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REPORT BY THE BOARD OF DIRECTORS REGARDING THE PROPOSAL FOR THE RE-ELECTION OF MS. CARMEN ALLO PÉREZ AS AN INDEPENDENT DIRECTOR, INCLUDED IN ITEM 6.3 OF THE AGENDA OF THE GENERAL SHAREHOLDERS' MEETING

1. PURPOSE OF THE REPORT

The Appointment and Remuneration Committee of CONSTRUCCIONES Y AUXILIAR DE FERROCARRILES, S.A. ("CAF" or the "Company") has proposed the re-election of Ms. Carmen Allo Pérez as an Independent Director of the Company.

Pursuant to the provisions of Section 4 of Article 529 decies, Section 3 of Article 529 quincecies of the Revised Text of the Capital Companies Act and Articles 15.2 of the Regulations of the Board of Directors and 3 of the Regulations of the Appointment and Remuneration Committee, this Committee is responsible for proposing the appointment or re-election of the members of the Board of Directors classed as independent directors.

Pursuant to Section 5 of Article 529 decies of the aforesaid Act and in the aforementioned Article 15.2 of the Board Regulations, this proposal must be accompanied by a justification report from the Board of Directors assessing the competence, experience, and merits of the proposed candidate, which will be added to the minutes of the General Meeting or meeting of the Board itself.

This report is issued under the aforementioned article. Its purpose is (i) to endorse and report favorably on the proposal of the Appointment and Remuneration Committee for the re-election of Ms. Carmen Allo Pérez as an Independent Director for the statutory period of four years and (ii) assess the competence, experience, and merits of the proposed candidate.

2. JUSTIFICATION FOR THE REPORT

2.1. Appointment and Remuneration Committee Proposal

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

This proposal states that, in view of the upcoming expiry of office of Ms. Carmen Allo Pérez, whose re-election took place by resolution of the Shareholders in their Ordinary General Meeting of June 13, 2020, the Appointment and Remuneration Committee has considered it justified and appropriate to propose her re-election as an independent director for the statutory term of four years, as well as her continuity in the position of member of the Audit Committee.

The proposal to re-elect the candidate is based on her extensive experience and professional career, her good performance throughout her term of office and her knowledge in the financial, accounting and risk management fields, all of which is necessary in accordance

with the Board's skills matrix, and her suitability to continue to serve on the Board of Directors and its Committees, pursuant to the criteria established by law, internal regulations and best practices for good governance.

The Committee has also verified that the candidate can continue to perform her duties without being conditioned by relationships with the Company, its significant shareholders, or its executives, which justifies her appointment as an independent director.

Likewise, the Committee has positively valued the contribution that the continuation of the candidate represents to diversity and balance in the composition of the Board, particularly highlighting the importance of promoting the presence of independent directors on the Board, as well as that of reinforcing the number of female board members, pursuant to the best practices and recommendations of good governance and in accordance with the Diversity and Director Selection Policy.

2.2. Competence, experience, and merits of the proposed candidate

Taking into consideration the reasons given by the Appointment and Remuneration Committee in its proposal and which the Board fully endorses, it has been possible to verify that the candidate has the required skills, experience, and merits to continue in the positions of independent director and member of the Audit Committee.

In particular, the Board highly values Ms. Allo's knowledge and professional career, as well as her outstanding contribution, both to the Board and in the positions she has held on the Audit Committee as a member thereof, and previously as Chairman. In addition, her re-election will contribute to promoting the presence of independent directors and will reinforce gender diversity on the Board, in line with best practices for good corporate governance.

It should be noted that, in accordance with the provisions of Article 2.6 of the Audit Committee Regulations, if re-elected by the Shareholders in their General Meeting, the Board Member will continue to hold her position on the Committee without the need for re-appointment.

Finally, it is noted that the candidate has ratified her agreement with the obligations of the office of Board Member, as well as with the Company's rules and policies.

3. CONCLUSION AND PROPOSED RESOLUTION

In view of the foregoing, the Board considers the following proposal for resolution to be justified and submits this to the Shareholders in their General Meeting for decision in a separate vote under **Item 6.3** of the agenda:

"Six: Re-election of Board Members and establishing of the number of Board Members:

(...)

6.3. Re-elect Ms. Carmen Allo Pérez as an Independent Director, for the statutory period of four years.

(...)"

In San Sebastian, May 9, 2024.