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REPORT OF THE BOARD OF DIRECTORS IN RELATION TO THE PROPOSALS FOR THE RE-ELECTION OF MR. JULIÁN GRACIA PALACÍN AS AN INDEPENDENT DIRECTOR AND FOR THE FIXING OF THE NUMBER OF DIRECTORS, INCLUDED, RESPECTIVELY, IN ITEMS 5.1 AND 5.2 OF THE AGENDA OF THE GENERAL SHAREHOLDERS' MEETING

1.- PURPOSE OF THE REPORT

The Appointments and Remuneration Committee of CONSTRUCCIONES Y AUXILIAR DE FERROCARRILES, S.A. ("**CAF**" or the "**Company**") has proposed the re-election of Mr. Julián Gracia Palacín as an independent director of the Company.

In accordance with the provisions of paragraph 4 of article 529 decies, paragraph 3 of article 529 quidecies of the consolidated text of the Capital Companies Act, approved by Royal Legislative Decree 1/2010, of 2 July ("**CCA**"), and articles 15.2 of the Rules of the Board of Directors and 3 of the Rules of the Appointments and Remuneration Committee, this Committee is responsible for proposing the re-election of the members of the Board of Directors who have the category of independent.

In accordance with the provisions of section 5 of article 529 decies of the CCA and the aforementioned article 15.2 of the Rules of the Board, said proposal must be accompanied by a justifying report from the Board of Directors assessing the competence, experience and merits of the proposed candidate, which will be attached to the minutes of the General Meeting or of the Board itself.

This report is issued under the aforementioned articles, and its purpose is to endorse the proposal of the Appointments and Remuneration Committee for the re-election of Mr. Julián Gracia Palacín as an independent director for the statutory period of four years, assessing in this regard the competence, experience and merits of the proposed candidate.

The purpose of this document is also to justify the proposal to fix the number of the members of the Board at eleven.

2.- JUSTIFICATION OF THE PROPOSAL FOR THE RE-ELECTION OF A DIRECTOR

2.1. Proposal of the Appointments and Remuneration Committee on the re-election of a director

For the purposes of issuing this report, the Board of Directors has assessed the corresponding re-election proposal, issued by the Appointments and Remuneration Committee, which is made available to shareholders together with this Report.

This document states that, in view of the imminent expiry of office on the Board of Mr. Julián Gracia, whose re-election took place by agreement of the Ordinary General Meeting of June 5, 2021, the Appointments and Remuneration Committee has considered it justified

and appropriate to propose his re-election as an independent director for the statutory period of four years, as well as his continuity in the position of Chairman of the Appointments and Remuneration Committee.

The candidate's proposal for re-election is based on his extensive experience and professional career, his good performance throughout his term of office, his knowledge of the telecommunications, logistics and consulting sectors, which are necessary in accordance with the Board's competence matrix, and his suitability to continue to serve on the Board of Directors and its Committees, in accordance with the criteria established in the law, in internal regulations, and in the best practices of good governance.

The Committee has also verified that the candidate can continue to perform his duties without being conditioned by relations with the Company, its significant shareholders or its directors, which justifies his assignment to the category of independent director.

The Committee has also positively valued the contribution that the candidate's permanence makes to diversity and balance in the composition of the Board, particularly highlighting the importance of promoting the presence of independent directors on the Board, in accordance with the best practices and recommendations of good governance and in compliance with the Diversity and Board Member Selection Policy.

2.2. Competence, experience and merits of the proposed candidate

Taking into consideration the reasons set out by the Appointments and Remuneration Committee in its proposal, which the Board endorses in its entirety, it has been possible to verify that the candidate has the skills, experience and merits required to continue in the positions of director, with the category of independent, and Chairman of the Appointments and Remuneration Committee.

In particular, the Board highly values Mr. Gracia's knowledge and professional career, as well as his outstanding contribution, both to the Board and in the positions held in the Appointments and Remuneration Committee as a member, and as Chairman. In addition, his re-election will contribute to promoting the presence of independent directors, in line with the best practices of good corporate governance.

It should be noted that, in accordance with the provisions of section 2 of Article 6 of the Rules of the Appointments and Remuneration Committee, in the event of being re-elected by the General Meeting, Mr. Gracia Palacín will continue to hold the position of Chairman of said Committee, without the need for a new appointment.

Finally, it is hereby stated that the candidate has ratified his agreement with the obligations of the position of director, as well as with the rules and policies of the Company.

3.- CONCLUSION AND PROPOSAL OF AGREEMENT IN RELATION TO THE RE-ELECTION OF A DIRECTOR

In view of the above, the Board considers the following proposed resolution to be justified and submits it to the General Shareholders' Meeting, which will be submitted for its decision, in a separate vote, under item 5.1 of the agenda:

"Five: Re-election of a Board Member and fixing of the number of Board Members.

5.1 Re-election of Mr. Julián Gracia Palacín as Independent Director, for the statutory term of four years.

(...)"

4.- OTHER CONSIDERATIONS

The Company's General Shareholders' Meeting held on June 15, 2024, agreed to set the number of directors at eleven, within the limits established in Article 29 of the Bylaws and Article 7 of the Rules of the Board of Directors.

The Board has deemed it appropriate to maintain its size at eleven members, as it considers it adequate to effectively perform its functions, having the necessary skills, knowledge and experience, given the complexity of the Company and its Group.

In accordance with the above, the Board proposes to the General Shareholders' Meeting, as point **5.2.** of the agenda, "*Fixing the number of directors at eleven (11) members.*"

The Board reserves the right to fill the resulting vacancy by co-optation in the event that the proposals submitted under items 5.1 and 5.2 of the agenda are approved by the Meeting, in order to have the most appropriate composition in accordance with the principles and good practices in the field of good corporate governance, in particular with regard to the recommended percentage of women and directors with the category of independents.

In San Sebastián, on 8 May 2025.