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ACTIVITY REPORT OF THE AUDIT COMMITTEE OF CONSTRUCCIONES Y AUXILIAR DE FERROCARRILES, S.A. (CAF) CORRESPONDING TO THE 2024 FINANCIAL YEAR

1. Purpose of the report

In accordance with the provisions of section e), vii, of article 3 of the Regulations of the Audit Committee (hereinafter, the "**Audit Committee**" or the "**Committee**") of CONSTRUCCIONES Y AUXILIAR DE FERROCARRILES, S.A. (hereinafter, "**CAF**" or the "**Company**"), it is the responsibility of this Committee to issue, on an annual basis, a report on the activities of the Committee during the previous financial year.

The purpose of this report is to inform shareholders and other interested parties of the Committee's activities during the year ended December 31, 2024, for which it will be published under the terms of Recommendation 6 of the CNMV's Code of Good Governance for Listed Companies (hereinafter, the "**Code of Good Governance**" or "**CGG**") and will contain, at least, the aspects defined in the new Technical Guide 1/2024 of 27 June 2024, published by the CNMV on 1 July 2024, on Audit Committees of public-interest entities (hereinafter, the "**Technical Guide**").

2. Regulation of the Audit Committee

The Audit Committee is regulated by Article 37 bis of CAF's Bylaws, Article 11 of the Regulations of the Board of Directors and in its own Regulations, which define in detail the most relevant aspects of the Committee, such as: its nature, composition, functions and scope of application, operating rules, powers and relations with third parties.

The Governing Rules of the Corporate Governance Bodies (i.e. Bylaws and Regulations of the General Shareholders' Meeting, Board of Directors, and its Committees) and the Policies and Other Corporate Governance, Ethics and Compliance Rules remain available to the general public on the corporate website in an updated and permanent manner in accordance with the applicable regulations.

3. Composition of the Audit Committee during the financial year

The current composition of the Committee is as follows:

<i>Board member</i>	<i>Position</i>	<i>Category</i>	<i>Seniority</i>
Ms. Begoña Beltrán de Heredia Villa	Chairwoman	Independent	She was appointed Director by co-optation on February 24, 2023, and her appointment was ratified by the General Meeting on June 10, 2023. She has been a member of the Committee since February 24, 2023 and Chairwoman of the Committee since October 4 of the same year.
Ms. Carmen Allo Pérez	Voting member	Independent	Appointed Director on 11 June 2016. She has been a member of the Committee since 27 February 2018. She served as Chair of the Committee from October 8, 2019 to October 4, 2023.
Mr. Juan José Arrieta Sudupe	Voting member	Other External	Appointed Director on 7 June 2008. He has been a member of the Committee since 20 October 2010.

In accordance with the provisions of Articles 37 bis of the Bylaws, 11 of the Board's Regulations and 2 of its own Regulations, the Committee is made up of three non-executive Directors, most of whom are independent. The Chairwoman of the Committee has been appointed from among the independent Directors who are part of the Committee.

As a whole, the members of the Committee, and in particular its Chairwoman, have knowledge and experience in accounting, auditing and risk management, both financial and non-financial, as well as the relevant technical knowledge in relation to the sector of activity to which the Company belongs.

This complies with the provisions of article 529 quaterdecies of the Consolidated Text of the Capital Companies Act (hereinafter, "CCA"), in the internal regulations and in Recommendation 39 of the Code of Good Governance, in relation to the composition of the Audit Committee. The guidelines set out in points 8 and 9 of the Technical Guide are also followed.

The members of the Committee are appointed by the Board of Directors and shall cease to hold office due to (i) resignation, (ii) when they cease to be directors, (iii) by agreement of the Board, or (iv) non-compliance with the requirements of the Regulations or legal provisions.

The composition of the Committee is diverse and balanced in terms of age, gender, professional experience, personal skills and sectoral knowledge.

The Secretary of this Committee is the same as that of the Board of Directors.

In the "*Shareholders and Investors*" section, "*Corporate Governance*" subsection, of the corporate website, both the information relating to the composition of the Audit

Committee and the public information corresponding to each of the directors, including their respective professional profiles, are permanently updated.

4. Functions and activities performed throughout the year by the Audit Committee, changes therein and reference to the Regulations governing it

The functions and powers attributed to the Audit Committee are detailed in Article 37 bis of the Bylaws and in Articles 3 and 10 to 13 of its specific Regulations, the latter having been modified during the reported year, mainly to (i) adapt its terminology to the CSRD¹ Directive and make further adjustments in accordance with the new recommendations contained in the Technical Guide; (ii) incorporate the role and status of the sustainability information verifier; (iii) establish the necessary collaboration between the Audit Committee and the Appointments and Remuneration Committee, in particular in matters of Sustainability; and (iv) include other technical adjustments and improvements.

In accordance with the aforementioned regulations, the Committee is entrusted with the legal functions provided for in article 529 quaterdecies of the CCA, as well as those recommended by the CGG (Recommendations 40, 41, 42, 44, 45 and 46) and by the Technical Guide. In addition to these powers, the Audit Committee was also entrusted with supervision matters relating to compliance with internal codes of conduct and the Internal Reporting System, as well as regarding application of the General Communication Policy, which were attributed to it in the distribution of powers provided for in Recommendations 53 and 54 of the aforementioned Code, which was carried out between the Audit Committee and the Appointments and Remuneration Committee. Likewise, the Audit Committee is entrusted with the supervision of Cybersecurity.

5. Meetings held during the exercise and attendees

During the financial year 2024, the Committee met on 7 occasions, with all its members in attendance. In addition to the 6 ordinary meetings provided for in the Activity Plan approved for the year, it was considered necessary to hold 1 additional meeting to address other matters within its competence. All the regular meetings were held in person, while the extraordinary meeting was held by videoconference. All meetings were attended by the Committee members, who were provided with the necessary documentation to deal with the items included in the agenda, sufficiently in advance.

At the invitation of the Chairwoman, other attendees have also intervened in the meetings of the Committee. Specifically, the CEO participated in one session, the Economic-Financial and Strategy Director attended three sessions, the Economic Director took part in two sessions and the Head of the Risk Management Unit did the same. For their part, the Head of the Tax Area, the Head of Cybersecurity and the Chief Financial Officer of Solaris, did so on one occasion. All of this is detailed in the table later in the text.

The attendance of the Head of Internal Audit and the external auditors is reported in the following section of this report.

¹ Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting.

The intervention of these interlocutors in the sessions has always taken place at the request of the Committee and only to deal with the points of the agenda for which they were summoned. Attendances and exits of the different attendees, who have not been present at the deliberation and voting phases of the sessions, have been recorded in the related minutes.

<i>Meeting n°:</i>	<i>Date</i>	<i>Number of Committee members attending</i>	<i>Other attendees</i>
1	02/01/2024	3	<ul style="list-style-type: none"> • CEO • Head of Internal Audit.
2	02/26/2024	3	<ul style="list-style-type: none"> • Economic-Financial and Strategy Director. • External Auditors: Partner responsible for E&Y and its team. • Head of Internal Audit.
3	05/08/2024	3	<ul style="list-style-type: none"> • Economic Director. • Head of Internal Audit. • Head of the Risk Management Unit.
4	07/03/2024	3	<ul style="list-style-type: none"> • Economic-Financial and Strategy Director. • Chief Financial Officer of Solaris.
5	07/30/2024	3	<ul style="list-style-type: none"> • External Auditors: Partner responsible for E&Y and its team. • Economic-Financial and Strategy Director. • Head of Internal Audit.
6	11/13/2024	3	<ul style="list-style-type: none"> • External auditors: Current audit partner and next partner in charge, who will join in his place. • Economic Director. • Head of Internal Audit. • Head of the Tax Area. • Head of the Risk Management Unit.
7	12/16/2024	3	<ul style="list-style-type: none"> • Corporate Head of the Cybersecurity Function • Head of Internal Audit.

In the meetings of the Committee, all matters within its competence have been discussed, facilitating the free participation of all members in the deliberations.

The Secretary of the Committee has taken minutes of the content of the meetings, faithfully reflecting the debates and agreements adopted.

Everything discussed and agreed upon at each meeting has been reported on in detail at the following meetings of the Board of Directors.

Appendix I to this report details the schedule of meetings held and the matters dealt with by the Committee during the financial year 2024.

6. Number of meetings held with the internal auditor and the external auditor

During the 2024 financial year, the Committee held a total of 6 meetings with the Head of Internal Audit, and three meetings with the heads of the external audit firm, the last of which was aimed at presenting to the Committee the partner who will replace the current head of audit of CAF, on the occasion of his upcoming retirement.

7. Most significant activities carried out during this year

The main activities carried out by the Committee during the reporting year are as follows:

i. Financial and non-financial reporting activities and associated internal control mechanisms

- Examination, prior to their presentation to the Board of Directors for its formulation, of the Annual Accounts and Management Reports, individual and consolidated, of CAF, S.A. and the CAF Group, respectively, corresponding to the financial year 2023. Supervision of the integrity of non-financial information, in particular that contained in the Management Report, which includes the Annual Corporate Governance Report, the Annual Report on Directors' Remuneration and the Statement of Non-Financial Information, which includes non-financial indicators relating to environmental activity, social issues, Human Resources, Respect for Human Rights, and the Fight against Corruption and Bribery.
- Examination, prior to submission to the Board of Directors for approval, of the half-yearly interim financial information and the information on results for the first and third quarters.

ii. Related party transactions activities

In May 2024, the Economic-Financial and Strategy Directorate submitted two transactions with Kutxabank, S.A., a significant shareholder of CAF, to the Audit Committee's preliminary report for submission to the Board of Directors. Specifically:

- Novation of the guarantee line agreement of 30 June 2015, amended on 30 June 2022, to increase its amount by €25 million.

- Refinancing of the €20 million loan, through the early termination of the contract dated August 2, 2018, and the signing of a new loan agreement of up to €40 million and maturing between four and five years.

In view of the information contained in the supporting documentation submitted to this Committee and in the Company's consolidated financial statements, and the analysis carried out, it was concluded that the proposed transactions were fair and reasonable, obeyed normal market conditions and rates, and were within the limit defined by the Board's competence to approve this type of transaction, in articles 529 and following of the CCA, in the Regulations of the Board of Directors and in the CAF Group's Related-Party Transactions Manual. Once the mandatory report was issued, with favourable conclusions, the Committee agreed to present it to the Board of Directors, at the meeting convened for the following day.

The Committee has also received the report from the Economic and Financial Directorate on the related-party transactions carried out during the year that have been approved by delegation, within the framework of the agreement granted by the Board, in order to verify the fairness and transparency of the related-party transactions, as well as compliance with the criteria applicable to delegation.

Section D of the Annual Corporate Governance Report for 2024 will include detailed information on the related-party transactions carried out by the Group in that year, in accordance with the applicable regulations.

iii. Sustainability activities

The Appointments and Remuneration Committee is responsible for supervising the Corporate Policy and Sustainability practices, without prejudice to the competence of the Audit Committee over the supervision of the sustainability report and the effectiveness of the control and risk management systems linked to it. For the proper performance of their functions, the two Committees act in coordination.

iv. Internal control and risk management activities

- Continuous evaluation of the internal control system of financial information (ICFR) and analysis of the recommendations and improvement plans proposed by the Internal Audit.
- Supervision of the Risk Management Unit. In the exercise of this function, the Committee has received the report of the Risk Management Unit, with the face-to-face intervention of its Head, in relation to the main risks and contingencies of the Company and its Group, including the following aspects:
 - Periodic supervision of the insurance map of financial and non-financial risks relating to the Company and its Group, including operational, technological, covering cybersecurity, legal, sustainability, political, reputational or corruption-related risks.
 - Supervision of the risk management system in the different Businesses and Projects.

- Follow-up of the fibre cement file.
- Supervision of the actions of the Company's internal Tax Function, responsible for the control and management of tax risks in the Group, with face-to-face intervention by its Head to report, among other issues, on ongoing inspections, operations carried out, evolution of the risk matrix, monitoring of compliance with the Tax Policy and the most relevant developments in tax matters for the Company.
- Submission to the Board, for approval, of a proposal to update the Internal Code of Conduct in the Securities Markets to adapt it to the new features introduced by Law 6/2023, of 17 March, on the Securities Markets and Investment Services, and to other rules of the Corporate Compliance System.
- Supervision of the actions of the Cybersecurity Function, with face-to-face intervention of its Head to report on the activities carried out in the 2024 financial year and the initiatives established in the 2025 Management Plan.
- Supervision of compliance with internal codes of conduct and the Internal Information System.
- In particular, supervision of compliance with the Internal Regulations of Conduct in the Securities Markets.

v. Internal audit-related activities

The Committee has directly and continuously analysed and supervised the actions carried out by the Company's Internal Audit.

In addition to what results from the previous paragraph, the Committee has carried out the following actions:

- Review of the Annual Report on Internal Audit Activities for the 2023 financial year, which includes the follow-up of the internal control recommendations made by Internal Audit through different reports.
- Approval of the Internal Audit Work Plan for the 2024 financial year.
- Monitoring of the execution of the Internal Audit Work Plan throughout the year.
- Evaluation of the operation of the Internal Audit and the performance of its manager.

vi. Activities related to the external auditor

- Analysis of the external auditor's reports relating to the Company's individual and consolidated annual accounts for the financial year 2023.
- Analysis of the limited review report on the 2024 half-year financial statements.

- 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 2023 annual accounts.
- Evaluation of the performance of the external auditor.
- Proposal for the re-election of auditors for the years 2024, 2025 and 2026.
- Presentation of the new EY Chief Audit Officer for the 2025 financial year.
- Approval of the proposal for non-audit services for the 2025 financial year and its budget. Review of the actual fees incurred for the services contracted for 2024, according to the approved budget, verifying that the budgeted amount has not been exceeded, nor have services not approved by the Committee been contracted.
- Preparation of the Proposal for the Selection Policy of the Auditor of Accounts and the Verifier of Sustainability Information.

vii. Activities related to the sustainability information verifier

- Preparation of the proposal for the appointment of the Sustainability Information Verifier for the 2024 financial year, for submission to the Board of Directors.
- Likewise, as mentioned before, during the year reported, the Committee has prepared a Proposal for the Selection Policy of the Auditor and the Verifier of the Sustainability Information.

viii. Financing activities

- Monitoring of the Solaris refinancing process.
- Analysis of the proposal for the annual renewal of the promissory note issuance program in MARF, first registered in December 2020, and proposed to the Board of Directors for approval.

ix. Follow-up activities to the Committee's own action plans

In accordance with the provisions of Recommendation 36 of the CGG, for the 2023 financial year, the Company was assisted by an independent external consultant for the annual evaluation of the functioning of the Board and its Committees. The evaluator's report, with positive results, included certain proposals to consolidate the Company's commitment to continuous improvement in terms of corporate governance, none of which affected areas of competence of this Committee.

x. Other activities

- Approval of the report on the activities of the Audit Committee for the financial year 2023 (previously, Operation Report).
- Supervision of the application of the General Communication Policy.

- Supervision of the communication strategy and relations with shareholders and investors.
- Monitoring of developments on regulations and good practices on the composition, functioning and powers of the Committee (Technical Guide 1/2024).
- Preparation, for submission to the Board, of the proposal to amend the Regulations of the Audit Committee, with the main purpose of adapting them to the new features introduced by the Technical Guide, which incorporates, in turn, the content of Directive 2022/2464 of the European Parliament and of the Council of 14 December on the presentation of sustainability information by companies (CSRD).
- Approval of an annual work plan for the financial year 2025 that includes the annual calendar of sessions of the Committee with the external auditors and with the Sustainability Information Verifier.

xi. Nature and extent of communications, if any, with regulators

CAF's Board of Directors has established that communications with the National Securities Market Commission are carried out through the Board's Secretariat. On the other hand, responsibility for relations with the markets and stock exchanges on which the Company is listed corresponds to a specific department within the Company (Investor Relations Area), reporting to the Economic-Financial and Strategy Department.

In any case, the members of the Audit Committee enjoy full freedom and independence to establish direct communications with the regulators, if they consider it necessary for the proper performance of their functions, as well as to supervise those carried out by the aforementioned bodies.

In particular, during the year under review, the Committee has reviewed the responses to the requests for information from the regulatory bodies addressed to the Company by the latter, in relation to matters affecting areas within its competence.

8. Evaluation of the functioning and performance of the Audit Committee and methods of assessing its effectiveness

The Audit Committee has issued the mandatory preliminary report on the evaluation of its operation and performance in 2024, for the consideration of the Company's Board of Directors, in compliance with the provisions of section 1 of article 529 nonies of the CCA, article 5 of the Board Regulations and Recommendation 36 of the Code of Good Governance.

From a methodological point of view, the Committee has taken into consideration, among other indicators, the degree of follow-up by the Committee of the recommendations of the CGG and the Technical Guide, as well as their adaptation to the current legal framework on corporate governance. The areas subject to evaluation have been the

following: i) quality and efficiency in the performance of the Board of Directors and its Committees, including the degree of effective use of the contributions of its members; ii) size, composition and diversity of these bodies, iii) performance of the Chairwoman of the Audit Committee; (iv) frequency and duration of meetings; v) content of the agenda and sufficiency of the time dedicated to addressing the different topics; (vi) quality of information received; (vii) breadth, openness of discussions; and (viii) whether the decision-making process is dominated or strongly influenced by one member or small group of members.

The result of the evaluations carried out has been positive, with specific action plans proposed to the Board of Directors for the financial year 2025.

The results of the evaluation have not led to significant changes in the internal organization or procedures of this body.

9. Information on the opinion of the Audit Committee on the independence of the accounts auditor

On 26 February 2024, the Audit Committee prepared the report referred to in article 529 quaterdecies section 4.f) of the CCA, for the year ended 31 December 2023.

In that report, the services other than audit provided by the external auditor in that year were assessed, analysing their nature and amount. Similarly, the declaration of independence submitted by the external auditor was reviewed along with the information on the services provided to CAF and its subsidiaries, and the corresponding fees received.

Based on the information obtained and the analysis carried out, it was concluded that no legally prohibited services had been provided. Likewise, and despite not being applicable in that year, as it was the third audited by EY for the CAF Group, it was found that the amount of the same was lower than the limit set by the applicable regulations, as well as the most restrictive limit established by the Audit Committee itself. Compliance with the legal obligations regarding the duration of the audit contract and the rotation of auditors was also verified.

Consequently, it was concluded that the Audit Committee had not identified aspects that call into question compliance with the current regulations applicable to the activity of auditing accounts in terms of auditor independence.

10. Information on what practice guides on audit committees are being followed and to what extent

Since the publication of the new Technical Guide 1/2024 of 27 June 2024, published by the CNMV on 1 July 2024 on Audit Committees of public-interest entities, the Committee has followed these guidelines as a guide for action in the performance of its functions.

This Guide replaces Technical Guide 3/2017, of 27 June 2017, on Audit Committees of public-interest entities, which the Committee had previously been applying since its publication.

11. Conclusions

The Audit Committee considers that its organisation and operation during the 2024 financial year are in line with the provisions contained in the law, the Bylaws, and its own Regulations.

Special attention has also been paid to the principles and guidelines contained in the Technical Guide.

The Committee understands that, through the work carried out throughout the reporting year, it has faithfully fulfilled the functions entrusted to it. Notwithstanding this positive assessment, the Committee reaffirms its willingness to continue improving the effectiveness of its operation and compliance with its purposes, in line with the best practices in Corporate Governance.

This report was issued by the Audit Committee on 29 January 2025.

Approval by the Board of Directors and dissemination:

This report was approved by CAF's Board of Directors at its meeting on 30 January 2025.

In accordance with the provisions of Recommendation 6 of the Code of Good Governance, this report will be published on the Company's website (www.cafmobility.com) well in advance of the Ordinary General Meeting.

APPENDIX

Schedule of sessions held in 2024

Date	Matters Discussed
February 1, 2024	<ul style="list-style-type: none">• Annual Report on Internal Audit Activities 2023.• Internal Audit Activity Plan for 2024.• Report on the application of the General Communication Policy.• Functioning Report of the Committee for the financial year 2023.• Miscellaneous.
February 26, 2024	<ul style="list-style-type: none">• Presentation by the external auditors of the audit conclusions for the 2023 financial year.• Review of the Annual Accounts and Management Report for the 2023 financial year.• SCIIF Report.• Report on the Independence of the External Auditor.• Evaluation of the performance of the External Auditor.• Evaluation of the operation of the Internal Audit and the performance of its manager.• Miscellaneous.
May 8, 2024	<ul style="list-style-type: none">• Quarterly Interim Return.• Internal Audit Review Report of Financial Information for the first quarter of fiscal year 2024.• Proposal for the re-election of auditors.• Proposal on Related-Party Transactions.• Report of the Risk Management Unit.

- Report on communication and relations with shareholders and investors.
 - Miscellaneous.
- July 3, 2024
- Information about the refinancing of Solaris.
 - Miscellaneous.
- July 30, 2024
- Presentation by the External Auditors of their limited review report on the financial statements for the first half of the 2024 financial year.
 - Review of financial information for the first half of 2024.
 - Internal Audit Report on the review of financial information for the first half of 2024.
 - Follow-up to the 2024 Internal Audit Plan: CAF Reichshoffen.
 - Monitoring of fibre-cement file: Asbestos removal plan and procedural framework for the removal of fibre-cement.
 - Miscellaneous.
- November 13, 2024
- Presentation of the new EY Chief Audit Officer for the 2025 financial year.
 - Quarterly Interim Return for the third quarter of 2024.
 - Internal Audit Report on the review of Financial Information for the third quarter of 2024.
 - Internal Audit Report on the exchange rate control and management procedure.
 - Report of the Fiscal Function.
 - Report of the Risk Management Unit.
 - Proposal to amend the Internal Regulations of Conduct in the Securities Market.
 - Miscellaneous.

December 16, 2024

- Report of the Cybersecurity Function.
- Internal Audit Report on the review of the design of the SCIINF.
- Approval of the budget for services other than those of Audit for the financial year 2025.
- Proposal for the appointment of the verifier of the information on Sustainability.
- Proposal for the Selection Policy for the Auditor and the Verifier of Sustainability Information.
- Renewal proposal of the Program for the Issuance of Short-Term Promissory Notes in MARF.
- Report on Related-Party Transactions.
- Proposal to amend Audit Committee's Regulations.
- Report on Supervision of Compliance with Internal Codes of Conduct and the Internal Information System.
- Report on compliance with the Internal Code of Conduct in the Securities Markets.
- Approval of the 2025 Activity Plan.
- Miscellaneous.