of Directors control possible conflicts of interest with the Company.

- D.7.** Is there more than one company in the group listed in Spain?

Yes  
 No

## **E. RISK MANAGEMENT AND CONTROL SYSTEMS**

### **E.1. Explain the scope of the company's Risk Management and Control System, including tax compliance risk:**

CAF Group's Comprehensive Risk Management System works in a continuous manner, consolidating its management at a corporate level for all businesses and geographic areas in which it operates.

The undertaking of the Board of Directors' of CAF in establishing the mechanisms and basic principles for adequate control and risk management is reflected in the General Risk Control and Management Policy, whose essential principles rest upon the previously mentioned Comprehensive Risk Control and Management System. This policy covers part of the Group's internal regulations and can be found in the corporate policies section at [www.caf.net](http://www.caf.net).

The General Risk Control and Management Policy covers all the companies comprising the CAF Group in all jurisdictions where CAF operates, being applicable to all Group employees. In those non-CAF Group companies, the Company seeks to ensure that the principles, guidelines and risk limits are consistent with those established through this General Risk Control and Management Policy.

The purpose of the aforementioned Policy is to establish the basic principles and guidelines for the control and management of risks of any nature affecting the Company and the CAF Group, through the identification of the main risks and by employing appropriate internal control and information systems, while conducting periodic monitoring on the performance of these mechanisms.

In practice, the Comprehensive Risk Control and Management System is based on a range of strategic and operational actions in order to manage risks and meet the objectives set by the Board of Directors. The diversity and complexity of the activities carried out by the Group involve a variety of risks, with the Company defining the basic guidelines in order to standardize the operating criteria in each of the divisions to ensure an adequate internal control level.

The Comprehensive Risk Control and Management System of the CAF Group is an interlinked system of rules, processes, procedures, controls and information systems where the global exposure is determined after assuming all the risks that the Company is exposed to and it takes into consideration their impacts on mitigation. This system allows the consolidation of the risk exposures of the business divisions and areas of the Group and their valuation, as well as the preparation of the corresponding management information for decision making on risk and expected profitability, which is subject to a continuous improvement process allowing it to be strengthened over time.

In order to respond to the need for global and homogeneous risk management, CAF Group assumes a corporate risk control and assessment model under the following basic assumptions:

- Defining maximum risk limits that can be assumed for each business according to its characteristics and expected profitability.
- Establishing procedures for the identification, analysis, evaluation, treatment, monitoring, control and information of the various risks.
- Coordination and communication so that the procedures of the different businesses/projects are consistent with this General Risk Control and Management Policy and the Comprehensive Risk Control and Management System implemented in the Group.

Likewise, the Corporate Fiscal Policy expressly covers the basic principles regarding tax matters for the Group, including, wherever possible, the prevention and reduction of the fiscal risks during the development of its activities, while maintaining a prudent risk profile at all times. Fiscal risk management is conducted within the scope of the Comprehensive Risk Control and Management System and is overseen by the Corporate Fiscal Area, where the main corporate tax risks of all businesses and regions are controlled and monitored.

In 2019, the General Risk Management and Control Policy was updated in order to enhance the identification of the main risk categories and the evolution of the integral corporate management and control system in this area. In addition, progress continued on the update of the Group's risk catalogue, and the methodology and management dynamics associated with each type of risk was improved.

Finally, it should be noted that through the General Risk Control and Management Policy, the Organization is committed to developing all its capabilities so that risks of all kinds are properly identified, measured, managed, prioritized and controlled. In this regard, it is the Audit Committee the one responsible for permanently ensuring compliance with the General Risk Control and Management Policy and for the Comprehensive System implemented to operate properly.

**E.2. Identify the bodies within the company responsible for creating and executing the Risk Management and Control System, including tax compliance risk:**

As established in Article 5 of Board of Directors' Regulations on the General Supervision Area, the development of the General Risk Control and Management Policy, including those on tax risks and the supervision of internal information and control systems, is one of the matters made exclusively available to all Board members.

In this regard, the Board of Directors is the maximum responsible for the General Risk Control and Management Policy, approving the appropriate procedures for identification, measurement, management and control. Likewise, it is responsible for marking clear lines of authority and responsibility, demanding adequate methodologies to measure the different types of risk and effective internal controls over its management. Additionally, it is the body responsible for establishing and monitoring the Comprehensive Risk Control and Management System implemented in the Group, and the body that will verify that the risks relevant to the Group are consistent and within the defined risk tolerance level.

The Board of Directors is responsible for promoting an internal risk culture that engages the entire organization.

For their part, it is the Audit Committee's responsibility to independently monitor or evaluate the effectiveness of the Risk Management System implemented, which includes, both the financial and non-financial risks, and the procedures designed for its monitoring. This will be supported by the Internal Risk Management Division and the Internal Audit Function.

The Executive Committee is the company's highest executive body and as such it is responsible for ensuring the effective implementation of the General Risk Control and Management Policy and knowing the main elements of its evolution and control.

The Risk Management Function under the direct supervision of the Audit Committee is responsible for the following tasks:

- a) Ensure the good performance of the comprehensive risk management and control system and, particularly, that all material risks affecting the Company are properly identified, managed and quantified,
- b) Participate actively in the risk strategy preparation and in the important decisions regarding its management and
- c) Ensure that the comprehensive risk control and management system mitigates risks adequately in accordance with the policy framework set forth by the Board.

In addition, the task of CAF's Internal Audit include, among others, the assurance and control of risks faced by the Company and, for that purpose, it participates in the examination and evaluation of control systems and procedures and risk mitigation.

Moreover, CAF has a Corporate Fiscal Area, whose role includes: (i) apply the Fiscal Policy established and approved by the Board of Directors and (ii) ensure compliance with the principles of action regarding tax matters under the Fiscal Policy approved by the Board of Directors, which expressly includes the prevention of fiscal risks and their reduction, to the furthest extent possible.

**E.3. State the primary risks, including tax compliance risks, and those deriving from corruption (with the scope of these risks as set out in Royal Decree Law 18/2017), to the extent that these are significant, which may affect the achievement of business objectives:**

The most important risks facing the Group may be classified into the following categories:

- Strategic risks: these being risks stemming from the uncertainty of the macroeconomic and geopolitical environment, along with the inherent characteristics of the sector and markets where the Group operates, and the decisions adopted on strategic and technological plans.
- Financial risks: arising from market fluctuations (financial and commodities markets), contractual relations with third parties (customers, debtors) and counterparties related to investments in financial assets and financial liabilities (banks, investors). The subcategories of risks that are included are as follows:
  - Market risk, considering the following typologies:
    - Interest rate risk: risk to changes in interest rates that may cause variations in both the results and the value of the Group's assets and liabilities.
    - Currency risk: risk arising from changes in the exchange rates of currencies with an effect on future transactions and the valuation of assets and liabilities denominated in currency.
    - Risk of raw material prices: risk derived from changes in prices and market variables in relation to raw materials needed in the business supply chain.
    - Credit risk: it is the risk of insolvency or bankruptcy or possible non-payment of quantifiable monetary obligations by the counterparts to which the Group has effectively granted net credit and are pending liquidation or collection.
  - Liquidity and financing risk: in relation to liabilities, it is the risk linked to the impossibility of carrying out transactions or to non-compliance with obligations arising from operating or financial activities due to lack of funds or access to financial markets, whether derived from a decrease in the company's credit quality (rating) or other causes. In relation to the asset, it is the risk of not being able at any given moment to obtain asset acquirers, for the sale at market price, or the lack of market price. For more information on the financial risks, see the section on "Financial Risk Management" of the Notes to the Financial Statements.

- **Legal Risks:** come from the elaboration and execution of contracts and obligations of different nature (commercial, administrative, intellectual and industrial property, etc.) and possible contingencies arising from them. Also included risks related to judicial proceedings, administrative procedures and complaints.
- **Operational risks:** inherent to all Group activities, products, systems and processes that lead to financial losses due to human/technological error, inadequate/defective internal processes or the intervention of external agents.
- **Corporate Governance Risks:** arising from the potential noncompliance of the Group's Corporate Governance System, which regulates the design, integration and functioning of the Governing Bodies and their relationship with the Company's stakeholders and which is, in turn, based on commitment to ethical principles, good practices and transparency, built around protection of the Company's interests and the creation of sustainable value.
- **Compliance and Regulatory Risks (including those on tax and contractual requirements):** arising from the violation of national and international rules and laws that apply independently of the activity itself, which fall within the following large blocks: (i) Commercial and Competition (market abuse, corporate obligations and securities market, competition and unfair competition regulations), (ii) Criminal (prevention of crimes, including those arising from corruption), (iii) Labour, (iv) Tax and (v) Administrative (including, among others, the rules of protection of personal data, environmental laws, etc.).

As for the Statement of Non-Financial Information for the fiscal year ended in 2019, which was included in the Directors Report, the various types of aforementioned risks were assessed in detail. In particular, there was an emphasis on the risks relating to human rights, society, the environment, people and the fight against corruption and bribery.

**E.4. State whether the entity has a risk tolerance level, including tolerance for tax compliance risk:**

The risk tolerance level established at the corporate level is understood at CAF as the willingness to assume a certain risk level, insofar as it allows value creation and business development, achieving an adequate balance between growth, performance and risk.

The CAF Group presents an overall prudent risk profile with a low tolerance level, in which the objective of guaranteeing the continuity over time of its activity and the sustainable growth, and therefore of its value contribution to its shareholders and to the company in general, prevails.

In order to achieve this risk profile, the Group is based on:

- A prudent policy in tender submission, applying predetermined Risk-Profitability thresholds in the decision-making process.
- An adequate risk management infrastructure in terms of governance and material and human resources availability.
- Search for positioning in high growth segments, in geographies that are classified as strategic and in products for which previous capacities and experiences that allow generating value to the company are verified, maintaining in any case the desired profitability and cash generation levels.

Risk assessment is basically performed in a qualitative way in order to establish both its importance (in terms of impact) and its occurrence probability, although a risk objective (quantitative) indicator is established to the extent possible:

- Very low and low level risks may be accepted and no Control or Action Plan may be necessary to manage them.
- Medium-level risks should be carefully analysed in order to determine whether or not they are acceptable and, if appropriate, to establish a Control or an Action Plan that mitigates the risk to a low level and, therefore, acceptable.
- High and very high level risks will require adequate administration and management as well as preparing a formal Action Plan, which will be monitored according to its criticality by the Risk Management Function or directly by the Executive Committee and the Audit Committee.

Additionally, the risk assessment considers the different types of risks that could affect the Group. In general, although fundamentally applicable to Operational Business Risks, tolerance thresholds are defined which in case of being achieved, would make it necessary to establish new or existing Controls or Actions Plans. As for Operational Business Risks, tolerance is defined on the basis of the main figures of the businesses/projects.

Regarding Financial and Strategic Risks, there is a tolerance level in terms of its economic impact at the corporate level. In the case of the other identified risks, fundamentally as regards those aspects related to reputation, environment, cyber security and regulation (including corruption), there is a zero tolerance level. With regard to fiscal risks, the Fiscal Policy expressly covers the basic principles regarding tax matters for the Group, including, wherever possible, the prevention and reduction of the fiscal risks during the development of its activities.

**E.5. State which risks, including tax compliance risks, have materialised during the year:**

During 2019 no material or extraordinary risks materialized, beyond those included in the Directors' Report and the Notes to the Financial Statements. The main risks that may affect the achievement of business goals are managed actively by the organisation, while minimising any adverse risks faced by the Group. In general terms, the Group's business and regional diversification assists in reducing any impacts on the Company's equity due to risk exposure.

The foreign currency risk to which the Company is exposed due to its operations in the international sphere is managed in accordance with the Market Risk Policy approved by the Board of Directors in 2019, which envisages various strategies aimed at reducing this risk such as the establishment of financial or natural hedges, ongoing monitoring of fluctuations in exchange rates and other complementary measures.

Finally, to mention that mechanisms to anticipate and adequately manage the potential consequences of Brexit have been applied, both in contracts in the portfolio and in future tenders.

**E.6. Explain the response and monitoring plans for all major risks, including tax compliance risks, of the company, as well as the procedures followed by the company in order to ensure that the board of directors responds to any new challenges that arise:**

CAF's Comprehensive Risk Management System is based on preparing Controls and Action Plans through the appropriate corrective measures, using the META strategy.

In the case of non-manageable risks that raise the risk profile above the tolerance level, contingency plans considered appropriate to remedy the situation of the project in execution or in a previous stage are evaluated in order to decide not to submit the corresponding tender.

Based on the criteria established by the CAF Group and the META analysis methodology, 4 possible strategies for risk management have been defined:

- Mitigate: The risk is accepted but Action Plans are implemented to reduce it.
- Avoid: It is considered that the conditions are not acceptable by the CAF group, so the risk must be eliminated (Zero Tolerance).
- Transfer: It is considered that there are measures that allow transferring the risk to a third party.
- Assume: It is considered that there are no measures to help reduce the risk, so the risk is accepted in its entirety.

The Comprehensive Risk Management System adopted by CAF is aligned with international standards, ISO 31000 and COSO ERM (Committee of Sponsoring Organizations of the Treadway Commission – Enterprise Risk Management), regarding the use of an effective methodology for integrated risk analysis and management and the Three Lines of Defence Model, on assigning responsibilities in the risk management and control area.

The responsibilities granted by CAF for each Line of Defence are as follows:

The First Line of Defence rests on the business's own operating units which are responsible for day-to-day risk management in CAF, identifying, measuring, monitoring, mitigating and reporting each exposure, in consideration of established policies, procedures and controls. Additionally, they are responsible for effectively maintaining internal control and implementing actions to address control deficiencies.

The Second Line of Defence complements the activities of the first one and is formed by the Risk Management Department, which carries out monitoring and reporting and is responsible for the risk levels assumed by CAF in the projects, independently controlling business lines.

The Third Line of Defence includes an independent and effective Internal Audit Function reporting to CAF's Audit Committee based on its overall reviews of the risk framework, internal control and the Internal Control System of the CAF Group's Financial Information. Additionally, it provides an independent review of the first two Lines of Defence.

Assessing and verifying the effectiveness of the Risk Control and Management Policies is carried out periodically by the second and third line of defence. The alerts, recommendations and conclusions generated are communicated to both the Executive Committee and, where appropriate, the Audit Committee.

For the development of its functions, the Internal Audit and Risk Management departments have qualified and experienced personnel that is independent of the business lines. Both departments report before the Audit Committee, which in turn reports to the Board of Directors, with regard to the degree of compliance and adequacy of the internal control and the overall situation, respectively, of the CAF Group's risks.

**F. INTERNAL RISK MANAGEMENT AND CONTROL SYSTEMS RELATED TO THE PROCESS OF PUBLISHING  
FINANCIAL INFORMATION (ICFR)**

Describe the mechanisms comprising the System of Internal Control over Financial Reporting (ICFR) of your company.

**F.1. Control environment.**

Report on at least the following, describing their principal features:

F.1.1 The bodies and/or departments that are responsible for (i) the existence and maintenance of an adequate and effective ICFR; (ii) their implementation; and (iii) their supervision.

CAF's Board of Directors is the body responsible for having and maintaining a proper and effective Financial Information Internal Control System. According to the duties assigned by the Board of Directors, the Audit Committee is the body responsible for overseeing the regulated financial reporting preparation and presentation process and the efficiency of the company's internal control, internal audit services and risk management systems, as well as discussing with account auditors or audit companies the most relevant internal control system weaknesses detected. These functions are described in the Regulations of the Audit Committee.

The Internal Audit Department is mandated by the Audit Committee to effectively supervise the Financial Information Internal Control System through its single and independent oversight role, in line with the professional quality regulations and standards, which shall contribute to good corporate governance and ensure that the financial information has been prepared in a reliable manner.

The Financial Department is the division in charge of designing, implementing and maintaining an adequate and effective internal control system on financial information.

F.1.2 State whether the following are present, especially if they relate to the creation of financial information:

- Departments and/or mechanisms in charge of: (i) design and review of corporate structure; (ii) clear definition of lines of responsibility and authority with an adequate distribution of tasks and functions; and (iii) assurance that adequate procedures exist for proper communication throughout the entity:

The Chairman and Executive Director and the Human Resources Manager are in charge of designing and reviewing the organisational structure and defining the lines of responsibility and authority for each business unit and subsidiary.

Regarding the Financial Information Internal Control System, the processes defined as critical for financial reporting information include the main tasks and controls to be performed and the people responsible for both their implementation and supervision, clearly defining responsibility and authority lines. The breakdown of functions of the tasks considered incompatible is also documented for these processes.

- Code of conduct, the body approving this, degree of dissemination and instruction, including principles and values, (state if there is specific mention of transaction recording and creation of financial information), a body charged with analysing breaches and proposing corrective actions and sanctions:

CAF Group has a Code of Conduct that was approved by CAF's Board of Directors on 27 July 2011 and which is available on the web site, disclosing the set of general standards and principles on corporate governance and professional conduct that are applicable to all professionals of CAF, S.A. and subsidiaries which belong to CAF Group.

The Code of Conduct defines the ethical structural principles that serve as a basis to establish the behavioural criteria that are mandatory for CAF professionals and the agents they interact with as part of their Company business. These ethical structural principles refer to strict compliance with lawfulness, quality, reputation, protection of human resources, the respect for and commitment to the community and environment and the duty of transparency.

Particularly, with regard to the Financial Information, the Code of Conduct sets forth that "the information conveyed to the shareholders shall be truthful, complete and current and shall adequately reflect the Company's position. Adherence to this maxim shall be especially scrupulous with regard to the financial information. CAF acts with total transparency, adopting specific procedures to ensure the financial documentation is correct and truthful. CAF pays special attention to the fact that the abovementioned information is recorded and conveniently disclosed to the market".

The Compliance Committee is in charge of ensuring compliance with the Code of Conduct to the Board of Directors. Its duties include analysing possible breaches and proposing corrective actions and penalties.

The Code of Conduct is an essential and integral part of the Crime Prevention Manual, a document approved by the Board of Directors during its meeting held on 29 April 2015, identifying (i) a policy and procedure system to prevent the commission of material crimes as much as possible. Such Crime Prevention Manual has been updated and revised by the Board of Directors on 18 December 2018.

With regard to training activities that began in 2016, the actions aimed to raise awareness, disseminate and implement the Manual on Crime Prevention among the CAF Group staff continued during 2019.

At the date of preparation of this document, 94.40% of the personnel at the Parent and the Spanish subsidiaries included in the training plan had completed the training. Significant progress was made in 2019 in the international sphere, in which training programmes were launched at 97% of the consolidated companies. More than 4,762 people received training in this area, which is 93% of the eligible group. 386 people are currently completing the programme. Similarly, there is a system in place for training new employees, and the aforementioned programme is included in the new employee on-boarding plans. Training materials are kept up-to-date. The aforementioned figures did not take into account the inclusion of the Swedish company Euromaint because it was a recent acquisition of the CAF Group, although the training plan in this area started to be implemented in 2019.

Whistleblower channel, that allows notifications to the audit committee of irregularities of a financial and accounting nature, in addition to potential breaches of the code of conduct and unlawful activities undertaken in the organisation, reporting, as the case may be, if this is of a confidential nature:

In order to channel general complaints and those relating to financial and accounting aspects, a single complaint channel is established which is supervised by the Compliance Committee or Unit. This body periodically analyses the complaints received and, if appropriate, adopts the relevant actions related to the specific circumstances of each complaint. In case the Compliance Committee or Unit understands that the complaint deserves more attention, it may send the documentation to the relevant department with the objective of jointly assessing the facts and determining the measures to be taken. Likewise, it reports relevant financial irregularities to the Audit Committee. After the information has been made available through this mechanism and reviewed, and should it be deemed necessary, the Committee must propose any appropriate actions to improve its performance and reduce the risk of any irregularities in the future.

An adequate record is kept for all complaints received which guarantees the confidentiality of both the sender and its content. Additionally, for situations such as discrimination, harassment, mobbing or safety at work, specific channels are established for the communication and treatment of any improper conduct that may occur in those areas.

In 2019, two complaints have been received in the channel, and one more by an alternative means, all related to issues of the field of work that have had their timely internal investigation, treatment and resolution.

Training and periodic refresher programmes for staff involved in the preparation and revision of financial information, as well as assessment of the ICFR (Internal Control System for Financial Information), that covers at least accounting rules, audits, internal control and risk management:

The Group has a corporate training budget and a training plan designed biannually. Training needs are detected and activities for each department are scheduled as part of this plan.

Staff performance assessments are held every year and an individual development and training plan is set out for every employee included in the Training Plan. In addition, refresher courses taught by external specialist are held at least on an annual basis so as to ensure staff remains up-to-date on regulatory changes that can affect the preparation of the financial statements.

With regard to learning programmes for CAF S.A.'s economic and financial subjects, in order to support the different businesses in fiscal year 2018, the main reference indicators of this activity have been as follows:

- Number of participants in the training actions on this matter: 273
- Number of training hours received: 2002 hours

Apart from wide training, the main training activities are focused on the technical updates within the economic and financial area, (legislation, tax scheme, risks, ...).

**F.2. Assessment of financial information risks.**

Report on at least the following:

F.2.1 The main characteristics of the risk identification process, including error and fraud risk, as regards:

- Whether the process exists and is documented:

The identification of risks within the financial information sphere is a continuous and documented process carried out by the Company's Management as part of the risk management system, which begins with the offer preparation and allows identifying and managing the different risks faced by the Group during its normal course of business.

- If the process covers all of the objectives of financial information, (existence and occurrence; completeness; valuation; delivery; breakdown and comparability; and rights and obligations), whether it is updated and with what frequency:

At the beginning of each year, supported by projected financial information, the main control objective and risks of error are analysed, estimating the likelihood and impact this would have on the financial information. This analysis includes the review of the routine financial reporting processes. During the year, the identified risk areas are followed up and updated, taking into account new significant events that have taken place during the period. In addition, the internal control system contemplates the performance of regular control activities focused on identifying new risk areas, such as meetings of CAF's Financial Department and the persons responsible for business areas and meetings to review the financial information reported by the subsidiaries.

- The existence of a process for identifying the scope of consolidation, taking into account, among other factors, the possible existence of complex company structures, shell companies, or special purpose entities:

At least on a quarterly basis, the Financial Department receives the Group's company organisation chart from the Corporate Development Department, which shows the changes in scope that have taken place during the period. All changes to the scope are analysed by the Financial Department.

- If the process takes into account the effects of other types of risk (operational, technological, financial, legal, tax, reputational, environmental, etc.) to the extent that they affect the financial statements:

The process takes into account all risks identifiable insofar as they affect the financial statements.

- The governing body within the company that supervises the process:

The Audit Committee is the body responsible for overseeing the regulated financial and related non-financial information preparation process and presentation, which includes the risk identification process.

**F.3. Control activities.**

Report on whether the company has at least the following, describing their main characteristics:

**F.3.1** Review and authorisation procedures for financial information published by the stock markets and a description of the ICFR, indicating those responsible, as well as documentation describing the flow of activity and controls (including those relating to the risk of fraud) of the various types of transactions which may materially affect the financial statements, including financial closing procedures and the specific review of judgements, estimates, valuations and relevant forecasts.

Financial Statements certification: The financial statements are certified by the Chairman and Managing Director and the Chief Financial Officer. There has been a prior supervision process of submitted data conducted by senior staff involved in preparing these financial statements, as well as control activities designed to mitigate risks of error that may affect financial reporting.

The main financial reporting generation processes significantly affecting financial statements are documented and programmed. The financial reporting processes that are covered include the following:

- Consolidation and Reporting
- Accounting closing
- Employee compensation
- Treasury management
- Income and expense recognition (for every business unit)
- Invoicing and trade receivables
- Inventories and Supplies (for every business unit)
- Investments
- Taxes
- Provisions
- Information systems

The risks of error that may affect the reliability of the financial information (including risks of error in relevant judgements, estimates, assessments and projections) have been identified for each of these processes, as have the control activities to mitigate those risks. A person is appointed for each control activity, in charge of implementing and overseeing the activity, the timing of implementation, as well as the evidence necessary to execute the activity.

This system is updated on a continual basis and is adapted according to the risks identified.

**F.3.2** Internal IT control policies and procedures (access security, change controls, their operation, operational continuity, and segregation of duties, among others) which support relevant processes within the company and relate to the creation and publication of financial information.

The Management of Information and Communication Technologies (ICT) is a corporate process that falls under the CAF Group's Management Model. Its mission is to provide and manage services, supporting the Group's information technology and communication needs in any of the areas of business activity, enhancing the use of these technologies and providing an efficient and effective management over the available resources, ensuring confidentiality, integrity, availability and assurances over the information.

The objectives of this process are to:

- Comply with the Corporate ICT development plan
- Ensure the availability of information systems (availability)
- Guarantee the security (confidentiality and integrity) of Information Systems.
- Promote the standardisation of the Systems
- Improve the satisfaction level of ICT systems
- Develop the ICT corporate framework

The ICFR includes control activities that monitor the proper performance of the processes of Information Systems, in relation to:

- Information technology management:

- User management
- Configuration management
- Physical safety management
- Change management
- Operational management and system control
- Continuity management
- Third-Party Management

It is also worth noting the implementation since 2017 of an Information Security Management System (ISMS) in accordance with ISO 27001, which was certified in the spring of 2018 and updated in 2019 in the area of the information systems managed by Corporate Digital Management that support CAF's corporate processes. As a result of the implementation, a Security Committee has been created and a Security Manager designated, and the suppliers and personnel affected are required to read the Security Policy and expressly accept certain Terms and Conditions and a Best Practices Manual.

**F.3.3 Internal control policies and procedures intended to guide the management of subcontracted activities and those of third parties, as well as those aspects of assessment, calculation or evaluation entrusted to independent experts, which may materially affect financial statements.**

There is an Accounting and Financial Procedures and Policies Manual applicable to all CAF, S.A. subsidiaries, including, among others, an approval and supervision policy for activities subcontracted to third parties in preparing the financial statements.

The main activities identified as having been subcontracted to third parties include the preparation of the payroll and tax returns of certain subsidiaries (areas considered to be low-risk and in subsidiaries that cannot materially affect the Group's financial statements) and the subcontracting of services in the IT department (the effectiveness of which is regularly monitored). Furthermore, during the fiscal year 2019, the valuation of acquired assets and liabilities was contracted to independent third parties, according to IFRS 3 of business combinations. In these cases, the Company's policy is to resort to firms of renowned background and independence.

**F.4. Information and communication.**

State whether the company has at least the following, describing their main characteristics:

**F.4.1 A specifically assigned function for defining and updating accounting policies (accounting policy area or department) and resolving doubts or conflicts arising from their interpretation, maintaining a free flow of information to those responsible for operations in the organisation, as well as an up-to-date accounting policy manual distributed to the business units through which the company operates.**

CAF, S.A.'s Financial Department is responsible for preparing the consolidated financial statements as well as Parent Company's financial statements. Some of their tasks are to resolve accounting questions for the rest of the Group companies with which the Company has a direct and constant relationship through the designated persons in charge of control at each subsidiary and to update the Accounting and Financial Procedures and Policies Manual. During fiscal year 2019, one of the main adaptations of the Manual introduced new accounting standards (mostly in relation to the recognition of income) as well as the work involved in preparing for the new IFRS 16 on Leases).

The Manual is available on CAF's web site.

**F.4.2 Measures for capturing and preparing financial information with consistent formats for application and use by all of the units of the entity or the group, and which contain the main financial statements and notes, as well as detailed information regarding ICFR.**

Every year a schedule is drawn up of the information required to prepare the financial information for the following year.

The financial information of each subsidiary is reported directly to CAF, S.A.'s Financial Department, through a web-based tool with consistent reporting formats which is used to gather the information supporting the consolidated financial statements, as well as the consolidated information in the financial statement notes and which is also used to roll up and consolidate the reported information.

CAF, S.A.'s Financial Department is responsible for establishing the formats on the web application (chart of accounts, reporting package). Those who have been designated for each subsidiary and are in charge of control supervise the process used to harmonise the information of each subsidiary with the Group standards.

#### **F.5. Supervision of system performance.**

Describe at least the following:

**F.5.1** The activities of the audit committee in overseeing ICFR as well as whether there is an internal audit function that has among its mandates support of the committee and the task of supervising the internal control system, including ICFR. Additionally, describe the scope of ICFR assessment made during the year and the procedure through which the person responsible prepares the assessment reports on its results, whether the company has an action plan describing possible corrective measures, and whether its impact on financial reporting is considered.

In accordance with the provisions of its own Regulations, the Audit Committee is responsible for supervising the preparation process and the integrity of the financial information, ensuring its compliance with the legal provisions, the accurate determination of the consolidation scope, as well as to oversee the proper internal controls risk management systems, including ICFR. Likewise, the Committee reviews that the information published on the Company's web site is constantly updated and reflects the one prepared by the Board of Directors, which has been published in the CNMV's web site.

The Audit Committee ensures the staff involved in the Financial Information Internal Control System evaluation tasks:

- Show integrity and is independent in the performance of their work, so that their conclusions are objective and impartial.
- Are competent and have the necessary technical ability to perform their work diligently.

Under the scope of the external audit, the Audit Committee holds meetings with the external auditors with regard to more significant aspects concerning the review of the financial statements and the findings of the audit work (which include, where appropriate, material aspects detected in the internal control area).

The CAF Group has an Internal Audit Area whose role includes assisting the Audit Committee in its task of supervising the ICFR design and operation.

Each year, the Manager of Internal Audit presents the internal audit activities before the Audit Committee for its approval, which includes ICFR oversight tasks. The content of the Annual Work Plan is reviewed and updated on an ongoing basis.

Based on this plan, the Internal Audit Manager reviews the ICFR's design and functioning by periodically reporting to the Audit Committee its assessments, weaknesses detected, action plans to correct them and recommendations for improvement. This report can be presented either in person at the Audit Committee meetings or by sending it to the Committee.

In the 2019 reporting period the Annual Work Plan submitted and subsequently implemented by the Internal Audit Area covers the following matters related to the ICFR:

- Identification of the main risks on financial information.
- Analytical review of the financial information sent to the National Securities Market Commission (CNMV) on a quarterly basis, together with a review of the design and adequate performance of the main control activities involving fiscal year closing processes, consolidation and reporting, as well as a review of the main judgments and estimates.
- Review of financial reporting processes and of the main subsidiaries, as per a three-year turnover plan.
- Quarterly follow-up on the status of the action plans proposed to tackle identified shortfalls and improvement recommendations.

**F.5.2** If there is a procedure by which the account auditor (in accordance with the contents of the Normas Técnicas de Auditoría (NTA) - "Auditing Standards"), internal auditor and other experts may communicate with senior management and the audit committee or senior managers of the company regarding significant weakness in internal control identified during the review of the annual accounts or any others they have been assigned. Additionally, state whether an action plan is available for correcting or mitigating any weaknesses found.

The Audit Committee meets prior to the issuance of financial information to the markets with the Internal Audit Manager and the Management responsible for preparing the financial information to comment on any relevant aspects and, if appropriate, discuss significant control weaknesses identified.

During the 2019 financial year, the Internal Audit Manager attended six audit committee meetings informing about developments in the annual work plan and existing action plans to implement recommendations for improving internal control.

Also, in 2019, external auditors have twice appeared before the Audit Committee. During this financial year, auditors have not revealed significant internal control weaknesses.

**F.6. Other relevant information.**

[ There is no other relevant information regarding the ICFR not included in this report. ]

**F.7. External auditor's report.**

Report from:

F.7.1 If the ICFR information submitted to the markets has been subject to review by the external auditor, in which case the entity shall include its report as an attachment. If not, reasons why should be given.

[ The external auditor's report regarding the financial information internal control system (ICFR) is attached hereto as an annex. ]

**G. EXTENT OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS**

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Specify the company's level of compliance with recommendations from the Unified Code of Good Governance.

In the event that a recommendation is not followed or only partially followed, a detailed explanation should be included explaining the reasons in such a manner that shareholders, investors and the market in general have enough information to judge the company's actions. General explanations are not acceptable.

1. That the Articles of Association of listed companies do not limit the maximum number of votes that may be cast by one shareholder or contain other restrictions that hinder the takeover of control of the company through the acquisition of shares on the market.

Complies [  ]      Explanation [  ]

2. That when the parent company and a subsidiary are listed on the stock market, both should publicly and specifically define:

- a) The respective areas of activity and possible business relationships between them, as well as those of the listed subsidiary with other group companies.
- b) The mechanisms in place to resolve any conflicts of interest that may arise.

Complies [  ]      Complies partially [  ]      Explanation [  ]      Not applicable [  ]

3. That, during the course of the ordinary General Shareholders' Meeting, complementary to the distribution of a written Annual Corporate Governance Report, the chairman of the Board of Directors makes a detailed oral report to the shareholders regarding the most material aspects of corporate governance of the company, and in particular:

- a) Changes that have occurred since the last General Shareholders' Meeting.
- b) Specific reasons why the company did not follow one or more of the recommendations of the Code of Corporate Governance and, if so, the alternative rules that were followed instead.

Complies [  ]      Complies partially [  ]      Explanation [  ]

4. That the company has defined and promoted a policy of communication and contact with shareholders, institutional investors and proxy advisors that complies in all aspects with rules preventing market abuse and gives equal treatment to similarly situated shareholders.

And that the company has made such a policy public through its web page, including information related to the manner in which said policy has been implemented and the identity of contact persons or those responsible for implementing it.

Complies [  ]      Complies partially [  ]      Explanation [  ]

5. That the Board of Directors should not propose to the General Shareholders' Meeting any proposal for delegation of powers allowing the issuance of shares or convertible securities without pre-emptive rights in an amount exceeding 20% of equity at the time of delegation.

And that whenever the Board of Directors approves any issuance of shares or convertible securities without pre-emptive rights the company immediately publishes reports on its web page regarding said exclusions as referenced in applicable company law.

Complies [ X ]      Complies partially [ ]      Explanation [ ]

6. That listed companies which draft reports listed below, whether under a legal obligation or voluntarily, publish them on their web page with sufficient time before the General Shareholders' Meeting, even when their publication is not mandatory:
- a) Report regarding the auditor's independence.
  - b) Reports regarding the workings of the audit committee and the appointments and remuneration committee.
  - c) Report by the audit committee regarding related-party transactions.
  - d) Report on the corporate social responsibility policy.

Complies [ X ]      Complies partially [ ]      Explanation [ ]

7. That the company reports in real time, through its web page, the proceedings of the General Shareholders' Meetings.

Complies [ X ]      Explanation [ ]

8. That the audit committee ensures that the Board of Directors presents financial statements in the audit report for the General Shareholders' Meetings which do not have qualifications or reservations and that, in the exceptional circumstances in which qualifications may appear, that the chairman of the audit committee and the auditors clearly explain to the shareholders the content and scope of said qualifications or reservations.

Complies [ X ]      Complies partially [ ]      Explanation [ ]

9. That the company permanently maintains on its web page the requirements and procedures for certification of share ownership, the right of attendance at the General Shareholders' Meetings, and the exercise of the right to vote or to issue a proxy.

And that such requirements and procedures promote attendance and the exercise of shareholder rights in a non-discriminatory fashion.

Complies [ X ]      Complies partially [ ]      Explanation [ ]

10. That when a verified shareholder has exercised his right to make additions to the agenda or to make new proposals to it with sufficient time in advance of the General Shareholders' Meeting, the company:
- a) Immediately distributes the additions and new proposals.
  - b) Publishes the attendance card credential or proxy form or form for distance voting with the changes such that the new agenda items and alternative proposals may be voted upon under the same terms and conditions as those proposals made by the Board of Directors.
  - c) Submits all of these items on the agenda or alternative proposals to a vote and applies the same voting rules to them as are applied to those drafted by the Board of Directors including, particularly, assumptions or default positions regarding votes for or against.
  - d) That after the General Shareholders' Meeting, a breakdown of the results of said additions or alternative proposals is communicated.

Complies [  ]      Complies partially [  ]      Explanation [  ]      Not applicable [  ]

11. That, in the event the company intends to pay for attendance at the General Shareholders' Meeting, it establish in advance a general policy of long-term effect regarding such payments.

Complies [  ]      Complies partially [  ]      Explanation [  ]      Not applicable [  ]

12. That the Board of Directors completes its duties with a unity of purpose and independence, treating all similarly situated shareholders equally and that it is guided by the best interests of the company, which is understood to mean the pursuit of a profitable and sustainable business in the long term, and the promotion of continuity and maximisation of the economic value of the business.

And that in pursuit of the company's interest, in addition to complying with applicable law and rules and in engaging in conduct based on good faith, ethics and a respect for commonly accepted best practices, it seeks to reconcile its own company interests, when appropriate, with the interests of its employees, suppliers, clients and other stakeholders, as well as the impact of its corporate activities on the communities in which it operates and the environment.

Complies [  ]      Complies partially [  ]      Explanation [  ]

13. That the Board of Directors is of an adequate size to perform its duties effectively and collegially, and that its optimum size is between five and fifteen members.

Complies [  ]      Explanation [  ]

14. That the Board of Directors approves a selection policy for directors that:

- a) Is concrete and verifiable.
- b) Ensures that proposals for appointment or re-election are based upon a prior analysis of the needs of the Board of Directors.
- c) Favours diversity in knowledge, experience and gender.

That the resulting prior analysis of the needs of the Board of Directors is contained in the supporting report from the appointments committee published upon a call from the General Shareholders' Meeting submitted for ratification, appointment or re-election of each director.

And that the selection policy for directors promotes the objective that by the year 2020 the number of female directors accounts for at least 30% of the total number of members of the Board of Directors.

The appointments committee will annually verify compliance with the selection policy of directors and explain its findings in the Annual Corporate Governance Report.

Complies [ X ]      Complies partially [   ]      Explanation [   ]

15. That proprietary and independent directors constitute a substantial majority of the Board of Directors and that the number of executive directors is kept at a minimum, taking into account the complexity of the corporate group and the percentage of equity participation of executive directors.

Complies [ X ]      Complies partially [   ]      Explanation [   ]

16. That the percentage of proprietary directors divided by the number of non- executive directors is no greater than the proportion of the equity interest in the company represented by said proprietary directors and the remaining share capital.

This criterion may be relaxed:

- a) In companies with a high market capitalisation in which interests that are legally considered significant are minimal.
- b) In companies where a diversity of shareholders is represented on the Board of Directors without ties among them.

Complies [ X ]      Explanation [   ]

17. That the number of independent directors represents at least half of the total number of directors.

Nonetheless, when the company does not have a high level of market capitalisation or in the event that it is a high cap company with one shareholder or a group acting in a coordinated fashion who together control more than 30% of the company's equity, the number of independent directors represents at least one third of the total number of directors.

Complies [ X ]      Explanation [   ]

18. That companies publish and update the following information regarding directors on the company website:

- a) Professional profile and biography.
- b) Any other Boards to which the director belongs, regardless of whether the companies are listed, as well as any other remunerated activities engaged in, regardless of type.
- c) Category of directorship, indicating, in the case of individuals who represent significant shareholders, the shareholder that they represent or to which they are connected.
- d) The date of their first appointment as a director of the company's Board of Directors, and any subsequent re-election.
- e) The shares and options they own.

Complies [ X ]      Complies partially [   ]      Explanation [   ]

19. That the Annual Corporate Governance Report, after verification by the appointments committee, explains the reasons for the appointment of proprietary directors at the proposal of the shareholders whose equity interest is less than 3%. It should also explain, where applicable, why formal requests from shareholders for membership on the Board meeting were not honoured, when their equity interest is equal to or exceeds that of other shareholders whose proposal for proprietary directors was honoured.

Complies [   ]      Complies partially [   ]      Explanation [   ]      Not applicable [ X ]

20. That proprietary directors representing significant shareholders must resign from the Board if the shareholder they represent disposes of its entire equity interest. They should also resign, in a proportional fashion, in the event that said shareholder reduces its percentage interest to a level that requires a decrease in the number of proprietary directors representing this shareholder.

Complies [ X ]      Complies partially [   ]      Explanation [   ]      Not applicable [   ]

21. That the Board of Directors may not propose the dismissal of any independent director before the completion of the director’s term provided for in the Articles of Association unless the Board of Directors finds just cause and a prior report has been prepared by the appointments committee. Specifically, just cause is considered to exist if the director takes on new duties or commits to new obligations that would interfere with his or her ability to dedicate the time necessary for attention to the duties attendant to his post as a director, fails to complete the tasks inherent to his or her post, or enters into any of the circumstances which would cause the loss of independent status in accordance with applicable law.

The dismissal of independent directors may also be proposed as a result of a public share offer, joint venture or similar transaction entailing a change in the shareholder structure of the company, provided that such changes in the structure of the Board are the result of the proportionate representation criteria provided for in Recommendation 16.

Complies [ X ]      Explanation [   ]

22. That companies establish rules requiring that directors inform the Board of Directors and, where appropriate, resign from their posts, when circumstances arise which may damage the company’s standing and reputation. Specifically, directors must be required to report any criminal acts with which they are charged, as well as the consequent legal proceedings.

And that should a director be indicted or tried for any of the offences set out in company law legislation, the Board of Directors must investigate the case as soon as possible and, based on the particular situation, decide whether the director should continue in his or her post. And that the Board of Directors must provide a reasoned written account of all these events in its Annual Corporate Governance Report.

Complies [ X ]      Complies partially [   ]      Explanation [   ]

23. That all directors clearly express their opposition when they consider any proposal submitted to the Board of Directors to be against the company’s interests. This particularly applies to independent directors and directors who are unaffected by a potential conflict of interest if the decision could be detrimental to any shareholders not represented on the Board of Directors.

Furthermore, when the Board of Directors makes significant or repeated decisions about which the director has serious reservations, the director should draw the appropriate conclusions and, in the event the director decides to resign, explain the reasons for this decision in the letter referred to in the next recommendation.

This recommendation also applies in the case of the secretary of the Board of Directors, despite not being a director.

Complies [ X ]      Complies partially [   ]      Explanation [   ]      Not applicable [   ]

24. That whenever, due to resignation or any other reason, a director leaves before the completion of his or her term, the director should explain the reasons for this decision in a letter addressed to all the directors of the Board of Directors. Irrespective of whether the resignation has been reported as a relevant fact, it must be included in the Annual Corporate Governance Report.

Complies [ X ]      Complies partially [   ]      Explanation [   ]      Not applicable [   ]

25. That the appointments committee ensures that non-executive directors have sufficient time in order to properly perform their duties.

And that the Board rules establish the maximum number of company Boards on which directors may sit.

Complies [ X ]      Complies partially [   ]      Explanation [   ]

26. That the Board of Directors meet frequently enough so that it may effectively perform its duties, at least eight times per year, following a schedule of dates and agenda established at the beginning of the year and allowing each director individually to propose items do not originally appear on the agenda.

Complies [ X ]      Complies partially [   ]      Explanation [   ]

27. That director absences only occur when absolutely necessary and are quantified in the Annual Corporate Governance Report. And when absences occur, that the director appoints a proxy with instructions.

Complies [ X ]      Complies partially [   ]      Explanation [   ]

28. That when directors or the secretary express concern regarding a proposal or, in the case of directors, regarding the direction in which the company is headed and said concerns are not resolved by the Board of Directors, such concerns should be included in the minutes, upon a request from the protesting party.

Complies [ X ]      Complies partially [   ]      Explanation [   ]      Not applicable [   ]

29. That the company establishes adequate means for directors to obtain appropriate advice in order to properly fulfil their duties including, should circumstances warrant, external advice at the company's expense.

Complies [ X ]      Complies partially [   ]      Explanation [   ]

30. That, without regard to the knowledge necessary for directors to complete their duties, companies make refresher courses available to them when circumstances require.

Complies [ X ]      Explanation [   ]      Not applicable [   ]

31. That the agenda for meetings clearly states those matters about which the Board of Directors are to make a decision or adopt a resolution so that the directors may study or gather all relevant information ahead of time.

When, under exceptional circumstances, the chairman wishes to bring urgent matters for decision or resolution before the Board of Directors which do not appear on the agenda, prior express agreement of a majority of the directors shall be necessary, and said consent shall be duly recorded in the minutes.

Complies [ X ]      Complies partially [ ]      Explanation [ ]

32. That directors shall be periodically informed of changes in equity ownership and of the opinions of significant shareholders, investors and rating agencies of the company and its group.

Complies [ X ]      Complies partially [ ]      Explanation [ ]

33. That the chairman, as the person responsible for the efficient workings of the Board of Directors, in addition to carrying out his duties required by law and the Articles of Association, should prepare and submit to the Board of Directors a schedule of dates and matters to be considered; organise and coordinate the periodic evaluation of the Board as well as, if applicable, the chief executive of the company; should be responsible for leading the Board and the effectiveness of its work; ensuring that sufficient time is devoted to considering strategic issues, and approve and supervise refresher courses for each director when circumstances so dictate.

Complies [ X ]      Complies partially [ ]      Explanation [ ]

34. That when there is a coordinating director, the Articles of Association or the Board rules should confer upon him the following competencies in addition to those conferred by law: chairman of the Board of Directors in the absence of the chairman and deputy chairmen, should there be any; reflect the concerns of non- executive directors; liaise with investors and shareholders in order to understand their points of view and respond to their concerns, in particular as those concerns relate to corporate governance of the company; and coordinate a succession plan for the chairman.

Complies [ X ]      Complies partially [ ]      Explanation [ ]      Not applicable [ ]

35. That the secretary of the Board of Directors should pay special attention to ensure that the activities and decisions of the Board of Directors take into account the recommendations regarding good governance contained in this Code of Good Governance and which are applicable to the company.

Complies [ X ]      Explanation [ ]

36. That the Board of Directors meet in plenary session once a year and adopt, where appropriate, an action plan to correct any deficiencies detected in the following:
- a) The quality and efficiency of the Board of Directors' work.
  - b) The workings and composition of its committees.
  - c) Diversity of membership and competence of the Board of Directors.
  - d) Performance of the chairman of the Board of Directors and the chief executive officer of the company.
  - e) Performance and input of each director, paying special attention to those in charge of the various Board committees.

In order to perform its evaluation of the various committees, the Board of Directors will take a report from the committees themselves as a starting point and for the evaluation of the Board, a report from the appointments committee.

Every three years, the Board of Directors will rely upon the assistance of an external advisor for its evaluation, whose independence shall be verified by the appointments committee.

Business relationships between the external adviser or any member of the adviser's group and the company or any company within its group shall be specified in the Annual Corporate Governance Report.

The process and the areas evaluated shall be described in the Annual Corporate Governance Report.

Complies       Complies partially       Explanation

37. That if there is an executive committee, the proportion of each different director category must be similar to that of the Board itself, and its secretary must be the secretary of the Board.

Complies       Complies partially       Explanation       Not applicable

38. That the Board of Directors must always be aware of the matters discussed and decisions taken by the executive committee and that all members of the Board of Directors receive a copy of the minutes of meetings of the executive committee.

Complies       Complies partially       Explanation       Not applicable

39. That the members of the audit committee, in particular its chairman, are appointed in consideration of their knowledge and experience in accountancy, audit and risk management issues, and that the majority of its members be independent directors.

Complies       Complies partially       Explanation

40. That under the supervision of the audit committee, there must be a unit in charge of the internal audit function, which ensures that information and internal control systems operate correctly, and which reports to the non-executive chairman of the Board or of the audit committee.

Complies [ X ]      Complies partially [   ]      Explanation [   ]

41. That the person in charge of the group performing the internal audit function should present an annual work plan to the audit committee, reporting directly on any issues that may arise during the implementation of this plan, and present an activity report at the end of each year.

Complies [ X ]      Complies partially [   ]      Explanation [   ]      Not applicable [   ]

42. That in addition to the provisions of applicable law, the audit committee should be responsible for the following:

1. With regard to information systems and internal control:
  - a) Supervise the preparation and integrity of financial information relative to the company and, if applicable, the group, monitoring compliance with governing rules and the appropriate application of consolidation and accounting criteria.
  - b) Ensure the independence and effectiveness of the group charged with the internal audit function; propose the selection, appointment, re- election and dismissal of the head of internal audit; draft a budget for this department; approve its goals and work plans, making sure that its activity is focused primarily on material risks to the company; receive periodic information on its activities; and verify that senior management takes into account the conclusions and recommendations of its reports.
  - c) Establish and supervise a mechanism that allows employees to report confidentially and, if appropriate, anonymously, any irregularities with important consequences, especially those of a financial or accounting nature, that they observe in the company.
2. With regard to the external auditor:
  - a) In the event that the external auditor resigns, examine the circumstances which caused said resignation.
  - b) Ensure that the remuneration paid to the external auditor for its work does not compromise the quality of the work or the auditor’s independence.
  - c) Insist that the company file a relevant fact with the CNMV when there is a change of auditor, along with a statement on any differences that arose with the outgoing auditor and, if applicable, the contents thereof.
  - d) Ensure that the external auditor holds an annual meeting with the Board of Directors in plenary session in order to make a report regarding the tasks accomplished and regarding the development of its accounting and risks faced by the company.
  - e) Ensure that the company and the external auditor comply with applicable rules regarding the rendering of services other than auditing, proportional limits on the auditor’s billing, and all other rules regarding the auditor’s independence.

Complies [ X ]      Complies partially [   ]      Explanation [   ]

43. That the audit committee may require the presence of any employee or manager of the company, even without the presence of any other member of management.

Complies [ X ]      Complies partially [   ]      Explanation [   ]

44. That the audit committee be kept abreast of any corporate and structural changes planned by the company in order to perform an analysis and draft a report beforehand to the Board of Directors regarding economic conditions and accounting implications and, in particular, any exchange ratio involved.

Complies [ X ]      Complies partially [   ]      Explanation [   ]      Not applicable [   ]

45. That the risk management and control policy identify, as a minimum:

- a) The various types of financial and non-financial risks (among those operational, technological, legal, social, environmental, political and reputational) which the company faces, including financial or economic risks, contingent liabilities and other off balance sheet risks.
- b) Fixing of the level of risk the company considers acceptable.
- c) Means identified in order to minimise identified risks in the event they transpire.
- d) Internal control and information systems to be used in order to control and manage identified risks, including contingent liabilities and other off balance sheet risks.

Complies [ X ]      Complies partially [   ]      Explanation [   ]

46. That under the direct supervision of the audit committee or, if applicable, of a specialised committee of the Board of Directors, an internal control and management function should exist delegated to an internal unit or department of the company which is expressly charged with the following responsibilities:

- a) Ensure the proper functioning of risk management and control systems and, in particular, that they adequately identify, manage and quantify all material risks that may affect the company.
- b) Actively participate in the creation of the risk strategy and in important decisions regarding risk management.
- c) Ensure that the risk management and control systems adequately mitigate risks as defined by policy issued by the Board of Directors.

Complies [ X ]      Complies partially [   ]      Explanation [   ]

47. That members of the appointment and remuneration committee -- or of the appointments committee and the remuneration committee if they are separate -- are chosen taking into account the knowledge, ability and experience necessary to perform the duties they are called upon to carry out and that the majority of said members are independent directors.

Complies [ X ]      Complies partially [   ]      Explanation [   ]

48. That high market capitalisation companies have formed separate appointments and remuneration committees.

Complies [  ]      Explanation [  ]      Not applicable [  ]

49. That the appointments committee consult with the chairman of the Board of Directors and the chief executive of the company, especially in relation to matters concerning executive directors.

And that any director may ask the appointments committee to consider potential candidates he or she considers appropriate to fill a vacancy on the Board of Directors.

Complies [  ]      Complies partially [  ]      Explanation [  ]

50. That the remuneration committee exercises its functions independently and that, in addition to the functions assigned to it by law, it should be responsible for the following:

- a) Propose basic conditions of employment for senior management.
- b) Verify compliance with company remuneration policy.
- c) Periodically review the remuneration policy applied to directors and senior managers, including remuneration involving the delivery of shares, and guarantee that individual remuneration be proportional to that received by other directors and senior managers.
- d) Oversee that potential conflicts of interest do not undermine the independence of external advice rendered to the Board.
- e) Verify information regarding remuneration paid to directors and senior managers contained in the various corporate documents, including the Annual Report on Director Remuneration.

Complies [  ]      Complies partially [  ]      Explanation [  ]

51. That the remuneration committee consults with the chairman and the chief executive of the company, especially in matters relating to executive directors and senior management.

Complies [  ]      Complies partially [  ]      Explanation [  ]

52. That the rules regarding composition and workings of supervision and control committees appear in the rules governing the Board of Directors and that they are consistent with those that apply to mandatory committees in accordance with the recommendations above, including:
- a) That they are comprised exclusively of non-executive directors, with a majority of them independent.
  - b) That their chairmen be independent directors.
  - c) That the Board of Directors select members of these committees taking into account their knowledge, skills and experience and the duties of each committee; discuss their proposals and reports; and detail their activities and accomplishments during the first plenary session of the Board of Directors held after the committee's last meeting.
  - d) That the committees be allowed to avail themselves of outside advice when they consider it necessary to perform their duties.
  - e) That their meetings be recorded and the minutes be made available to all directors.

Complies [ X ]      Complies partially [   ]      Explanation [   ]      Not applicable [   ]

53. That verification of compliance with corporate governance rules, internal codes of conduct and social corporate responsibility policy be assigned to one or split among more than one committee of the Board of Directors, which may be the audit committee, the appointments committee, the corporate social responsibility committee in the event that one exists, or a special committee created by the Board of Directors pursuant to its powers of self-organisation, which at least the following responsibilities shall be specifically assigned thereto:
- a) Verification of compliance with internal codes of conduct and the company's corporate governance rules.
  - b) Supervision of the communication strategy and relations with shareholders and investors, including small- and medium-sized shareholders.
  - c) The periodic evaluation of the suitability of the company's corporate governance system, with the goal that the company promotes company interests and take into account, where appropriate, the legitimate interests of other stakeholders.
  - d) Review of the company's corporate social responsibility policy, ensuring that it is orientated towards value creation.
  - e) Follow-up of social responsibility strategy and practice, and evaluation of degree of compliance.
  - f) Supervision and evaluation of the way relations with various stakeholders are handled.
  - g) Evaluation of everything related to non-financial risks to the company, including operational, technological, legal, social, environmental, political and reputational.
  - h) Coordination of the process of reporting on diversity and reporting non- financial information in accordance with applicable rules and international benchmarks.

Complies [ X ]      Complies partially [   ]      Explanation [   ]

54. That the corporate social responsibility policy include principles or commitments which the company voluntarily assumes regarding specific stakeholders and identifies, as a minimum:
- a) The objectives of the corporate social responsibility policy and the development of tools to support it.
  - b) Corporate strategy related to sustainability, the natural environment and social issues.
  - c) Concrete practices in matters related to: shareholders, employees, clients, suppliers, social issues, the natural environment, diversity, fiscal responsibility, respect for human rights, and the prevention of unlawful conduct.
  - d) Means or systems for monitoring the results of the application of specific practices described in the immediately preceding paragraph, associated risks, and their management.
  - e) Means of supervising non-financial risk, ethics, and business conduct.
  - f) Communication channels, participation and dialogue with stakeholders.
  - g) Responsible communication practices that impede the manipulation of data and protect integrity and honour.

Complies       Complies partially       Explanation

55. That the company reports, in a separate document or within the management report, on matters related to corporate social responsibility, following internationally recognised methodologies.

Complies       Complies partially       Explanation

56. That director remuneration be sufficient in order to attract and retain directors who meet the desired professional profile and to adequately compensate them for the dedication, qualifications and responsibility demanded of their posts, while not being so excessive as to compromise the independent judgment of non-executive directors.

Complies       Explanation

57. That only executive directors receive remuneration linked to corporate results or personal performance, as well as remuneration in the form of shares, options or rights to shares or instruments whose value is indexed to share value, or long-term savings plans such as pension plans, retirement accounts or any other retirement plan.

Shares may be given to non-executive directors under the condition that they maintain ownership of the shares until they leave their posts as directors. The forgoing shall not apply to shares that the director may be obliged sell in order to meet the costs related to their acquisition.

Complies       Complies partially       Explanation

58. That as regards variable remuneration, the policies incorporate limits and administrative safeguards in order to ensure that said remuneration is in line with the work performance of the beneficiaries and are not based solely upon general developments in the markets or in the sector in which the company operates, or other similar circumstances.

And, in particular, that variable remuneration components:

- a) Are linked to pre-determined and measurable performance criteria and that such criteria take into account the risk undertaken to achieve a given result.
- b) Promote sustainability of the company and include non-financial criteria that are geared towards creating long term value, such as compliance with rules and internal operating procedures and risk management and control policies.
- c) Are based upon balancing short-, medium- and long-term objectives, permitting the reward of continuous achievement over a period of time long enough to judge creation of sustainable value such that the benchmarks used for evaluation are not comprised of one-off, seldom occurring or extraordinary events.

Complies [ X ]      Complies partially [ ]      Explanation [ ]      Not applicable [ ]

59. That a material portion of variable remuneration components be deferred for a minimum period of time sufficient to verify that previously established performance criteria have been met.

Complies [ X ]      Complies partially [ ]      Explanation [ ]      Not applicable [ ]

60. That remuneration related to company results takes into account any reservations which may appear in the external auditor's report which would diminish said results.

Complies [ ]      Complies partially [ ]      Explanation [ ]      Not applicable [ X ]

61. That a material portion of variable remuneration for executive directors depends upon the delivery of shares or instruments indexed to share value.

Complies [ ]      Complies partially [ ]      Explanation [ X ]      Not applicable [ ]

The Company's remuneration policy, approved by the General Meeting on June 10, 2017, applicable to the 2018, 2019 and 2020 financial years, does not provide for the possibility of establishing a variable remuneration system that is linked to the delivery of shares or financial instruments referred to their value.

62. That once shares or options or rights to shares arising from remuneration schemes have been delivered, directors are prohibited from transferring ownership of a number of shares equivalent to two times their annual fixed remuneration, and the director may not exercise options or rights until a term of at least three years has elapsed since they received said shares.

The forgoing shall not apply to shares which the director may need to sell in order to meet the costs related to their acquisition.

Complies [  ]      Complies partially [  ]      Explanation [  ]      Not applicable [  ]

63. That contractual arrangements include a clause which permits the company to seek reimbursement of variable remuneration components in the event that payment does not coincide with performance criteria or when delivery was made based upon data later deemed to be inaccurate.

Complies [  ]      Complies partially [  ]      Explanation [  ]      Not applicable [  ]

64. That payments made for contract termination shall not exceed an amount equivalent to two years of total annual remuneration and that it shall not be paid until the company has verified that the director has fulfilled all previously established criteria for payment.

Complies [  ]      Complies partially [  ]      Explanation [  ]      Not applicable [  ]

## H. FURTHER INFORMATION OF INTEREST

1. If there is any aspect regarding corporate governance in the company or other companies in the group that have not been included in other sections of this report, but which are necessary in order to obtain a more complete and comprehensible picture of the structure and governance practices in the company or group, describe them briefly below.
2. This section may also be used to provide any other information, explanation or clarification relating to previous sections of the report, so long as it is relevant and not redundant.

Specifically, state whether the company is subject to any corporate governance legislation other than that prevailing in Spain and, if so, include any information required under this legislation that differs from the data requested in this report.

3. The company may also state whether it voluntarily complies with other ethical or best practice codes, whether international, sector-based, or other. In such a case, name the code in question and the date the company began following it. It should be specifically mentioned that the company adheres to the Code of Good Tax Practices of 20 July, 2010:

A.3. As the system only allows for 2 decimal points, we have not been able to enter the correct percentages of the total voting rights, which are as follows: 72,564,821M JUAN JOSE ARRIETA SUPUDE 0.003% and 30,605,037H ANE AGIRRE ROMARATE % 0.002. TOTAL 0.005%.

C1.16

f) Significant shareholders, Executive Directors or senior managers of an entity receiving significant donations from the Company or its Group currently or in the last 3 years. Mere employees of a Foundation receiving donations are excluded from this list. g) Spouses, individuals with an analogous relationship, or relatives up to the second degree of a Company executive director or senior executive. h) Individuals whose appointment or re-election has not been proposed by the Appointments Committee. i) Individuals who had been directors during a continuous term exceeding 12 years. j) Individuals falling under any of the assumptions mentioned in subsections a), e), f) or g) above with respect to any significant shareholder or any shareholder represented on the Board. In connection to the family relationship stated in paragraph g), such restriction shall be applied not only to the shareholder, but also to his/her Proprietary Directors in the investee company. Proprietary Directors forced to resign after their shareholders sell their shareholding may only be re-elected as Independent Directors when the shareholder they represented up to that moment sold his/her entire shareholding in the Company. A Director with Company shares may be an Independent Director provided he/she meets all the requirements pursuant to this Article and does not hold a significant shareholding (Article 16 of the Board Regulations).

Directors shall hold office for four years. Directors may be re-elected once or several times for equal periods. Directors' appointments shall be effective upon acceptance thereof (Article 29 of the bylaws). The Board of Directors shall be renewed upon members' office expiration. (Article 30 of the bylaws).

The Appointments and Remuneration Committee has certain responsibilities with regard to Directors' appointment, assessment and re-election, set forth in the corresponding Regulations. The following should be noted: The Appointments and Remuneration Committee has the following basic responsibilities: 1.- Evaluate the balance of skills, knowledge and experience on the Board of Directors. Define the candidates' roles and capabilities to fill each vacancy; and decide the time and dedication necessary for them to properly perform their duties. 2.- Set an objective for the representation of the gender that is underrepresented on the Board of Directors, drawing up guidelines on how to achieve this objective, 3.- Submit to the Board proposals for Independent Directors' appointment through co-option or, if applicable, for the General Shareholders' Meeting consideration, together with the proposals made by the General Meeting for such Directors' re-election or removal. 4.- Report on the proposals for Directors' appointment through co-option or, if applicable, for the General Shareholders' Meeting consideration, together with the proposals made by the General Meeting for Directors' re-election or removal. 5.- Report on proposals for appointment and removal of senior managers and the basic terms of their contracts. 6.- Examine and organise the succession of the Board of Directors' Chairman and the Company's Chief Executive and, where appropriate, make proposals to the Board of Directors for such succession to occur in an orderly and planned manner. 7.- Propose to the Board of Directors the remuneration policy for directors and general managers or those who carry out their senior management functions under direct control of the Board, Executive Committees or Managing Directors, as well as the individual remuneration and other

contractual conditions of Executive Directors, ensuring compliance. (Art. 3 of the Appointments and Remuneration Committee Regulations).

Any Director shall request the Committee to consider them in case they are adequate potential candidates to cover Directors' vacancies.

The Board Regulations state the following rules for Directors' removal: Directors' removal shall comply with the legislation in force at each given time. Directors must tender their resignation to the Board of Directors and formalise their resignation, if the latter deems it appropriate, in the following events:

a) The proprietary director must tender his/her resignation when the represented shareholder sells its entire shareholding or diminishes it to a level that requires the reduction of the number of proprietary directors. b) If they are disqualified on the grounds of conflict of interest or any other legal grounds. c) When indicted for any alleged crime or when subject to disciplinary measures for serious or very serious breach determined by supervising authorities. d) When seriously reprimanded by the Board of Directors upon Report from the Appointments and Remuneration Committee on default of director's obligations. e) When involved in a situation that raises a conflict of interest with the Company and violates the duty to provide information and abstention. f) When they breach the non-competition agreement. Directors shall inform the Board of any criminal charges brought against them and the progress of any subsequent trial. Should a Director be indicted or tried for any of the crimes stated in Article 213 of the Companies Law, the Board shall examine the matter as soon as possible and decide whether or not he or she should be called on to resign. The Board shall also disclose all such determinations in the Annual Corporate Governance Report. In any case, Directors are to inform and, if applicable, resign during any such events that may be detrimental to the Company's name and reputation. The Board of Directors should not propose the removal of independent directors before the expiry of their tenure as mandated by the Bylaws, except where just cause is found by the Board, based on a proposal from the Appointments Committee. (Article 18 of the Board Regulations).

The Directors' Selection Policy, approved by CAF's Board of Directors on 12 November 2018, repeats the functions applicable to the Appointments and Remuneration Committee in selecting Directors, as well as the conditions of its participation in such process, as previously described, along with the prerequisites that the candidates must meet, with a special emphasis on the fundamental objective to enrich the diversity of knowledge, experiences and gender from among the Board members, by following criteria to ensure the existence of appropriate diversity in its membership and the absence of any implicit biases that may lead to discrimination based on age, gender, disability, or any other personal circumstance or situation, in accordance with Recommendation 14 c) under the Code of Good Governance of Listed Companies, and with articles 529 bis and 529 quincecies of the Spanish Capital Companies Law.

#### C1.30

In order to implement the abovementioned principles, the Company has various official communication channels with shareholders and investors, for example:

- The corporate web site of CAF ([www.caf.net](http://www.caf.net)), where relevant information for shareholders and investors is published. This web site is continuously updated. The web site includes announcements of information on the results and other corporate events on the Investor Agenda, as well as for example the list of independent entities that carry out the reviews of CAF as a listed company.
- Personalised attention for analysts and investors, via the Shareholders and Investor Services Office, through the channels provided on the corporate web site.

#### C.2.1

##### AUDIT COMMITTEE

e) Submit to the Board of Directors, the proposals for the selection, appointment, reappointment and removal of an external auditor of the Company, being responsible for the selection process, pursuant to article 16, sections 2, 3, 5 and 17.5 of the Regulations (EU) 537/2014 of 16 April, as well as its employment conditions and regularly collect information about the audit plan and its execution, whereby preserving its independence during the undertaking of its role. The Committee must carry out the final evaluation of the auditor's performance and its contribution to the quality of the audit and the integrity of the financial information. f) Establish the appropriate relations with the external auditor in order to gather information on issues that may prejudice the independence of the auditor, to be assessed by the Committee, and on any other matters concerning the undertaking of the auditing of the accounts and, where appropriate, the approval of services other than those prohibited, under the terms established under article 5, sections 4 and article 6.2.b) of Regulation (EU) 537/2014 of 16 April and under paragraph 3, Chapter IV of Title I of Law 22/2015 of 20 July on Account Auditing, regarding the principles of independence, as well as establishing, with the external auditor, any other notifications pursuant to the legislation and audit requirements. In any case, receive from the auditors or audit companies an annual written confirmation of their independence from the Company or companies directly or indirectly related to the them, as well as information concerning the additional services of any kind rendered to the Company by said auditors or companies, or by the individuals or companies related to them pursuant to the Account Auditing legislation. g) Issuing, prior to the issuance of the audit report, an annual report expressing an opinion as to whether the independence of the external auditor is prejudiced. Such report must contain, in any case, an assessment on the provision of each and every additional service referred to in the previous section, beside the various legal auditing and in relation to the regime of independence and governing regulations for the undertaking of account auditing. h) With respect to the external auditor: i. In the event of the resignation of the external auditor, investigate the issues giving rise to that resignation. ii. Ensure that the external auditor's compensation for his work does not compromise its quality or independence. iii. Ensuring that the Company notifies any change of auditor to the National Securities Market Commission as a significant event, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for the same. Ensure that the external auditor holds an annual meeting with the Board in plenary session to report on the work carried out, the progress in the accounting situation, and the risks the Company faces. v. Ensure that the Company and the external auditor adhere to current regulations on the provision of non-audit services, the limits on the concentration of the auditor's business and, in general, other requirements

designed to safeguard auditors' independence. i) Supervise the Company's internal control and management risk function. j) Report in advance to the Board of Directors on all matters under the Law, bylaws and the Board's Regulations; and particularly on: 1.º the financial information that the Company must make public on a regular basis, 2.º the creation or acquisition of shares in special purpose vehicles or entities resident in jurisdictions considered tax havens and 3.º related party transactions. k) Proposal to the Board of Directors for amending the Regulations, accompanying the proposal with a supporting report. l) Supervising the communication strategy and the relationship with shareholders and investors, including small and medium-sized shareholders. m) Evaluation of the Company's non-financial risks, including operating, technological, legal, social, environmental, political and reputational risks. n) Be informed on the structural and corporate changes intended by the Company for reviewing and submitting the report to the Board of directors on the economic conditions and the accounting effects and, specifically, on the swap ratio proposed. o) Approving an annual work plan, which contains, among others, the yearly schedule for Committee meetings in order to facilitate the achievement of goals efficiently pursued. p) Issue a report on those transactions made by the Company or the Group's Companies with directors or shareholders holding a significant interest, individually or collectively, including those represented on the Board of Directors of the Company or other Companies of the same group, or with persons related thereto, pursuant to the Capital Companies Law. The issue of this report shall not be applicable for any transaction meeting all of the three following conditions: i) they are governed by standard form agreements applied on an across-the board basis to a large number of clients, ii) they are performed at general prices or rates by the person acting as supplier of the asset or provider of the service involved; and iii) they contain amounts not exceeding one percent of the Company's annual revenues. q) According to the Internal Code of Conduct within the Company's securities markets area: i) Upon request of the Control and Monitoring Body, issue a report on the possible approval of transactions of Affected Securities and Instruments during the restricted periods, and ii) In coordination with the Control and Monitoring Body, assess whether the market research processes that have been carried out contain the disclosure of inside information. r) Submit an annual evaluation report on its own performance before the Board of Directors, in accordance with the framework of the annual assessment of the Board of Directors and its Committees. s) Every year submit a report on the Committee's activities and performance during the previous year. t) Any other function attributed to it by law, the By-Laws, the Regulations of the Board of Directors or conferred by the Board of Directors. The provisions of sections f), g) and h) will be understood notwithstanding the regulatory standards of account auditing.

Likewise, the Committee has the following powers: 1.- The Committee shall have full access to any type of Company information, documentation or records considered necessary for the furtherance of its duties. 2.- The Committee shall request the Board of Directors external expert advice on matters especially relevant if deemed necessary when Company or Group companies' experts or technicians may not duly or independently provide it. 3.- Moreover, at any time, the Committee may request the personal collaboration and reports from any of the executive directors of the Company and/or group companies, any other non-executive board member, employee and expert, when it is deemed necessary or appropriate in order to comply with the duties of the Committee, as well as to request the attendance of any such person at a Committee meeting to report on any specific item on the agenda.

**Operation:**

The Committee shall convene upon the Chairman's decision to perform its functions. The Committee will meet, at least, at the time of each publication date of the annual or interim financial information and, at these meetings, the internal auditor will be asked to attend and, when a review report has been issued, the external auditor will also join the meeting to address the corresponding points on the agenda. At least some of these meetings held with the internal auditor or the external auditor must take place without the presence of the Company's senior management, so that any specific issues arising from the reviews can be discussed exclusively with them.

Moreover, the Committee will meet when required by the Board of Directors (Article 5 of the Audit Committee Regulations). Meetings are to be convened by the Secretary of the Committee as per the instructions of the Chairperson, at least five calendar days in advance, to be sent by letter, fax, telegram or e-mail. As an exception it may be less than this when it is deemed by the Chairperson to be an urgent matter.

The notice call shall include the meeting's agenda. Without prejudice to the abovementioned, the Committee may also discuss and approve matters not included in the cited agenda. In any event, the Chairperson of the Committee will rely on the Secretary to forward and make available any necessary information and documentation to the other of the members of the Committee with sufficient lead time so that they can be analysed prior to a meeting (Article 6 of the Audit Committee Bylaws and Regulations). Committee meetings will be held at the place stated in the call, except for the case described in the following section. Exceptionally, Committee meetings may be held via telephone conference, video conference or by any other means of non-face-to-face communication, as long as the identity and participation of the attendee is duly ensured and that all members of the Committee are a party to such communication. In this case, the meeting will constitute a quorum and be open at the place where the Chairperson is located (Article 7 of the Audit Committee Bylaws and Regulations). The Committee shall be duly convened when half of the members attend the meeting in person or by proxy. The Committee Chairman and Secretary shall be those individuals appointed for such positions. In case of absence or inability, the Chairman shall be replaced by the member of the Committee with more seniority, or the most senior Committee member in case of several members holding the same seniority. In case of absence or inability, the Secretary shall be replaced by the member of the Committee of less age. Furthermore, the Committee may hold a meeting without a prior call when all the members are present, or duly represented, and when they unanimously agree to hold the meeting. (Article 8 of the Audit Committee Regulations). The Audit Committee's decisions shall be adopted by majority vote of the Directors attending the meeting in person or by proxy. The Secretary shall record the minutes of each meeting which, once approved either at the end of the meeting or in the following one, shall be signed by the Chairman and the Secretary. (Article 9 of the Audit Committee Regulations).

The main actions carried out by the Committee during the fiscal year 2019 were as follows:

- (i) Activities concerning financial and non-financial information and the associated internal control mechanisms:
  - Prior to being submitted before the Board of Directors for their preparation, the examination of the individual and consolidated Financial Statements and the Directors Reports of CAF, S.A. and the CAF Group, respectively, corresponding to the 2018 fiscal year. The Directors Report includes the Statement of Non-Financial Information, which contains information on non-financial indicators relating to environmental activity, social issues, Human Resources, Respect for Human Rights and the Fight against Corruption and Bribery.
  - The review of the individual and consolidated quarterly and half-yearly financial statements, prior to being submitted before the Board of Directors for approval,
  - The Review of any other information so that it may be announced to the market or submitted to the supervisory bodies during this fiscal year.

- (ii) Activities associated with related-party transactions:
  - Review of significant related-party transactions carried out by the Company and planned for the upcoming fiscal year and determine whether they need to be brought to the attention of the Board.
- (iii) Activities relating to the corporate social responsibility policy and its terms of implementation during the year:
 

Activities regarding matters of corporate social responsibility activities conferred by the Board to the Appointments and Remuneration Committee, notwithstanding the verification of the relative information included in the Directors Report attached to the individual and consolidated Financial Statements of CAF, S.A. and the CAF Group, respectively, by the Audit Committee.
- (iv) Activities relating to risk management and control:
  - Ongoing evaluation of the Internal Control over Financial Reporting (ICFR) system and the analysis of its recommendations and improvement plans, proposed by Internal Audit.
  - Supervision of the tasks and performance of the Risk Management Unit. The attendance of the Unit's Manager at Committee meetings, to report on the main risks and contingencies of the Company and its Group. In this context: Periodic risk map supervision for the risks identified and evaluated during the various processes throughout the Organisation. Monitoring of the risk management models implemented by the Company.
  - Evaluation of the Company's non-financial risks, including operating, technological, legal, social, environmental, political and reputational risks.
- (v) Internal audit-related activities: The Audit Committee analysed and oversaw, on a direct and ongoing basis, the actions taken by the company's internal audit area. In addition to the activities in the preceding section, the Audit Committee performed the following actions:
  - Oversight of compliance with the Internal Audit Work Plan for 2018.
  - Approval of the Internal Audit Work Plan for 2019, which is comprised of the following: Review of the financial information (quarterly, half-yearly and annual financial statements and directors' report) and monitoring of the main financial and tax risks. Risk-based process rotation plan. Materiality-based subsidiary rotation plan. Improvement of internal audit efficiency and quality. Monitoring of recommendations issued.
  - Monitoring performance of the Internal Audit Work Plan throughout the year.
  - Assessment of the functioning of Internal Audit and of the performance of the head of internal audit.
- (vi) External auditor-related activities:
  - Preparation of the proposal for the renewal of the external auditor for submission to the Annual General Meeting.
  - Analysis of the external auditor's reports in relation to the company's separate and consolidated financial statements for 2018.
  - Analysis of the report on limited review of the half-yearly financial statements for 2019.
  - Request for written confirmation of independence issued by the auditor and preparation of the report on the auditor's independence in relation to the audit of the financial statements for 2018.
  - Setting the limits and criteria for the approval of non-audit services and approval of the proposal to provide non-audit services for 2020.
  - Analysis, together with the external auditor, of the main incidents identified in the audit, verifying the resolution thereof and, if unremedied, monitoring the auditor's recommendations and gathering information explaining how the identified risks were addressed.
  - Assessment of external auditor performance.
- (vii) Financing activities:
  - Analysis of debt performance and financing alternatives. Submission of proposals to the Board.
  - Analysis for the second 12-month renewal of the Euro-Commercial Paper Programme –ECP), implemented for the first time in December 2017, and submission to the Board of Directors for their approval.
- (viii) Audit Committee action plan monitoring activities: The Audit Committee monitored, on an ongoing basis, the action plans scheduled for 2019 in the report on the annual assessment of its performance in the previous year, and stated that they were all completed satisfactorily.
- (ix). Other activities:
  - Analysis of the potential corporate transactions expected to be performed by the company.
  - Oversight of the hiring process and proposal for appointment of new auditors for the CAF Group for 2021, 2022 and 2023.
  - Analysis prior to the acquisition of EuroMaint.
  - Approval of the report in relation to the performance of the Audit Committee for 2018.
  - Oversight of the actions of the company's internal tax function, which is in charge of control and management of the tax risks within the Group, with regular reporting on the situation of the various stages of development of this function, monitoring compliance with tax policy and the most relevant tax developments for the company.
  - Oversight of the communication strategy and the relationship with shareholders and investors, including small and medium-sized shareholders.
  - Proposal to the Board of Directors to modify the General Risk Management and Control Policy.
  - Proposal to the Board of Directors to modify the Internal Code of Conduct in the Securities Market.
  - Approval of an annual work programme for 2020 which includes the annual timetable of Audit Committee meetings with the external auditors.
  - Preparation of the report on the annual performance assessment, as part of the Board of Directors' assessment, pursuant to Recommendation 36 of the Spanish Code of Good Governance for Listed Companies.

#### APPOINTMENTS AND REMUNERATION COMMITTEE

##### Operation:

The Committee shall meet periodically as required and in particular when asked by the Board of Directors. The call notice shall be issued at least three days prior to the meeting. The call notice shall include the meeting's agenda and the relevant information duly summarised and prepared. Prior call notice of Committee meetings shall not be necessary when 100% of its members are convened and accept holding the meeting by unanimous vote. The Committee shall be duly convened when, at least, the majority of its members attend the meeting in person or by proxy. The meeting shall be chaired by the Chairman of the Committee. In the absence or inability of the Chairman, the meeting shall be chaired by the most senior member. Should several Directors hold the same seniority, the meeting shall be chaired by the most senior member among them. The Chairman shall organise the debate ensuring and promoting the participation of all Committee members during the body's deliberations. At the Committee's request, its meetings may be attended by any executive or worker, the Executive Director, the Board of Director's Chairman or any other director. The Board of Director's Chairman or the Executive Director may indistinctly request the Committee to hold special informative meetings. Resolutions shall be adopted by majority vote of the Directors attending the Committee's meeting in person or by proxy.

The Chairman of the Committee has the casting vote in the event of a tie. Adopted resolutions shall be minuted, reported by the Secretary and approved during such meeting or at the beginning of the next one immediately after.

During 2019 the most relevant actions carried out by this Committee were as follows:

- (i) Activities regarding appointments:
- Analysis of the matrix of competences of the Board of Directors and evaluation of the work profile required for it, to consider them for the evaluation of candidates in the context of any vacancies.
  - Presentation to the Board of Directors, for its elevation to the General Meeting, of proposals for the re-election and appointment of two Independent Directors.
  - The previous proposals were arranged to the Shareholders in the Company's web site from the announcement of the General Meeting.
  - Proposing to Board of Directors the changes in the Executive Committee
- (ii) Activities regarding remuneration:
- Proposing to the Board of Directors the Director Remuneration Report corresponding to fiscal year 2018.
  - Proposing to the Board of Directors the Director Remunerations corresponding to fiscal year 2019.
  - Proposing to the Board of Directors the proposal of the remuneration for Executive Directors to fiscal year 2019.
  - Proposing to the Board of Directors the proposal of the remuneration of the Executive Committee during the fiscal year 2019.
  - Analysis of the policy of remuneration to the Board of Directors linked to the company's strategy and with the conditions of the market.
- (iii) Activities regarding matters of corporate governance:
- Review of the Corporate Social Responsibility Report.
  - Review of the confirmation of fight against the "Slavery Modern" (UK), corresponding to fiscal year 2018.
  - Reporting of the non-financial information statement included in 2018 Directors' report of the consolidated group.
  - Reporting on the oversight and assessment of the Corporate Governance System and Corporate Social Responsibility.
- (iv) Activities related to the process of evaluation of the performance of the Board of Directors and of the commissions, including the own Appointments and Remuneration Committee: the Committee has elaborated the report about the annual evaluation of its own performance to fiscal year 2019 and the report about the annual evaluation of the Board of Directors, according to the recommendation 36 of the code of good government for listed companies. The commission has valued satisfactory the performance of the Board and the commissions, including the Appointments and Remuneration Committee, without any relevant changes in the company. There have been suggestions or action plans to continue working in matters related to corporate government for be reviewed in fiscal year 2020.
- (v) Other actions:
- Proposal to Board of Directors of changes in Regulation of the Appointments and Remuneration Committee.
  - Approving of the Performance Report of the Appointments and Remuneration Committee for the fiscal year 2018.
  - Analysis of Technical Guidance about Appointments and Remuneration Committee published by the Spanish National Securities Market Commission (CNMV).
  - Monitoring the Diversity to the Directors Selection Policy for the fiscal year.
- (vi) Monitoring activities of the Committee's own action plans:  
Throughout the current fiscal year, the Committee has continuously monitored the 2019 Action Plans presented in the Report on the annual evaluation of its own performance. It has verified that all of these have been fulfilled satisfactorily.

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This Annual Corporate Governance Report was approved by the Board of Directors of the company at the meeting held on:

[ 27/02/2020 ]

State whether any directors voted against or abstained from voting on this report.

[ ] Yes  
[ v ] No

# **Construcciones y Auxiliar de Ferrocarriles, S.A. and subsidiaries (the Group)**

Auditor's Report on the Information  
relating to the system of internal control  
over financial reporting (ICFR) for the year  
ended 31 December 2019

*Translation of a report originally issued in Spanish. In the event of a discrepancy, the Spanish-language version prevails.*

**AUDITOR'S REPORT ON THE "INFORMATION RELATING TO THE SYSTEM OF INTERNAL CONTROL OVER FINANCIAL REPORTING (ICFR)" OF CONSTRUCCIONES Y AUXILIAR DE FERROCARRILES, S.A. AND SUBSIDIARIES ("THE CAF GROUP") FOR THE YEAR ENDED 31 DECEMBER 2019**

To the Directors of Construcciones y Auxiliar de Ferrocarriles, S.A.:

As requested by the Board of Directors of Construcciones y Auxiliar de Ferrocarriles, S.A. and Subsidiaries ("the Group") and in accordance with our proposal-letter of 29 November 2019, we have applied certain procedures to the accompanying "Information relating to the ICFR system" in the Annual Corporate Governance Report of Construcciones y Auxiliar de Ferrocarriles, S.A. for 2019, which summarises the internal control procedures of the Group in relation to its annual financial reporting.

The Board of Directors is responsible for adopting the appropriate measures in order to reasonably guarantee the implementation, maintenance and supervision of an adequate internal control system and for making improvements to that system and for preparing and establishing the content of the accompanying information relating to the ICFR system.

It should be noted in this regard that, irrespective of the quality of the design and operating effectiveness of the internal control system adopted by the Group in relation to its annual financial reporting, the system can only permit reasonable, but not absolute, assurance in connection with the objectives pursued, due to the limitations inherent to any internal control system.

In the course of our audit work on the consolidated financial statements and pursuant to Technical Standards on Auditing, the sole purpose of our assessment of the internal control of the Group was to enable us to establish the scope, nature and timing of the audit procedures to be applied to the Group's consolidated financial statements. Therefore, our assessment of internal control performed for the purposes of the aforementioned audit of consolidated financial statements was not sufficiently extensive to enable us to express a specific opinion on the effectiveness of the internal control over the regulated annual financial reporting.

For the purpose of issuing this report, we applied exclusively the specific procedures described below and indicated in the "*Guidelines on the Auditor's Report on the Information relating to the System of Internal Control over Financial Reporting of Listed Companies*", published by the Spanish National Securities Market Commission (CNMV) on its website, which establish the work to be performed, the minimum scope thereof and the content of this report. Since the work resulting from such procedures has, in any case, a reduced scope that is significantly less extensive than that of an audit or a review of the internal control system, we do not express an opinion on the effectiveness thereof, or on its design or operating effectiveness, in relation to the Group's annual financial reporting for 2018 described in the Information relating to the ICFR system. Therefore, had we applied procedures additional to those established in the aforementioned Guidelines or performed an audit or a review of the system of internal control over the regulated annual financial reporting, other matters or aspects might have been disclosed which would have been reported to you.

Also, since this special engagement does not constitute an audit of financial statements and is not subject to the audit regulations in force in Spain, we do not express an audit opinion in the terms provided for in those regulations.

The procedures applied were as follows:

1. Perusal and understanding of the information prepared by the Group in relation to the ICFR system -disclosure information included in the directors' report- and assessment of whether this information addresses all the information required in accordance with the minimum content described in section F, relating to the description of the ICFR system, of the model Annual Corporate Governance Report, as established in Circular no. 5/2013 of the National Securities Market Commission dated June 12, 2013, which has been modified by Circular 7/2015 of the National Securities Market Commission dated 22 December 2015 and the Circular 2/2018 of the National Securities Market Commission dated 12 June 2018 ("the Circulars of the NSMC").
2. Inquiries of personnel in charge of preparing the information detailed in point 1 above for the purpose of: (i) obtaining an understanding of the process that goes into drawing up the information; (ii) obtaining information that permits an evaluation of whether the terminology used complies with the framework definitions; and (iii) obtaining information on whether the control procedures described are in place and functioning at the Group.
3. Review of the explanatory documents supporting the information detailed in point 1 above, including mainly the documentation furnished directly to those responsible for describing the ICFR system. In this respect, the aforementioned documentation includes reports prepared by the Internal Audit Department, senior executives or other internal or external experts providing support functions to the Audit Committee.
4. Comparison of the information detailed in point 1 above with the knowledge on the Group's ICFR system obtained through the procedures applied during the financial statement audit work.
5. Perusal of minutes of meetings of the Board of Directors, the Audit Committee and other Group committees in order to assess the consistency between the ICFR issues addressed therein and the information detailed in point 1 above.
6. Obtainment of the representation letter in connection with the work performed, duly signed by those responsible for preparing and formulating the information detailed in point 1 above.

The procedures applied to the information relating to the ICFR system did not disclose any inconsistencies or incidents that might affect the information.

This report has been prepared exclusively in the context of the requirements of Article 540 of the Consolidated Spanish Limited Liability Companies Law, and "the Circulars of the NSMC", for the purposes of the description of the ICFR system in annual corporate governance reports.

DELOITTE, S.L.



Pablo Mugica  
27 February 2020

**Construcciones y Auxiliar de Ferrocarriles, S.A.**

**Balance Sheets as at 31 December 2019 and 2018 (Notes 1 to 3)**  
(Thousands of euros)

Assets	Note	31/12/19	31/12/18 (*)	Equity and liabilities	Note	31/12/19	31/12/18 (*)
<b>Non-current assets:</b>				<b>Equity:</b>	<b>13</b>		
<b>Intangible assets:</b>	<b>6</b>			<b>Shareholders' equity</b>			
Other intangible assets		58,401	37,059	<b>Share capital:</b>			
		<b>58,401</b>	<b>37,059</b>	Registered share capital		10,319	10,319
						<b>10,319</b>	<b>10,319</b>
<b>Property, plant and equipment</b>	<b>7</b>	<b>107,264</b>	<b>113,727</b>	<b>Share premium</b>		<b>11,863</b>	<b>11,863</b>
<b>Non-current investments in Group companies and associates</b>	<b>9, 10 &amp; 15</b>	<b>987,397</b>	<b>937,742</b>	<b>Reserves</b>		<b>634,738</b>	<b>661,752</b>
<b>Non-current financial assets</b>	<b>8 &amp; 15</b>	<b>55,173</b>	<b>18,363</b>				
<b>Deferred tax assets</b>	<b>16</b>	<b>68,649</b>	<b>73,438</b>	<b>Profit for the Year</b>		<b>1,950</b>	<b>4,285</b>
<b>Total non-current assets</b>		<b>1,276,884</b>	<b>1,180,329</b>			<b>658,870</b>	<b>688,219</b>
				<b>Valuation adjustments:</b>	<b>15</b>		
				Available-for-sale financial assets		222	244
				Hedges		902	(381)
						<b>1,124</b>	<b>(137)</b>
				<b>Grants, donations and legacies received</b>		<b>3,440</b>	<b>-</b>
				<b>Total equity</b>		<b>663,434</b>	<b>688,082</b>
				<b>Non-current liabilities:</b>			
				<b>Long-term provisions</b>	<b>17</b>	<b>2,405</b>	<b>1,938</b>
				<b>Non-current payables:</b>	<b>14 &amp; 15</b>		
				Bank borrowings and debt instruments or other marketable securities		585,658	463,618
				Other financial liabilities		65,028	42,992
						<b>650,686</b>	<b>506,610</b>
				<b>Non-current payables to Group companies and associates</b>	<b>10</b>	<b>7,128</b>	<b>-</b>
				<b>Deferred tax liabilities</b>	<b>16-f</b>	<b>1,689</b>	<b>152</b>
				<b>Total non-current liabilities</b>		<b>661,908</b>	<b>508,700</b>
				<b>Current liabilities:</b>			
				<b>Short-term provisions</b>	<b>17</b>	<b>234,869</b>	<b>237,351</b>
				<b>Current payables:</b>	<b>14 &amp; 15</b>		
				Bank borrowings, debt instruments and other marketable securities		90,646	152,446
				Other financial liabilities		63,623	56,388
						<b>154,269</b>	<b>208,834</b>
				<b>Current payables to Group companies and associates</b>	<b>10</b>	<b>72,175</b>	<b>30,247</b>
				<b>Trade and other payables:</b>			
				Payable to suppliers	10	502,482	515,760
				Other payables	10, 11, 14 & 16	770,785	768,934
						<b>1,273,267</b>	<b>1,284,694</b>
				<b>Other current liabilities</b>	<b>14</b>	<b>24,592</b>	<b>22,343</b>
				<b>Total current liabilities</b>		<b>1,759,172</b>	<b>1,783,469</b>
				<b>Total equity and liabilities</b>		<b>3,084,514</b>	<b>2,980,251</b>
<b>Total current assets</b>		<b>1,807,630</b>	<b>1,799,922</b>				
<b>Total assets</b>		<b>3,084,514</b>	<b>2,980,251</b>				

(\*) Presented for comparison purposes only.

The accompanying Notes 1 to 24 are an integral part of the balance sheet as at 31 December 2019.

Translation of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company in Spain (see Notes 2 and 24). In the event of a discrepancy, the Spanish-language version prevails.

## Construcciones y Auxiliar de Ferrocarriles, S.A.

### Statements of Profit or Loss for the years ended 31 December 2019 and 2018

(Notes 1 to 3)  
(Thousands of euros)

	Note	(Debit) Credit	
		2019	2018 (*)
<b>Continuing operations:</b>			
Revenue	10 & 19-a	1,433,874	1,429,863
+/- Changes in inventories of finished goods and work in progress		67,378	(24,314)
In-house work on non-current assets		11,967	7,408
Procurements	10 & 19-b	(889,308)	(792,164)
Other operating income	3-f, 3-j, 10 & 15	18,536	15,507
Staff costs	19-d	(304,003)	(286,195)
Other operating expenses	10, 17 & 19-e	(277,848)	(270,441)
Depreciation and amortisation charge	6 & 7	(23,999)	(21,367)
Allocation to profit or loss of grants related to non-financial non-current assets and other grants	13-h	1,165	103
Impairment and gains or losses on disposals of non-current assets	7	2	30
<b>Profit (loss) from operations</b>		<b>37,764</b>	<b>58,430</b>
Finance income	8, 9 & 10	50,188	28,937
Finance costs	10, 14 & 15	(32,097)	(27,203)
Exchange differences	18	(2,037)	(2,336)
Impairment and gains or losses on disposals of financial instruments	8 & 9	(44,844)	(36,298)
<b>Financial profit</b>		<b>(28,790)</b>	<b>(36,900)</b>
<b>Profit before tax</b>		<b>8,974</b>	<b>21,530</b>
Income tax	16	(7,024)	(17,245)
<b>Profit for the year from continuing operations</b>		<b>1,950</b>	<b>4,285</b>
<b>Profit for the year</b>		<b>1,950</b>	<b>4,285</b>
<b>Earnings per share (in euros)</b>			
Basic		0.057	0.125
Diluted		0.057	0.125

(\*) Presented for comparison purposes only.

The accompanying Notes 1 to 24 are an integral part of the statement of profit or loss for 2019.

Translation of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company in Spain (see Notes 2 and 24). In the event of a discrepancy, the Spanish-language version prevails.

## Construcciones y Auxiliar de Ferrocarriles, S.A.

### Statements of Recognised Income and Expense for 2019 and 2018

(Notes 1 to 3)

(Thousands of euros)

	Note	2019	2018 (*)
<b>A) Profit for the year (per statement of profit or loss)</b>		<b>1,950</b>	<b>4,285</b>
<b>B) Income and expense recognised directly in equity</b>		<b>(408)</b>	<b>(1,011)</b>
Arising from valuation of financial assests		(22)	244
Arising from cash flow hedges	15	1,453	1,620
Grants, donations and legacies received		5,692	-
Arising from actuarial gains and losses and other adjustments	3-k	(5,816)	(2,402)
Tax effect	16-c & 16-f	(1,715)	(473)
<b>C) Transfers to profit or loss</b>		<b>(707)</b>	<b>(16)</b>
Arising from cash flow hedges	15	235	80
Grants, donations and legacies received	13-h	(1,165)	(103)
Tax effect	16-c & 16-f	223	7
<b>Total recognised income and expense (A+B+C)</b>		<b>835</b>	<b>3,258</b>

(\*) Presented for comparison purposes only.

The accompanying Notes 1 to 24 are an integral part of the statement of recognised income and expense for 2019.

Translation of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company in Spain (see Notes 2 and 24).  
In the event of a discrepancy, the Spanish-language version prevails.

## Construcciones y Auxiliar de Ferrocarriles, S.A.

### Statements of Changes in Total Equity for 2019 and 2018 (Notes 1 to 3) (Thousands of euros)

	Shareholders' equity				Valuation adjustments	Grants, donations and legacies received	Total equity
	Share capital	Share premium	Reserves	Profit for the year			
<b>Ending balance at 31 December 2017 (*)</b>	<b>10,319</b>	<b>11,863</b>	<b>648,916</b>	<b>10,333</b>	<b>(1,586)</b>	<b>74</b>	<b>679,919</b>
<b>Total recognised income and expense</b>	-	-	<b>(2,402)</b>	<b>4,285</b>	<b>1,449</b>	<b>(74)</b>	<b>3,258</b>
<b>Transactions with shareholders</b>	-	-	<b>15,238</b>	<b>(10,333)</b>	-	-	<b>4,905</b>
Dividends distribution (Note 13)	-	-	(12,292)	(10,333)	-	-	(22,625)
Business combination (Note 9)	-	-	27,530	-	-	-	27,530
<b>Ending balance at 31 December 2018 (*)</b>	<b>10,319</b>	<b>11,863</b>	<b>661,752</b>	<b>4,285</b>	<b>(137)</b>	-	<b>688,082</b>
<b>Total recognised income and expense</b>	-	-	<b>(5,816)</b>	<b>1,950</b>	<b>1,261</b>	<b>3,440</b>	<b>835</b>
<b>Transactions with shareholders</b>	-	-	<b>(21,198)</b>	<b>(4,285)</b>	-	-	<b>(25,483)</b>
Dividends distribution (Note 13)	-	-	(21,940)	(4,285)	-	-	(26,225)
Business combination (Note 9)	-	-	742	-	-	-	742
<b>Ending balance at 31 December 2019</b>	<b>10,319</b>	<b>11,863</b>	<b>634,738</b>	<b>1,950</b>	<b>1,124</b>	<b>3,440</b>	<b>663,434</b>

(\*) Presented for comparison purposes only.

The accompanying Notes 1 to 24 are an integral part of the statement of changes in total equity for 2019.

## Construcciones y Auxiliar de Ferrocarriles, S.A.

### Statements of Cash Flows for 2019 and 2018 (Notes 1 to 3) (Thousands of euros)

	Note	2019	2018 (*)
<b>CASH FLOWS FROM OPERATING ACTIVITIES (I)</b>		<b>(4,745)</b>	<b>266,732</b>
<b>Profit for the year before tax</b>		<b>8,974</b>	<b>21,530</b>
<b>Adjustments for:</b>			
- Depreciation and amortisation charge	6 & 7	23,999	21,367
- Changes in provisions	17	436	54,146
- Recognition of grants in profit or loss	13	(1,165)	(103)
- Gains/Losses on derecognition and disposal of non-current assets	7	(2)	(30)
- Gains/Losses on derecognition of and valuation adjustments to financial instruments	8 & 9	44,844	36,298
- Finance income		(50,188)	(28,937)
- Finance costs		32,097	27,203
- Other income and expenses		(3,046)	(2,341)
<b>Changes in working capital</b>			
- Inventories	11	(100,264)	(17,261)
- Trade and other receivables		64,916	(240,950)
- Other current assets		(1,462)	1,110
- Trade and other payables		(17,503)	398,632
- Other current liabilities		32	467
- Other non-current assets and liabilities		(2,556)	(1,830)
<b>Other cash flows from operating activities</b>			
- Income tax recovered (paid)	16	(22,878)	(9,225)
- Other amounts received (paid) (interest and dividends) (net)		19,021	6,656
<b>CASH FLOWS FROM INVESTING ACTIVITIES (II)</b>		<b>(128,854)</b>	<b>(275,545)</b>
<b>Payments due to investment</b>			
- Group companies and associates	9 & 10	(156,626)	(362,274)
- Intangible assets	6	(29,595)	(21,396)
- Property, plant and equipment	7	(11,717)	(22,045)
- Other financial assets	8	(516)	(5,489)
<b>Proceeds from disposal</b>			
- Group companies and associates	9 & 10	68,609	134,542
- Property, plant and equipment	7	2	61
- Other financial assets	8	989	1,056
<b>CASH FLOWS FROM FINANCING ACTIVITIES (III)</b>		<b>84,451</b>	<b>219,605</b>
<b>Proceeds and payments relating to financial liability instruments</b>			
- Proceeds from debt instruments and other marketable securities	14	472,950	305,000
- Proceeds from issue of borrowings from Group companies and associates	10	61,307	5,768
- Proceeds from issue of bank borrowings	14	97,500	175,000
- Proceeds from issue of other borrowings	14	716	4,094
- Repayment of debt instruments and other marketable securities	14	(467,950)	(230,000)
- Repayment of bank borrowings	14	(46,384)	(6,500)
- Repayment and amortisation of other borrowings	14	(6,035)	(9,360)
- Repayment of borrowings from Group companies and associates	10	(1,428)	(1,772)
<b>Dividends and returns on other equity instruments paid</b>			
- Dividends	13	(26,225)	(22,625)
<b>EFFECT OF FOREIGN EXCHANGE RATE CHANGES (IV)</b>		<b>(309)</b>	<b>432</b>
<b>NET INCREASE/DECREASE IN CASH AND CASH EQUIVALENTS (I+II+III+IV)</b>		<b>(49,457)</b>	<b>211,224</b>
Cash and cash equivalents at beginning of year		390,413	179,189
Cash and cash equivalents at end of year		340,956	390,413

(\*) Presented for comparison purposes only.

The accompanying Notes 1 to 24 are an integral part of the statement of cash flows for 2019.

*Translation of financial statements originally issued in Spanish and prepared in accordance with the regulatory financial reporting framework applicable to the Company in Spain (see Notes 2 and 24). In the event of a discrepancy, the Spanish-language version prevails.*

## **Construcciones y Auxiliar de Ferrocarriles, S.A.**

### Notes to the Financial Statements for the Year Ended 31 December 2019

#### **1. Company activities**

Construcciones y Auxiliar de Ferrocarriles, S.A. ("CAF" or "the Company") was incorporated in 1917 for an indefinite period of time in San Sebastián (Guipúzcoa), and its registered office is in Beasain (Guipúzcoa).

The Company's object is described in Article 2 of its bylaws.

The Company currently engages mainly in the manufacture of rolling stock materials.

The Company is the head of a group of subsidiaries and is obliged under current legislation to prepare consolidated financial statements separately. The consolidated financial statements of the CAF Group for 2019 were formally prepared by its directors at the Board of Directors Meeting held on 27 February 2020. The consolidated financial statements for 2018 were approved by the shareholders at the Annual General Meeting of Construcciones y Auxiliar de Ferrocarriles, S.A. on 15 June 2019, and were filed at the Guipúzcoa Mercantile Registry.

#### **2. Basis of presentation of the financial statements**

##### ***a) Regulatory financial reporting framework applicable to the Company***

These financial statements were formally prepared by the directors in accordance with the regulatory financial reporting framework applicable to the Company, which consists of:

- a) The Spanish Commercial Code and all other Spanish corporate law.
- b) The Spanish National Chart of Accounts approved by Royal Decree 1514/2007 and its industry adaptations, in particular the industry adaptation for construction companies.
- c) The mandatory rules approved by the Spanish Accounting and Audit Institute in order to implement the Spanish National Chart of Accounts and the relevant secondary legislation.
- d) All other applicable Spanish accounting legislation.

##### ***b) Fair presentation***

The accompanying financial statements for 2019, which were obtained from the Company's accounting records, are presented in accordance with the regulatory financial reporting framework applicable to the Company and, in particular, with the accounting principles and rules contained therein and, accordingly, present fairly the Company's equity, financial position, results of operations, changes in equity and cash flows for 2019. These financial statements, which were formally prepared by the Company's directors, will be submitted for approval by the shareholders at the Annual General Meeting, and it is considered that they will be approved without any changes.

The financial statements for 2018, which were formally prepared by the directors, were approved by the shareholders at the Annual General Meeting on 15 June 2019 (see Note 13).

##### ***c) Non-obligatory accounting principles applied and changes in accounting policies***

No non-obligatory accounting principles were applied. The directors formally prepared these financial statements taking into account all the obligatory accounting principles and standards with a significant effect hereon. All obligatory accounting principles were applied.

In 2019 there were no significant changes in accounting policies with respect to those applied in 2018.

**d) Use of estimates**

In preparing the accompanying financial statements estimates were made by the Company's directors in order to measure certain of the assets, liabilities, income, expenses and obligations reported herein.

Although these estimates were made on the basis of the best information available at 2019 year-end, events that take place in the future might make it necessary to change these estimates (upwards or downwards) in coming years. Changes in accounting estimates would be applied prospectively (see Notes 6, 7, 9, 11, 15, 16 and 17).

**e) Comparative information**

The information relating to 2019 contained in these notes to the financial statements is presented, for comparison purposes, with the information for 2018.

**f) Grouping of items**

Certain items in the balance sheet, statement of profit or loss, statement of changes in equity and statement of cash flows are grouped together to facilitate their understanding; however, whenever the amounts involved are material, the information is broken down in the related notes to the financial statements.

**g) Consolidated Group and basis of consolidation**

As indicated in Note 9, the Company has ownership interests in the share capital of other (unlisted) companies which are equal to or greater than 20%.

The Company's long-term investments in Group companies and associates are presented in accordance with the corporate legislation in force (see Note 9). Consequently, CAF's financial statements for 2019 do not reflect the financial and equity changes arising from the application of consolidation methods to these ownership interests or to the transactions performed by them. These changes, which are significant, are however reflected in the CAF Group's consolidated financial statements for 2019.

The main aggregates in the consolidated financial statements of the CAF Group for 2019 and 2018, prepared in accordance with Final Provision Eleven of Law 62/2003, of 30 December, applying International Financial Reporting Standards as adopted by European Union Regulations, are as follows:

*2019 consolidated financial statements*

	Thousands of euros
<b>Total assets</b>	<b>4,322,826</b>
<b>Equity-</b>	<b>745,367</b>
Of the Parent	733,237
Of non-controlling interests	12,130
<b>Revenue</b>	<b>2,597,655</b>
<b>Profit for the year-</b>	<b>25,090</b>
Of the Parent	24,745
Of non-controlling interests	345

*2018 consolidated financial statements*

	Thousands of euros
<b>Total assets</b>	<b>4,005,961</b>
<b>Equity-</b>	<b>757,267</b>
Of the Parent	751,712
Of non-controlling interests	5,555
<b>Revenue</b>	<b>2,048,419</b>
<b>Profit for the year-</b>	<b>39,620</b>
Of the Parent	43,462
Of non-controlling interests	(3,842)

#### ***h) Correction of errors***

In preparing the accompanying financial statements no significant errors were detected that would have made it necessary to restate the amounts included in the financial statements for 2018.

### **3. Accounting policies**

The principal accounting policies used by the Company in preparing its financial statements as at 31 December 2019 and 2018, in accordance with the Spanish National Chart of Accounts, were as follows:

#### ***a) Intangible assets***

Computer software and development projects for which there are no doubts as to their technical and commercial success are measured at their acquisition cost (or, where appropriate, at their accumulated production cost applied in accordance with inventory measurement bases - see Note 3-e). Computer software is amortised on a straight-line basis over five years from its acquisition. Development projects are amortised on a straight-line basis over 5 years from their acquisition or completion, or are recovered as an addition to the cost of the development-related contracts obtained over that period, in which case they are transferred to inventories (see Note 6).

#### ***b) Property, plant and equipment***

Property, plant and equipment are initially recognised at acquisition or production cost and are subsequently reduced by the related accumulated depreciation and by any impairment losses recognised, as indicated in Note 3-c. The acquisition cost was revalued pursuant to the related legislation, including Guipúzcoa Regulation 11/1996, of 5 December, Guipúzcoa Regulation 13/1991, of 13 December, and Guipúzcoa Regulation 1/2013, of 5 February (see Note 13-c).

The costs of expansion, modernisation or improvements leading to increased productivity, capacity or efficiency or to a lengthening of the useful lives of the assets are capitalised.

In-house work performed by the Company on its items of property, plant and equipment is recognised at the related accumulated production cost allocated in accordance with inventory measurement bases (see Note 3-e).

The items of property, plant and equipment are depreciated on a straight-line basis at rates based on the following years of estimated useful life:

	Years of estimated useful life
Buildings	25 - 50
Plant and machinery	6 - 10
Other fixtures, tools and furniture	3 - 10
Other items of property, plant and equipment	10 - 20

In 2019 and 2018 the Company did not capitalise any borrowing costs to "Property, Plant and Equipment", as it did not have any significant projects the construction period of which exceeded one year and it considered the attributable general-purpose borrowings to be very insignificant.

#### ***c) Impairment of assets***

At each balance sheet date, the Company reviews the carrying amounts of its non-current assets to determine whether there is any indication that those assets might have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Recoverable amount is the higher of fair value less costs to sell and value in use. Value in use is deemed to be the present value of estimated future cash flows.

#### **d) Financial instruments**

##### *Financial assets and trade and other receivables*

In accordance with the classification criteria established, the Group classifies its financial assets in the following categories:

- (1) Loans and other long-term receivables: financial assets arising from the sale of goods or the rendering of services in the ordinary course of the Company's business. Loans and other long-term receivables are initially recognised at fair value and are subsequently measured at amortised cost, using the effective interest method. The amortised cost is understood to be the initial cost minus principal repayments and any reduction for impairment or uncollectability. The effective interest rate is the discount rate that exactly matches the initial carrying amount of a financial instrument to all its cash flows.
- (2) Held-to-maturity investments. Financial assets with fixed maturity that the Company has the intention and ability to hold to maturity. These investments are also initially recognised at fair value and are subsequently measured at amortised cost.
- (3) Held-for-trading financial assets classified as at fair value through profit or loss. These assets must have any of the following characteristics:
  - They have been classified as held-for-trading because they have been acquired to generate a profit through short-term fluctuations in their prices.
  - They are financial derivatives provided that they have not been designated as part of a hedging relationship.
  - They have been included in this category of assets since initial recognition.
- (4) Available-for-sale financial assets. Available-for-sale financial assets are measured at fair value. This category includes financial assets acquired that are not held for trading purposes and are not classified as held-to-maturity investments or financial assets at fair value through profit or loss. Substantially all these assets relate to equity investments. These assets are measured in the balance sheet at fair value which, in the case of unlisted companies, is obtained using alternative methods, such as comparison with similar transactions or, if sufficient information is available, by discounting expected future cash flows. Changes in fair value are recognised directly under "Equity - Valuation Adjustments - Available-for-Sale Financial Assets" in the balance sheet until the investments are disposed of, at which time the cumulative balance of this heading relating to the investments disposed of is recognised in full in the statement of profit or loss. In this regard, (permanent) impairment is presumed to exist if the market value of the asset has fallen by more than 40% or if there has been a prolonged fall in market value over a period of 18 months without the value having recovered.

Equity investments in unlisted companies, the fair value of which cannot be measured reliably using alternative methods such as those indicated in the preceding paragraph, are measured at cost, unless there are indications of impairment, in which case they are recognised in profit or loss.
- (5) Investments in Group companies, associates and jointly controlled entities. These are measured at cost net, where appropriate, of any accumulated impairment losses. These losses are calculated as the difference between the carrying amount of the investments and their recoverable amount. Recoverable amount is the higher of fair value less costs to sell and the present value of the future cash flows from the investment. Unless there is better evidence of the recoverable amount, it is based on the value of the equity of the investee, adjusted by the amount of the unrealised gains existing at the date of measurement (including any goodwill).

Company management determines the most appropriate classification for each asset on acquisition, which is subsequently reviewed at the end of each year.

At least at each reporting date the Company tests financial assets not measured at fair value through profit or loss for impairment. Objective evidence of impairment is considered to exist when the recoverable amount of the financial asset is lower than its carrying amount. When this occurs, the impairment loss is recognised in the statement of profit or loss.

The Company recognises an allowance for debts in an irregular situation due to late payment, suspension of payments, insolvency or other reasons, after performing a case-by-case collectability analysis (see Note 12). Also, the Company derecognises trade receivable balances for the amount of the accounts receivable factored provided that substantially all the risks relating to default and delinquency and the rewards inherent to ownership of these accounts receivable (non-recourse factoring) have been transferred. At 31 December 2019, the Company had factoring without recourse receivables amounting to EUR 44,699 thousand (31 December 2018: EUR 13,110 thousand).

#### *Cash and cash equivalents*

"Cash and Cash Equivalents" in the accompanying balance sheet includes cash and demand deposits.

#### *Financial liabilities*

Financial liabilities include accounts payable by the Company that have arisen from the purchase of goods or services in the normal course of the Company's business and those which, not having commercial substance, cannot be classed as derivative financial instruments.

Accounts payable are initially recognised at the fair value of the consideration received, adjusted by the directly attributable transaction costs. These liabilities are subsequently measured at amortised cost.

#### *Derivative financial instruments*

The Company uses these instruments to hedge the risks to which its business activities, operations and future cash flows are exposed. Basically, it does so to hedge the foreign currency risk to which its project contracts, certain investments in investees and the financing received are exposed, and to hedge the interest rate risk arising from loan drawdowns (see Notes 5 and 15).

The Company reviews the conditions for a financial derivative to qualify for hedge accounting to ensure that such conditions are met, i.e.: (1) it hedges one of the following three types of risk: fair value hedge, cash flow hedge or hedge of a net investment in a foreign operation; (2) it effectively eliminates any risk inherent to the hedged item or position throughout the projected term of the hedge; and (3) there is suitable documentation to evidence that the financial derivative was arranged specifically to hedge certain balances or transactions and how it was intended to achieve and measure the effectiveness of the hedge, provided that this was consistent with the Company's risk management policy.

CAF has defined financial risk management objectives and policies which set forth, in writing, the policy in respect of the arrangement of derivatives and hedging strategy.

These financial instruments are initially recognised at acquisition cost. The changes in the fair value of the derivative financial instruments that were designated and effective as hedges are subsequently recognised as follows:

- In fair value hedges, the gains or losses arising on both the hedging instrument and the hedged item attributable to the type of risk being hedged are recognised directly under "Changes in Fair Value of Financial Instruments" in the accompanying statement of profit or loss.
- In cash flow hedges, the gains or losses attributable to the effective portion of the hedging instrument are recognised temporarily in equity under "Valuation Adjustments - Hedges". This method is used by the Company for those projects in which the hedged risk is not a firm and signed commitment but rather a highly probable forecast transaction, and for interest rate hedges.

To the extent that a highly probable transaction gives rise to firm commitments, the amounts previously recognised in equity are reclassified to profit or loss.

- In hedges of net investments in foreign operations, the gains or losses attributable to the effective portion of the hedging instrument are charged or credited to "Impairment and Gains or Losses on Disposals of Financial Instruments" in the statement of profit or loss, and are adjusted in the line item that includes the value of the investment by the portion of the hedge that meets the criteria to be considered effective.

The fair value of the derivative financial instruments was calculated including the Company's own credit risk and that of the counterparty (see Note 15).

#### **e) Inventory measurement bases**

Raw materials and other supplies and goods held for resale are measured at the lower of average acquisition cost or net realisable value.

Work in progress and finished and semi-finished goods are presented net of costs already settled as described in Note 3-f and are measured as follows:

1. Materials and expenses allocated to each project: at the average acquisition or production cost.
2. Processing costs: based on standard hourly absorption rates for labour and direct and indirect production overheads, which do not differ significantly from actual hourly rates.
3. For inventories that necessarily take a period of more than twelve months to become available for sale, the cost includes the related borrowing costs.

#### **f) Recognition of contract revenue and profit**

Revenue and expenses are recognised on an accrual basis, i.e. when the actual flow of the related goods and services occurs, regardless of when the resulting monetary or financial flow arises.

Maintenance revenue is recognised on an accrual basis. The Company has certain maintenance contracts billed on a straight-line basis which envisage the performance of in-depth inspections from time to time. In these cases, the difference between the costs billed and the costs incurred, determined as the proportion that contract costs incurred bear to the total contract costs, is recognised with a charge to "Revenue" and a credit to "Trade and Other Payables - Other Payables" in the accompanying balance sheet.

For construction contracts, the Company generally recognises the income and profit or loss on each contract by reference to the estimated stage of completion of the contract, calculated on the basis of the actual hours incurred in each contract as a percentage of the estimated total hours, which is in keeping with other methods for determining the stage of completion on the basis of the costs incurred compared with the total budgeted costs.

Once the projected profit or loss on each contract has been determined, the Company applies the following correcting coefficients to determine actual profit or loss and revenue:

- With a percentage of completion of between 0% and 10%, no profit or revenue is recognised, in order to take into account the initial margin of uncertainty in the contracts in the long term.
- From 10% onwards, a percentage of profit and revenue equal to the percentage of completion is recognised.

Revenue and profit or loss on civil engineering construction, signalling and engineering services contracts are recognised by reference to the estimated stage of completion of the contract, calculated on the basis of the costs incurred compared with the total budgeted costs.

Potential losses on project contracts are recognised in full when they become known and can be estimated.

The Company only recognises revenue from claims when the customer has accepted the claim and evidence of such acceptance exists, either in the form of a contractual modification or a document of a similar legal nature.

Based on the revenue realised, the projected profit or loss on each contract (calculated as described above) and the stage of completion, inventories are derecognised for the amount of the costs settled with a charge to the related heading in the statement of profit or loss and a credit to "Inventories" on the asset side of the balance sheet (see Note 11).

Sales of products, basically wheel sets and components, are recognised when the goods and title thereto are transferred (see Note 19).

Interest income from financial assets is recognised using the effective interest method and dividend income is recognised when the shareholder's right to receive payment is established. Interest and dividends from financial assets accrued after the date of acquisition are recognised as income.

#### **g) Customer advances and completed contract work**

The difference between revenue recognised on each project (see Note 3-f) and the amount billed for the project is recognised as follows:

- If the difference is positive, under "Trade Receivables for Sales and Services - Amounts to Be Billed for Work Performed" (deferred billings) (see Note 11).
- If the difference is negative, under "Trade and Other Payables – Other Payables - Advances Received on Orders" (prebillings) (see Note 11).

#### **h) Foreign currency transactions and other obligations**

The Company's functional currency is the euro. Therefore, transactions in currencies other than the euro are deemed to be "foreign currency transactions" and are recognised by applying the exchange rates prevailing at the date of the transaction.

At the end of each reporting period, monetary assets and liabilities denominated in foreign currencies are translated to euros at the rates then prevailing (see Note 18). Any resulting gains or losses are recognised directly in the statement of profit or loss in the year in which they arise. Foreign currency transactions for which the Company decided to arrange financial derivatives in order to mitigate the foreign currency risk are recognised as described in Note 3-d.

#### **i) Current/Non-current classification**

Items are classified under "Current Assets" and "Current Liabilities" (prebillings, deferred billings and short-term provisions) which may be realised or settled in more than twelve months, since they form part of the Company's normal operating cycle as established in the applicable legislation. Considering the items as a whole, the directors' estimates indicate that the current assets will be realised essentially in the short term and, in any event, the current liabilities to be settled in more than twelve months exceed the current assets that would be realised in more than twelve months (see Notes 11 and 17).

#### **j) Government grants**

The Company accounts for grants, donations and legacies received as follows:

- a) Non-refundable grants, donations and legacies related to assets: these are measured at the fair value of the asset received, based on whether or not they are monetary grants, and they are taken to income in proportion to the period depreciation taken on the assets for which the grants were received or, where appropriate, on disposal of the asset or on the recognition of an impairment loss, except for grants received from shareholders or owners, which are recognised directly in equity and do not give rise to the recognition of any income (see Note 13-h).
- b) Refundable grants: while they are refundable, they are recognised as a liability.

- c) Grants related to income: grants related to income are credited to income when definitively granted, unless their purpose is to finance losses from operations in future years, in which case they are allocated to profit or loss in those years. If grants are received to finance specific expenses, they are allocated to income as the related expenses are incurred. The Company recognised income of EUR 1,719 thousand and EUR 891 thousand in 2019 and 2018, respectively, in this connection under "Other Operating Income" in the accompanying statement of profit or loss.

#### **k) Post-employment benefits**

The Company's legal and contractual obligations to certain of its employees in relation to supplementary retirement and death benefits are met through premiums under defined benefit plans to external funds deposited, or in the process of being externalised, at independent insurance companies. The contributions made in 2019 for various groups of employees amounted to EUR 8,466 thousand (2018: EUR 8,543 thousand). The impact of these obligations on the statement of profit or loss for 2019 amounted to EUR 3,410 thousand (2018: EUR 3,308 thousand) with a charge to "Staff Costs". In 2019 a net actuarial loss of EUR 5,816 thousand arising from changes in the actuarial assumptions was recognised directly in equity (2018: a net actuarial loss of EUR 2,402 thousand).

In accordance with the accrual basis of accounting, at 31 December 2019 the Company recognised a current asset of EUR 105 thousand and a current liability of EUR 597 thousand in the balance sheet, calculated by an independent valuer, being such amount the difference between the present value of the defined benefit obligations accrued and the fair value of the assets qualifying as plan assets (31 December 2018: current assets of EUR 268 thousand). The future modifications to the obligations assumed will be recognised in profit or loss for the related years (see Notes 14, 16 and 19-d).

In the assumptions applied in the actuarial study performed by an independent third party, the future obligations were discounted at a market rate, taking into account salary increases similar to those made in the past.

In accordance with the applicable collective agreement, the Company contributes an additional 2.3% of the annual base salary of all its employees to an employee benefit entity (EPSV) (see Notes 19-d, 20 and 21).

#### **l) Early retirements and termination benefits**

At 31 December 2019, "Non-Current Payables - Other Financial Liabilities" and "Current Payables - Other Current Liabilities" in the accompanying balance sheet included approximately EUR 3,152 thousand and EUR 2,712 thousand, respectively (31 December 2018: EUR 3,408 thousand and EUR 2,799 thousand), relating to the present value estimated by the directors of the future payments to be made to employees with whom hand-over contracts had been entered into in December 2019. The net provision for 2019 was recognised with a charge of EUR 3,050 thousand to "Staff Costs" (2018: EUR 575 thousand with a charge to "Staff Costs") in the statement of profit or loss (see Notes 14 and 19-d).

#### **m) Income tax**

The expense for income tax and other similar taxes are recognised in the statement of profit or loss, except when it results from a transaction the result of which is recognised directly in equity, in which case the related tax is also recognised in equity.

Deferred tax liabilities are recognised for all taxable temporary differences, unless, in general, the temporary difference arises from the initial recognition of goodwill. Also, deferred tax assets are recognised for tax loss and tax credit carryforwards and temporary differences to the extent that it is considered probable that there will be sufficient taxable profits in the future against which the deferred tax assets can be utilised, which at the Company are deemed to be those that will be earned in the period covered by its backlog.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

#### **n) Leases**

The Company classifies as finance leases, lease arrangements whereby the lessor transfers all the risks and rewards of ownership of the asset to the lessee. All other leases are classified as operating leases.

At 31 December 2019 and 2018, the Company had not entered into any finance leases in which it acted as lessee. In finance leases in which the Company acts as the lessor, at inception of the lease an account receivable is recognised equal to the present value of the minimum lease payments receivable plus the residual value of the asset, discounted at the interest rate implicit in the lease. The difference between the account receivable recognised and the amount to be received, which relates to unearned finance income, is allocated to profit or loss as earned using the effective interest method (see Note 8-a).

At 31 December 2019 and 2018, the Company had various outstanding operating leases for which it had recognised an expense of EUR 2,327 thousand in 2019 (2018: EUR 3,035 thousand) with a charge to "Other Operating Expenses" in the accompanying statement of profit or loss. The Company expects to continue to lease these assets (principally computer hardware and real estate), the costs of which are tied to the CPI.

The payment commitments for future years in relation to outstanding operating leases at 31 December 2019 amounted to EUR 8,096 thousand over the next few years, of which EUR 1,702 thousand are due in 2020 (31 December 2018: EUR 9,719 thousand, of which EUR 1,831 thousand were to be paid in 2018).

Expenses arising in connection with leased properties and equipment are allocated to "Other Operating Expenses" in the statement of profit or loss over the term of the lease on an accrual basis.

#### **ñ) Related party transactions**

The Company performs all its transactions with related parties on an arm's length basis. Also, the transfer prices are adequately supported and, therefore, the Company's directors consider that there are no material risks in this connection that might give rise to significant liabilities in the future.

#### **4. Distribution of profit**

The proposed distribution of the profit for 2019 that the Company's directors will submit for approval by the shareholders at the Annual General Meeting is as follows:

Distribution	Thousands of euros
<b>Distributable profit</b>	
Profit for the year	1,950
Voluntary reserves	26,914
	<b>28,864</b>
<b>Distribution</b>	
Dividends	28,864

#### **5. Financial risk management**

CAF is exposed to various risks inherent to the activities it carries on and to the various countries and markets in which it operates, which might prevent the achievement of its objectives.

These risks include financial risks: market risk (inter alia: foreign currency risk, interest rate risk and commodity price risk), credit risk, liquidity risk and financing risk.

The financial risk management policy adopted by CAF focuses on managing the uncertainty of financial markets and aims to minimise the potential adverse effects on the achievement of the Company's objectives.

The Company's Financial Department identifies, analyses, assesses and defines the treatment, and performs the monitoring and control, of the financial risks in accordance with General Risk Management and Control Policy and the specific financial risk management policies established by the Board of Directors.

## **a) Market risk**

The Company manages market risk in accordance with the principles set out in the Market Risks Policy.

### *a.1) Cash flow and fair value interest rate risk*

The interest rate risk arises from the possibility that changes may occur in the value of the Company's financial assets and liabilities as a result of the changes in market interest rates. In accordance with the policy, financing transactions are performed under appropriate cost, terms and risk terms and conditions, considering at all times optimal use of the various instruments and sources of financing. Specifically, the Group sets an objective, to the extent permitted by the markets, of maintaining a borrowing structure balanced between fixed and floating interest rates (usually Euribor) the goal of which is to maintain an adequate balance between the cost of financing and the risk of changes in interest rates.

At 31 December 2019, the Company has a liability exposure of EUR 219 million in relation to changes in market interest rates (31 December 2018: EUR 205.8 million) and of EUR 457.3 million in relation to fixed interest rates (31 December 2018: EUR 410.2 million), of which EUR 25 million were fixed as a result of interest rate derivatives (see Notes 14 and 15).

### *a.2) Foreign currency risk*

The Company operates on an international stage and, therefore, is exposed to foreign currency risk in its foreign currency transactions (currently the US dollar, the Brazilian real, the pound sterling, the Swedish krona, the Australian dollar, the Saudi riyal, the Mexican peso, the Japanese yen, the Colombian peso, the New Zealand dollar and the Hungarian florin, among others).

The foreign currency risk to which the Company is exposed as a result of its operations in the international sphere is managed in accordance with the Market Risk Policy, which envisages various strategies aimed at reducing that risk, such as, for example, the arrangement of financial or natural hedges, ongoing monitoring of exchange rate fluctuations and other complementary measures.

In line with the principles of this policy, as a general rule the Company transfers to third parties, provided that the cost is reasonable, the foreign currency risk associated with its contracts denominated in currencies other than the Company's functional currency. The hedges are intended to avoid the impact of currency fluctuations on the various contracts entered into, so that the Company's results present fairly its industrial and services activity.

At 31 December 2019 and 2018, the Company had used currency forwards to hedge substantially all of its foreign currency accounts receivable from and payable to customers and suppliers, and its loans in foreign currency with Group companies. A 10% fall in the exchange rate in relation to the unhedged positions in Brazilian reals against the euro at 31 December 2019 would have a negative impact of EUR 4,829 thousand while the impact of a 10% depreciation of the pound sterling with respect to the euro at year-end would be a gain of EUR 4,400 thousand, although exposure to other currencies would not be significant (31 December 2018: this had a negative impact of EUR 2,458 thousand in relation to the Brazilian real).

At 31 December 2019 and 2018, the Company was exposed to the foreign currency risk on the net investment in those subsidiaries whose functional currency is not the euro, except in the case of CAF USA Inc., the exposure of which is hedged (see Notes 9 and 15).

### *a.3) Commodity price risk*

For the most significant commodities, the Company's orders are placed and prices closed when each new project commences. The risk of a rise in commodity prices having an adverse effect on the contractual margins is thus hedged.

## **b) Credit risk**

Most of the Company's accounts receivable and work in progress relate to various customers in different countries. Contracts generally include progress billings.

The Company's standard practice is to hedge against certain risks of termination or default associated with export contracts by taking out export credit insurance policies, pursuant to the rules in the OECD Consensus concerning instruments of this nature. The decision on whether or not to hedge is taken on the basis of the type of customer and the country in which it operates.

At 31 December 2019 and 2018, the Company had insured a portion of its accounts receivable from customers in certain countries abroad, taking into account the risk of each of them, through credit insurance policies (see Note 12).

### ***c) Liquidity and financing risk***

As determined in the Liquidity and Financing Policy, management of liquidity and financing involves ensuring that the payment commitments arising from the obligations undertaken are met, optimising the financial structure and safeguarding adequate management of the Company's surpluses in the framework of its long-term strategy (see Notes 8 and 14).

The Company manages liquidity and financing risk using the following mechanisms:

- Seeking and selecting business opportunities with the highest possible level of self-financing, within existing market conditions, for each of the contracts. In vehicle manufacturing projects of an average term of approximately three years, the milestones for billing and executing the work may not be in the same timeframe, which results in financial resources being consumed.
- Implementing and maintaining an active working capital management policy through ongoing monitoring of compliance with billing milestones for each project commissioned.
- Maintaining a strong short-term liquidity position.
- Maintaining surplus undrawn credit balances.

### ***d) Brexit: impact on financial risks***

The emergence of Brexit in June 2016 gave rise to the need to conduct an analysis of its consequences and its effect on the Group's various lines of business. Following this analysis, a series of mechanisms were activated to anticipate and manage such effects.

Identified among the consequences with the greatest impact were the operational risks of the contracts in the Company's backlog and future calls for tender. For this area in particular, the Company identified and analysed projects that could have an impact due to changes in customs and/or import tariff processes and due to the movement of people for the various Brexit scenarios and time horizons and, consequently, the appropriate action measures for each situation were established.

Similarly, as in the other countries in which we operate, an analysis was conducted of the impacts related to the financial risks. In the case of the pound sterling exchange rate risk, its potential impact is detailed in Note a.2) above, and there is no exposure in the case of LIBOR interest rate risk.

Worthy of mention is the continuous monitoring and control used in the measures and action plans created to mitigate the consequences of Brexit.

## 6. Intangible assets

The changes in "Intangible Assets" in the balance sheet in 2019 and 2018 were as follows:

### 2019

	Thousands of euros			
	31/12/18	Additions or charge for the year	Transfers to inventories	31/12/19
<b>Cost:</b>				
Development expenditure	113,324	21,961	(344)	134,941
Computer software	21,600	9,120	-	30,720
<b>Total cost</b>	<b>134,924</b>	<b>31,081</b>	<b>(344)</b>	<b>165,661</b>
<b>Accumulated amortisation:</b>				
Development expenditure	66,487	7,530	-	74,017
Computer software	14,758	1,865	-	16,623
<b>Total accumulated amortisation</b>	<b>81,245</b>	<b>9,395</b>	<b>-</b>	<b>90,640</b>
<b>Impairment:</b>				
Development expenditure	16,620	-	-	16,620
<b>Total impairment</b>	<b>16,620</b>	<b>-</b>	<b>-</b>	<b>16,620</b>
<b>Intangible assets, net</b>	<b>37,059</b>	<b>21,686</b>	<b>(344)</b>	<b>58,401</b>

### 2018

	Thousands of euros			
	31/12/17	Additions or charge for the year	Transfers to inventories	31/12/18
<b>Cost:</b>				
Development expenditure	95,949	17,872	(497)	113,324
Computer software	18,076	3,524	-	21,600
<b>Total cost</b>	<b>114,025</b>	<b>21,396</b>	<b>(497)</b>	<b>134,924</b>
<b>Accumulated amortisation:</b>				
Development expenditure	61,319	5,168	-	66,487
Computer software	13,485	1,273	-	14,758
<b>Total accumulated amortisation</b>	<b>74,804</b>	<b>6,441</b>	<b>-</b>	<b>81,245</b>
<b>Impairment:</b>				
Development expenditure	16,620	-	-	16,620
<b>Total impairment</b>	<b>16,620</b>	<b>-</b>	<b>-</b>	<b>16,620</b>
<b>Intangible assets, net</b>	<b>22,601</b>	<b>14,955</b>	<b>(497)</b>	<b>37,059</b>

The additions to "Development Expenditure" in 2019 correspond to the costs incurred in the development of new products, including most notably, among others, the development of highly automated signalling systems, the development of the onboard registration of the digital train, the development of the big data architecture and the development of a TCMS platform for the implementation of critical security functions.

With regard to "Computer Software", in 2019 the Company began to implement the new ERP, with most additions in the year relating to this project. At 31 December 2019, the Company had investment obligations of EUR 16,200 thousand, mainly in relation to the new IT system which is expected to be put into operation in 2021.

As discussed in Note 3-a, in 2019 the Company transferred to inventories approximately EUR 344 thousand of the development costs that it had charged to various contracts it had won that incorporated the technology developed (2018: EUR 497 thousand).

Research and development expenditure incurred in 2019 and recognised in profit or loss amounted to EUR 5,871 thousand (2018: EUR 6,400 thousand).

At 2019 year-end the Company had fully amortised intangible assets in use and/or whose technology was still being applied, amounting to EUR 58,254 thousand (31 December 2018: EUR 57,127 thousand).

#### Impairment losses

The Company did not recognise any impairment losses on its intangible assets in 2019 and 2018.

## **7. Property, plant and equipment**

The changes in the years ended 31 December 2019 and 2018 in the various property, plant and equipment accounts and in the related accumulated depreciation were as follows:

### **2019**

	Thousands of euros				
	31/12/18	Additions or charge for the year	Disposals or reductions	Transfers	31/12/19
<b>Cost:</b>					
Land	13,551	-	-	-	13,551
Buildings	152,159	3,185	-	-	155,344
Plant and machinery	232,071	4,405	(1,465)	-	235,011
Other fixtures, tools and furniture	16,159	823	(17)	-	16,965
Other items of property, plant and equipment	27,554	896	(360)	(1,271)	26,819
<b>Total cost</b>	<b>441,494</b>	<b>9,309</b>	<b>(1,842)</b>	<b>(1,271)</b>	<b>447,690</b>
<b>Accumulated depreciation:</b>					
Buildings	91,134	4,694	-	-	95,828
Plant and machinery	201,225	7,470	(358)	-	208,337
Other fixtures, tools and furniture	11,922	901	(17)	-	12,806
Other items of property, plant and equipment	20,931	1,539	(22)	(441)	22,007
<b>Total accumulated depreciation</b>	<b>325,212</b>	<b>14,604</b>	<b>(397)</b>	<b>(441)</b>	<b>338,978</b>
<b>Impairment</b>	<b>2,555</b>	<b>-</b>	<b>(1,107)</b>	<b>-</b>	<b>1,448</b>
<b>Property, plant and equipment, net</b>	<b>113,727</b>	<b>(5,295)</b>	<b>(338)</b>	<b>(830)</b>	<b>107,264</b>

### **2018**

	Thousands of euros				
	31/12/17	Additions or charge for the year	Disposals or reductions	Transfers	31/12/18
<b>Cost:</b>					
Land	13,582	-	(31)	-	13,551
Buildings	149,109	3,709	(664)	5	152,159
Plant and machinery	234,157	8,779	(10,860)	(5)	232,071
Other fixtures, tools and furniture	14,305	1,889	(35)	-	16,159
Other items of property, plant and equipment	36,195	1,535	(4)	(10,172)	27,554
<b>Total cost</b>	<b>447,348</b>	<b>15,912</b>	<b>(11,594)</b>	<b>(10,172)</b>	<b>441,494</b>
<b>Accumulated depreciation:</b>					
Buildings	87,024	4,774	(664)	-	91,134
Plant and machinery	204,669	7,416	(10,860)	-	201,225
Other fixtures, tools and furniture	11,260	697	(35)	-	11,922
Other items of property, plant and equipment	21,914	2,039	(4)	(3,018)	20,931
<b>Total accumulated depreciation</b>	<b>324,867</b>	<b>14,926</b>	<b>(11,563)</b>	<b>(3,018)</b>	<b>325,212</b>
<b>Impairment</b>	<b>2,555</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2,555</b>
<b>Property, plant and equipment, net</b>	<b>119,926</b>	<b>986</b>	<b>(31)</b>	<b>(7,154)</b>	<b>113,727</b>

The main additions in 2019 relate to the installation of robotised soldering equipment, the acquisition of a new furnace for forging axles and the improvements made to buildings for support services.

In prior years the Group transferred to "Property, Plant and Equipment" the estimated recoverable amount of locomotives manufactured for a customer the contract for which was subsequently cancelled. At the end of 2018 the ownership of eight of the nine locomotives was transferred, and the ownership of the final unit was transferred at the end of 2019 following its lease to third parties, resulting in the transfer of a carrying amount of EUR 830 thousand to inventories.

In 2013 the Company revalued its property, plant and equipment pursuant to Guipúzcoa Regulation 1/2013, of 5 February, paying a one-off rate of 5% of the revalued amount. Previously, the Company had availed itself of other legislation relating to revaluations, namely, Guipúzcoa Regulation 11/1996 and Guipúzcoa Decree 13/1991 (see Note 13-c).

The 2013 revaluation was made applying the rates established in legislation on the acquisition cost, based on the year of acquisition of the property, plant and equipment. In the case of improvements, the year in which they are made was taken into account. Also, the established rates were applied to the depreciation taken for accounting purposes on the acquisition or production cost that was deductible for tax purposes, based on the year in which it was applied. In the case of assets revalued pursuant to Guipúzcoa Regulation 11/1996, the rates were applied to the acquisition price and to the depreciation that was deductible for tax purposes, without taking into account the net increase in value arising from the revaluations.

The Company revalued items recognised such as buildings, plant, machinery and tools. The revaluation of the balance sheet items amounted to EUR 46,170 thousand and the adjustment to the depreciation charge amounted to EUR 19,676 thousand.

The net increase in value arising from the revaluations is depreciated over the tax periods in the remaining useful lives of the assets. The effect of the revaluations on the depreciation charge for the year was EUR 803 thousand (2018: EUR 896 thousand).

The effect of the revaluations of the property, plant and equipment in accordance with Guipúzcoa Regulation 1/2013, Guipúzcoa Regulation 11/1996 and Guipúzcoa Decree 13/1991 on the depreciation charges for the year and the accumulated depreciation recognised in 2019 and in prior years amounted to approximately EUR 862 thousand and EUR 12,797 thousand, respectively (2018 and prior years: EUR 964 thousand and EUR 11,979 thousand).

At 31 December 2019, the Company recognised EUR 5,001 thousand (31 December 2018: EUR 7,409 thousand) under "Current Payables - Other Financial Liabilities" in relation to non-current asset suppliers (see Note 14).

At 2019 year-end the Company had firm investment commitments amounting to EUR 470 thousand in relation mainly to the new fitting-out of certain facilities and equipment (2018 year-end: EUR 1,303 thousand). In principle, these investments will be equity financed.

The Company takes out insurance policies to cover the possible risks to which its property, plant and equipment are subject. At the end of 2019 and 2018 the property, plant and equipment were fully insured against these risks.

At 31 December 2019, the gross cost of fully depreciated property, plant and equipment still in use amounted to approximately EUR 257,965 thousand (31 December 2018: approximately EUR 243,904 thousand), of which at 31 December 2018 EUR 49,099 thousand related to "Buildings" (2018: EUR 48,063 thousand), EUR 185,819 thousand to "Plant and Machinery" (2018: EUR 174,466 thousand) and EUR 23,047 thousand to "Other Fixtures, Tools and Furniture" and "Other Items of Property, Plant and Equipment" (2018: EUR 21,375 thousand).

In 2019 the Company sold items of property, plant and equipment, giving rise to a gain of EUR 2 thousand (EUR 30 thousand in 2018).

The Company has no future dismantling or restoration commitments and, accordingly, no asset was recognised in this connection.

At 31 December 2019 and 2018, the Company did not have any investments in property, plant and equipment located abroad for significant amounts.

#### *Impairment losses*

At the end of 2016, the Company discontinued its activities at the steelworks at its Beasain plant. Consequently, the Company's directors evaluated the recoverability of the related net assets, based on the appraisal performed by an independent valuer, recognising impairment with a charge to profit or loss for 2016. In 2019 a portion of the provision was used, since certain fully depreciated steelworks items were derecognised.

## **8. Financial assets (non-current and current)**

### **a) Non-current financial assets**

The detail of "Non-Current Financial Assets" at the end of 2019 and 2018 is as follows (in thousands of euros):

Classes Categories	Non-current financial assets					
	Equity instruments		Loans, derivatives and other		Total	
	31/12/19	31/12/18	31/12/19	31/12/18	31/12/19	31/12/18
Held-to-maturity investments	-	-	134	133	134	133
Loans and receivables	-	-	9,477	7,936	9,477	7,936
Available-for-sale financial assets-	1,337	1,479	-	-	1,337	1,479
Financial derivatives (Note 15)	-	-	44,225	8,815	44,225	8,815
<b>Total</b>	<b>1,337</b>	<b>1,479</b>	<b>53,836</b>	<b>16,884</b>	<b>55,173</b>	<b>18,363</b>

The detail of loans and receivables is as follows (in thousands of euros):

	31/12/19	31/12/18
Long-term grants receivable	3,185	-
Non-current trade receivables	2,507	3,765
Loans to employees	3,785	4,171
<b>Total</b>	<b>9,477</b>	<b>7,936</b>

#### *Non-current trade receivables*

"Non-Current Trade Receivables" includes an account receivable amounting to EUR 2,507 thousand at long term (31 December 2018: EUR 3,765 thousand) and EUR 1,407 thousand at short term (31 December 2018: EUR 1,324 thousand) relating to a finance lease of rolling stock for an initial amount of EUR 10,570 thousand, under which the Company will receive constant monthly lease payments over a period of 120 months, which began in 2012. In 2019 EUR 1,500 thousand (2018: EUR 1,500 thousand) were received and EUR 326 thousand (2018: 411 thousand) were credited to "Finance Income" in the accompanying statement of profit or loss, based on the interest rate implicit in the transaction (see Note 3-n).

#### *Loans to employees*

In accordance with the agreements entered into with employees, the Company grants various loans earning interest at below market rates and maturing between 10 and 15 years. The Company does not discount these amounts since it considers that the effect of doing so is scanty material.

#### *Available-for-sale financial assets*

The Company owns 14.18% of Iniciativa FIK, AIE, the company object of which is research and development and the exploitation of scientific and technological knowledge. The par value of the shares amounts to EUR 3,125 thousand. The ownership interest has been written down by EUR 2,349 thousand (31 December 2018: EUR 2,287 thousand) and impairment of EUR 62 thousand was recognised in 2019

under "Impairment and Gains or Losses on Disposals of Financial Instruments" in the accompanying statement of profit or loss.

On 24 September 2019 a capital reduction has been made by Albali Señalización, S.A., which has not affect the shares it had subscribed, leaving its ownership interest at 3%. At 31 December 2019, the fair value of the subscribed shares was EUR 561 thousand (31 December 2018: EUR 641 thousand). Also, in 2019, EUR 22 thousand have been recognised with a credit to "Valuation Adjustments" in the accompanying balance sheet.

The detail, by maturity, of "Non-Current Financial Assets", excluding equity instruments, is as follows (in thousands of euros):

### 2019

	2021	2022	2023	2024 and subsequent years	Total
Held-to-maturity investments	29	92	13	-	134
Loans and receivables	5,250	1,793	565	1,869	9,477
Financial derivatives	12,229	18,053	10,265	3,678	44,225
<b>Total</b>	<b>17,508</b>	<b>19,938</b>	<b>10,843</b>	<b>5,547</b>	<b>53,836</b>

### 2018

	2020	2021	2022	2023 and subsequent years	Total
Held-to-maturity investments	28	-	92	13	133
Loans and receivables	2,009	2,034	1,761	2,132	7,936
Financial derivatives	5,316	502	2,580	417	8,815
<b>Total</b>	<b>7,353</b>	<b>2,536</b>	<b>4,433</b>	<b>2,562</b>	<b>16,884</b>

#### *Impairment losses*

In 2019 and 2018 the Company did not recognise any changes under "Non-Current Financial Assets - Loans and Receivables" as a result of impairment losses.

### **b) Current financial assets**

The detail of "Current Financial Assets" at the end of 2019 and 2018 is as follows (in thousands of euros):

	31/12/19	31/12/18
Held-for-trading financial assets	60,564	59,281
Loans and receivables (Note 8-a)	-	150
Financial derivatives (Note 15)	26,629	-
<b>Total</b>	<b>87,193</b>	<b>59,431</b>

The Company invests cash surpluses in government debt securities, repos, short-term deposits, term deposits, promissory notes or fixed-income investment funds. These are short-term investments, the results of which are recognised with a credit to "Finance Income" in the accompanying statement of profit or loss. In 2019 the Company recognised a gain of EUR 1,333 thousand in this connection (2018: loss of EUR 577 thousand).

## **9. Group companies and associates**

The detail of "Non-Current Investments in Group Companies and Associates" at 31 December 2019 and 2018 is as follows (in thousands of euros):

	31/12/18	Change	31/12/19
Ownership interests	953,319	77,607	1,030,926
Impairment losses on ownership interests	(137,175)	(35,645) (*)	(172,820)
Non-current loans (Note 10)	121,598	7,693	129,291
<b>Total</b>	<b>937,742</b>	<b>49,655</b>	<b>987,397</b>

(\*) Including a net amount recognised of EUR 37,729 thousand under "Impairment and Gains or Losses on Disposals of Financial Instruments" in the accompanying statement of profit or loss for 2019, a net reversal of EUR 374 thousand relating to the impact of derivatives related to net investments in foreign operations and a reversal of EUR 1,710 thousand under "Reserves" as a consequence of the financial impact of a fusion between companies of the Group.

	31/12/17	Change	31/12/18
Ownership interests	532,531	420,788	953,319
Impairment losses on ownership interests	(102,960)	(34,215) (*)	(137,175)
Non-current loans (Note 10)	331,627	(210,029)	121,598
<b>Total</b>	<b>761,198</b>	<b>176,544</b>	<b>937,742</b>

(\*) Including a net amount recognised of EUR 36,096 thousand under "Impairment and Gains or Losses on Disposals of Financial Instruments" in the accompanying statement of profit or loss for 2018 and a net reversal of EUR 1,881 thousand relating to the impact of derivatives related to net investments in foreign operations.

The most significant information in relation to investments in Group companies and associates the end of 2019 and 2018 is as follows (in thousands of euros):

2019

Name	Location	Line of business	Percentage of ownership			Cost	Impairment recognised during the period	Accumulated impairment	Basic financial data (1)			
			Direct	Indirect					Share capital	Reserves and accumulated profits or losses	Profit (Loss) from operations	Profit (Loss) for 2019
<b>Industrial</b>												
CAF Arabia Company	Riyadh	Manufacturing and maint.	95%	5%	(3)	301	-	-	316	3,508	1,947	1,294
CAF Argelia (EURL)	Argel	Manufacturing and maint.	100%	-		2,171	262	-	2,171	(251)	904	769
Construcciones y Auxiliar de Ferrocarriles Argentina, S.A.	Buenos Aires	Reparation y maint.	97.61%	2.39%	(3)	4,017	(132)	(3,672)	2	308	93	43
CAF Belgium, S.P.R.L.	Brussels	Manufacturing and maint.	98.3%	1.7%	(3)	521	-	-	530	4	134	94
CAF Brasil Indústria e Comércio, S.A.(2)	Sao Paulo	Manufacturing and maint.	0.97%	99.03%	(3)	2,765	(152)	(1,990)	210,558	(112,526)	(51,167)	(52,064)
CAF Chile, S.A.	S. de Chile	Manufacturing and maint.	99%	1%	(3)	1	-	-	1	1,574	1,844	1,391
Construcciones y Auxiliar de Ferrocarriles CAF Colombia, S.A.S.	Medellín	Manufacturing and maint.	100%	-		456	(67)	(67)	36	520	(120)	(167)
CAF Deutschland GmbH	Munich	Manufacturing and maint.	100%	-		25	-	-	25	192	108	64
CAF Digital & Design Solutions, S.A.U.	Jaén	Manufacturing and engine.	100%	-		5,262	(158)	(3,920)	1,521	(222)	69	43
CAF Hungary Kft	Budapest	Manufacturing and maint.	100%	-		160	-	-	24	212	57	36
CAF India Private Limited	Delhi	Manufacturing and maint.	3.11%	96.89%	(3)	110	-	-	3,917	4,509	105	1
CAF Italia, S.R.L.	Roma	Reparation y maint.	100%	-		5,600	-	-	100	6,805	(6,090)	(3,004)
CAF México, S.A. de C.V.(2)	México D.F.	Manufacturing and maint.	99.94%	0.06%	(3)	6,755	-	-	6,773	6,621	1,896	(1,617)
CAF Netherlands, B.V.	Utrecht	Manufacturing and maint.	100%	-		450	-	-	450	177	289	231
CAF New Zealand Limited	Auckland	Manufacturing and maint.	100%	-		48	-	-	48	1,785	799	578
CAF Norway AS	Oslo	Manufacturing and maint.	100%	-		206	-	-	206	(3)	30	23
CAF Rail Australia Pty Ltd	Sydney	Building, manufacturing and maintenance	100%	-		74	-	-	74	60	1,039	503
CAF Rail Luxembourg, S.À R.L.	Luxemburg	Manufacturing and maint.	100%	-		120	-	-	120	-	-	-
CAF Rail UK Limited	Belfast	Manufacturing and maint.	100%	-		108	-	-	108	1,907	1,531	891
CAF Systeme Ferroviare, S.R.L.	Bucarest	Manufacturing and maint.	100%	-		-	-	-	-	117	22	9
CAFTurk Tren Sanayi Ve Ticaret Limited Sirketi	Istanbul	Manufacturing and maint.	99.96%	0.04%	(3)	3,365	(247)	(1,437)	3,367	(2,291)	776	709
CAF USA, Inc.	Delaware	Manufacturing and maint.	100%	-		54,283	-	1,192 (9)	54,283	8,927	4,104	1,512
Construcciones Ferroviarias de Madrid, S.L.U.	Madrid	Maintenance	100%	-		2,500	-	-	2,500	843	343	238
Ferrocarril Interurbano S.A. de C.V.	Mexico D.F.	Manufacturing and equip.	17.20%	32.43%	(10)	68	-	-	385	960	90	377
Metro CAF (Mauritius) Ltd.	Mauricio	Building, manufacturing and maintenance	100%	-		1	-	-	1	11	254	213
Tradinsa Industrial, S.L.	Lleida	Reparation y maint.	82.34%	17.66%	(4)	3,215	-	-	3,850	747	(656)	(677)
Trenes CAF Venezuela, C.A.	Caracas	Manufacturing and maint.	100%	-		78	5	(13)	71	(14)	(55)	(54)
Trenes de Navarra, S.A.U.	Navarra	Manufacturing	100%	-		22,170	(839)	(12,784)	8,470	1,233	16	(317)
<b>Technology</b>												
BWB Holdings Limited (2) (12)	Nottingham	Engineering	100%	-		18,434	(2,759)	(2,759)	228	18,698	(4,404)	(4,563)
CAF I+D, S.L.U.	Gipuzkoa	I+D	100%	-		5,734	-	-	4,705	6,821	(308)	(368)
CAF Power & Automation, S.L.U. (2)	Gipuzkoa	Electronic and power	100%	-		21,363	-	-	6,090	12,634	4,576	3,411
CAF Signalling, S.L.U. (2)	Gipuzkoa	Signalling	100%	-		41,062	(3,135)	(24,916)	13,200	6,722	(1,352)	(3,829)
CAF Turnkey & Engineering, S.L.U. (2)	Bizkaia	Engineering	100%	-		13,720	-	-	5,703	15,206	6,829	5,708
Centro de Ensayos y Análisis Cetest, S.L.	Gipuzkoa	Tests	58.55%	41.45%	(3)	5,650	-	-	9,650	1,943	559	413
Geminsy, S.L.	Gipuzkoa	Operating manuals	100%	-		172	-	-	150	1,809	1,116	839

Name	Location	Line of business	Percentage of ownership		Cost	Impairment recognised during the period	Accumulated impairment	Basic financial data (1)			
			Direct	Indirect				Share capital	Reserves and accumulated profits or losses	Profit (Loss) from operations	Profit (Loss) for 2019
Actren Mantenimiento Ferroviario, S.A.	Madrid	Maintenance	51%	-	1,530	-	-	3,000	1,198	1,671	1,309
Sermanfer, S.A.U.(2)	Madrid	Maintenance	100%	-	301	-	-	301	1,991	261	20
CAF Investment Projects, S.A.U (2)	Gipuzkoa	Business Promotion	100%	-	229,839	-	(3,114) (7)	47,917	190,465	95,758	45,547
CAF Diversified Business Development, S.A.U. (2)	Zaragoza	Holding Company	100%	-	174,206	(30,901)	(58,257)	12,000	114,284	(48,922)	(47,639)
Ferrocarriles Suburbanos, S.A.P.I. de C.V.	México D.F.	Transportation	28.05%	15.30% (5)	60,925	-	(60,925)	16,301	(16,301)	8,528	-
Rail Line Components, S.L.U.	Gipuzkoa	Marketing	100%	-	60	-	-	60	5,574	2,789	2,109
Consorcio Traza, S.A. (6)	Zaragoza	Holding Company	25%	-	15,709	-	-	575	19,461	2,588	(2,975)
EuroMaint Gruppen AB (2) (11)	Solna	Maintenance	100%	-	50,829	-	-	138,406	(86,124)	1,098	(567)
CAF Group UK Limited (2)	Coventry	Holding Company	100%	-	37,415	182	-	37,415	266	1,599	1,039
Rifer SRL (12)	Milán	Maintenance	100%	-	4,713	212	(158)	20	3,844	(16)	(381)
Solaris Bus & Coach, S.A.(2)	Bolechowo	Transportation	71.03%	26.17% (8)	233,179	-	-	35,575	202,398	13,779	(2,496)
Other investments					1,255	-	-				
					1,030,926	(37,729)	(172,820)				

- 1) After adjustments and unifying entries for consolidation purposes and considering unspoken capital gains on the purchasing date. The financial statements in foreign currencies were translated to euros using the "year-end exchange rate" method, which means that any translation gains or losses and valuation adjustments on hedges are recognised under "Translation Differences - Reserves" and "Valuation Adjustments - Reserves".
- 2) Head of a group of companies. The information on reserves and accumulated profits or losses, profit or loss from operations and profit or loss for 2019 is presented at sub-consolidated level. The information on the companies that form part of the CAF Group is presented in the consolidated financial statements.
- 3) Through CAF Diversified Business Development, S.A.U.
- 4) Through Sermanfer, S.A.
- 5) Through CAF Investment Projects, S.A.U.
- 6) Consorcio Traza, S.A. holds an 80% ownership interest in S.E.M. Los Tranvías de Zaragoza, S.A.
- 7) Provision relating to the impact of derivatives related to net investments in foreign operations.
- 8) Through Openaco Trading Co. Limited
- 9) Including a balance receivable of EUR 1,192 thousand, relating to the impact of derivatives related to net investments in foreign operations.
- 10) Through CAF Turnkey & Engineering, S.L.U., CAF México S.A. de C.V. and CAF Signalling, S.L.U.
- 11) Profit or loss since the obtainment of control of these companies by the Group in 2019.
- 12) Considering the options described in Note 9 to these financial statements.

2018

Name	Location	Line of business	Percentage of ownership			Cost	Impairment recognised during the period	Accumulated impairment	Basic financial data (1)			
			Direct	Indirect					Share capital	Reserves and accumulated profits or losses	Profit (Loss) from operations	Profit (Loss) for 2018
<b>Industrial</b>												
CAF Arabia Company	Riyadh	Manufacturing and maint.	95%	5%	(3)	301	-	-	316	257	4,547	3,173
CAF Argelia (EURL)	Argel	Manufacturing and maint.	100%	-		2,171	(69)	(262)	2,171	(390)	273	117
Construcciones y Auxiliar de Ferrocarriles Argentina, S.A.	Buenos Aires	Reparation y maint.	97.61%	2.39%	(3)	4,017	(664)	(3,541)	2	494	59	(7)
CAF Belgium, S.P.R.L.	Bruselas	Manufacturing and maint.	95%	5%	(3)	171	-	-	180	-	5	4
CAF Brasil Indústria e Comércio, S.A. (2)	Sao Paulo	Manufacturing and maint.	1.18%	98.82%	(3)	2,765	(828)	(1,837)	181,758	(72,770)	(17,935)	(40,422)
CAF Chile, S.A.	S. de Chile	Manufacturing and maint.	99%	1%	(3)	1	-	-	1	2,083	1,252	983
Construcciones y Auxiliar de Ferrocarriles CAF Colombia, S.A.S.	Medellín	Manufacturing and maint.	100%	-		456	-	-	36	478	65	23
CAF Deutschland GmbH	Munich	Manufacturing and maint.	100%	-		25	-	-	25	135	92	56
CAF Digital & Design Solutions, S.A.U. (11)	Jaén	Manufacturing and engine.	100%	-		5,262	104	(3,762)	1,521	(378)	223	156
CAF Hungary Kft	Budapest	Manufacturing and maint.	100%	-		160	-	-	24	122	160	99
CAF India Private Limited	Delhi	Manufacturing and maint.	3.11%	96.89%	(3)	110	-	-	3,917	4,473	77	36
CAF Italia, S.R.L.	Roma	Reparation y maint.	100%	-		100	-	-	100	771	906	534
CAF México, S.A. de C.V.(2)	México D.F.	Manufacturing and maint.	99.94%	0.06%	(3)	6,755	-	-	6,773	5,149	2,689	895
CAF Netherlands, B.V.	Utrecht	Manufacturing and maint.	100%	-		450	-	-	450	33	183	144
CAF New Zealand Limited	Auckland	Manufacturing and maint.	100%	-		48	-	-	48	1,055	938	675
CAF Rail Australia Pty Ltd	Sydney	Building, manufacturing and maintenance	100%	-		74	-	-	74	284	(292)	(231)
CAF Rail UK Limited	Belfast	Manufacturing and maint.	100%	-		108	-	-	108	1,345	700	441
CAF Sisteme Feroviare, S.R.L.	Bucarest	Manufacturing and maint.	100%	-		-	-	-	-	113	24	7
CAFTurk Tren Sanayí Ve Ticaret Limited Sirketi	Estambul	Manufacturing and maint.	99.96%	0.04%	(3)	3,365	752	(1,190)	3,367	(2,267)	107	138
CAF USA, Inc.	Delaware	Manufacturing and maint.	100%	-		54,283	-	818 (9)	54,283	5,770	3,743	1,967
Construcciones Ferroviarias de Madrid, S.L.U.	Madrid	Maintenance	100%	-		2,500	-	-	2,500	1,105	(334)	(262)
Ferrocarril Interurbano S.A. de C.V.	Mexico D.F.	Manufacturing and equip	17.20%	32.43%	(10)	68	-	-	385	541	209	338
Metro CAF (Mauritius) Ltd.	Mauricio	Building, manufacturing and maintenance	100%	-		1	-	-	1	-	18	15
Tradinsa Industrial, S.L.	Lleida	Reparation y maint.	82.34%	17.66%	(4)	3,215	-	-	3,850	1,039	(247)	(291)
Trenes CAF Venezuela, C.A.	Caracas	Manufacturing and maint.	100%	-		25	(10)	(18)	18	(18)	2	-
Trenes de Navarra, S.A.U.	Navarra	Manufacturing	100%	-		22,170	(649)	(11,945)	8,470	1,722	(375)	(489)
<b>Tecnología</b>												
BWB Holdings Limited (2) (13)	Nottingham	Engineering	100%	-		18,434	-	-	229	17,668	403	230
CAF I+D, S.L.U.	Gipuzkoa	I+D	100%	-		5,734	-	-	4,705	6,693	255	128
CAF Power & Automation, S.L.U. (2)	Gipuzkoa	Electronic and power	100%	-		18,530	-	-	6,090	13,198	(8,948)	(4,052)
CAF Signalling, S.L.U. (2)	Gipuzkoa	Signalling	100%	-		35,062	(5,797)	(21,782)	12,000	7,054	732	(4,611)
CAF Turnkey & Engineering, S.L.U. (2)	Bizkaia	Engineering	100%	-		9,700	-	-	5,703	7,944	3,027	2,558
Centro de Ensayos y Análisis Cetest, S.L.	Gipuzkoa	Tests	58.55%	41.45%	(3)	5,650	-	-	9,650	1,728	346	216
Geminys, S.L.	Gipuzkoa	Operating manuals	100%	-		172	-	-	150	969	1,137	840

Name	Location	Line of business	Percentage of ownership		Cost	Impairment recognised during the period	Accumulated impairment	Basic financial data (1)				
			Direct	Indirect				Share capital	Reserves and accumulated profits or losses	Profit (Loss) from operations	Profit (Loss) for 2018	
Actren Mantenimiento Ferroviario, S.A.	Madrid	Maintenance	51%	-	1,530	-	-	3,000	1,198	2,816	2,271	
Sermanfer, S.A.U.(2)	Madrid	Maintenance	100%	-	301	-	-	301	1,367	1,047	578	
CAF Investment Projects, S.A.U (2)	Gipuzkoa	Business Promotion	100%	-	228,222	(1)	(3,114)	47,917	175,720	95,772	38,790	
CAF Diversified Business Development, S.A.U. (2)	Zaragoza	Holding Company	100%	-	153,206	(27,356)	(27,356)	3,000	137,439	(19,776)	(29,115)	
Ferrocarriles Suburbanos, S.A.P.I. de C.V.	México D.F.	Transportation	28.05%	15.3%	(5)	60,925	-	(60,925)	16,301	(74,907)	88,773	58,606
Ennera Energy and Mobility, S.L. (2)	Gipuzkoa	Electronic and power	43.03%	56.97%	(3)	3,101	(1,069)	(1,710)	4,532	1,516	(2,920)	(2,087)
Rail Line Components, S.L.U.	Gipuzkoa	Marketing	100%	-	-	60	-	-	60	4,675	2,327	1,749
Consorcio Traza, S.A. (6)	Zaragoza	Holding Company	25%	-	-	16,029	-	-	575	24,662	2,128	(3,882)
CAF Group UK Limited (2)	Coventry	Holding Company	100%	-	-	37,415	(140)	(182)	37,415	(567)	(1,196)	(1,036)
Rifer SRL (13)	Milán	Maintenance	100%	-	-	4,713	(369)	(369)	20	4,819	(1,170)	(876)
Solaris Bus & Coach, S.A.(2) (12)	Bolechowo	Transportation	73.08%	26.92%	(8)	244,679	-	-	34,578	210,219	538	(3,252)
Other investments						1,255	-	-				
						953,319	(36,096)	(137,175)				

- 1) After adjustments and unifying entries for consolidation purposes and considering unspoken capital gains on the purchasing date. The financial statements in foreign currencies were translated to euros using the "year-end exchange rate" method, which means that any translation gains or losses and valuation adjustments on hedges are recognised under "Translation Differences - Reserves" and "Valuation Adjustments - Reserves".
- 2) Head of a group of companies. The information on reserves and accumulated profits or losses, profit or loss from operations and profit or loss for 2018 is presented at sub-consolidated level. The information on the companies that form part of the CAF Group is presented in the consolidated financial statements.
- 3) Through CAF Diversified Business Development, S.A.U.
- 4) Through Sermanfer, S.A.
- 5) Through CAF Investment Projects, S.A.U.
- 6) Consorcio Traza, S.A. holds an 80% ownership interest in S.E.M. Los Tranvías de Zaragoza, S.A.
- 7) Provision relating to the impact of derivatives related to net investments in foreign operations.
- 8) Through Openaco Trading Co. Limited
- 9) Including a balance receivable of EUR 818 thousand, relating to the impact of derivatives related to net investments in foreign operations.
- 10) Through CAF Turnkey & Engineering, S.L.U., CAF México S.A. de C.V. and CAF Signalling, S.L.U.
- 11) Formerly Construcciones Ferroviarias CAF Santana, S.A.
- 12) Profit or loss since the obtainment of control of these companies by the Group in 2018.
- 13) Considering the options described in Note 9 to these financial statements.

The main acquisition in 2019 relates to the purchase of 100% of the Swedish group EuroMaint Gruppen AB in July. This group mainly engages in rolling stock maintenance. The amount paid was EUR 50,829 thousand.

As described in Note 22, following the administrative investigation initiated in 2013 by the Brazilian Administrative Council for Economic Defence (CADE), in July 2019 an administrative decision was issued imposing a penalty of EUR 38 million on the subsidiary CAF Brasil Industria e Comercio, S.A., for which the Company has made a provision. For this reason, the Company assessed the recoverability of its ownership interest in CAF Diversified Business Development, S.A.U., which holds 99.03% CAF Brasil Indústria e Comércio, S.A., and EUR 30,901 thousand was charged to "Impairment and Gains or Losses on Disposals of Financial Instruments" in the accompanying statement of profit or loss to reflect the assessment.

In 2019 two corporate restructuring transactions were carried out within the Group.

The first transaction consisted of the merger of Ennera Energy and Mobility S.L. (absorbed company) and CAF Turnkey & Engineering S.L.U. (absorbing company). As a preliminary step for this transaction, Construcciones y Auxiliar de Ferrocarriles S.A. purchased from CAF Diversified Business Development S.A.U. 56.97% of the shares of Ennera Energy and Mobility S.L. for EUR 1,885 thousand. As it was a merger of Group companies, the carrying amounts expressed in the consolidated financial statements, which do not differ from those that would have been obtained through the application of the Rules for the Preparation of Consolidated Financial Statements at 1 January 2019, were used. This corporate transaction resulted in a reduction of EUR 3,277 thousand of the carrying amount of the ownership interest in Ennera Energy and Mobility, S.L. and an increase of EUR 4,019 thousand in the cost of the ownership interest at CAF Turnkey & Engineering, S.L.U. The net effect of this transaction was recognised with a credit of EUR 742 thousand to "Reserves" in the accompanying balance sheet (see Note 13).

The second transaction was the downstream merger by absorption of Solaris Bus Ibérica S.L.U. (absorbed company) by Vectia Mobility S.L. (absorbing company). This same transaction included the modification of the name of Vectia Mobility S.L., which subsequently became Solaris Bus Ibérica S.L.U. as the resulting company. For the transaction, the Group acquired from a third party 30% of Vectia Mobility, S.L. and of Vectia Mobility Research & Development, A.I.E. for a total amount of EUR 7,050 thousand, which was recognised with a charge to "Impairment and Gains or Losses on Disposals of Financial Instruments" in the accompanying statement of profit or loss. Subsequently, the downstream merger of Solaris Bus Ibérica, S.L.U. (absorbed company) and Vectia Mobility, S.L. (absorbing company) was performed in July 2019. The Solaris subgroup restructuring process included a capital increase subscribed by a third party, which consequently held 2.8% of the Solaris Bus & Coach, S.A. Group.

Also, various capital increases were performed at CAF Belgium, S.P.R.L., CAF Signalling S.L.U., CAF Diversified Business Development S.A.U. and Trenes CAF Venezuela C.A. for EUR 350 thousand, EUR 6,000 thousand, EUR 21,000 thousand and EUR 53 thousand, respectively, and a loan of EUR 5,500 thousand was converted into capital at CAF Italia, S.R.L.

CAF Norway AS and CAF Rail Luxembourg, S.À R.L. were incorporated in 2019 with equity of EUR 206 thousand and EUR 120 thousand, respectively.

The investee Consorcio Traza, S.A. distributed dividends amounting to EUR 650 thousand, of which EUR 319 thousand were recognized with credit to the ownership interest, since they correspond to profits earned prior to the acquisition, and EUR 331 thousand were recognized with a credit to "Finance Income" in the accompanying statement of profit or loss (Note 10).

The main change in 2018 relates to the acquisition in September of 100% of Solaris Bus & Coach, S.A. which engages mainly in the manufacture of buses in the urban mobility sphere. This transaction was performed, on the one hand, through the acquisition of 100% of Openaco Trading Co. Limited for EUR 162,822 thousand (a company which held an 82.24% ownership interest in Solaris Bus & Coach, S.A. upon acquisition) and, on the other hand, through the direct acquisition of the remaining 17.76% of the company for EUR 35,157 thousand.

In December 2018 the Company increased the capital of Solaris Bus & Coach, S.A. by EUR 46,700 thousand, which was paid in full, meaning that the direct ownership interest in this company became 73.08% and the indirect ownership interest through Openaco Trading Co. Limited became 26.92%.

In 2018 a corporate restructuring transaction was carried out within the Group. This transaction consisted of the spin-off of the shares of CAF Brasil Industria e Comercio, S.A., CAF India Private Limited, CAF Taiwan, Ltd., Lander Simulation and Training Solutions, S.A., Ennera Energy and Mobility, S.L. and CAF France, SAS, held by CAF Investment Projects, S.A.U., to CAF Diversified Business Development, S.A. Since the transactions are spin-offs among Group companies, the carrying amounts have been used in the consolidated financial statements. These carrying amounts do not differ from those that would have been obtained

applying the Rules for the Preparation of Consolidated Financial Statements at 1 January 2018, specifically Recognition and Measurement Standard 21 "Transactions between Group Companies". This corporate transaction resulted in a reduction of EUR 115,428 thousand in the cost of the ownership interest held by the Company in CAF Investment Projects S.A.U. and an increase of EUR 142,958 thousand in the cost of the ownership interest of the CAF Diversified Business Development S.A. The net effect of this transaction was recognized with a credit of EUR 27,530 thousand to "Reserves" in the accompanying balance sheet (see Note 13).

Also various capital increases were performed through the conversion of debt into capital at CAF Investment Projects, S.A.U. and CAFTurk Tren Sanayí Ve Ticaret Límited Sírketi for amounts of EUR 99,000 thousand and EUR 708 thousand, respectively. Additionally, capital increases were performed at CAF Group UK, Ltd., CAF Diversified Business Decelopment, S.A., Trenes de Navarra, S.A., CAF Signalling, S.L.U., Ennera Energy and Mobility, S.L. and CAF Netherlands, B.V. for amounts of EUR 25,447 thousand, EUR 10,188 thousand, EUR 6,000 thousand, EUR 6,000 thousand, EUR 500 thousand and EUR 270 thousand, respectively.

In 2018 the Company acquired from the Group company CAF Investment Projects, S.A.U. a 23.15% ownership interest in CAF Tyrnkey & Engineering, S.L.U. for EUR 2,450 thousand.

In 2018 CAF Belgium SPRL and Metro CAF (Mauritius) Ltd. were incorporated with share capital of EUR 171 thousand and EUR 1 thousand, respectively.

## 10. Balances and transactions with related parties

The detail of the transactions with related parties (in addition to those specified in Notes 8 and 22) in 2019 and 2018 is as follows:

2019

Company	Thousands of euros (*)				
	Finance income	Services provided or sales recognised	Services received or purchases recognised	Dividends received	Finance costs
<b>Industrial</b>					
CAF USA, Inc.	2,012	16,601	36,062	-	-
CAF México, S.A. de C.V.	5,400	1,935	6,369	-	-
CAF Brasil Indústria e Comércio, S.A.	-	3,811	1,469	-	-
CAF Rail UK Limited	182	2,777	5,722	-	-
CAF Italia, S.R.L.	188	313	9,858	-	-
CAF Chile, S.A.	-	1,227	-	1,244	3
CAFTurk Tren Sanayi Ve Ticaret Limited Sirketi	-	838	1,767	-	-
CAF Argelia (EURL)	-	937	-	-	-
CAF India Private Limited	-	-	1,293	-	-
Trenes de Navarra, S.A.U.	128	7	8,210	-	-
Construcciones Ferroviarias de Madrid, S.L.U.	-	5	5,680	-	-
CAF Digital & Design Solutions, S.A.U.	12	5,758	4,827	-	-
Tradinsa Industrial, S.L.	204	387	10,210	-	-
CAF Rail Australia, Pty Ltd	254	8,074	1,800	-	-
Trenes CAF Venezuela, C.A.	-	-	-	-	-
CAF Arabia Company	190	8,345	1,044	-	-
CAF New Zealand Limited	-	3,166	37	-	-
Construcciones y Auxiliar de Ferrocarriles CAF Colombia, S.A.S.	-	36	(154)	-	-
CAF Systeme Ferroviare, S.R.L.	3	-	592	-	-
CAF Deutschland GmbH	-	-	1,790	-	-
CAF Taiwan Ltd.	15	(1,387)	-	-	-
CAF Hungary Kft	7	70	1,506	-	-
CAF France, SAS	134	(2,075)	8,410	-	-
Construcciones y Auxiliar de Ferrocarriles Argentina, S.A.	-	231	52	-	-
CAF Netherlands B.V.	-	-	5,348	-	-
CAF Rolling Stock UK Limited	-	2,199	66,580	-	-
Metro CAF (Mauritius) Ltd.	-	311	-	-	1
CAF Belgium, S.P.R.L.	-	15	625	-	-
CAF Norway AS	-	80	-	-	-
<b>Technology</b>					
CAF I+D, S.L.U.	-	426	5,889	-	4
CAF Power & Automation, S.L.U.	12	16,727	77,561	-	-
Nuevas Estrategias de Mantenimiento, S.L. (NEM, S.L.)	-	-	1,390	-	-
CAF Turnkey & Engineering, S.L.U.	70	20	26,221	-	-
Centro de Ensayos y Analisis Cetest, S.L.	-	364	6,690	-	-
Lander Simulation and Training Solutions, S.A.	-	-	3,149	-	1
Geminys, S.L.	-	-	3,351	-	-
CAF Signalling, S.L.U.	157	2	24,025	-	-
Solaris Bus Ibérica S.L.U.	637	-	70	-	-
Vectia Mobility Research & Development, A.I.E.	-	-	194	-	-
BWB Holdings Limited	259	-	-	-	-
Solaris Bus & Coach, S.A.	270	699	51	-	-
<b>Services</b>					
Actren Mantenimiento Ferroviario, S.A.	-	18,636	1,978	1,158	-
Sermanfer, S.A.U.	-	-	5,314	-	-
CAF Investment Projects, S.A.U.	4,706	-	9	25,000	-
Rail Line Components, S.L.U.	-	422	7,927	850	-
Plan Metro, S.A.	-	13,331	4	-	-
Ctrens - Companhia de Manutenção, S.A.	-	2,043	-	203	-
CAF Group UK Limited	61	-	161	-	-
CAF Diversified Business Development, S.A.U.	15	-	-	-	-
Rifer SRL	-	-	515	99	-
Consorcio Traza, S.A. (**)	-	-	-	331	-
EuroMaint Gruppen AB	812	-	34	-	-
CAF Track Test Center, S.L.U.	-	27	-	-	-
Orbital Sistemas Aeroespaciales, S.L.	-	-	127	-	-
CAF Engineered Modernizations, S.L.U.	-	-	117	-	-
<b>Construction</b>					
Construcción, Mantenimiento, Ferrovías y Subsistemas, S.A. de C.V.	-	196	-	-	116
<b>Total</b>	<b>15,728</b>	<b>106,554</b>	<b>343,874</b>	<b>28,885</b>	<b>125</b>

(\*) These transactions are carried out on an arm's length basis.

(\*\*) The dividends received amounted to EUR 650 thousand, and EUR 319 thousand were recognised with a credit to "Non-Current Investments in Group Companies and Associates" (see Note 9).

2018

Company	Thousands of euros (*)				
	Finance income	Services provided or sales recognised	Services received or purchases recognised	Dividends received	Finance costs
<b>Industrial</b>					
CAF USA, Inc.	1,110	4,295	29,887	-	-
CAF México, S.A. de C.V.	2,023	100,054	(55)	-	-
CAF Brasil Indústria e Comércio, S.A.	-	3,053	124	-	-
CAF Rail UK Limited	74	2,747	4,420	-	-
CAF Italia, S.R.L.	39	179	7,032	-	-
CAF Chile, S.A.	-	8,590	17	-	-
CAFTürk Tren Sanayî Ve Ticaret Lîmited Sîrketî	10	1,806	1,589	-	-
CAF Argelia (EURL)	-	198	-	-	-
CAF India Private Limited	-	-	747	-	-
Trenes de Navarra, S.A.U.	108	8	7,311	-	-
Construcciones Ferroviarias de Madrid, S.L.U.	-	-	9,044	-	1
CAF Digital & Design Solutions, S.A.U.	17	-	4,420	-	-
Tradinsa Industrial, S.L.	117	-	4,841	-	-
CAF Rail Australia, Pty Ltd	13	161	1,101	-	-
Trenes CAF Venezuela, C.A.	-	-	62	-	-
CAF Arabia Company	359	3,753	657	-	-
CAF New Zealand Limited	-	2,975	351	-	-
Construcciones y Auxiliar de Ferrocarriles CAF Colombia, S.A.S.	-	-	188	-	-
CAF Systeme Ferroviare, S.R.L.	2	-	666	-	-
CAF Deutschland GmbH	1	-	1,481	-	-
CAF Taiwan Ltd	224	(1,801)	-	-	-
CAF Hungary Kft	15	126	1,262	-	-
CAF France, SAS	67	830	5,865	-	-
Construcciones y Auxiliar de Ferrocarriles Argentina, S.A.	-	(360)	8	-	-
CAF Netherlands B.V.	-	-	3,652	-	-
CAF Rolling Stock UK Limited	-	-	8,173	-	-
<b>Technology</b>					
CAF I+D, S.L.U.	-	376	5,757	-	16
CAF Power & Automation, S.L.U.	27	1,794	51,969	-	-
Nuevas Estrategias de Mantenimiento, S.L. (NEM, S.L.)	-	-	1,680	-	-
CAF Turnkey & Engineering, S.L.U.	-	71	13,341	-	-
Centro de Ensayos y Análisis Cetest, S.L.	-	384	7,143	-	-
Lander Simulation and Training Solutions, S.A.	2	-	4,052	-	-
Geminys, S.L.	-	-	3,191	-	-
CAF Signalling, S.L.U.	145	-	17,454	-	-
Vectia Mobility, S.L.	349	-	-	-	-
BWB Holdings Limited	197	-	-	-	-
Solaris Bus & Coach, S.A.	133	-	11	-	-
<b>Services</b>					
Actren Mantenimiento Ferroviario, S.A.	-	16,438	1,541	1,574	-
Sermanfer, S.A.U.	-	-	5,311	-	1
CAF Investment Projects, S.A.U.	15,464	-	3	-	-
Ennera Energy and Mobility, S.L.	53	-	(3)	-	-
Rail Line Components, S.L.U.	6	144	5,837	-	-
Plan Metro, S.A.	-	13,611	3	-	-
Ctrens - Companhia de Manutenção, S.A.	-	1,858	-	210	-
CAF Group UK Limited	11	-	-	-	-
CAF Diversified Business Development, S.A.U.	79	-	-	-	-
Rifer SRL	-	-	153	-	-
S.E.M. Los Tranvías de Zaragoza, S.A.	-	7	(128)	-	-
Corporación Sefemex, S.A. de C.V.	-	-	34	-	-
Consortio Traza, S.A. (**)	-	-	-	5,368	-
<b>Construction</b>					
Construcción, Mantenimiento, Ferrovías y Subsistemas, S.A. de C.V.	-	-	-	-	84
<b>Total</b>	<b>20,645</b>	<b>161,297</b>	<b>210,192</b>	<b>7,152</b>	<b>102</b>

(\*) These transactions are carried out on an arm's length basis.

(\*\*) The dividends received amounted to EUR 7,524 thousand, and EUR 2,156 thousand were recognised with a credit to "Non-Current Investments in Group Companies and Associates" (see Note 9).

As a result of these transactions, of those performed in previous years, the stage of completion of the projects contracted, the loans granted, the taxation under the consolidated tax regime (see Note 16) and the advances granted, the Company's balances with Group companies, associates and related parties at 31 December 2019 and 2018, were as follows:

**2019**

	Thousands of euros						
	Non-current loans (Note 9)	Current investments in Group companies and associates (Note 16)	Trade receivables from Group companies and associates (Note 12)	Stage of completion net billings (*) (Note 12)	Advances to suppliers (Note 11)	Payable to suppliers, Group companies and associates	Current payables to Group companies and associates (**) (Note 16)
<b>Industrial</b>							
CAF USA, Inc.	-	23,139	605	7,821	-	11,360	-
CAF México, S.A. de C.V.	-	54,393	44,632	27,750	-	1,698	-
CAF Brasil Indústria e Comércio, S.A.	-	-	400	(383)	-	450	-
Construcciones y Auxiliar de Ferrocarriles Argentina, S.A.	-	-	302	230	-	9	-
CAF Rail UK Limited	-	8,291	1,426	212	-	2,252	-
CAF Italia, S.R.L.	-	3,784	264	-	-	3,740	543
CAF Chile, S.A.	-	-	1,055	(1,312)	-	2	650
CAFTurk Tren Sanayi Ve Ticaret Limited Sirketi	-	-	122	-	-	271	-
CAF Argelia (EURL)	-	-	480	-	-	757	-
Trenes CAF Venezuela C.A.	-	-	-	-	-	3	-
CAF India Private Limited	-	-	-	-	-	336	-
Trenes de Navarra, S.A.U.	-	3,376	-	-	-	1,932	-
Construcciones Ferroviarias de Madrid, S.L.U.	-	-	-	-	154	1,157	206
CAF Digital & Design Solutions, S.A.U.	-	4	1,290	21,069	-	1,866	62
Tradinsa Industrial, S.L.	-	5,374	189	-	2,451	2,624	-
CAF Rail Australia Pty Ltd	-	-	405	1,161	-	1,192	-
CAF New Zealand Limited	-	247	862	(5,557)	-	82	-
CAF Arabia Company	-	6	5,217	1,345	-	585	-
CAF Systeme Ferroviare, S.R.L.	-	107	-	-	-	115	-
CAF Deutschland, GmbH	-	175	-	-	-	338	159
Constr. y Aux. de Ferrocarriles CAF Colombia, S.A.S.	-	-	248	-	-	30	-
CAF Taiwan Ltd	-	1,029	2,485	(709)	-	9	-
CAF France, SAS	-	5,686	1,941	3,796	8,000	(990)	2,245
CAF Hungary Kft	-	202	2	-	-	207	-
CAF Netherlands B.V.	-	-	158	-	-	1,029	286
Solaris Bus & Coach, S.A.	-	11,794	700	-	-	7	-
CAF Belgium, S.P.R.L.	-	648	21	-	-	297	-
Metro CAF (Mauritius) Ltd.	-	-	172	149	-	-	550
CAF Norway AS	-	-	80	-	-	502	-
CAF Rolling Stock UK Limited	-	-	2,274	-	-	11,759	-
<b>Technology</b>							
CAF I+D, S.L.U.	-	290	174	-	-	1,552	10,944
CAF Power & Automation, S.L.U.	-	641	5,827	-	25,995	23,750	24,475
Nuevas Estrategias de Mantenimiento, S.L.	-	53	-	-	(173)	232	-
CAF Turnkey & Engineering, S.L.U.	-	2,269	10	-	16	2,328	9,394
Centro de Ensayos y Análisis Cetest, S.L.	-	342	141	-	8	2,149	7,687
Lander Simulation and Training Solutions, S.A.	-	-	-	-	2,528	861	678
Geminys, S.L.	-	563	-	-	-	1,587	2,503
CAF Signalling, S.L.U.	6,951	4,072	23	-	2,152	5,463	8,133
BWB Holdings Limited	-	5,235	-	-	-	40	-
Solaris Bus Ibérica, S.L.U.	-	13	-	-	-	15	-
Vectia Mobility Research & Development, A.I.E.	-	-	-	-	-	19	-
Openaco Trading Co. Ltd.	-	30	-	-	-	-	-
Orbital Sistemas Aeroespaciales, S.L.	-	-	-	-	-	129	-
<b>Services</b>							
Actren Mantenimiento Ferroviario, S.A.	-	-	7,589	2,498	-	1,573	-
Sermanfer, S.A.U.	-	-	-	-	-	642	881
CAF Investments Projects, S.A.U.	87,794	864	21	-	-	-	226
Ennera Energy and Mobility, S.L.	-	-	-	-	-	-	-
Rail Line Components, S.L.U.	-	760	27	2,094	139	2,139	4,216
Plan Metro, S.A.	-	-	456	1,227	-	-	-
Ctrens - Companhia de Manutenção, S.A.	-	145	313	-	-	-	-
Provetren, S.A. de C.V.	-	-	-	-	-	-	-
CAF Group UK Limited	-	4,730	-	-	-	29	-
CAF Diversified Business Development, S.A.U.	-	14	-	-	-	-	2,270
Rifer SRL	-	-	-	-	-	149	-
EuroMaint Gruppen AB	34,546	373	-	-	-	34	-
CAF Track Test Center, S.L.U.	-	7,438	33	-	-	724	-
CAF Engineered Modernizations, S.L.U.	-	1	-	-	-	141	250
<b>Construction</b>							
Construcción, Mantenimiento, Ferrovías y Subsistemas, S.A. de C.V.	-	-	-	857	-	-	2,945
<b>Total</b>	<b>129,291</b>	<b>146,088</b>	<b>79,944</b>	<b>62,248</b>	<b>41,270</b>	<b>87,175</b>	<b>79,303</b>

(\*) The stage of completion net billings at 31 December 2019 included EUR 70,902 thousand in deferred billings (asset) (see Note 12) and EUR 8,654 thousand in prebillings (liability).

(\*\*) The Company registers EUR 7,128 thousand under "Debts with group companies and long term associates".

2018

	Thousands of euros						
	Non-current loans (Note 9)	Current investments in Group companies and associates (Note 16)	Trade receivables from Group companies and associates (Note 12)	Stage of completion net billings- (*) (Note 12)	Advances to suppliers (Note 11)	Payable to suppliers - Group companies and associates	Current payables to Group companies and associates (Note 16)
<b>Industrial</b>							
CAF USA, Inc.	-	28,303	(1,901)	(1,449)	-	9,689	253
CAF México , S.A. de C.V.	-	47,572	16,297	74,600	-	3,899	207
CAF Brasil Indústria e Comércio, S.A.	-	-	1,204	(488)	-	3	-
Construcciones y Auxiliar de Ferrocarriles Argentina, S.A.	-	-	661	(359)	-	122	-
CAF Rail UK Limited	-	2,066	2,029	264	-	753	33
CAF Italia, S.R.L.	-	1,713	92	27	-	1,901	543
CAF Chile, S.A.	-	-	3,508	(1,312)	-	17	1,500
CAFTurk Tren Sanayí Ve Tícaret Límitéd Síirketí	-	-	1,327	-	-	222	-
CAF Argelia (EURL)	-	-	744	12	-	1,306	-
Trenes CAF Venezuela C.A.	-	-	-	-	-	(40)	-
CAF India Private Limited	-	-	-	-	-	199	-
Trenes de Navarra, S.L.U.	-	3,211	-	-	-	1,268	-
Construcciones Ferroviarias de Madrid, S.L.U.	-	-	-	-	-	1,075	343
CAF Digital & Design Solutions, S.A.U.	-	956	2	25,757	-	1,829	-
Tradinsa Industrial, S.L.	-	4,967	1	-	1,428	1,629	-
CAF Rail Australia Pty Ltd	-	657	161	-	-	227	37
CAF New Zealand Limited	-	6	469	(1,828)	-	232	-
CAF Arabia Company	-	4,449	1,603	-	-	562	-
CAF Systeme Ferroviare, S.R.L.	-	68	-	-	-	122	-
CAF Deutschland, GmbH	-	175	-	-	-	280	-
Construcciones y Auxiliar de Ferrocarriles CAF Colombia, S.A.S.	-	-	-	-	-	-	-
CAF Taiwan Ltd	-	1,542	2,380	678	-	3,471	-
CAF France, SAS	-	5,508	1,102	2,498	-	3,297	-
CAF Hungary Kft	-	202	3	-	-	274	-
CAF Netherlands B.V.	-	-	-	-	-	694	160
Solaris Bus & Coach, S.A.	-	24	5	-	-	11	-
CAF Belgium, S.P.R.L.	-	-	-	-	-	99	-
Metro CAF (Mauritius)	-	-	-	-	-	-	550
CAF Rolling Stock UK Limited	-	-	-	-	-	3,043	-
<b>Technology</b>							
CAF I+D, S.L.U.	-	248	67	-	-	1,484	281
CAF Power & Automation, S.L.U.	-	3,647	1,284	-	10,875	17,587	119
Nuevas Estrategias de Mantenimiento, S.L.	-	21	-	-	(115)	191	-
CAF Turnkey & Engineering, S.L.U.	-	1,030	90	-	16	2,818	-
Centro de Ensayos y Análisis Cetest, S.L.	-	309	148	-	16	2,193	-
Lander Simulation and Training Solutions, S.A.	-	103	1	-	2,245	754	-
Geminys, S.L.	-	450	1	-	-	777	2,944
CAF Signalling, S.L.U.	-	4,873	4	-	984	6,777	827
BWB Holdings Limited	-	4,800	-	-	-	-	39
Vectia Mobility, S.L.	-	12,651	-	-	-	-	-
<b>Services</b>							
Actren Mantenimiento Ferroviario, S.A.	-	-	1,096	5,868	-	504	-
Sermanfer, S.A.U.	-	-	-	-	-	526	79
CAF Investments Projects, S.A.U.	121,598	3,181	-	-	-	4	7,164
Ennera Energy and Mobility, S.L.	-	2,559	-	-	-	-	880
Rail Line Components, S.L.U.	-	614	1,330	2,094	-	2,712	138
Plan Metro, S.A.	-	-	1,294	1,043	-	-	-
Ctrenes - Companhia de Manutenção, S.A.	-	118	370	-	-	-	-
Provetren, S.A. de C.V.	-	-	-	-	-	-	-
CAF Group UK Limited	-	1,152	-	-	-	-	24
CAF Diversified Business Development, S.A.U.	-	79	-	-	-	-	11,457
Rifer SRL	-	-	-	-	-	227	-
<b>Construction</b>							
Construcción, Mantenimiento, Ferrovías y Subsistemas, S.A. de C.V.	-	-	-	-	-	80	2,669
Corporación Sefemex, S.A. de C.V.	-	-	-	-	-	34	-
<b>Total</b>	<b>121,598</b>	<b>137,254</b>	<b>35,372</b>	<b>107,405</b>	<b>15,449</b>	<b>72,852</b>	<b>30,247</b>

(\*) The stage of completion net billings at 31 December 2018 included EUR 124,583 thousand in deferred billings (asset) (see Note 12) and EUR 17,178 thousand in prebillings (liability).

Under "Non-current investments in Group companies and associates – Non current loans", it is included a loan granted to CAF Investment Projects, S.A.U., with limit of EUR 500 million. The principal of the loan (without including not collected accrued interests), disposed at 31 December 2019, amounted to EUR 87,794 thousand (EUR 121,598 thousand at 31 December 2018). This loan has the objective to reinforce Group companies financially or acquiring new companies. The loan accrues a market interest rate and

expires in 2021. In July 2019, a loan was granted to the Group new company Euromaint Gruppen AB with a limit of SEK 375,000 thousand, that accrues a market interest rate and expires in 2022. This loan amounts to EUR 34,546 thousand at 31 of December 2019.

Lastly, in 2019 an agreement was entered into with CAF Signalling, S.L.U. for the grant of subsidised borrowings for development projects that are being performed by the Company (see Note 6). As a result of the financing received at Group level in relation to these projects, at 31 December 2019 non-current balances receivable from and payable to this subsidiary, amounting to EUR 6,951 thousand and EUR 7,128 thousand, respectively, were recognised in this connection, with the recognised balance payable corresponding to the refundable borrowings obtained by CAF Signalling, S.L.U. for the aforementioned project.

The other loans granted to and received from Group companies are governed by agreements that bear interest at market rates.

At 31 December 2019, the Company had recognised EUR 4,936 thousand and EUR 2,861 thousand under "Current Investments in Group Companies and Associates" and "Current Payables to Group Companies and Associates", respectively, with various companies belonging to the tax group for the estimated income tax and for the VAT returns (EUR 2,529 thousand receivable and EUR 20,495 thousand payable at 31 December 2018).

The accounts receivable and payable (basically trade receivables and payables) do not bear interest.

### **Joint Ventures**

The detail of the Company's interests in joint ventures, based on the form adopted thereby, at 31 December 2018 and 2019 is as follows:

#### **2019**

Name	Ownership interest	Jointly controlled assets (Thousands of euros)	Jointly controlled liabilities (Thousands of euros)
UTE CSM	61.79%	4,387	4,381
UTE Valencia	39.35%	458	452

#### **2018**

Name	Ownership interest	Jointly controlled assets (Thousands of euros)	Jointly controlled liabilities (Thousands of euros)
UTE CSM	61.79%	171	165
UTE Valencia	39.35%	79	73

## **11. Inventories and construction contracts**

The detail of "Inventories" at 31 December 2019 and 2018 is as follows:

	Thousands of euros	
	31/12/19	31/12/18
Raw materials and other procurements, work in progress and finished and semi-finished goods (Note 19-b)	107,674	41,571
Advances to suppliers (Note 10)	57,490	21,817
<b>Total</b>	<b>165,164</b>	<b>63,388</b>

At 31 December 2019 and 2018, the Company had firm raw material purchase commitments amounting to approximately EUR 436,352 thousand and approximately EUR 467,768 thousand, respectively (see Note 15).

The Company takes out insurance policies to adequately insure its inventories. At 31 December 2019 and 2018, the insurance policies taken out covered the carrying amount of the inventories at those dates.

## Construction contracts

The detail of the cumulative amount of costs incurred and of profits recognised (less the related losses recognised) and the amount of advances received at 31 December 2019 and 2018 is as follows:

	Thousands of euros	
	31/12/19	31/12/18
Deferred billings (asset) (Notes 3-g & 12)	683,105	777,151
Prebillings (liability) (Note 3-g)	(708,750)	(699,890)
<b>Net balance</b>	<b>(25,645)</b>	<b>77,261</b>
Costs incurred plus profits and losses recognised based on stage of completion	1,750,981	2,322,113
Billings made excluding advances	(1,067,876)	(1,544,962)
Advances received	(708,750)	(699,890)
<b>Net balance</b>	<b>(25,645)</b>	<b>77,261</b>

## 12. Trade and other receivables

At 31 December 2019 and 2018, the detail of "Trade and Other Receivables" was as follows:

	Thousands of euros	
	31/12/19	31/12/18
Trade receivables for sales and services (Note 11)	878,910	944,986
Trade receivables from Group companies and associates (Notes 10 & 11)	150,846	159,955
Sundry accounts receivable (Note 14)	2,799	5,431
Employee receivables	1,074	1,317
Tax receivables (Note 16-a)	33,350	36,997
<b>Total</b>	<b>1,066,979</b>	<b>1,148,686</b>

Classes  Categories	Thousands of euros			
	Trade receivables from Group companies and associates		Trade receivables for sales and services	
	31/12/19	31/12/18	31/12/19	31/12/18
Trade receivables - in euros	95,806	86,702	662,739	709,636
Trade receivables - in foreign currency	55,040	73,253	216,171	235,350
<b>Total</b>	<b>150,846</b>	<b>159,955</b>	<b>878,910</b>	<b>944,986</b>

These accounts receivable include the deferred billing indicated in Note 11 amounting to EUR 683,105 thousand (2018: EUR 777,151 thousand). Deferred billings under "Trade Receivables from Group Companies and Associates" amounts to EUR 70,902 thousand (2018: EUR 124,583 thousand).

At 31 December 2019 and 2018, the balances billed included EUR 58,601 thousand in relation to the agreement with Metro de Caracas, the balance of which is past due and relates to work performed and billed to the customer and the collection of which is considered to be covered by the insurance policy in force and through offset against liabilities to the customer, basically the provision described in Note 17.

The unincorporated temporary joint venture (Spanish UTE) CSM, as policyholder, has arranged a supplier credit policy with credit risk coverage for the Metro de Caracas Line 1 refurbishment project. The insureds under this policy are the venturers in the aforementioned unincorporated temporary joint venture, including CAF. At 31 December 2019, the maximum amount payable to CAF was EUR 59 million. At the date of preparation of these financial statements all the objective conditions necessary for filing a claim under the aforementioned insurance policy had been met, but no claims had been made at that date. The decision on whether to file claims lies within the remit of the governing bodies of UTE CSM. The terms and conditions of the credit insurance set the payment period for a potential indemnity payment at within six months.

In relation to the contract with Metro de Caracas, the Company's accounting policy was to recognise only revenue the collection of which was considered probable, considering as such revenue already collected, revenue insured under credit policies and revenue that can be offset against other liabilities to the customer.

At 31 December 2019 and 2018, the Company had balances billed to Metro de Caracas amounting to EUR 37 million (now past-due) which had not been recognised for accounting purposes since the performance of the related projects as there was uncertainty as to their collectability.

At 31 December 2019, 64.44% of the billed receivables related to the top five customers (31 December 2018: 68.27%). "Trade Receivables for Sale and Services" includes retentions at 31 December 2019 amounting to EUR 4,051 thousand (31 December 2018: EUR 524 thousand).

The amount of the net past-due balances receivable from third parties at 31 December 2019 and 2018, additional to the past-due balances receivable from Metro de Caracas and taking into account the amounts received at the date of authorisation for issue of these financial statements, is as follows:

	Thousands of euros	
	31/12/19	31/12/18
Past due > 90 days	8,260	4,758
Past due > 180 days	84,128	105,721
<b>Total</b>	<b>92,388</b>	<b>110,479</b>

The 67.81% of this balance is concentrated in two countries and three agreements in relation to which the Company is implementing active collection management measures, although no significant losses that had not been provisioned are expected.

On the basis of a case-by-case analysis of past-due balances, the Company considered that at 31 December 2019 there were balances that posed a collection risk totalling EUR 1,028 thousand (31 December 2018: EUR 1,133 thousand). These amounts had been provisioned and are presented as a reduction of the balance of "Trade Receivables for Sale and Services" in the accompanying balance sheet subsequent to the recognition of an endowment of EUR 105 thousand under "Other Operating Expenses" in the accompanying statement of profit or loss (2018: a reversal of EUR 374 thousand, see Note 19-e). Also, EUR 37 thousand were definitively provisioned for uncollectible trade receivables.

### **13. Equity and shareholders' equity**

#### **a) Share capital**

At 31 December 2019 and 2018, the Company's share capital was represented by 34,280,750 fully subscribed and paid shares of EUR 0.301 par value each, traded by the book-entry system, all of which are listed on the stock exchange.

The shareholder companies or entities that had notified the Spanish National Securities Market Commission (CNMV) that they held voting rights representing over 3% of the Company's share capital at 31 December 2019 and 2018 were as follows:

	% 2019	% 2018
Cartera Social, S.A. (i)	24.87%	25.16%
Kutxabank, S.A. (ii)	14.06%	14.06%
Indumentaria Pueri S.L.(iii)	5.02%	5.02%
EDM Gestión, S.A. S.G.I.I.C. (iv)	3.02%	3.02%
Templeton Investment Counsel, LLC. (v)	-	3.01%

- i. The shareholders of this company are employees of the Parent.
- ii. Kutxabank S.A. holds the direct ownership interest, although the indirect holder is Bilbao Bizkaia Kutxa Fundación Bancaria, which controls Kutxabank S.A.
- iii. Indumentaria Pueri, S.L. is the indirect holder. The direct holder is Global Portfolio Investments, S.L., a company controlled by Indumentaria Pueri, S.L.
- iv. EDM Gestión, S.A. S.G.I.I.C. is the indirect holder. It controls the voting rights of various Group companies.
- v. Templeton Investment Counsel, LLC. is the indirect holder. As an investment management company, it manages the assets of T Global Smaller Co Fd, and others.

The Annual General Meeting held on 13 June 2015 resolved to empower the Board of Directors to acquire treasury shares for a period of five years from that date. At the date of preparation of these financial statements, no treasury shares had been acquired since that resolution.

The Annual General Meeting held on 10 June 2017 resolved to empower the Company's Board of Directors, with express powers of delegation, for a period of five (5) years from that date, to issue debt instruments and fixed-income or other securities (including warrants) convertible into shares of the Company or other Group companies, including the power to disapply shareholders' pre-emption rights for a maximum of 20% of the share capital at the authorisation date. This decision rendered null and void the resolution adopted by the Company's Annual General Meeting held on 7 June 2014. At the date of preparation of these financial statements no convertible securities had been issued since that resolution.

On 2 June 2018, at the Annual General Meeting the Board of Directors was empowered to increase the share capital on one or more occasions, through the issuance of new shares against monetary contributions, over a period of five years and up to half of the amount of the share capital on the date of authorisation. At the date of preparation of these financial statements, no capital increase had been performed since that resolution.

**b) Share premium**

The share premium account balance has no specific restrictions on its use.

**c) Revaluation reserve**

The amount of these revaluations (see Notes 3-b and 7) at 31 December 2019 and 2018 is allocated to the following accounts:

	Thousands of euros	
	31/12/19	31/12/18
Revaluation reserve Guipúzcoa Decree 1/2013 (*)	25,170	25,170
Revaluation reserve Guipúzcoa Regulation 11/1996	8,701	8,701
<b>Total</b>	<b>33,871</b>	<b>33,871</b>

(\*) Net of the 5% tax paid in July 2013.

*Revaluation reserve Guipúzcoa Decree 1/2013*

The Company availed itself of the provisions of Guipúzcoa Decree 1/2013, of 5 February, on asset revaluation, and recognised a reserve amounting to EUR 25,170 thousand corresponding to the revalued amount of the assets (see Note 7), net of the related tax effect of 5% (see Note 16-e). The balance of the revaluation reserve under Guipúzcoa Decree 1/2013, of 5 February, is restricted until it is verified and accepted by the tax authorities, which should be performed within the three-year period following presentation of the tax return.

Once it has been verified by the tax authorities or the verification period has elapsed, the balance of this account may be used to offset losses, increase capital, or, after ten years have elapsed from the date of the balance sheet in which the revaluations were recognised, be allocated to unrestricted reserves. However, it may only be distributed when the revalued assets have been fully depreciated, transferred or derecognised.

*Revaluation reserve Guipúzcoa Regulation 11/1996*

This balance can be used to offset accounting losses and to increase share capital, and the remainder, if any, can be taken to restricted reserves. If this balance were used in a manner other than that provided for in Guipúzcoa Regulation 11/1996, it would be subject to tax.

**d) Productive investment reserve**

At 31 December 2019 and 2018, this reserve amounted to EUR 10,000 thousand and corresponded to the amount appropriated to it in the distribution of profit for the year ended 31 December 2013 pursuant to Article 39 of Guipúzcoa Regulation 7/96, of 4 July. Pursuant to the aforementioned regulation, the amount appropriated to this reserve must be invested in a period of two years from the end of the year the profit for which was appropriated to the reserve, and must be maintained over at least the following five years, or for its useful life if this were less, unless accounting losses are incurred (see Note 7). At 31 December 2019 and 2018, the Company had met the investment requirements established in the regulation (Note 16).

**e) Legal reserve**

Under the Consolidated Spanish Limited Liability Companies Law, 10% of net profit for each year must be transferred to the legal reserve until the balance of this reserve reaches at least 20% of the share capital. The legal reserve can be used to increase capital provided that the remaining reserve balance does not fall below 20% of the increased share capital amount. Otherwise, until the legal reserve exceeds 20% of share capital, it can only be used to offset losses, provided that sufficient other reserves are not available for this purpose. At the end of 2019 and 2018, the balance of this reserve had reached the legally required minimum.

#### **f) Restricted reserves**

Until the balance of "Development Expenditure" has been fully amortised, no dividends may be distributed unless the balance of the unrestricted reserves is at least equal to the amount of the unamortised balances. Consequently, at the end of 2019 EUR 44,304 thousand (end of 2018: EUR 30,217 thousand) of the balance of "Other Reserves" were restricted (Note 6).

#### **g) Dividends**

The Annual General Meeting held on 15 June 2019 resolved to pay dividends amounting to EUR 26,225 thousand, of which EUR 4,285 thousand related to profit for 2018, and EUR 21,940 thousand were distributed with a charge to voluntary reserves.

The Annual General Meeting held on 2 June 2018 resolved to pay dividends amounting to EUR 22,625 thousand, of which EUR 10,333 thousand related to profit for 2017, and EUR 12,292 thousand were distributed with a charge to voluntary reserves.

#### **h) Grants**

The information on the grants received by the Company, which form part of equity, and on the amounts taken to income in this connection is as follows:

	Thousands of euros (*)
<b>Balance at 31/12/17</b>	<b>74</b>
Increase	-
Amount taken to profit or loss	(74)
<b>Balance at 31/12/18</b>	<b>-</b>
Increase	4,325
Amount taken to profit or loss	(885)
<b>Balance at 31/12/19</b>	<b>3,440</b>

(\*) These amounts are net of the related tax effect (see Note 16-c).

At the end of 2019 and 2018 the Company had fulfilled all the conditions attaching to the grants detailed above and, therefore, it does not expect differences to arise in possible future reviews.

In 2019 the Company has received grants for amount of EUR 5,691 thousand in order to support the investments made in different development projects (Note 6).

In 2019 the Company transferred EUR 1,165 thousand to profit or loss in relation to grants received in prior years with a credit to "Allocation to Profit or Loss of Grants Related to Non-Financial Non-Current Assets and Other Grants" in the statement of profit or loss (2018: EUR 103 thousand).

### **14. Non-current and current liabilities**

The detail of "Non-Current Payables" at the end of 2019 and 2018 is as follows (in thousands of euros):

Classes	Non-current financial instruments					
	Non-current bank borrowings		Other non-current financial liabilities		Total	
	31/12/19	31/12/18	31/12/19	31/12/18	31/12/19	31/12/18
Accounts payable	585,658	463,618	20,027	33,716	605,685	497,334
Financial derivatives (Note 15)	-	-	45,001	9,276	45,001	9,276
<b>Total</b>	<b>585,658</b>	<b>463,618</b>	<b>65,028</b>	<b>42,992</b>	<b>650,686</b>	<b>506,610</b>

The detail of "Current Payables" at the end of 2019 and 2018 is as follows (in thousands of euros):

Classes Categories	Current financial instruments					
	Short-term bank borrowings and debt instruments or other marketable securities		Other current financial liabilities (Note 7)		Total	
	31/12/19	31/12/18	31/12/19	31/12/18	31/12/19	31/12/18
Accounts payable	90,646	152,446	16,564	15,327	107,210	167,773
Financial derivatives (Note 15)	-	-	47,059	41,061	47,059	41,061
<b>Total</b>	<b>90,646</b>	<b>152,446</b>	<b>63,623</b>	<b>56,388</b>	<b>154,269</b>	<b>208,834</b>

### Bank borrowings and debt instruments or other marketable securities

In 2019 the Company arranged six new loans with banks for a total of EUR 135 million. These loans had been drawn down in EUR 90 million at 31 December 2019.

In addition, in 2019 the Company has faced a total of 14,750 thousand euros and the Company has canceled two loans before maturity for the amount of EUR 25,000 thousand.

Also, the Company negotiated new terms and conditions on six existing bank loans amounting to EUR 138,000 thousand, increased the amount to be repaid by EUR 7,500 thousand, at a fixed market interest rate, and extended the maturity by between three and six years.

At 31 December 2019, total bank borrowings included EUR 377.3 million tied to a fixed interest rate (EUR 25 million through an interest rate swap, see Note 15).

In 2018 the Company arranged five new loans for a total of EUR 175 million. These loans were fully disposed as of December 31, 2018. During the year 2018, 6.5 million euros were amortized. Of the amount provided at December 31, 2018, 410.2 million euros were referenced at a fixed interest rate (31.7 million euros were articulated through interest rate swap, Note 15).

In addition to the foregoing, the Company has access to undrawn credit facilities amounting to EUR 223,225 thousand (31 December 2018: EUR 179,775 thousand) instrumented in the form of undrawn loans, credit lines and factoring agreements, which are tied mainly to Euribor plus a market spread.

On 21 December 2017, the Company arranged a Euro-Commercial Paper Programme for an aggregate maximum principal amount of EUR 200 million ("the Programme"), which was registered at the Irish Stock Exchange. The programme was renewed for 12-month periods in December 2018 and subsequently on 19 December 2019, with the aggregate maximum principal amount increased to EUR 250 million as a result of the latest renewal. In 2019 issues amounting to EUR 392.95 million were launched under this Programme, and were redeemed on maturity. Under the terms and conditions of the Information Memorandum relating to the Programme and for a period of 12 months, CAF may issue ordinary fixed-income securities with a maturity of less than 364 days, which may be listed on the Irish Stock Exchange, or on any other stock exchange or trading system. At 31 December 2019, EUR 80 million of the issues launched and maturing in the opening months of 2020 had not yet fallen due (2018: EUR 75 million).

In 2019 the borrowing costs were incurred amounting to EUR 11,921 thousand (2018: EUR 8,551 thousand), due to the financial liability and obligations held in 2019.

### Other financial liabilities - Accounts payable

The changes in the items composing "Other Non-Current Financial Liabilities - Accounts Payable" are as follows (in thousands of euros):

#### 2019

	31/12/18	Increase/(Decrease)	Transfers to short term	31/12/19
Refundable advances	20,926	(2,946)	(2,124)	15,856
Employee benefit obligations (Notes 3-l and 19-d)	3,408	2,814	(3,070)	3,152
Share purchase liabilities (Note 9)	8,465	(558)	(7,907)	-
Other	917	102	-	1,019
<b>Total</b>	<b>33,716</b>	<b>(588)</b>	<b>(13,101)</b>	<b>20,027</b>

## 2018

	31/12/17	Increase/(Decrease)	Transfers to short term	31/12/18
Refundable advances	20,420	4,661	(4,155)	20,926
Employee benefit obligations (Notes 3-l and 19-d)	5,892	576	(3,060)	3,408
Share purchase liabilities (Note 9)	10,371	(443)	(1,463)	8,465
Other	917	-	-	917
<b>Total</b>	<b>37,600</b>	<b>4,794</b>	<b>(8,678)</b>	<b>33,716</b>

### Refundable advances

Through programmes that promote research, Government has awarded certain grants to CAF for the performance of research and development projects, which are recognised on the date they are effectively collected or, if applicable, when collected by the coordinator of the joint project. These grants consist of:

- Grants to partially meet the expenses and costs of these projects.
- Refundable advances in the form of loans which are generally interest-free and which usually have a grace period of 3 years and are repaid in a period of over 10 years.

In certain projects, the project coordinator is responsible for the performance of the project in dealings with Government, and collects all of the grants therefrom. At 31 December 2019, the Company recognised balances receivable totalling EUR 1,127 thousand under "Trade and Other Receivables - Other Receivables" (31 December 2018: EUR 1,636 thousand). Also, the Company had recognised EUR 5,167 thousand under "Trade and Other Payables - Other Payables", in relation to the amount payable to third parties arising from joint projects (31 December 2018: EUR 1,227 thousand).

### Employee benefit obligations

The Company has recognised the future obligations to the employees who have entered into pre-retirement plans (see Note 3-l). Short-term obligations of EUR 2,712 thousand were recognised under "Other Current Liabilities" in the accompanying balance sheet as at 31 December 2019 (31 December 2018: EUR 2,799 thousand).

Also, the detail of the present value of the obligations assumed by the Company relating to post-employment benefits and long-term employee benefits, net of the fair value of the plan assets allocated for the coverage thereof, at the end of 2019 and 2018, is as follows (see Note 3-k):

	Thousands of euros	
	31/12/19	31/12/18
Present value of the obligations assumed	51,374	44,738
Less - Fair value of plan assets	(50,882)	(45,006)
<b>Other current (assets) liabilities, net</b>	<b>492</b>	<b>(268)</b>

The present value of the obligations assumed by the Company was determined by qualified independent actuaries using the following actuarial techniques:

- Valuation method: projected unit credit method, which sees each period of service as giving rise to an additional unit of benefit entitlement and measures each unit separately.
- Actuarial assumptions used: unbiased and mutually compatible. In general, the most significant actuarial assumptions used in the calculations were as follows:

Actuarial Assumptions	2019	2018
Discount rate	0.99% - 1.05%	1.75% - 2.47%
Mortality tables	PERM/F/2000P	PERM/F/2000P
Annual salary or pension increase rate	1 - 2 %	1-2%
Retirement age	65 - 67	65-67

The fair value of the plan assets was calculated at year-end using the projected unit credit method.

### Maturity of non-current payables

The detail, by maturity, of "Non-Current Payables" is as follows (in thousands of euros):

#### 2019

	2021	2022	2023	2024	2025 and subsequent years	Total
Bank borrowings	82,967	101,446	51,318	143,838	206,089	585,658
Other financial liabilities - Accounts payable	5,696	4,741	3,256	2,391	3,943	20,027
Other financial liabilities - Financial derivatives	12,100	18,174	11,025	2,590	1,112	45,001
<b>Total</b>	<b>100,763</b>	<b>124,361</b>	<b>65,599</b>	<b>148,819</b>	<b>211,144</b>	<b>650,686</b>

#### 2018

	2020	2021	2022	2023	2024 and subsequent years	Total
Bank borrowings	28,691	135,775	92,571	38,843	167,738	463,618
Other financial liabilities - Accounts payable	16,007	4,909	3,957	2,816	6,027	33,716
Other financial liabilities - Financial derivatives	5,301	502	2,581	892	-	9,276
<b>Total</b>	<b>49,999</b>	<b>141,186</b>	<b>99,109</b>	<b>42,551</b>	<b>173,765</b>	<b>506,610</b>

## 15. Derivative financial instruments

CAF uses derivative financial instruments to hedge the risks to which its activities, transactions and future cash flows are exposed, mainly risks arising from changes in exchange rates and interest rates. CAF arranges foreign currency hedges in order to mitigate the potential adverse effect that changes in exchange rates might have on future cash flows relating to transactions and loans in currencies other than the functional currency of the company concerned. Also, the Company has arranged interest rate hedging derivatives to hedge a portion of borrowings.

The breakdown of the net balances of derivatives, basically fair value and cash flow hedges, recognised in the balance sheets as at 31 December 2019 and 2018 is as follows:

### 2019

Currency put options at 31/12/19	Maturity (in currency)		
	2020	2021	2022 and subsequent years
<b>Fair value hedges-</b>			
USD currency forwards (*)	98,128,627	45,054,172	-
GBP currency forwards	264,369,800	54,448,371	243,824,029
BRL currency forwards	6,089,589	-	-
SEK currency forwards	856,207,895	-	-
AUD currency forwards	16,842,010	45,922,439	645,802,427
SAR currency forwards	81,139,390	-	-
MXP currency forwards	1,726,077,120	-	-
TRY currency forwards	1,871,861	-	-
JPY currency forwards	6,791,754,460	6,975,456,165	-
NZD currency forwards	3,500,687	-	-
HUF currency forwards	215,790,000	-	-

(\*) Including the partial hedge of the net investment in CAF USA, Inc. amounting to USD 22,300 thousand.

Currency call options at 31/12/19	Maturity (in currency)		
	2020	2021	2022 and subsequent years
<b>Fair value hedges-</b>			
USD currency forwards	39,368,803	6,632,384	-
MXP currency forwards	1,021,333,911	-	-
BRL currency forwards	6,439,468	-	-
GBP currency forwards	110,208,756	39,792,125	-
JPY currency forwards	1,265,916,000	-	-
AUD currency forwards	-	7,682,932	-
<b>Cash flow hedges-</b>			
COP currency forwards	48,000,000,000	-	-
JPY currency forwards	1,759,692,274	-	-

### 2018

Currency put options at 31/12/18	Maturity (in currency)		
	2019	2020	2021 and subsequent years
<b>Fair value hedges-</b>			
USD currency forwards (*)	242,350,961	-	-
GBP currency forwards	244,987,889	183,117,700	249,852,362
BRL currency forwards	143,348,888	-	-
SEK currency forwards	583,657,791	86,664,170	-
AUD currency forwards	50,561,761	10,516,460	106,827,784
TWD currency forwards	25,982,325	-	-
SAR currency forwards	100,632,687	-	-
MXP currency forwards	2,675,521,008	-	-
CAD currency forwards	47,047	-	-
TRY currency forwards	11,565,720	-	-
JPY currency forwards	13,557,127,789	4,081,705,774	-
ZAR currency forwards	3,984,534	-	-

(\*) Including the partial hedge of the net investment in CAF USA, Inc. amounting to USD 22,300 thousand.

Currency call options at 31/12/18	Maturity (in currency)		
	2019	2020	2021 and subsequent years
<b>Fair value hedges-</b>			
USD currency forwards	39,128,686	28,373,000	-
MXP currency forwards	59,767,000	1,382,694,596	-
BRL currency forwards	7,020,251	-	-
GBP currency forwards	1,389,063	76,400,000	-
JPY currency forwards	-	3,297,090,500	-
<b>Cash flow hedges-</b>			
COP currency forwards	-	48,000,000,000	-
GBP currency forwards	24,397,052	-	-

At 31 December 2019, the Company has arranged an interest rate swap with the start date on 30 September 2018, a nominal amount of EUR 25 million and expiry on 31 July 2023. The Company pays a fixed rate and receives a floating rate tied to Euribor to hedge the interest rate risk of certain loans with the same notional amount and repayment schedule (see Note 14). In 2019 another financial swap was arranged, with a nominal amount of EUR 20 million.

The fair value of the derivative financial instruments arranged at each year-end are as follows:

	Thousands of euros			
	Fair value		Cash flow	
	31/12/19	31/12/18	31/12/19	31/12/18
USD currency forwards	(6,438)	(6,971)	-	-
GBP currency forwards	(4,845)	(19,552)	-	31
MXP currency forwards	(9,813)	(14,965)	-	-
BRL currency forwards	(1,884)	(2,811)	-	-
AUD currency forwards	(3,369)	119	-	-
SEK currency forwards	(1,009)	(2,331)	-	-
TWD currency forwards	-	63	-	-
SAR currency forwards	2,621	1,218	-	-
JPY currency forwards	2,702	4,291	901	-
COP currency forwards	19	-	977	(29)
Currency forwards in other currencies	(377)	(84)	-	-
Forward rate agreements	-	-	(691)	(501)
<b>Measurement at year-end (*) (Notes 8 and 14)</b>	<b>(22,393)</b>	<b>(41,023)</b>	<b>1,187</b>	<b>(499)</b>

(\*) Before considering the related tax effect

In order to measure the financial instruments, on the one hand the Company uses the measurement of the instruments themselves, and on the other, the measurement of own and counterparty credit risk. The expense recognised under "Other Operating Expenses" in 2019 amounted to EUR 540 thousand (2018: EUR 11 thousand).

The hedging instruments expire in the same year in which the cash flows are expected to occur.

Following is a reconciliation of the remeasurement at each year-end to the carrying amounts recognised in the consolidated balance sheet (in thousands of euros):

	31/12/19	31/12/18
Non-current assets (Note 8)	44,225	8,815
Current assets (Note 8)	26,629	-
Non-current liabilities (Note 14)	(45,001)	(9,276)
Current liabilities (Note 14)	(47,059)	(41,061)
<b>Balance sheet net total</b>	<b>(21,206)</b>	<b>(41,522)</b>
Fair value	(22,393)	(41,023)
Cash flow	1,187	(499)
<b>Total derivatives, remeasured</b>	<b>(21,206)</b>	<b>(41,522)</b>

In 2019 the ineffective portion of the hedging transactions charged to profit or loss amounted to an expense of EUR 2,948 thousand (2018: EUR 3,643 thousand) mainly as a result of changes in the estimated amounts of the hedged items.

Also, the settlement of the fair value derivatives resulted in an expense of EUR 5,122 thousand in 2019 (2018: expense of EUR 8,363 thousand), which is similar to the changes in value of the hedged items.

The items hedged by the Group, as indicated in Note 5-a on market risks, are mainly currency transactions included in each of the commercial agreements. When the hedges are initially arranged these transactions comprise either firm commitments (in which case they are recognised as fair value hedges) or highly probable transactions (in which case they are recognised as cash flow hedges) or net investments in foreign operations.

## 16. Tax matters

### a) Current tax receivables and payables

The detail of the current tax receivables and payables at 31 December 2019 and 2018 is as follows:

	Thousands of euros			
	Assets (Note 12)		Liabilities	
	31/12/19	31/12/18	31/12/19	31/12/18
Accrued social security taxes	-	-	9,528	7,269
Regular taxes-				
VAT	31,341	36,826	4,122	28,652
Other	189	-	13	-
Personal income tax withholdings	-	-	6,788	6,554
Income tax	1,820	171	-	-
<b>Total</b>	<b>33,350</b>	<b>36,997</b>	<b>20,451</b>	<b>42,475</b>

In 2011 Construcciones y Auxiliar de Ferrocarriles, S.A., as the parent, and certain subsidiaries availed themselves of the special VAT regime for groups.

### b) Reconciliation of the accounting profit to the taxable profit

	Thousands of euros	
	2019	2018
<b>Accounting profit (before tax)</b>	<b>8,974</b>	<b>21,530</b>
<b>Permanent differences-</b>		
Sundry obligations to employees (Note 14)	(339)	57
Subsidiary dividends, litigation and other	4,875	(6,687)
Intellectual and industrial property	(1,816)	(1,571)
<b>Increases and decreases due to temporary differences and accelerated depreciation and amortisation-</b>		
Accelerated depreciation and amortisation	-	-
Sundry obligations to employees (Note 14)	685	(2,750)
Provisions for reliability, guarantees and other (Note 17)	(33,151)	31,628
Impairment losses on investments, results of joint ventures and other (Note 9)	1,753	3,753
Depreciation due to asset revaluation - Guipúzcoa Regulation 1/2013 (Note 7)	(138)	(186)
<b>Taxable profit/Tax loss</b>	<b>(19,157)</b>	<b>45,774</b>
<b>Tax consolidation adjustments (impairment) and elimination of dividends of consolidated tax group</b>	<b>8,186</b>	<b>34,221</b>
<b>Adjusted taxable profit</b>	<b>(10,971)</b>	<b>79,995</b>

Since 2007 the Company has filed consolidated tax returns under Guipúzcoa Income Tax Regulation 2/2014, of 17 January, as part of consolidated tax group no. 03/07/G, the parent of which is Construcciones y Auxiliar de Ferrocarriles, S.A. and the subsidiaries are: CAF Investment Projects, S.A.U., CAF I+D, S.L.U., CAF Power & Automation, S.L., Geminys, S.L., Rail Line Components, S.L.U., CAF Turnkey & Engineering, S.L.U., Centro de Ensayos y Análisis Cetest, S.L., CAF Signalling, S.L.U., CAF Diversified Business Development, S.A.U., CAF Engineered Modernizations, S.L.U. y CAF Rail Digital Services, S.L.U. The consolidated tax regime will be applied indefinitely while the requirements are fulfilled or the tax group does not expressly waive its application by means of the corresponding business taxation status notification form.

On 10 May 2018, Guipúzcoa Income Tax Regulation 1/2018 was approved, which substantially changed the tax regime applicable to the tax group headed by the Parent. Therefore, as a result of the reduction in the tax rate from 28% to 26% in 2018 and to 24% in 2019, and of changes in the limit on the use of tax credits and the offset of prior years' tax losses, the amount of the deferred tax assets and liabilities was adjusted, which gave rise to an income tax expense of EUR 12,154 thousand in 2018. If the tax treatment were to differ from that provided for in current legislation as a result of tax reforms, such treatment would be applied immediately in the financial statements issued subsequent to the approval thereof. Accordingly, under the legislation in force, the income tax rate applied in 2019 was 24% (2018: 26%). The Company's tax liability to the tax authorities should be interpreted in the context of the

consolidated tax regime under which it files tax returns. In this connection, the consolidated tax group files income tax returns to the central tax authorities and to the provincial tax authorities of Guipúzcoa and Vizcaya based on the volume of transactions performed in each territory.

**c) Tax recognised in equity**

The detail of the tax recognised directly in equity is as follows:

	Thousands of euros	
	31/12/19	31/12/18
<b>Arising in the year-</b>		
Grants (Note 13-h)	(1,086)	29
Hedges (Note 15)	(405)	(496)
<b>Arising in prior years-</b>		
Grants (Note 13-h)	-	(29)
Hedges (Note 15)	119	616
<b>Total tax recognised directly in equity</b>	<b>(1,372)</b>	<b>120</b>

**d) Reconciliation of the accounting profit to the income tax expense**

The reconciliation of the accounting profit to the income tax expense is as follows:

	Thousands of euros	
	2019	2018
<b>Accounting profit before tax</b>	<b>8,974</b>	<b>21,530</b>
<b>Tax charge at 24% (2018: 26%)</b>	<b>2,154</b>	<b>5,598</b>
Impact of permanent differences and tax consolidation adjustments	2,618	6,765
Differences - previous year's tax return	833	(103)
Other (taxes paid abroad)	1,216	1,134
Recognition of tax assets and deferred tax assets (Note 3-m)	203	(5,942)
Impact amendment income tax regulation	-	12,154
Use of tax credits and offset of prior years' tax losses	-	(2,361)
<b>Total income tax expense recognised in profit or loss</b>	<b>7,024</b>	<b>17,245</b>
<b>Current tax expense</b>	<b>2,216</b>	<b>19,469</b>
<b>Deferred tax benefit</b>	<b>4,808</b>	<b>(2,224)</b>

In 2019 no tax credits were used (2018: EUR 719 thousand).

The differences between the estimated income tax for 2018 and the tax return ultimately filed gave a charge of EUR 833 thousand being credited to "Income Tax" in the accompanying statement of profit or loss.

In 2019 the Company expects to report tax credits amounting to EUR 9,792 thousand (2018: EUR 9,799 thousand), which relate mainly to international double taxation tax credits, tax credits for R&D+i, tax credits for investments in new non-current assets and others.

**e) Deferred tax assets (temporary differences and tax assets)**

The detail of "Deferred Tax Assets" at the end of 2019 and 2018 is as follows:

	Thousands of euros	
	31/12/19	31/12/18
Temporary differences (deferred tax assets)	30,536	28,669
Tax credit carryforwards and other (Note 3-m)	19,175	20,399
Tax losses (Note 3-m)	18,938	24,370
<b>Total deferred tax assets</b>	<b>68,649</b>	<b>73,438</b>

In 2019 the Company has incurred a tax loss of EUR 10,971 thousand, of which EUR 3,010 thousand were offset by taxable profit incurred by other Group companies, recognising the corresponding account receivable (see Note 10).

The Company has tax credit carryforwards earned between 2009 and 2019 amounting to EUR 91,754 thousand, of which EUR 19,175 have been recognised in the accompanying balance sheet as at 31 December 2019 (31 December 2018: EUR 81,517 thousand earned between 2009 and 2018, of which EUR 20,399 thousand had been recognised). The amounts not deducted due to insufficient tax charge can be used, observing the same limit, in the tax returns for the tax periods concluding in the immediately subsequent 30 years (15 years under the legislation applicable until 2017). In view of the uncertainty inherent to the recoverability of deferred tax assets, the Company's recognition policy is based on an assessment of future taxable profit on the basis of its backlog.

In 2013 the Company availed itself of the tax incentive provided for in Article 39 of Guipúzcoa Income Tax Regulation 7/1996. At 31 December 2018, the Company had fulfilled all the investment commitments related to this incentive (see Note 13).

In 2016 the Company availed itself of the tax incentive provided for in Article 36 of Guipúzcoa Income Tax Regulation 2/2014, thereby reducing its taxable profit by EUR 6,337 thousand. The reinvestment commitment, which totalled EUR 13,500 thousand, was fulfilled mainly in investments already made in 2016 by the Parent and the other companies in the consolidated tax group in property, plant and equipment and intangible assets.

The detail and changes in the Company's (recognised and unrecognised) temporary differences giving rise to deferred tax assets is as follows:

	Thousands of euros						
	31/12/17	Additions	Disposals	31/12/18	Additions	Disposals	31/12/19
Tax assets recognised	17,365	6,022	(2,988)	20,399	1,707	(2,931)	19,175
Tax effect of tax losses	30,199	2,848	(8,677)	24,370	-	(5,432)	18,938
<b>Recognised temporary differences-</b>							
Contractual and reliability liability	316	356	(93)	579	134	(384)	329
Provision for construction work not deductible in the year	12,247	4,098	(2,065)	14,280	-	(6,579)	7,701
Impairment losses on investments	274	50	(40)	284	10,347	-	10,631
Hand-over contracts	2,520	320	(1,350)	1,490	684	(766)	1,408
Warranties and maintenance	2,726	3,792	(679)	5,839	-	(1,128)	4,711
Asset revaluation	372	-	(109)	263	-	(33)	230
Hedges	616	122	(618)	120	165	(119)	166
Other	5,156	2,437	(1,779)	5,814	1,020	(1,474)	5,360
	<b>71,791</b>	<b>20,045</b>	<b>(18,398)</b>	<b>73,438</b>	<b>14,057</b>	<b>(18,846)</b>	<b>68,649</b>
<b>Unrecognised temporary differences-</b>							
Provisions for post-employment obligations	7,986	925	(2,102)	6,809	1,550	(236)	8,123
Impairment losses on equity investments	1,453	53	(212)	1,294	15	-	1,309
Other	-	70	(67)	3	-	(1)	2
	<b>9,439</b>	<b>1,048</b>	<b>(2,381)</b>	<b>8,106</b>	<b>1,565</b>	<b>(237)</b>	<b>9,434</b>

The amount of the recognised tax credits and tax loss carry forwards and their last year for deduction by the Company is as follows:

	Thousands of euros			
	31/12/19		31/12/18	
	Amount	Last year for deduction	Amount	Last year for deduction
<b>Tax credits recognised-</b>				
Earned in 2009	1,699	2039	1,699	2039
Earned in 2010	6,805	2040	6,081	2040
Earned in 2012 (I+D+i)	2,562	2042	2,562	2042
Earned in 2013 (I+D+i)	5,465	2043	5,464	2043
Earned in 2014 (I+D+i)	1,677	2044	2,194	2044
Earned in 2015 (DDI)	-		341	2045
Earned in 2016 (DDI)	-		800	2046
Earned in 2017 (DDI)	-		548	2047
Earned in 2018 (DDI)	-		710	2048
Earned in 2019 (DDI)	967	2049		
<b>Tax loss carryforwards-</b>				
Earned in 2014	13,908		19,340	
Earned in 2015	5,030		5,030	
	<b>38,113</b>		<b>44,769</b>	

#### **f) Deferred tax liabilities**

The detail of and changes in the deferred tax liabilities of the Company are as follows:

##### **2019**

	Thousands of euros			
	31/12/18	Additions	Disposals	31/12/19
Grants (Note 13-h)	-	1,366	(280)	1,086
Goodwill	17	-	-	17
Hedging transactions	-	1,005	(554)	451
Other	135	-	-	135
<b>Total</b>	<b>152</b>	<b>2,371</b>	<b>(834)</b>	<b>1,689</b>

##### **2018**

	Thousands of euros			
	31/12/17	Additions	Disposals	31/12/18
Grants (Note 13-h)	29	-	(29)	-
Goodwill	22	-	(5)	17
Other	157	-	(22)	135
<b>Total</b>	<b>208</b>	<b>-</b>	<b>(56)</b>	<b>152</b>

#### **g) Years open for review and tax audits**

Under current legislation, taxes cannot be deemed to have been definitively settled until the tax returns filed have been reviewed by the tax authorities or until the four-year statute-of-limitations period has expired. At the date of preparation of the financial statements for 2019 the Company had all years since 2015 open for review for income tax and all years since 2016 open for review for the other taxes applicable to it. The Company's directors consider that the tax returns for the aforementioned taxes have been filed correctly and, therefore, even in the event of discrepancies in the interpretation of current tax legislation in relation to the tax treatment afforded to certain transactions, such liabilities as might arise would not have a material effect on the accompanying financial statements.

On 14 May 2013, the Municipal Council of Beasain notified the Company of the commencement of its general audit of various local taxes for the years 2009-2013. According this, pleadings were submitted to the Guipúzcoa Economic-Administrative Tribunal. In 2019, the company received the resolution of the GEAT with no detriment for the company estimating an income of EUR 145 thousand.

Also, on 20 June 2017, the Parent was notified by the provincial tax authorities of Guipúzcoa of the commencement of partial tax audits in relation to the income tax of the Company and of Tax Group no. 03/07/G for 2012 to 2015. The Company has furnished the information requested for these audits, but at the date of preparation of these financial statements the tax inspectors had not made any declaration in this connection. The Company's directors do not expect any liabilities to arise as a result of these audits.

## **17. Provisions and contingencies**

### *Long-term provisions*

The Company recognises provisions under "Long-Term Provisions" in the balance sheet for present obligations arising from past events that it expects to settle when they fall due through an outflow of resources. The amount is based on the best estimate made by the Company's directors at the reporting date and the obligations are recognised at the present value whenever the financial effect is material. In 2019 the Company made payments amounting to EUR 2,556 thousand (2018: EUR 1,830 thousand) and recognised EUR 3,023 thousand (2018: EUR 1,729 thousand) mainly with a charge to "Staff Costs - Wages and Salaries" (Note 19-d).

### *Short-term provisions*

The changes in "Short-Term Provisions" in the balance sheet for 2019 and 2018 were as follows (in thousands of euros):

#### **2019**

	Contractual liability (Note 3-f)	Warranty and support services (Note 3-f )	Litigation	Other (Note 3-m)	Total
<b>31/12/18</b>	<b>150,761</b>	<b>84,592</b>	<b>600</b>	<b>1,398</b>	<b>237,351</b>
Net charge for the year	38,191	39,061	308	500	78,060
Amounts used charged to profit or loss	(42,456)	(37,330)	(619)	(137)	(80,542)
<b>31/12/19</b>	<b>146,496</b>	<b>86,323</b>	<b>289</b>	<b>1,761</b>	<b>234,869</b>

#### **2018**

	Contractual liability (Note 3-f)	Warranty and support services (Note 3-f )	Litigation	Other (Note 3-m)	Total
<b>31/12/17</b>	<b>119,254</b>	<b>64,312</b>	<b>-</b>	<b>1,260</b>	<b>184,826</b>
Net charge for the year	32,008	48,161	1,000	138	81,307
Amounts used charged to profit or loss	(501)	(27,881)	(400)	-	(28,787)
<b>31/12/18</b>	<b>150,761</b>	<b>84,592</b>	<b>600</b>	<b>1,398</b>	<b>237,351</b>

### *Contractual liability and warranty and support services*

The provisions for contractual liability relate mainly to delays in deliveries, in accordance with the production and shipment schedule and the contractual obligation agreed upon, and to provisions for onerous contracts. The provisions for warranty and support services relate to estimated future costs (based on historic data and technical analyses) to which the Group is committed in accordance with the warranty period provided for in the contracts.

The expected period to settle the provisions varies on the basis of their nature, the average approximate period being:

- Contractual liability: 1-2 years.
- Warranty: 1-4 years (varies on the basis of the contractual arrangement to which it relates).

The Company recognised a net provision of EUR 40,433 thousand under "Other Operating Expenses" (2018: net provision of EUR 53,118 thousand) relating to the difference between the provisions required in this connection at 2019 year-end and the provisions recognised at 2018 year-end. The guarantee expenses incurred to meet the various obligations in 2019, which amounted to approximately EUR 37,330 thousand (2018: EUR 27,881 thousand), were recognised primarily under "Procurements" and "Staff Costs".

In 2008 the Company entered into an agreement with Metro de Caracas for the manufacture and supply of 48 trains to be manufactured in Spain. At 31 December 2019 and 2018, all the trains had been sent to the customer. Due to the contractual terms and conditions, at 31 December 2019 the Company had recognised a provision with a charge to the contract, amounting to EUR 66,535 thousand (31 December 2018: EUR 66,535 thousand), which is recognised under "Contractual Liability" in the table above (see Note 12). There is no litigation relating to this agreement.

### **18. Foreign currency balances and transactions**

The detail of the most significant balances and transactions in foreign currency, translated to euros at the year-end exchange rates and the average exchange rates for the year, respectively, is as follows:

	Thousands of euros	
	2019	2018
Accounts receivable (Note 12) (*)	216,171	235,350
Group accounts receivable (Notes 10 and 12) (*)	16,257	73,253
Loans granted to Group companies (**) (Note 10)	126,692	83,310
Loans received from Group companies (Note 10) (***)	3,534	3,534
Accounts payable (*)	32,703	14,171
Sales	385,218	389,153
Purchases and services received	126,391	67,956

(\*) Balance mainly in pounds sterling and US dollars.

(\*\*) Balance mainly in US dollars, pounds sterling, Mexican pesos and Swedish crowns.

(\*\*\*) Balance in Mexican pesos.

The detail, by class of financial instrument, of the exchange differences recognised in profit or loss, additional to those indicated in Note 15, is as follows (in thousands of euros):

	Transactions settled in the year	
	2019	2018
Other	(2,037)	(2,336)
<b>Total</b>	<b>(2,037)</b>	<b>(2,336)</b>

## **19. Income and expenses**

### **a) Revenue**

The detail, by line of business, of the Company's revenue for 2019 and 2018 is as follows (in thousands of euros):

	2019	2018
High-speed	11,905	33,121
Regional and commuter	588,220	725,743
Metros	189,025	279,654
Tram and light rail	350,940	147,173
Bogies, refitting and other	24,663	48,727
<b>Trains</b>	<b>1,164,753</b>	<b>1,234,418</b>
<b>Services</b>	<b>121,651</b>	<b>113,597</b>
<b>Wheel sets and components</b>	<b>104,154</b>	<b>78,252</b>
<b>Other</b>	<b>43,316</b>	<b>3,596</b>
<b>Total</b>	<b>1,433,874</b>	<b>1,429,863</b>

The detail of the Company's sales by geographical market (EU, OECD, rest of the world) is as follows (in thousands of euros):

	2019	2018
Spain	180,845	141,168
<b>European Union:</b>		
EU – Euro Area	440,223	410,782
EU – No Euro Area	466,176	458,834
	<b>906,399</b>	<b>869,616</b>
Rest of the world	346,630	419,079
<b>Total</b>	<b>1,433,874</b>	<b>1,429,863</b>

### **b) Procurements**

The detail of "Cost of Goods Held for Resale Sold", "Cost of Raw Materials and Other Consumables Used" and "Work Performed by Other Companies" in 2019 and 2018 is as follows (in thousands of euros):

	2019	2018
<b>Cost of raw materials and other consumables used-</b>		
Purchases from and work performed by third parties	913,888	808,729
Changes in inventories	(24,580)	(16,565)
<b>Total</b>	<b>889,308</b>	<b>792,164</b>

**c) Detail of purchases by origin**

The detail, by origin, of the purchases made by the Company in 2019 and 2018 is as follows:

	2019			2018		
	Spain	EU countries	Imports	Spain	EU countries	Imports
Purchases	66%	26%	8%	71%	22%	7%

**d) Staff costs**

The average headcount in 2019 and 2018 was as follows:

**2019**

Professional category	Average number of employees	Men	Women
Board members	2	1	1
Senior executives	11	10	1
Employees	1,835	1,372	463
Manual workers	2,453	2,385	68
<b>Total (*)</b>	<b>4,301</b>	<b>3,768</b>	<b>533</b>

(\*) At 31 December 2019, the workforce comprised 3,922 permanent employees and 392 temporary employees.

**2018**

Professional category	Average number of employees	Men	Women
Board members	2	1	1
Senior executives	10	9	1
Employees	1,688	1,263	425
Manual workers	2,537	2,468	69
<b>Total (*)</b>	<b>4,237</b>	<b>3,741</b>	<b>496</b>

(\*) At 31 December 2018, the workforce comprised 3,828 permanent employees and 447 temporary employees.

Since CAF does not meet the quota reserved for disabled employees, it has taken certain alternative measures established by Royal Decree 364/2005, of 8 April, which regulates alternative compliance of an exceptional nature with the quota reserved for disabled employees.

The average number of persons employed by the Company in 2019 and 2018 with a disability equal to or greater than 33%, by category, was as follows:

Professional category	Average number of employees		
	2019	Men	Women
Employees	15	13	2
Manual workers	41	39	2
<b>Total</b>	<b>56</b>	<b>52</b>	<b>4</b>

Professional category	Average number of employees		
	2018	Men	Women
Employees	14	13	1
Manual workers	44	42	2
<b>Total</b>	<b>58</b>	<b>55</b>	<b>3</b>

At 31 December 2018, the Company's Board of Directors comprised 7 men and 3 women. At 31 December 2018, it comprised 7 men and 3 women.

The detail of staff costs is as follows (in thousands of euros):

	2019	2018
Wages and salaries (Notes 3-k, 3-l, 14, 17, 20-a and 21)	221,889	212,742
Social security costs	66,257	60,110
Other expenses (Note 3-k)	15,857	13,343
<b>Total</b>	<b>304,003</b>	<b>286,195</b>

An expense of EUR 3,050 thousand (2018: EUR 575 thousand) is included under "Staff Costs - Wages and Salaries" in the statement of profit or loss in relation to early retirement (see Note 14).

**e) Other operating expenses**

	Thousands of euros	
	2019	2018
Outside services	236,675	216,121
Taxes other than income tax	808	828
Change in operating provisions and allowances and other (Notes 12 and 17)	40,365	53,492
<b>Total</b>	<b>277,848</b>	<b>270,441</b>

The fees for audit services relating to Construcciones y Auxiliar de Ferrocarriles, S.A. and Subsidiaries amounted to EUR 1,263 thousand in 2019 (2018: EUR 1,112 thousand). Of this amount, in 2019 EUR 659 thousand related to the annual audit of companies audited by member firms of the Deloitte worldwide organisation (2018: EUR 726 thousand), EUR 137 thousand of which related to the audit fees corresponding to the Parent in 2018 (2018: EUR 140 thousand). In addition, fees for other professional services amounting to EUR 165 thousand were billed in 2019 (2018: EUR 230 thousand): EUR 144 thousand for audit-related attest services including six-monthly reviews (2018: EUR 146 thousand), EUR 7 thousand for tax services (2018: EUR 38 thousand) and the remainder for other services.

**f) Information on the environment**

In 2019 and 2018 no investments were made in systems, equipment and facilities designed for environmental protection and improvement.

At 31 December 2019 and 2018, the Company did not have any litigation in progress or contingencies relating to environmental protection and improvement. The Company's directors do not expect any material liabilities to arise as a result of the Company's environmental activities and, accordingly, the accompanying balance sheet does not include any provisions in this connection.

The Company did not receive any environmental grants in 2019.

**20. Information on the Board of Directors**

**a) Remuneration and other benefits of directors**

In 2019 and 2018, in addition to the remuneration that may be payable as indicated in Note 3-k, the total remuneration of the members of the Board of Directors amounted to approximately EUR 1,907 thousand (2018: EUR 1,902 thousand) in relation to salaries, life insurance, attendance fees and fixed compensation. Also, in 2019 the Company made contributions to long-term savings plans, instrumented in the form of a long-term defined contribution group savings insurance policy of which the Company is both policy-holder and beneficiary, totalling EUR 1,300 thousand (2018: EUR 1,000 thousand). At 31 December 2019 and 2018, no advances, guarantees or loans had been granted to its current or former directors.

In 2019 EUR 59 thousand were paid in connection with the third-party liability insurance premium of the directors for damage caused by acts or omissions (2018: EUR 59 thousand).

**b) Information regarding situations of conflict of interest involving the directors**

In 2019 and 2018 neither the members of the Board of Directors of Construcciones y Auxiliar de Ferrocarriles, S.A. nor persons related to them as defined in the Spanish Limited Liability Companies Law notified the other members of the Board of any direct or indirect conflict of interest that they might have with the Company.

## **21. Remuneration of senior executives**

Remuneration of the Company's senior executives, per the binding definition of "Senior Executives" in the Corporate Governance Report, additional to the remuneration that may be payable to them as described in Note 3-k, amounted to EUR 3,008 thousand in 2018 (2018: EUR 2,613 thousand).

In 2019 and 2018 there were no other transactions with senior executives outside the ordinary course of business.

## **22. Other disclosures**

### ***a) Guarantees and other contingent assets and liabilities***

At 31 December 2019, the guarantees provided to the Company by banks and insurance companies for third parties, and to other Group companies when the Company is the counter-guarantor, amounted to EUR 3,161,589 thousand (31 December 2018: EUR 3,054,202 thousand). Of this amount, EUR 9,499 thousand related to guarantees for the refundable grants and advances granted by the Ministry of Science and Technology and other government agencies (31 December 2017: EUR 11,781 thousand) and EUR 17.5 million relate to the guarantee for the future contribution in 2024 to be made by CAF Investment Projects, S.A.U. at the investee Momentum Trains Holding Pty Ltd. The Company and its directors consider that no material liabilities will arise in this connection (see Note 14).

Also, the Company had been provided guarantees for third parties to secure the financial liabilities of its investees amounting to EUR 44,332 thousand (31 December 2018: EUR 26,506 thousand) (see Note 10).

In March 2014, following completion of an administrative investigation process initiated in May 2013 into the participation of several rolling stock manufacturers, one of which is a subsidiary of the CAF Group in Brazil, in public tenders, the Brazilian Administrative Council for Economic Defence (CADE) initiated administrative proceedings arising from possible anti-competitive practices. The subsidiary submitted its defence and has cooperated on an ongoing basis with the authorities and provided them with the information requested. In July 2019 the CADE Court issued an administrative decision imposing a penalty of BRL 167,057,982.53 (EUR 37,872 thousand) on the subsidiary and recommended that the competent authorities not grant the subsidiary certain tax benefits for five years. The subsidiary made a provision for this amount with a charge to profit or loss for 2019. The impact on the Company of the estimated indirect recovery of the ownership interest resulted in the recognition of EUR 31 million of impairment for the year, with a charge to "Impairment and Gains or Losses on Disposals of Financial Instruments" (see Note 9). At the date of authorisation for issue of these financial statements, CADE's decision was not effective, as various outstanding administrative matters had not been resolved, and the directors do not expect any change to the provisional conclusion adopted by the CADE Court.

The subsidiary rejects CADE's assessment of the events when imposing the aforementioned penalty and argues that its own actions in relation to the events investigated were carried out, at all times, in strict compliance with the applicable legislation. Once CADE's decision becomes effective, the subsidiary will file the corresponding appeal at the Brazilian courts. The subsidiary's legal advisers consider that there is a reasonable chance that the final amount of the penalty imposed will be reduced to a quantity substantially lower than the aforementioned amount, all without prejudice to the possibility of the fine being completely annulled. Also, as a result of the information obtained in these proceedings, an order was issued to block a current account amounting to EUR 203 thousand. At the present date, the decision on an extraordinary appeal to unblock the account is currently being awaited.

Also, as a result of the investigations conducted by CADE, other authorities, including the São Paulo State Public Prosecutor, initiated court proceedings against which the Group has already filed its corresponding defences. Similarly, and as a result of CADE's investigations, an administrative proceeding was initiated by the Brazilian Court of Auditors in relation to which the subsidiary submitted its preliminary defence in the first half of 2016. Subsequent to the ruling of the Court of Auditors which considered the existence of irregularities of any kind to be unproven, a request was made for these proceedings to be closed and dismissed. This request is awaiting a decision. Lastly, also as a result of CADE's investigations, an administrative proceeding was initiated by the São Paulo Court of Auditors in relation to which the subsidiary submitted its initial pleadings in the second half of 2018.

The CAF Group continues to defend its interests in these proceedings. However, at the reporting date it was not possible to determine the result or the impact that these proceedings might have on the consolidated financial statements of the subsidiary should the outcome be unfavourable and, therefore, no liabilities were recognised in this connection in the financial statements.

At 31 December 2019, the Company was involved in litigation with a customer as a result of a project in which mutually submitted claims were made due to delays in achieving the contractual milestones signed by the consortium to which CAF belongs. The litigation is in progress and, therefore, it is difficult to assess its possible impact; however, the Company's directors consider that the likelihood of this situation giving rise to losses for the Company is low, since there are causes that have given rise to delays that can in no case be attributed to the consortium, the amounts claimed are greater than the damage caused to the customer, and there are claims for cost overruns incurred by the consortium attributable to the customer. At the end of 2019, an independent expert issued a report justifying the delays, and at the date of authorisation for issue of these financial statements a court decision had not been handed down in this connection.

The subsidiary CAF Brasil Industria e Comercio, S.A. is part of a consortium in Brazil, the purpose of which is the performance of a construction contract for a new tramway and the supply of rolling stock for the tramway. CAF Brazil's scope in the consortium basically entails the supply of the rolling stock and the signalling.

The consortium and the customer are currently involved in various proceedings in which, among other issues, the potential breach of contract by both parties is under analysis, mainly in relation to the civil engineering work.

In this connection, at the present date CAF's legal advisers consider that the Consortium has solid arguments to justify its defence and to conclude that the non-completion of the work is the result of the customer not complying with its commitments. Whatever the case may be, should a court order be issued against the Consortium in relation thereto, since the breaches are mainly attributable to other members of the Consortium, CAF could claim the potential losses from such members. At 31 December 2019, the amounts owed by the customer overdue in 180 days amounted to EUR 13.1 million.

On 27 August 2018, the Spanish National Markets and Competition Commission ("CNMC") instituted penalty proceedings in connection with purported anti-competitive practices against various companies, which included CAF Signalling, S.L.U. and its parent Construcciones y Auxiliar de Ferrocarriles, S.A. as it is jointly and severally liable.

CAF is employing the legal actions to which it is entitled to defend its interests, and is at present unaware of the conduct and practices of which CAF Signalling, S.L.U. and Construcciones y Auxiliar de Ferrocarriles, S.A. are accused. The investigation is ongoing on 31 December 2019.

**b) Disclosures on the average period of payment to suppliers**

Set forth below are the disclosures required by Additional Provision Three of Law 15/2010, of 5 July (amended by Final Provision Two of Law 31/2014, of 3 December), prepared in accordance with the Spanish Accounting and Audit Institute (ICAC) Resolution of 29 January 2016 on the disclosures to be included in notes to financial statements in relation to the average period of payment to suppliers in commercial transactions.

	<b>2019</b>	<b>2018</b>
	Days	Days
Average period of payment to suppliers	83.50	80.45
Ratio of transactions settled	86.27	84.36
Ratio of transactions not yet settled	73.14	68.08
	Thousands of euros	Thousands of euros
Total payments made	799,017	653,911
Total payments outstanding	213,574	206,214

In accordance with the ICAC Resolution, the average period of payment to suppliers was calculated by taking into account the commercial transactions relating to the supply of goods or services for which payment has accrued since the date of entry into force of Law 31/2014, of 3 December.

For the sole purpose of the disclosures provided for in the Resolution, suppliers are considered to be the trade creditors for the supply of goods or services included in "Payable to Suppliers" and "Other Payables" under current liabilities in the balance sheet.

The statutory maximum payment period applicable to the Company in 2019 under Law 3/2004, of 29 December, on combating late payment in commercial transactions and pursuant to the transitional provisions contained in Law 15/2010, of 5 July, is 60 days, unless no payment date or period has been agreed, in which case the maximum payment period would be 30 days.

### **23. Events after the reporting period**

At 31 December 2019, the Group's firm backlog, net of progress billings, amounted to approximately EUR 9,446,468 thousand (31 December 2018: EUR 7,716,487 thousand) (see Note 11).

In addition, in January 2020, the subsidiary Euromaint has signed an agreement with the operator VY to maintain the fleet of Bergensbanan (Norway). Also, five additional metro units for Helsinki will also be supplied by the company. The sum of these contracts is more than 100 million euros.

### **24. Explanation added for translation to English**

These financial statements are presented on the basis of the regulatory financial reporting framework applicable to the Company in Spain (see Note 2-a). Certain accounting practices applied by the Company that conform with that regulatory framework may not conform with other generally accepted accounting principles and rules.

**APPROVAL BY THE BOARD OF DIRECTORS**

**ANDRÉS ARIZKORRETA GARCÍA**

**CHAIRMAN**

**JUAN JOSÉ ARRIETA SUDUPE**

**DIRECTOR**

**CARMEN ALLO PÉREZ**

**DIRECTOR**

**JAVIER MARTÍNEZ OJINAGA**

**DIRECTOR**

**JOSÉ ANTONIO MUTILOA IZAGUIRRE**

**DIRECTOR**

**LUIS MIGUEL ARCONADA ECHARRI**

**DIRECTOR**

**ANE AGIRRE ROMARATE**

**DIRECTOR**

**JULIÁN GRACIA PALACÍN**

**DIRECTOR**

**IGNACIO CAMARERO**

**DIRECTOR**

**MARTA BAZTARRICA LIZARBE**

**DIRECTOR-SECRETARY**

## **APPROVAL BY THE BOARD OF DIRECTORS**

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JULIÁN GRACIA PALACÍN

IGNACIO CAMARERO GARCÍA

MARTA BAZTARRICA LIZARBE

Certificate issued by the Secretary of the Board of Directors attesting that, following the authorisation for issue of the financial statements and directors' report of CONSTRUCCIONES Y AUXILIAR DE FERROCARRILES, S.A. for the year ended 31 December 2019 by the Board of Directors at its meeting on 27 February 2020, the directors have signed this document, consisting of 152 sheets numbered sequentially from 1 to 152, inclusive, signed by each of the directors at the end of the document.

San Sebastián, 27 February 2020.

Approved by

THE CHAIRMAN

ANDRÉS ARIZKORRETA GARCÍA

Signed

THE SECRETARY OF THE BOARD

MARTA BAZTARRICA LIZARBE