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

### **Notice of Annual General Meeting**

By agreement of the Board of Directors of Construcciones y Auxiliar de Ferrocarriles, S.A. (“CAF” or the “Company”), the Shareholders are called to the Annual General Meeting, which will be held at the registered office in Beasain, Gipuzkoa, on June 13, 2026, at 12:00 p.m., in its first call or, if appropriate, on the following day, in the same place and at the same time, in its second call, in order to deliberate and resolve on the matters included in the following:

### **AGENDA**

**One:** Approval of the financial statements and management report of Construcciones y Auxiliar de Ferrocarriles, S.A. and the financial statements and management report of its consolidated group of companies for 2025.

**Two:** Approval of the Board of Directors' management during 2025.

**Three:** Approval of the Consolidated Non-Financial Statement and Sustainability Information for 2025.

**Four:** Approval of the proposed distribution of profit for 2025, with a gross dividend distribution of 1.52 euros per share.

**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.

**5.2.** Fixing the number of directors at ten (10).

**Six:** Authorization to the Board of Directors so that, in accordance with the provisions of Article 297.1.b) of the Capital Companies Act, it may carry out capital increases at the time and in the amount it decides, without the prior consultation to the General Shareholders' Meeting, during a period of five years, up to half of the share capital at the time of authorization, on one or more occasions, by issuing new shares. To likewise delegate to the Board of Directors, under the terms established in Article 506 of the Capital Companies Act, the possibility of excluding, in relation to the increases that it may approve, the preemptive subscription right for a maximum amount of twenty percent of the share capital at the time of authorization.

**Seven:** Approval of the Directors' Remuneration Policy applicable to the 2027, 2028 and 2029 fiscal years.

**Eight:** Advisory vote on the Annual Report on Board Members' Remuneration for the 2025 fiscal year.

**Nine:** Delegation of powers to the Board of Directors for the formalization and execution of the aforesaid resolutions.

### **Right to information**

Shareholders may exercise their right to information from the time the meeting is called, under the terms of Articles 197 and 520 of the Capital Companies Act and in this notice.

In accordance with the provisions of Article 272, 529 novodecies and other related articles of the Capital Companies Act, it is hereby stated that, as from the publication of this notice, shareholders have the right to examine and obtain, immediately and free of charge, at the registered office, or via request (on the telephone number +34 943.18.92.62 or the email address [accionistas@caf.net](mailto:accionistas@caf.net)) the delivery or sending of the following documentation to be submitted to the Shareholders during the General Meeting:

- The annual accounts (balance sheet, income statement, statement of recognized income and expenses, statement of changes in equity, cash flow statement, and annual report), the proposed distribution of the Company's profit, the management report, which contains the Consolidated Non-Financial Statement and Sustainability Information and its limited verification report, as well as the auditors' report for the Company and its consolidated group for the 2025 fiscal year. The shareholders of the companies belonging to the group may obtain the documents comprising the above-mentioned financial statements, as well as the group management report and the auditors' report.
- The Board of Directors' report relating to the proposal to delegate authority to the Board to carry out share capital increases in the manner and to the extent it deems fit, for a period of five years, up to half of the share capital as at the date of authorisation, expressly including the possibility of excluding the right of preemptive subscription for an amount not exceeding twenty per cent of the share capital as at the date of authorisation.
- The report of the Appointments and Remuneration Committee and the reasoned proposal of the Board of Directors relating to the approval of the Directors' Remuneration Policy applicable to the 2027, 2028 and 2029 financial years. The Board of Directors' proposal contains the full text of the Directors' Remuneration Policy proposed for approval to the General Shareholders' Meeting.

All of the above documents, as well as the rest of the information relating to the General Shareholder Meeting, can also be consulted on the Company's website ([www.cafmobility.com](http://www.cafmobility.com)), in full and available continuously until the General Meeting is held, and more specifically:

- This call notice.
- The full text of the proposed resolutions to be submitted to the General Shareholders' Meeting for approval in relation to each of the items on the Agenda.

- The Board of Directors' justification reports on the proposals for re-election and for the fixing of the number of Directors, as well as the preliminary report issued by the Appointments and Remuneration Committee regarding the proposal for re-election, which contains information on the Director whose re-election is proposed to the General Meeting of Shareholders; that is, his identity, curriculum vitae and category, assessing the competence, experience and merits of the candidate proposed.
- The Annual Report on Directors' Remuneration for the 2025 financial year, which is submitted to a consultative vote.
- Information on the total number of shares and voting rights on the date of the call.
- The Annual Report on Corporate Governance for the 2025 fiscal year.
- The Report on the Auditor's Independence for the 2025 fiscal year.
- The Activity Reports of the Committees of the Board of Directors for the 2025 fiscal year.
- The card for in-person attendance and the forms for proxy and remote voting.

From the date of publication of the notice of the General Meeting until the fifth day prior to the date scheduled for the meeting, shareholders may request such information or clarifications as they deem necessary regarding the items on the Agenda, or ask such questions in writing as they deem appropriate. In addition, shareholders may request from the directors, in writing and within the same period or verbally during the meeting or, in the case of remote attendance, as detailed below, the clarifications they deem necessary regarding the information accessible to the public that the Company has provided to the National Securities Market Commission since the holding of the last General Meeting and regarding the auditor's report. For this purpose, requests for information should be addressed to the Shareholder and Investor Relations Office at the registered office, by email to the following address: [accionistas@caf.net](mailto:accionistas@caf.net).

In order to safeguard adequate guarantees regarding shareholder identification, interested parties should state their name and surname in their request for information and attach a copy of the documentation that accredits their status as a shareholder. In the case of a legal entity, the request should also be accompanied by a copy of the documentation attesting to the representative powers of the natural person who, as the representative of the shareholder, exercises the right to information.

### **Right to add to the Agenda and to submit new proposals for resolutions**

Shareholders who represent at least three percent (3%) of the share capital may request that a supplement be published to the notice of the General Meeting of Shareholders, in order to add one or more items to the Agenda, provided that the new items are backed up with supporting reasons or, if applicable, a justified resolution proposal. This right is to be exercised by means of reliable notification addressed to the Board of Directors' Secretary, which should be received at the registered address within the five (5) days following the date of publication of this call.

The supplement to the notice shall be published at least fifteen (15) days prior to the date indicated for holding the Meeting on first call.

Shareholders representing that same percentage may also, within the same period of time indicated above and by sending the notice to the registered office, submit reasoned proposals for resolutions on matters already included or to be included on the Agenda of the called meeting.

### **Right to attend the General Meeting**

For the purposes of exercising the right to attend, whether in person or by remote means, Shareholders are reminded that, in accordance with the provisions of Articles 7 and 21 of the Bylaws, they will only be entitled to attend the General Meeting if they can show that they own at least one thousand (1,000) shares, in the manner required by law. Shareholders with a smaller number may group together or give their proxy to another shareholder who thus holds one thousand (1,000) or more shares.

The Board of Directors has agreed to enable the possibility of attending the General Shareholder Meeting, in addition to in-person presence, through the use of remote means that allow real-time connection with the place where the Meeting is held, under the terms set forth in this notice.

Pursuant to the provisions of Article 9 of the Regulations for General Shareholders' Meetings, the members of the Board of Directors may attend and participate in the meeting by remote means of communication.

#### **A. Attendance of the Meeting in person**

In order to be able to attend the Meeting in person, shareholders should request either the physical attendance card made available to them by the Company itself or that issued by the institution holding their shares, where applicable. A holding certificate issued by one of the holding entities of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (IBERCLEAR) may also be used.

The physical attendance card and the proxy and remote voting form made available to shareholders by the Company contains the applicable rules and instructions for use and will be available continuously on the corporate website from the publication of this notice, as will be the other rules and regulations governing the right to attend the General Meeting.

#### **B. Remote attendance of the Meeting**

##### **(i) Registration, login and attendance**

In order to allow the adequate management of remote attendance systems, shareholders who are entitled to attend the Meeting and wish to do so by remote means, in person or through a representative, should register on the computer platform set up for this purpose on the Company's website, proving their identity through one of the following means: (i) Electronic National Identity Document; (ii) a recognized, valid and current electronic user certificate, in accordance with the provisions of the applicable regulations and issued by the Spanish Public Certification Authority (CERES), which is part of the National Mint; or (iii) the user credentials/password that the shareholder may request by writing to the

email address [accionistas@caf.net](mailto:accionistas@caf.net) indicating “2026 General Meeting request for credentials” in the subject.

If the person attending remotely has been asked to act as a proxy or as a representative of a legal entity, they should request the user/password credentials pursuant to the procedure described in Point (iii) of the previous paragraph.

The registration of attendees may take place from the day following the publication of this notice and shall not be admitted after 12:00 p.m. on June 12, 2026. That is to say, registration should take place at least twenty-four (24) hours prior to the date and time scheduled for the holding of the first session of the Annual General Meeting.

The shareholder or their representative who has registered to attend the General Meeting electronically must log in to the computer platform enabled for this purpose on the Company's website, on June 13, 2026 between 11:30 a.m. and 12:00 p.m., and identify themselves as indicated through said platform. If the Meeting cannot be held on first call, the shareholder or their representative must connect the following day, within the same time slot, for it to be held on second call. Those shareholders or representatives who connect to attend telematically later than the date and time indicated will not be considered as attending the General Meeting, although they may follow its development live through the corporate website.

For the purposes of the provisions of this section, the Company reserves the right to request from the shareholders or their representatives any other means of identification that it considers suitable or necessary to verify their status as shareholders or representatives and to guarantee the authenticity of the vote or delegation.

#### (ii) Participation

Any shareholder or representative who has registered to attend remotely and who wishes to intervene during the Meeting may send any and all points, proposals, questions, or requests for clarification that they wish to make in writing from the act of registration referred to in section (i) above and until 12:00 p.m. on June 12, 2026, in accordance with the provisions of the Law and the Regulations of the General Meeting. The points, proposals, questions and/or clarification requests made during registration by the shareholders or representatives registered as attendees by electronic means who do not log in on the day of the meeting as provided for in this call notice will not be taken into consideration.

Shareholders or proxies who attend the General Meeting remotely may also express any reservations they may have regarding the content of the list of attendees or compliance with the requirements for convening the General Meeting by sending an email to the following address: [accionistas@caf.net](mailto:accionistas@caf.net).

#### (iii) Voting

Voting by electronic means on the proposals relating to items on the agenda will be carried out under the terms of Article 16 of the Regulations of the General Meeting, through the computer platform set up for this purpose on the Company's website from the time of connection up to the time of the closing of votes for physical attendance.

Similarly, with regard to the proposed resolutions on matters which, in accordance with the law, do not need to be included on the Agenda, those attending by electronic means will be able to cast their votes pursuant to Article 16 of the Regulations for General Meetings, from the moment these proposals are read out by the person holding the office of Secretary of the General Meeting to be voted on, once these are enabled on the Platform.

(iv) Leaving the meeting

Those attending by electronic means who wish to state their express withdrawal from the Meeting should do so by sending an email to the following address: [accionistas@caf.net](mailto:accionistas@caf.net). Once an attendee has given notice of their express wish to leave the meeting, any subsequent actions they take shall be deemed not to have been carried out.

(v) Other issues

The Company shall not be liable for any damage that may be caused to shareholders or representatives arising from the occasional unavailability of the corporate website, as well as crashes, overloads, line failures, connection failures or any other eventuality of the same or similar nature beyond the Company's control, without detriment to the taking of the measures required in each situation, including the possible temporary suspension or extension of the Meeting if necessary to ensure the full exercise of shareholders' rights by the shareholders themselves or their representatives.

**Right of proxy and remote voting prior to the holding of the Meeting**

Shareholders who cannot physically or remotely attend the Meeting, or those who so wish, may vote remotely or, alternatively, be represented by another person, even if not a shareholder, under the terms established in the Capital Companies Act and in Articles 21, 22, 22 bis and 22 ter of the Bylaws, in Articles 9, 9 bis, 9 ter and 12 of the Regulations for General Meetings and on the form for proxy or remote voting provided by the Company.

In particular, remote and proxy voting may be carried out by postal or electronic correspondence or through the computer platform set up for this purpose on the Company's website.

In order to be valid, the remote or proxy vote issued in accordance with the previous section should be received by the Company at least twenty-four (24) hours before the date and time established for the holding of the first call of the General Meeting.

Shareholders who cast their votes remotely will be considered as attending for the purpose of the validity of the meeting.

Personal attendance, either in person or by remote means, of the Annual General Meeting will be deemed to be a revocation of the vote and proxy previously granted through any means.

#### A. Delegation and remote voting by post or email

Shareholders wishing to vote remotely or by proxy by post or email must send the forms made available to them by the Company as indicated below, duly completed and signed, by post (Calle José Miguel Iturrioz 26, 20200 Beasain, Gipuzkoa, Spain) or by email ([accionistas@caf.net](mailto:accionistas@caf.net)) to the attention of the Shareholder and Investor Relations Office, pursuant to the instructions indicated therein.

Alternatively, the vote delegation or remote voting forms issued by the share depository entity, or by one of the participating entities of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (IBERCLEAR) may be used. In the case of postal submissions, these forms should be sent by certified post with acknowledgment of receipt, duly filled out according to the instructions included with the form. In all matters not provided for in the alternative forms referred to in this paragraph, the rules set out in the forms made available to the shareholders by the Company shall apply in supplementary form.

The proxy and remote voting forms made available to shareholders by the Company will be available continuously on the corporate website from the publication of this notice.

#### B. Proxy and remote voting through the platform available on the website

Shareholders wishing to grant proxy or cast their vote prior to the holding of the Annual General Shareholders' Meeting may also access the corporate website from the day following the publication of this notice through the platform enabled by the Company for these purposes, confirming their identity through one of the following means: (i) Electronic National Identity Document, (ii) a recognized, valid, current electronic user certificate, in accordance with the provisions of the applicable legislation and issued by the Spanish Public Certification Authority (CERES), which is part of the National Mint or (iii) the user credentials/password which the shareholder may request by writing to the email address [accionistas@caf.net](mailto:accionistas@caf.net), indicating “2026 General Meeting request for credentials” in the subject. The use of the platform for proxy or remote voting shall prevail over the submission of forms by any other means.

#### **Admission of cards for physical attendance and proxies presented on the day of the Meeting**

Pursuant to the provisions of Article 12 of the Regulations of the General Meeting, the admission of cards for attendance and proxies presented on the day of the meeting shall be closed at the time set for the beginning of the General Meeting, without being considered for the purposes of the quorum from that time onwards.

Shareholders arriving after the closing time for the acceptance of physical attendance cards and delegations shall not be considered as having attended the meeting, although they may attend as guests.

#### **Intervention of a Notary Public at the Annual General Meeting**

The Board of Directors has agreed to request the presence of a Notary Public to draw up notarial minutes of the Annual General Meeting.

## **Shareholders' Forum**

An Electronic Shareholders' Forum has been set up on the Company's website for this General Meeting, to which both individual shareholders and voluntary associations that may be set up in accordance with current regulations may have access. Appropriate guarantees shall be in place to facilitate communication between them prior to holding the Annual General Meeting. The regulation of the Electronic Shareholders' Forum is available to shareholders on the Company website.

## **Data protection**

The entity responsible for the processing of personal data is CAF, which will process the personal data provided by the shareholder as part of the shareholder relationship during the holding of the meeting or on the card for physical attendance and the proxy and remote voting forms for the following purposes: (a) to manage and control both the shareholder relationship and the convening and holding of the Meeting, on the basis of fulfilling the execution of the contractual relationship if you are a CAF shareholder or, if you are a representative of a CAF shareholder, on the basis of CAF's legitimate interest in maintaining contact with you for the correct fulfillment of the contractual relationship that binds CAF and the shareholder you represent, with the possibility of making your data available to the Notary for the corresponding taking of the minutes of the General Shareholders' Meeting; (b) the audiovisual recording and public broadcasting of the General Shareholders' Meeting on the corporate website, which is based on the Company's legitimate interest in complying with the principle of transparency and good corporate governance and (c) compliance with legal obligations, which may require the personal data processed to be communicated to the corresponding public bodies and administration bodies.

Your data will be kept for the period necessary for the execution of the purposes described and as long as no request is made for the deletion thereof. Data may subsequently be kept duly locked, in order to be able to fulfill the responsibilities arising from the processing thereof during the statute of limitations period for any action that may arise therefrom. We inform you that you may exercise your rights of access, rectification, erasure, or portability of your data, as well as opposition to or limitation of the processing, through a request addressed to the email address [dpo@caf.net](mailto:dpo@caf.net) or file a complaint with the Spanish Data Protection Agency. Additional information on the processing of your personal data can be found in the Privacy Policy for General Shareholders' Meeting accessible on the corporate website.

## **General information**

- To exercise the right to physical and remote attendance, delegation and remote voting, the Shareholders should have their shares registered under their own name in the corresponding shareholders register five (5) days prior to the date on which the General Meeting is to be held.
- It is foreseeable that the Meeting will be held on first call.

- To obtain clarification on the examination, delivery, or free of charge sending of the documentation, additional information, or any other matter relating to this notice and the holding of the General Meeting, shareholders may contact the Shareholders and Investor Relations Office, on business days and in business hours, through the following procedures:
  1. Telephone: +34 943.18.92.62
  2. Email: [accionistas@caf.net](mailto:accionistas@caf.net).
- It is foreseen that the General Meeting will be broadcast live via the link that will be available on the Company's website.
- Shareholders are reminded that the new URL address of the corporate website is [www.cafmobility.com](http://www.cafmobility.com).

**In Beasain, on May 8, 2026**

**Ms. Marta Baztarrica Lizarbe**  
Secretary of the Board of Directors