DIVERSITY AND BOARD MEMBER SELECTION POLICY OF CONSTRUCCIONES Y AUXILIAR DE FERROCARRILES, S.A. (CAF)

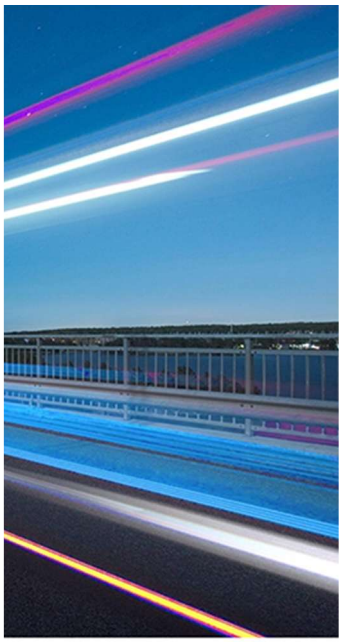
TRANSPORT SYSTEMS
TRAINS
BUSES
SIGNALLING
COMPONENTS
SERVICES

cafmobility.com

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. In the event of any discrepancy between the English version and the Spanish original document, the latter will prevail.

INDEX

0. INTRODUCTION 3
1. PURPOSE 3
2. SCOPE 3
3. CONDITIONS TO BE MET BY CANDIDATES 3
4. DIVERSITY CRITERIA 4
5. PROCESS FOR THE SELECTION, APPOINTMENT AND RE-ELECTION OF BOARD MEMBERS 5
6. OVERSIGHT AND CONTROL 6
7. REVIEW AND UPDATE 6
8. ENTRY INTO FORCE 6



0. INTRODUCTION

The Board of Directors of CONSTRUCCIONES Y AUXILIAR DE FERROCARRILES, S.A. ("**CAF**" or the "**Company**"), in accordance with the provisions of the revised text of the Capital Companies Act, approved by Royal Legislative Decree 1/2010 of July 2 ("**Capital Companies Act**"), the Corporate Bylaws and the Regulations of the Board of Directors, is responsible for approving the general policies and strategies of the Company and the Group for which it is the parent ("**CAF Group**").

Within the framework of Recommendation 14 of the Code of Good Governance for publicly listed companies, CAF's Board of Directors approved a Board Member Selection Policy on October 28, 2015, which was applied until it was replaced by the Director Selection and Diversity Policy (the "**Policy**") dated November 12, 2018.

Considering both the provisions of Technical Guide 1/2019 on appointment and remuneration committees and the new developments introduced in the partial revision of the Code of Good Governance for publicly listed companies in June 2020, the Policy was updated on December 17, 2020.

Moreover, and in accordance with the reform of article 529 bis of the Capital Companies Act, introduced by Organic Law 2/2024, of August 1, on parity representation and balanced presence of women and men, upon the proposal of the Nomination and Remuneration Committee, the Board of Directors has agreed to modify CAF's Diversity and Board Member Selection Policy.

1. PURPOSE

The purpose of this Policy, which is specific and verifiable, is to ensure that proposals for the appointment and re-election of CAF's Board members are based on a prior analysis of the skills required by the Board of Directors, to promote the equality between women and men, as well as diversity of knowledge, experience, age and disability among the members of the Board, applying criteria that ensure that there is adequate diversity in its composition and the absence of implicit biases that may imply discrimination on the grounds of age, sex, sexual orientation and identity, disability, or any other personal condition.

2. SCOPE

The procedures for the appointment and re-election of the members of the Board of Directors are governed by the provisions of this Policy.

3. CONDITIONS TO BE MET BY CANDIDATES

Board candidates must be honourable, suitable and of recognized standing, skill, experience, qualification and training.

These candidates must also ensure that they have the necessary availability to be dedicated and committed enough to their role.

Those who do not meet the requirements to be appointed a Board member set out in the Rules of the Board of Directors of the Company, as well as in this Policy, may not be considered Board candidates.

4. DIVERSITY CRITERIA

Efforts will be made to ensure that the Board of Directors and its Committees have a balanced composition that enriches decision-making and provides for a diversity of perspectives, in full compliance with the requirements of suitability, both individually and with the Board and its Committees as a whole.

In this regard, the criteria aimed at ensuring the diversity of the Board of Directors will serve as an important element in the analysis of the needs of the Board of Directors that must preside in Board member selection. To this end, the Board skills matrix will be taken into account and kept updated by the Nomination and Remuneration Committee.

The diversity criteria may condition Board member selection when a diverse composition that brings benefits to the Company through a plurality of experiences and perspectives that bring value in the decision-making of the Board of Directors depends on them.

In particular and to ensure their application, diversity criteria are adopted in relation to the following categories:

4.1. Training and professional experience

Efforts will be made to ensure that candidates have skills that either complement those of the members of the Board of Directors or compensate for the loss of the skills of the members they are replacing.

In this regard, it would be an advantage for a candidate's professional specialization whether due to their academic background, professional experience, or a combination of both to allow for a diversity of profiles on the Board of Directors, which will provide contrasting perspectives that will promote a constructive multidisciplinary debate on the decisions to be made and, in short, lead to better performance of the Board's powers as a whole.

With regard to the composition of the Committees, their members will be appointed from among the Board members, taking into account the most suitable profiles for each Committee.

In particular, efforts will be made to ensure that the Board members forming part of the Committees have, as a whole, the necessary diversity criteria, as well as the knowledge and experiences needed to carry out their functions in accordance with the provisions of their respective Regulations and the applicable Technical Guidelines of the National Securities Market Commission at any given time.

4.2. Age

It would be an advantage to have Board members of different ages, so that the aforementioned difference can serve to provide a good variety in the perception and focus of the debate on the issues to be analysed and agreed by the Board of Directors.

4.3. Disability

Disability shall not constitute a bias that may lead to discrimination in Board member selection.

4.4. Gender equality

The Board members selection process will take into account gender equality criteria to ensure a balanced presence of women and men on the Board of Directors.

In this regard, this Policy promotes the aim of having a number of female Board members equal to at least the percentage of total members of the Board of Directors as established by the applicable regulations.

5. PROCESS FOR THE SELECTION, APPOINTMENT AND RE-ELECTION OF BOARD MEMBERS

In compliance with the provisions of the Capital Companies Act, the Nomination and Remuneration Committee has the following functions regarding Board member selection:

a. To assess the skills, knowledge and experience required on the Board of Directors. For this purpose, it shall define the duties and capabilities required of the candidates for a particular vacancy and assess the time and commitment required for them to effectively carry out their duties, as well as the maximum number of boards they can be part of.

b. To establish a representation target for the under-represented sex on the Board of Directors and develop guidelines on how to achieve this target.

Similarly, both the Appointments and Remuneration Committee and the Board of Directors, within the scope of their respective competences, must ensure that the procedures for selecting the Board members are conducive to equality between women and men, as well as with regard to aspects such as age, disability or training and professional experience and do not suffer from any implicit bias that may imply discrimination and, particularly, facilitate the selection of female Board members in numbers that will lead to a balanced presence of women and men.

The selection of Board members will be based on a prior analysis of the needs required by the Board of Directors of the Company, which will be carried out by the Nomination and Remuneration Committee.

Taking into account the Board skills matrix, the Nomination and Remuneration Committee will specify the profile and abilities required of the new Board member, and will assess the suitability of each candidate.

This Committee will also record the assessment made and the candidate's suitability for the category to which they have been assigned in the minutes of the meeting during which the matter was discussed and in the report or proposal that the Committee must submit to the Board on the appointment or re-election of Board members.

Proposals for the appointment or re-election of Board members submitted by the Board of Directors to the General Shareholders' Meeting for its consideration, and the appointment decisions adopted by the Board itself by co-

optation, must be preceded by the corresponding proposal from the Nomination and Remuneration Committee in the case of independent Board members, and from the Board itself, in all other cases.

The Committee's proposal must be accompanied by a justification report from the Board of Directors assessing the skill, experience and merits of the proposed candidate, which will be attached to the minutes of the General Meeting or the Board itself.

The proposal for the appointment or re-election of any non-independent Board member must also be preceded by a report from the Nomination and Remuneration Committee.

In particular, for proposals for the re-election of directors, the Nomination and Remuneration Committee will take into account the same factors for the initial appointment and, in addition, it will assess the Board member's performance and evaluation during the time they have been in office and their ability to continue to perform it satisfactorily.

The Nomination and Remuneration Committee may have the collaboration and assistance of external advisors in the search for and assessment of Board member candidates or for the performance of any of their duties.

Throughout the selection process, the Board of Directors and the Nomination and Remuneration Committee shall ensure that the diversity criteria set out in this Policy are applied.

6. OVERSIGHT AND CONTROL

The Nomination and Remuneration Committee is responsible for the annual verification of compliance with this policy, reporting on it in the Annual Corporate Governance Report.

7. REVIEW AND UPDATE

CAF's Board of Directors, at the request of the Appointments and Remuneration Committee, shall update the Policy within the framework of the commitment to continuous improvement, and especially upon the approval of relevant regulatory changes that affect its content.

8. ENTRY INTO FORCE

This Policy was initially approved by the Board of Directors as the Board Member Selection Policy on October 28, 2015, and revised under its current name on November 12, 2018, and again on 17 December 2020, and. It was last modified on December 17, 2024, the date from which it enters into force.

This Diversity and Board Member Selection Policy will be published on the Company's website, as well as on the internal channels of the CAF Group.