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

### **PROPOSALS OF THE BOARD OF DIRECTORS TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON JUNE 11 OR 12, 2022 ON FIRST AND SECOND CALL RESPECTIVELY**

#### **First:**

Approve the annual accounts (balance sheet, income statement, a statement reflecting the changes in the equity for the year, a cash flow statement and annual report) and the management report of the Company and its consolidated group, corresponding to the FY 2021, as well as the social management of the Board of Directors.

#### **Second:**

Approve the Consolidated Statement of Non-Financial Information - Sustainability Report for FY 2021.

#### **Third:**

Resolve on the application of the proposed appropriation of earnings of the company Construcciones y Auxiliar de Ferrocarriles, S.A. corresponding to FY 2021, as follows:

Balance of the profit and loss account..... €47,768 thousand euros

Application:

To Dividends..... €34,281 thousand euros

To the Voluntary reserves..... €13,487 thousand euros

Pursuant to this proposal, the total gross dividend per share for the financial year 2021 will be €1 per share.

Of the amount allocated to dividends:

- At its meeting held on October 6, 2021, the Board of Directors resolved to distribute an interim dividend for a 13.7 million euro in total, which was paid on January 13, 2022, at a gross dividend of €0.40 per share.

- Consequently, the proposal is to distribute a final dividend of 20,568 thousand euros, to be distributed among the shares with dividend entitlement, which will be paid on July 8, 2022 with the appropriate legal withholdings.

**Fourth:** Re-election and fixing of the number of Directors

**4.1** Re-elect Mr. Andrés Arizkorreta García as Director, under the “Other External” category, for the statutory term of four years.

**4.2** Re-elect Mr. Luis Miguel Arconada Echarri as Director, under the “Other External” category, for the statutory term of four years.

**4.3** Re-elect Mr. Juan José Arrieta Sudupe as Director, under the “Other External” category, for the statutory term of four years.

**4.4** Fixing the number of directors at 11 members.

**Fifth:**

To delegate to the Board of Directors of the Company, in accordance with the provisions of Articles 297.1.b) and 511 of the Capital Companies Act, Article 319 of the Regulations of the Mercantile Registry and other applicable regulations, with express power of substitution, and for a period of five (5) years from the adoption of this resolution, the power to issue, on one or more occasions, directly or through group companies, bonds and other fixed income securities or other securities (including warrants) that may be converted into shares of the Company or other companies in its group.

This delegation expressly includes the power to establish such limits and conditions as may be necessary or appropriate for the issuance of the aforementioned securities, including the establishment of the criteria for determining the bases and modalities of the conversion or exercise, the determination of the simple or guaranteed nature of the securities, as well as the power to increase the share capital by the amount necessary to meet the corresponding requests for conversion or exercise and to modify the subsequent article of the Bylaws. However, the power to increase the share capital may only be exercised to the extent that the Board, adding the nominal amount of the capital increases that it authorizes to address the issuance of convertible securities and the remaining capital increases that it authorizes under any other power delegated to it by the General Shareholders' Meeting, does not exceed half the amount of the share capital at the time of authorization, which is equivalent to a maximum of 5,159,252.875 euros (17,140,375 shares), without prejudice to the lower limit provided for in the following paragraph in respect of issues in which the pre-emptive subscription right has been excluded.

Likewise, this delegation expressly includes the power to exclude from the issuance of convertible securities the pre-emptive subscription right of shareholders, up to a maximum amount of 20% of the share capital at the time of authorization, so that the maximum number of shares into which the bonds may be converted based on their initial conversion ratio, if fixed, or their minimum conversion ratio, if variable, added to that of

the shares issued by the directors pursuant to the delegation provided for in Article 506 CCA, does not exceed 20% of the number of shares at the time of the authorization, which is equivalent to a maximum of 6,856,150 shares, in accordance with the provisions of Article 511 of the Capital Companies Act and other applicable regulations.

The Board of Directors of the Company is also authorized to guarantee on behalf of the Company, within the aforementioned limits, new issues of convertible securities that may be carried out by companies belonging to its group.

The Company shall request, when appropriate, the admission to trading on secondary markets that are official or unofficial, organized or otherwise, national or foreign, of the securities that may be issued by virtue of this delegation, authorizing the Board of Directors to carry out the necessary formalities and actions for admission to trading before the competent bodies of the aforementioned securities markets.

This resolution replaces and renders null and void the resolution adopted by the Ordinary General Shareholders' Meeting of the Company held on June 10, 2017, under item Eight of the agenda.

**Sixth:**

Amend the Directors' Remuneration Policy.

**Seventh:**

Submit to a consultative vote the Annual Report on Directors' Remuneration corresponding to FY 2021, approved by CAF's Board of Directors during its session on February 25, 2022.

**Eighth:**

Inform the Board of the amendments to the Regulations of the Board approved by the Board of Directors during its session on December 16, 2021.

**Ninth:**

Empower the Board of Directors of the Company to execute the above agreements with all the necessary scope in law, as well as to clarify, correct or complement the above agreements in accordance with the verbal or written qualification of the Commercial Registrar, and to jointly and severally empower Mr. Andrés Arizkorreta García and Ms. Marta Baztarrica Lizarbe, Chairman and Secretary of the Board, respectively, to appear before a Notary Public in order to execute the corresponding public deed, carrying out all the acts required to complete the registration of the agreements adopted during this Meeting which are eligible for registration in the Mercantile Registry, even partially.