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PROPOSAL MADE BY THE APPOINTMENT AND REMUNERATION COMMITTEE IN RELATION TO THE RE-ELECTION OF MS. BEGOÑA BELTRÁN DE HEREDIA VILLA AS AN INDEPENDENT DIRECTOR, INCLUDED IN ITEM 5.2 OF THE AGENDA OF THE ANNUAL GENERAL MEETING

1. PURPOSE OF THE PROPOSAL

This proposal is made by the Appointment and Remuneration Committee of CONSTRUCCIONES Y AUXILIAR DE FERROCARRILES, S.A., (“CAF” or the “Company”) in accordance with the provisions of Article 529 *decies*(4) and Article 529 *quindecies*(3) of the Revised Text of the Capital Companies Act (the “LSC”), and in Articles 15 of the Regulations of the Board of Directors and 3 of the Regulations of this Committee.

In accordance with the provisions of the aforementioned articles, this Committee is responsible for proposing the appointment or re-election of the members of the Board of Directors who have independent status.

In the preparation of this proposal, the recommendations of Technical Guide 1/2019 on Appointment and Remuneration Committees, published by the CNMV on February 27, 2019, (hereinafter the “Technical Guide”) have been taken into consideration, particularly those related to the performance of the Committee’s function of preparing proposals for the re-election of independent directors.

The purpose of this proposal is to propose to the Board, for submission to the Annual General Meeting, the ratification of the appointment by co-optation of Ms. Begoña Beltrán de Heredia Villa, agreed by the Board of Directors on February 24, 2023, and her appointment as an Independent Director, for the statutory term of four years.

2. ASPECTS CONSIDERED BY THE APPOINTMENT AND REMUNERATION COMMITTEE

On February 24, 2023, following a proposal by this Committee, the Board of Directors unanimously approved the appointment by co-optation of Ms. Begoña Beltrán de Heredia Villa as an Independent Director, a position that should be ratified at the next Annual General Meeting. On that same date, she was appointed as a member of the Audit Committee.

The purpose of Ms. Beltrán de Heredia’s appointment was to fill the vacancy created following the resolutions adopted by the Company’s Annual General Meeting of June 11, 2022.

The Committee has assessed the suitability of Ms. Beltrán de Heredia following the criteria established in the regulations in force and the best practices of good governance in relation to dedication and independence and as a result, ratifies the considerations regarding the assessment of the professional background and profile of Ms. Beltrán de Heredia, contained in the proposal for appointment by co-optation submitted to the Board on February 23, 2023. Likewise, taking into consideration the forthcoming Annual General Meeting, it has agreed to propose the ratification of her appointment by co-optation and her designation as an Independent Director for the statutory term of four years to the Board, for submission to the shareholders in said Meeting.

As a result of said assessment, the Committee finds that the candidate:

- i. Complies with the legal requirements, as well as with the Regulations of the Board of Directors and the Company’s Diversity and Director Selection Policy, in order to be

appointed as a Board Member.

- ii. Has not been nor is currently subject to any legal prohibition or incompatibility, nor do any of the circumstances in which she must tend her resignation to the Board apply, in accordance with Article 18 of the Company's Regulations of the Board of Directors.
- iii. Based on the information provided by the candidate, no potential conflicts of interest are identified that could adversely affect her ability to perform her duties properly or her current or future independence.
- iv. Since her appointment by co-optation, she has performed the role of Board Member satisfactorily, with the appropriate dedication and commitment to her role.
- v. She also has adequate knowledge of the duties that would correspond to her as a member of the Company's board, the required capacity, and the availability of sufficient time to adequately perform the inherent duties.
- vi. She has the appropriate skills, knowledge, and experience to meet the current requirements of the Board, in accordance with that indicated in its skills matrix, and that of the Company, and also benefits from professionally-recognized prestige.

In particular, Ms. Beltrán de Heredia has extensive knowledge in taxation and auditing, as well as previous experience as a director of a listed company and chair of its Committees.

The foregoing shows us that the ratification and appointment of Ms. Beltrán de Heredia as a board member will contribute to strengthening the knowledge and skills within the Board, and will also complement the specialization within the Audit Committee in accordance with the best practices of Good Corporate Governance, which gives her the ideal profile to continue forming part of the Board and of this Committee.

- vii. She meets the legal and statutory requirements to be included in the category of Independent Director.

The results of the analysis performed regarding the appropriateness of her ratification and appointment as an Independent Director are also recorded in the minutes of the meeting of this Committee at which this matter was discussed.

Finally, it is noted that Ms. Beltrán de Heredia has given her consent to the obligations of the office of Board Member, as well as with the Company's rules and policies.

In view of the foregoing, the Committee considers Ms. Beltrán de Heredia a suitable candidate and proposes her re-election as an Independent Director for the statutory period of four years. In accordance with the provisions of Article 2(6) of the Regulations of the Audit Committee, if ratified and appointed by the Annual General Meeting, Ms. Beltrán de Heredia will continue to hold her position as a member of said Committee, without the need for re-appointment.

3. COMPLIANCE WITH DIVERSITY CRITERIA AND OBJECTIVES IN THE COMPOSITION OF THE BOARD OF DIRECTORS

As laid down in the Company's Diversity and Director Selection Policy, as well as in the aforementioned Technical Guide, in evaluating the suitability of the candidate, the Committee has based itself on an analysis of the needs of the Board of Directors and of the Company, in order to favor diversity of knowledge, experience, and gender among the members of the Board, guaranteeing the absence of implicit biases that could lead to discrimination for reasons of age, gender, disability, or any other personal condition.

After the resolutions adopted by the Annual General Meeting in 2022, a vacancy was created at the Board of Directors.

The reports issued by the said Board and by this Committee in relation to the proposed resolutions submitted to the shareholders in the aforementioned General Shareholders Meeting already included the convenience of filling the vacancy, if created, with a new member with the category of independent director, in order to re-establish the previous number of board members of this category. Likewise, the Company has at all times taken into account the need to recover the number of female board members prior to the vacancy, in order to continue to approach the proportion required by the recommendations of the Good Governance Code for Listed Companies, also in line with the Diversity and Board Member Selection Policy.

The appointment by co-optation of the candidate as an Independent Director, by resolution of the Board of Directors on February 24, 2023, following the proposal by this Committee, made it possible for both objectives to be achieved. Consequently, this Committee considers that the ratification and appointment of Ms. Beltrán de Heredia as an Independent Director will contribute to strengthening the diversity and balance in the current composition of both the Board and the Audit Committee, consolidating a significant presence of women and independent directors and contributing extensive knowledge and experience in areas that are valuable to the Company.

4. CONCLUSIONS OF THE APPOINTMENT AND REMUNERATION COMMITTEE

Consequently, the Committee considers the following proposal to be justified and submits it to the Board for submission to the Annual General Meeting, for separate voting, under item 5.2 of the agenda:

"Five: Re-election and ratification of Board Members:

(...)

5.2. Ratify the appointment by co-optation of Ms. Begoña Beltrán de Heredia Villa, performed by the Board of Directors on February 24, 2023, and appoint her as an Independent Director, for the statutory term of four years."

In San Sebastian, May 4, 2023.