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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 13 OR 14, 2026, 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 2025 fiscal year.

Two:

Approval of the Board of Directors' management of the company during the fiscal year ending on December 31, 2025.

Three:

Approval of the Consolidated Non-Financial Statement and Sustainability Information for the 2025 fiscal year.

Four:

Resolution regarding the distribution of profit of the company Construcciones y Auxiliar de Ferrocarriles, S.A., corresponding to the 2025 fiscal year, as follows:

Balance of the profit and loss account..... 147,720 thousand euros

Distribution:

To dividends 52,107 thousand euros

To Voluntary Reserves..... 95,613 thousand euros

In accordance with this proposal, the amount of the total gross dividend per share, corresponding to the 2025 fiscal year, will be 1.52 euros per share, which will be distributed among the shares entitled to dividend and whose payment will be made on July 7, 2026, 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. Andrés Arizkorreta García as Director, with the category of Other External, for the statutory term of four years.

5.2. Fixing the number of directors at ten (10) members, expressly providing that the Board of Directors retains the power to fill any existing vacancy by co-option after the holding of this General Meeting of Shareholders, all without prejudice to the requirement for subsequent ratification of any director or directors appointed by co-option at the next General Meeting of Shareholders.

Six:

To authorize the Board of Directors to increase, on one or more occasions, the share capital up to a specific amount, at the time and in the amount it should decide, in accordance with the provisions of articles 297.1.b) and 506 of the Capital Companies Act, according to the following conditions:

(i) Period: The share capital may be increased once or several times within a maximum period of five years from the date of this Meeting.

(ii) Maximum amount: The maximum total amount of the increase or increases agreed under this authorization shall not exceed fifty per cent of the share capital of the Company at the time of authorization (equivalent to a maximum of 17,140,375 shares), adding for these purposes the amounts of the capital increases that the Company carries out under other valid authorisations granted by the General Meeting.

(iii) Counter value: The capital increase or increases agreed under this authorization shall be made by means of the issue and placing in circulation of new shares, ordinary or any other type permitted by law, with or without a share premium and with or without voting rights, the consideration for which shall be cash contributions.

(iv) Scope: The authorization to increase the share capital shall extend, as broadly as required by law, to the establishing and determination of all the conditions inherent in each of the increases that may be carried out by virtue of this resolution, completion of any formalities that may be necessary, and obtaining of any authorizations required by the legal provisions in force.

By way of illustration only and without limitation, the Board of Directors shall be responsible for determining, for each share capital increase, the amount and date of implementation, the number of shares to be issued, and the amount of the issue premium, and may establish the other terms and conditions of the capital increase, including determining the investors and markets to which the capital increases are to be directed and the placement procedure to be followed, and the characteristics of the shares, in addition to freely offering the new shares not subscribed within the preferential

subscription period(s), if applicable. The Board of Directors may appoint the person or persons, whether or not they are directors, who are to carry out any of the resolutions it adopts under this authorisation and, in particular, the resolution for the closing of the capital increase.

(v) Incomplete increase: To authorize the Board of Directors to declare, where appropriate and in accordance with the provisions of article 311.1 of the Capital Companies Act, the incomplete subscription of the capital increase or increases approved pursuant to this resolution, in which case the capital will only be increased by the amount of the subscriptions made. The Board of Directors may also provide that, in the event of an incomplete subscription, the capital increase shall be void, in accordance with the provisions of Article 507 of the Law of Capital Companies.

(vi) Modification of the Articles of Association: To authorize the Board of Directors to redraft the article of the articles of association in relation to share capital, once the increase or increases approved pursuant to this resolution have been agreed and implemented.

(vii) Exclusion of preemptive subscription rights: To expressly authorize the Board of Directors to exclude, in whole or in part, the preemptive subscription right in respect of capital increases approved under this delegation of powers, in accordance with Article 506 of the Law of Capital Companies, if the interests of the company should so require and without such exclusion exceeding twenty per cent of the share capital at the time of authorization (equivalent to 6,856,150 shares), for the purposes of this calculation adding together the amounts of the capital increases carried out by the Company under valid authorisations granted by the General Meeting.

(viii) Admission to trading: To authorize the Board of Directors to request the admission to trading of any new shares issued by virtue of this resolution on the Stock Exchanges on which the Company's shares are traded, through the Stock Exchange Interconnection System or the corresponding system in each case, preparing, submitting, and executing whatever documents and performing whatever acts may be necessary or appropriate for this purpose.

(ix) Sub-delegation: To authorize the Board of Directors to in turn delegate the delegated powers referred to in this resolution, pursuant to the provisions of article 249 bis of the Capital Companies Act, in favour of any member of the Board of Directors or any other person, whether or not a member of that body.

Seven:

To approve the Directors' Remuneration Policy applicable to the 2027, 2028 and 2029 fiscal years. The full text of which, together with the requisite report of the Appointments and Remuneration Committee, is included in the Board of Directors' explanatory report made available to shareholders as part of the documentation for the General Meeting of Shareholders from the date of publication of the call notice.

Eight:

To submit to an advisory vote the Annual Report on Directors' Remuneration for the 2025 financial year, approved by CAF's Board of Directors at its meeting on February 27, 2026.

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.