



The following English translation is provided by the Company for information purposes only, based on the original and official document in Spanish available on the Company's website (www.caf.net). In the event of any discrepancy between the English version and the Spanish original document, the latter will prevail.

JUSTIFICATION REPORT BY THE BOARD OF DIRECTORS REGARDING THE PROPOSAL FOR FIXING THE NUMBER OF BOARD MEMBERS, INCLUDED UNDER ITEM 6.5 OF THE AGENDA OF THE GENERAL SHAREHOLDERS' MEETING

In their General Meeting held on June 11, 2022, the Company's Shareholders resolved to set the number of members of the Board of Directors at eleven, within the limits established in Article 29 of the Company's Bylaws, and this number has not been modified to date.

At the same time, the Board of Directors has agreed to propose the re-election of four Board Members, whose term of office expires on the date of the next Ordinary General Shareholders' Meeting, scheduled for June 15 in its first call, and the following day in its second call, under items 6.1 to 6.4 of the agenda.

In addition, and following the resignation today of a director whose term of office also expired on the day of the Meeting, the Board has considered it appropriate to maintain the number of directors at eleven, leaving this vacancy to be filled by the Board itself through the power of co-option, with a new member with the category of independent, preferably female, in accordance with the best practices of good governance.

In accordance with the foregoing, the Board proposes to the General Meeting of Shareholders, as item 6.5. of the agenda, "*To fix the number of directors at eleven (11) members*".

The Board of Directors considers the size of the Board that would result from the approval of this proposal by the Shareholders in their General Meeting to be appropriate and convenient in order to ensure a balanced composition of the Board of Directors that contributes to the fulfillment of its functions in an adequate manner, given the complexity and size of the Company and its Group.

This composition is intended to comply with the requirements set forth in the applicable regulations, good governance recommendations and in the Director Selection and Diversity Policy, as well as to satisfy the needs identified in the Board of Directors' skills matrix.

By virtue of the foregoing, this report is made available to the shareholders as supporting documentation for the proposal to establish at eleven the number of members of the Board of Directors.

In San Sebastian, May 9, 2024.