



CONSTRUCCIONES Y AUXILIAR DE FERROCARRILES, S.A. (CAF)

Notice of Annual General Meeting

By agreement of the Board of Directors of Construcciones y Auxiliar de Ferrocarriles, S.A. (“CAF” or the “Company”), the Shareholders are called to the Annual General Meeting, which will be held at the registered office in Beasain, Gipuzkoa, on June 15, 2024, at 12:00 noon, in its first call and, if appropriate, on the following day, in the same place and at the same time, in its second call, in order to deliberate and resolve on the matters included in the following:

AGENDA

One: Approval of the financial statements and management report of Construcciones y Auxiliar de Ferrocarriles, S.A. and the financial statements and management report of its consolidated group of companies for 2023.

Two: Approval of the Board of Directors' management during the fiscal year ending December 31, 2023.

Three: Approval of the Consolidated Statement of Non-Financial Information and Sustainability Report for the 2023 fiscal year.

Four: Approval of the proposed distribution of profit for 2023, with a gross dividend distribution of 1.11 euros per share.

Five: Re-election of accounts auditors for the 2024, 2025 and 2026 fiscal years.

Six: Re-election of Board Members and fixing of the number of Board Members:

6.1. Re-election of Ms. Idoia Zenarrutzabeitia Beldarrain as a Proprietary Director.

6.2. Re-election of Ms. Marta Baztarrica Lizarbe as Executive Director.

6.3. Re-election of Ms. Carmen Allo Pérez as an Independent Director.

6.4. Re-election of Mr. Manuel Domínguez de la Maza as a Proprietary Director.

6.5. Fixing the number of Board Members at eleven (11).

Seven: Amendment of Article 39 of the Company's Bylaws.

Eight: Approval of the Board Members' Remuneration Policy applicable to the 2024, 2025 and 2026 fiscal years.

Nine: Advisory vote on the Annual Report on Board Members' Remuneration for the 2023 fiscal year.

Ten: Delegation of powers to the Board of Directors for the formalization and execution of the aforesaid resolutions.

Right to information

Shareholders may exercise their right to information from the time the meeting is called, under the terms of Articles 197 and 520 of the Capital Companies Act and in this notice.

In accordance with the provisions of Articles 272, 287, 529 novodecies and other related articles of the Capital Companies Act, it is hereby stated that, as from the publication of this notice, shareholders have the right to examine and obtain, immediately and free of charge, at the registered office, or via request (on the telephone number 943 18 92 62 or the email address accionistas@caf.net) the delivery or sending, free of charge, of the following documentation to be submitted to the Shareholders during the General Meeting:

- In relation to Items One, Two, Three and Four of the Agenda: The annual accounts (balance sheet, income statement, statement of recognized income and expenses, statement of changes in equity, cash flow statement, and annual report), the proposed distribution of the Company's profit, the management report, which contains the Statement of Non-financial Information – Sustainability Report and the auditors' report for the Company and its consolidated group for the 2023 fiscal year. The shareholders of the companies belonging to the group may obtain the documents comprising the consolidated financial statements from the Company, as well as the group management report and the auditors' report.
- In relation to Item Seven on the Agenda: The Board of Director's justification report for the amendments to the Company's Bylaws and the full text of the proposed amendment.
- Regarding Item Eight of the Agenda: Report of the Appointment and Remuneration Committee and reasoned proposal of the Board of Directors regarding the Approval of the Board Members' Remuneration Policy applicable to the remainder of the 2024 fiscal year and the 2025 and 2026 fiscal years.

All of the above documents, as well as the rest of the information relating to the General Shareholder Meeting, can also be consulted on the Company's website (www.caf.net), in full and available continuously until the General Meeting is held, and more specifically:

- This convening notification.
- The full text of the proposed resolutions to be submitted to the General Shareholder Meeting for approval in relation to each of the items on the Agenda.
- In relation to Item Six on the Agenda: The proposals for the establishing of the number of members of the Board, the re-election of directors, the Board of Directors, the Appointment and Remuneration Committee (where applicable) and the justification reports of the Appointment and Remuneration Committee and the Board of Directors, as applicable in each case, which contain the information on the

Board Members whose re-election is proposed to the Shareholders in their General Meeting, that is to say, their identity, curriculum vitae and category, assessing the competence, experience and merits of the candidate proposed in each case.

- Regarding Item Nine of the Agenda: The Annual Report on Directors' Remuneration for the 2023 fiscal year, which is submitted to consultative vote.
- Information on the total number of shares and voting rights on the date of the call.
- The Annual Corporate Governance Report for the 2023 fiscal year.
- The Auditor's Independence Report for the 2023 fiscal year.
- The Operating Reports of the Committees of the Board of Directors for the 2023 fiscal year.
- The card for in-person attendance and the forms for proxy and remote voting.

From the date of publication of the notice of the General Meeting until the fifth day prior to the date scheduled for the meeting, shareholders may request such information or clarifications as they deem necessary regarding the items on the Agenda, or ask such questions in writing as they deem appropriate. In addition, shareholders may request from the directors, in writing and within the same period or verbally during the meeting or, in the case of remote attendance, as detailed below, the clarifications they deem necessary regarding the information accessible to the public that the Company has provided to the National Securities Market Commission since the holding of the last general meeting and regarding the auditor's report. For this purpose, requests for information should be addressed to the Shareholder and Investor Relations Office at the registered office, by email to the following address: accionistas@caf.net.

In order to safeguard adequate guarantees regarding shareholder identification, interested parties should state their name and surname in their request for information and attach a copy of the documentation that accredits their status as a shareholder. In the case of a legal entity, the request should also be accompanied by a copy of the documentation attesting to the representative powers of the natural person who, as the representative of the shareholder, exercises the right to information.

Right to add to the Agenda and to submit new proposals for resolutions

Shareholders who represent at least three percent (3%) of the share capital may request that a supplement be published to the notice of the General Meeting of Shareholders, in order to add one or more items to the Agenda, provided that the new items are backed up with supporting reasons or, if applicable, a justified resolution proposal. This right is to be exercised by means of reliable notification addressed to the Board of Directors' Secretary, which should be received at the registered address within the five (5) days following the date of publication of this call.

The supplement to the notice shall be published at least fifteen (15) days prior to the date indicated for holding the Meeting on first call.

Shareholders representing that same percentage may also, within the same period of time indicated above and by sending the notice to the registered office, submit reasoned

proposals for resolutions on matters already included or to be included on the Agenda of the called meeting.

Right to attend the General Meeting

For the purposes of exercising the right to attend, whether in person or by remote means, the Shareholders who, in accordance with the provisions of Articles 7 and 21 of the Bylaws, will only be entitled to attend if they can show that they own at least one thousand (1,000) shares, in the manner required by law. Shareholders with a smaller number may group together or give their proxy to another shareholder who thus holds one thousand (1,000) or more shares.

The Board of Directors has agreed to enable the possibility of attending the General Shareholder Meeting, in addition to in-person presence, through the use of remote means that allow real-time connection with the place where the Meeting is held, under the terms set forth in this notice.

Pursuant to the provisions of Article 9 of the Regulations for General Shareholders' Meetings, the members of the Board of Directors may attend and participate in the meeting by remote means of communication.

A. Attendance of the Meeting in person

In order to be able to attend the Meeting in person, shareholders should request either the physical attendance card made available to them by the Company itself or that issued by the institution holding their shares, where applicable. A holding certificate issued by one of the holding entities of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (IBERCLEAR) may also be used.

The physical attendance card and the proxy and remote voting form made available to shareholders by the Company contains the applicable rules and instructions for use and will be available continuously on the corporate website (www.caf.net) from the publication of this notice, as will be the other rules and regulations governing the right to attend the General Meeting.

B. Remote attendance of the Meeting

(i) Registration, login and support

In order to allow the adequate management of remote attendance systems, shareholders who are entitled to attend the Meeting and wish to do so, in person or through a representative, should register on the computer platform set up for this purpose on the Company's website (www.caf.net), proving their identity through one of the following means: (i) Electronic National Identity Document; (ii) a recognized, valid and current electronic user certificate, in accordance with the provisions of the applicable regulations and issued by the Spanish Public Certification Authority (CERES), which is part of the National Mint; or (iii) the user credentials/password that the shareholder may request by writing to the email address accionistas@caf.net indicating "2024 General Meeting request for credentials" in the subject.

If the person attending remotely has been asked to act as a proxy or as a representative of a legal entity, they should request the user/password credentials pursuant to the procedure described in Point (iii) of the previous paragraph.

The registration of attendees may take place from the day following the publication of this notice and shall not be admitted after 12 noon on June 14, 2024. That is to say, registration should take place at least twenty-four (24) hours prior to the date and time scheduled for the holding of the first session of the Annual General Meeting.

The shareholder or their proxy who has registered to attend the General Meeting remotely should log on to the website (www.caf.net), on June 15, 2024, between 11.30 a.m. and 12 noon and identify themselves as indicated on the computer platform set up for this purpose on the Company's website. If the Meeting cannot be held on first call, the shareholder should connect the following day, within the same time slot, for the second call. Shareholders who connect to attend remotely after the date and time indicated will not be considered as attending the General Meeting, although they will be able to follow the proceedings live through the corporate website.

For the purposes of the provisions of this section, the Company reserves the right to request from the shareholders or their representatives any other means of identification that it considers suitable or necessary to verify their status as shareholders or representatives and to guarantee the authenticity of the vote or delegation.

(ii) Participation

Any shareholder or representative who has registered to attend remotely and who wishes to speak during the Meeting may send any and all points, proposals, questions, or requests for clarification that they wish to make in writing from the act of registration referred to in section (i) above and until 12 noon on June 14, 2024, in accordance with the provisions of the Law and the Regulations of the General Meeting. The points, proposals, questions and/or clarification requests made during registration by the shareholders or representatives registered as attendees by electronic means who do not log in on the day of the meeting as provided for in this convening notification will not be taken into consideration.

Shareholders or proxies who attend the General Meeting remotely may also express any reservations they may have regarding the content of the list of attendees or compliance with the requirements for convening the General Meeting by sending an email to the following address: accionistas@caf.net.

(iii) Voting

Voting by electronic means on the proposals relating to items on the agenda will be carried out under the terms of Article 16 of the Regulations of the General Meeting, through the computer platform set up for this purpose on the Company's website from the time of connection up to the time of the closing of votes for physical attendance.

Similarly, with regard to the proposed resolutions on matters which, in accordance with the law, do not need to be included on the Agenda, those attending by electronic means will be able to cast their votes pursuant to Article 16 of the Regulations for General

Meetings, from the moment these proposals are read out by the Secretary of the General Meeting to be voted on, once these are enabled on the Platform.

(iv) Leaving the meeting

Those attending by electronic means who wish to state their express withdrawal from the Meeting should do so by sending an email to the following address: accionistas@caf.net. Once an attendee has given notice of their express wish to leave the meeting, any subsequent actions they take shall be deemed not to have been carried out.

(v) Other issues

The Company shall not be liable for any damage that may be caused to shareholders or representatives arising from the occasional unavailability of its website, as well as crashes, overloads, line failures, connection failures or any other eventuality of the same or similar nature beyond the Company's control, without detriment to the taking of the measures required in each situation, including the possible temporary suspension or extension of the Meeting if necessary to ensure the full exercise of shareholders' rights by the shareholders themselves or their representatives.

Right of proxy and remote voting prior to the holding of the Meeting

Shareholders who cannot physically or remotely attend the Meeting, or those who so wish, may vote remotely or, alternatively, be represented by another person, even if not a shareholder, under the terms established in the Capital Companies Act and in Articles 21, 22, 22 bis and 22 ter of the Bylaws, in Articles 9, 9 bis, 9 ter and 12 of the Regulations for General Meetings and on the form for delegation of vote or remote voting provided by the Company. In particular, remote and proxy voting may be carried out by postal or electronic correspondence or through the computer platform set up for this purpose on the Company's website (www.caf.net).

In order to be valid, the remote or proxy vote issued in accordance with the previous section should be received by the Company at least twenty-four (24) hours before the date and time established for the holding of the first call of the General Meeting.

Shareholders who cast their votes remotely will be considered as attending for the purpose of the validity of the meeting.

Physical or remote attendance of the Annual General Meeting will be deemed to be a revocation of the vote and proxy previously granted through any means.

A. **Delegation and remote voting by post or email**

Shareholders wishing to vote remotely or by proxy by post or email must send the forms made available to them by the Company as indicated below, duly completed and signed, by post (Calle José Miguel Iturrioz 26, 20200 Beasain, Gipuzkoa, Spain) or by email (accionistas@caf.net) to the attention of the Shareholder and Investor Relations Office, pursuant to the instructions indicated therein.

Alternatively, the vote delegation or remote voting forms issued by the share depository entity, or by one of the participating entities of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (IBERCLEAR) may be used. In the case of postal submissions, these forms should be sent by certified mail with acknowledgment of receipt, duly filled out according to the instructions included with the form. In all matters not provided for in the alternative forms referred to in this paragraph, the rules set out in the forms made available to the shareholders by the Company shall apply in supplementary form.

The proxy and remote voting forms made available to shareholders by the Company will be available continuously on the corporate website (www.caf.net) from the publication of this notice.

B. Proxy and remote voting through the platform available on the website

Shareholders wishing to grant proxy or cast their vote prior to the holding of the Annual General Shareholders' Meeting may also access the corporate website (www.caf.net) from the day following the publication of this notice through the platform enabled by the Company for these purposes, confirming their identity through one of the following means: (i) Electronic National Identity Document, (ii) a recognized, valid, current electronic user certificate, in accordance with the provisions of the applicable legislation and issued by the Spanish Public Certification Authority (CERES), which is part of the National Mint or (iii) the user credentials/password which the shareholder may request by writing to the email address accionistas@caf.net, indicating “2024 General Meeting request for credentials” in the subject. The use of the platform for proxy or remote voting shall prevail over the submission of forms by any other means.

Admission of cards for physical attendance and proxies presented on the day of the Meeting

Pursuant to the provisions of Article 12 of the Regulations of the General Meeting, the admission of cards for attendance and proxies presented on the day of the meeting shall be closed at the time set for the beginning of the General Meeting, without being considered for the purposes of the quorum from that time onwards.

Shareholders arriving after the closing time for the acceptance of physical attendance cards and delegations shall not be considered as having attended the meeting, although they may attend as guests.

Intervention of a notary public at the Annual General Meeting

The Board of Directors has agreed to request the presence of a Notary Public to draw up notarial minutes of the Annual General Meeting.

Shareholders' Forum

An Electronic Shareholders' Forum has been set up on the Company's website (www.caf.net) for this General Meeting, to which both individual shareholders and voluntary associations that may be set up in accordance with current regulations may have access. Appropriate guarantees shall be in place to facilitate communication between

them prior to holding the Annual General Meeting. The regulation of the Electronic Shareholders' Forum is available to shareholders on the Company website (www.caf.net).

Data protection

The entity responsible for the processing of personal data is CAF, which will process the personal data provided by the shareholder as part of the shareholder relationship during the holding of the meeting or on the card for physical attendance and the proxy and remote voting forms for the following purposes: (a) to manage and control both the shareholder relationship and the convening and holding of the Meeting, on the basis of fulfilling the execution of the contractual relationship if you are a CAF shareholder or, if you are a representative of a CAF shareholder, on the basis of CAF's legitimate interest in maintaining contact with you for the correct fulfillment of the contractual relationship that binds CAF and the shareholder you represent, with the possibility of making your data available to the Notary for the corresponding taking of the minutes of the General Shareholders' Meeting; (b) the audiovisual recording and public broadcasting of the General Shareholders' Meeting on the corporate website (www.caf.net), which is based on the Company's legitimate interest in complying with the principle of transparency and good corporate governance and (c) compliance with legal obligations, which may require the personal data processed to be communicated to the corresponding public bodies and administration bodies.

Your data will be kept for the period necessary for the execution of the purposes described and as long as no request is made for the deletion thereof. Data may subsequently be kept duly locked, in order to be able to fulfill the responsibilities arising from the processing thereof during the statute of limitations period for any action that may arise therefrom. We inform you that you may exercise your rights of access, rectification, erasure, or portability of your data, as well as opposition to or limitation of the processing, through a request addressed to the email address dpo@caf.net or file a complaint with the Spanish Data Protection Agency. Additional information on the processing of your personal data can be found in the Privacy Policy for General Shareholders' Meetings accessible on the corporate website (www.caf.net).

General information

- To exercise the right to physical and remote attendance, delegation and remote voting, the Shareholders should have their shares registered under their own name in the corresponding shareholders register five (5) days prior to the date on which the General Meeting is to be held.
- It is foreseeable that the Meeting will be held on first call.
- To obtain clarification on the examination, delivery, or free of charge sending of the documentation, additional information, or any other matter relating to this notice and the holding of the General Meeting, shareholders may contact the Shareholders and Investor Relations Office, on business days and in business hours, through the following procedures:
 1. Telephone: +34 943 18 92 62
 2. Email: accionistas@caf.net.

- The General Meeting shall be broadcast live via the link that will be available on the Company's website (www.caf.net).

Beasain, May 10, 2024

**Ms. Marta Baztarrica Lizarbe
Board Member and Secretary of the Board of Directors**