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

**PROPOSALS OF THE BOARD OF DIRECTORS TO THE ORDINARY
GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 14 OR
15, 2025, AT FIRST AND SECOND CALL, RESPECTIVELY**

One:

Approval of the financial statements (balance sheet, income statement, statement of recognized income and expenses, statement of changes in equity, cash flow statement, and annual report) and the management report of the Company and its consolidated group, corresponding to the 2024 fiscal year.

Two:

Approval of the Board of Directors' management of the company during the fiscal year ending on December 31, 2024.

Three:

Approval of the Consolidated Non-Financial Statement and Sustainability Information for the 2024 fiscal year.

Four:

Resolution regarding the distribution of profit of the company Construcciones y Auxiliar de Ferrocarriles, S.A., corresponding to the 2024 fiscal year, as follows:

Balance of the profit and loss account..... 94,484 thousand euros

Distribution:

To dividends 45,936 thousand euros

To Voluntary Reserves..... 48,548 thousand euros

In accordance with this proposal, the amount of the total gross dividend per share, corresponding to the 2024 fiscal year, will be €1.34 per share, which will be distributed among the shares entitled to dividend and whose payment will be made on July 7, 2025, with the appropriate legal withholdings.

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.

5.2. Fixing the number of directors at eleven (11) members.

Six:

To authorize the Board of Directors of the Company, in accordance with the provisions of Articles 146 and 509 of the Capital Companies Act, for the derivative acquisition of shares of Construcciones y Auxiliar de Ferrocarriles, S.A. in the following terms:

- a) Acquisitions may be made directly by Construcciones y Auxiliar de Ferrocarriles, S.A., or indirectly through its subsidiaries.
- b) Acquisitions may be made by way of sale, exchange, dation in payment or any other alternative or possibility permitted by law.
- c) Acquisitions may be made, at once or several times, up to the maximum amount authorized by law.
- d) Acquisitions will be made at the price set in the market.
- e) Acquisitions made under this authorisation shall comply with all the requirements established in current legislation.
- f) This authorization is granted for a period of five years from the date of this agreement.

It is hereby stated that the shares acquired as a result of this authorisation may be used, in whole or in part, both for their disposal or redemption, as well as for any other legally possible purpose. In particular, they may also be used, in whole or in part, for the application of the remuneration systems referred to in the third paragraph of section a) of article 146 of the Capital Companies Act, and may be delivered to the employees and directors of the Company or its Group, either directly or as a result of the exercise of option rights held by them, by virtue of remuneration plans for the employees and/or directors of the Company or its Group.

This authorisation overrules the unused part of the one granted by resolution of the Ordinary General Meeting of Shareholders held on 13 June 2020.

Seven:

To submit to an advisory vote the Annual Report on Directors' Remuneration for the 2024 financial year, approved by CAF's Board of Directors at its meeting on February 26, 2025.

Eight:

To report to the General Meeting on the amendments to the Regulations of the Board approved by the Board of Directors at its meeting on 17 December 2024.

Nine:

To empower the Board of Directors of the Company to execute the above resolutions with all the necessary scope in law, as well as to clarify, correct or complement the aforementioned agreements in accordance with the verbal or written qualification of the Commercial Registrar, and to empower jointly and severally, Mr. Andrés Arizkorreta García (Chairman of the Board of Directors), Mr. Javier Martínez Ojinaga (Chief Executive Officer), and Ms. Marta Baztarrica Lizarbe (Secretary of the Board), respectively, to appear before a Notary Public in order to execute the corresponding public deed, carrying out any acts necessary to achieve the registration, even partial, in the Mercantile Registry of the resolutions adopted by this Meeting, which have the status of registrable.