



*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.*

## **CONSTRUCCIONES Y AUXILIAR DE FERROCARRILES, S.A.**

### **NOTICE OF OTHER RELEVANT INFORMATION**

In compliance with article 227 of the Consolidated Text of the Securities Market Act approved by Royal Legislative Decree 4/2015, of 23 October, and complementary regulation, the company Construcciones y Auxiliar de Ferrocarriles, S.A. (“CAF” or the “Company”) communicates the following relevant information:

The Company’s Board of Directors has agreed to call the Annual General Shareholders' Meeting to be held at the registered office, on 11 June 2022, at 12.00 am on first call, and if required, on second call on the following day at the same venue and time. In addition to physical attendance, remote attendance to the General Shareholders Meeting will be available under the terms indicated in the attached call notice.

In Beasain, on 6 May 2022

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

## Notice of Ordinary 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 Ordinary General Meeting, which will be held at the registered office in Beasain, Gipuzkoa, on June 11, 2022, at 12:00 noon, on first call, and, if appropriate, on the following day, at the same place and time, on second call, in order to deliberate and resolve on the matters included in the following:

### AGENDA

**First:** Examination and approval, if appropriate, 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 FY 2021, and of the management of the Board of Directors.

**Second:** Approval of the Consolidated Statement of Non-Financial Information - Sustainability Report for FY 2021.

**Third:** Approval of the proposed appropriation of earnings for FY 2021.

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

- 4.1** Re-election of Mr. Andrés Arizkorreta García as Director, under the category of "Other External".
- 4.2** Re-election of Mr. Luis Miguel Arconada Echarri as Director, under the category of "Other External".
- 4.3** Re-election of Mr. Juan José Arrieta Sudupe as Director, under the category of "Other External".
- 4.4** Fixing the number of directors at 11 members.

**Fifth:** Delegation to the Board of Directors, 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 the resolution, of the ability 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, expressly including the power to increase the share capital by the necessary amount up to a maximum amount not exceeding, in nominal value, half of the share capital at the date of the delegation, the power to amend the relevant article of the Company's Bylaws, as well as the power to exclude the shareholders' pre-emptive subscription right in relation to the issuance of shares, the latter power being limited to a maximum amount of 20% of the share capital at the time of the authorization. Consequent revoking of the delegation conferred upon the Board of Directors by resolution of the Shareholders in their General Meeting held on June 10, 2017.

**Sixth:** Modification of the Directors' Remuneration Policy.

**Seventh:** Advisory vote on the Annual Report on Directors' Remuneration for FY 2021.

**Eighth:** Information to the General Shareholders Meeting on the amendments to the Rules of the Board of Directors, approved by the Board of Directors at its meeting held on December 16, 2021.

**Ninth:** Delegation of powers to the Board of Directors for the formalization and execution of the above resolutions.

### **Right to information**

The 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 of this notice.

In accordance with the provisions of Articles 272, 511.2, 529 novodecies and other related articles of the Capital Companies Act, it is hereby stated that, as from the publication of this notice of call, shareholders have the right to examine and obtain, immediately and free of charge, at the registered office, or via request (at the telephone number +34 943.18.92.62 or the e-mail address [accionistas@caf.net](mailto:accionistas@caf.net)) the delivery or sending, free of charge, of the following documentation to be submitted to the General Meeting of Shareholders:

- In relation to Items First, Second and Third on the Agenda: The annual accounts (balance sheet, profit and loss account, statement of changes in equity for the year, cash flow statement and notes to the financial statements), the proposed appropriation of the Company's profit, the management report, which contains the Statement of Non-Financial Information-Sustainability Report, and the auditors' report, for the Company and its consolidated group, for the financial year 2021. The shareholders of the companies belonging to the group may obtain from the Company the documents comprising the consolidated financial statements, as well as the group management report and the auditors' report.
- In relation to Item Fourth on the Agenda: The Board of Directors' supporting report on the proposals for re-election and fixing of the number of Directors, as well as the previous report of the Appointments and Remunerations Committee in relation to those, which contain the information on the Directors whose re-election is proposed to the General Meeting of Shareholders; i.e. their identity, curriculum vitae and category, assessing the competence, experience and merits of the candidate proposed in each case.
- Regarding Item Fifth of the Agenda: The Board report regarding the proposal for delegation included in this item on the Agenda, as well as the full text of said proposal.
- In relation to Item Sixth on the Agenda: The reasoned proposal of the Board of Directors and the supporting report of the Appointments and Remunerations Committee regarding the modification of the Remuneration Policy.

- In relation to Item Seventh on the Agenda: the Annual Report on Directors' Remuneration for FY 2021, which is subject to a consultative vote.
- In relation to Item Eighth on the Agenda: the Board Report referring to the amendment of its Regulations.

All of the above documents, as well as the rest of the information relating to the General Meeting of Shareholders, can also be consulted on the Company's website ([www.caf.net](http://www.caf.net)), in full and without interruption until the General Meeting is held, and more specifically:

- This notice of call.
- The full text of the proposed resolutions to be submitted to the General Meeting of Shareholders for approval in relation to each of the items on the Agenda.
- Information on the total number of shares and voting rights on the date of the call.
- The Annual Corporate Governance Report for FY 2021.
- The Auditor's Independence Report for FY 2021.
- The Operating Reports of the Committees of the Board of Directors for FY 2021.
- The attendance card and proxy or absentee voting form.

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 telematic 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 Shareholders and Investors Relations Office at the registered office, by e-mail to the following address [accionistas@caf.net](mailto:accionistas@caf.net).

In order to safeguard adequate guarantees for the identification of the shareholder, the latter must 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 must 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, 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 must 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 telematic means, Shareholders are reminded that, in accordance with the provisions of Articles 7 and 21 of the Bylaws, only those who can prove that they own at least one thousand (1,000) shares will be entitled to attend. Shareholders with a smaller number may group together or give their proxy to another shareholder who thus completes one thousand (1,000) or more shares.

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

It is hereby stated for the record that, in accordance with the provisions of Article 9 of the Regulations of the General Shareholders' Meeting, the members of the Board of Directors may attend and participate in the meeting by remote means of communication.

#### **A. Physical attendance to the Meeting**

To be able to physically attend the meeting, shareholders must request either the in-person attendance card made available to shareholders by the Company itself, or the one issued by the institution holding their shares, if any. A title certificate issued by one of the entities participating in the “Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal” (IBERCLEAR) may also be used.

The card for physical attendance made available to shareholders by the Company contains the applicable rules and instructions for use and will be published without interruption on the corporate website ([www.caf.net](http://www.caf.net)), from the publication of this notice, as will be the other rules and regulations governing the right to attend the General Meeting.

#### **B. Telematic assistance to the Meeting**

##### **(i) Registration, Login and Support**

In order to allow the adequate management of the telematic assistance systems, the shareholder who is entitled to attend the Meeting must register on the computer platform set up for this purpose on the Company's website ([www.caf.net](http://www.caf.net)) proving their identity, by 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 must request by writing to the e-mail address [accionistas@caf.net](mailto:accionistas@caf.net) indicating in the subject “2022 General Meeting request for credentials”.

If the person attending remotely has been asked to act as a proxy, or in the case of a representative of a legal entity, they must request the user/password credentials in accordance with the procedure described in paragraph (iii) above.

The registration of attendees may be done from the day after the publication of this call, and will not be admitted beyond 12:00 noon on June 10, 2022, i.e. it must be made at least twenty-four (24) hours prior to the date and time scheduled for the General Meeting at first call.

The shareholder or their proxy who has registered to attend the General Meeting by telematic means must log on to the website ([www.caf.net](http://www.caf.net)), on June 11, 2022 between 11:30 a.m. and 12:00 noon, and identify themselves as indicated on the computer platform set up for this purpose on the Company's website. If the Meeting cannot be held on first call, the shareholder must connect the following day, within the same time slot, for the second call. Shareholders who connect to attend remotely after the date and time indicated will not be considered as attending the General Meeting, although they will be able to 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

The shareholder or their representative who has registered to attend telematically and who wishes to intervene in the Meeting, may send in writing the interventions, proposals, questions or requests for clarification that they wish to make, from the same act of registration referred to in section (i) above and until 12:00 noon on June 10, 2022, in accordance with the provisions of the Law and the Regulations of the General Shareholders' Meeting. The interventions, proposals, questions and/or clarification requests made during the registration by the shareholders or representatives registered as attendees by electronic means but who do not connect on the day of the meeting as provided for in this call 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 e-mail 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.

Similarly, with regard to the proposed resolutions on those matters which, in accordance with the law, do not need to be included on the Agenda, those attending by telematic

means can cast their votes in accordance with Article 16 of the Regulations of the General Meeting, from the moment in which said proposals are read by the Secretary of the General Meeting to proceed to voting.

(iv) Leaving the meeting

Those attending by electronic means who wish to express that they are leaving the Meeting, should do so by sending an e-mail 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 damages that may be caused to the shareholder as a result of breakdowns, overloads, line failures, connection failures or any other event of the same or similar nature, beyond the control of the Company, that prevents the use of the mechanisms for telematic attendance of the Meeting.

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

Shareholders who cannot physically or telematically 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 of the General Meeting of Shareholders, and on the form for delegation of vote or remote voting provided by the Company. In particular, remote voting 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 ([www.caf.net](http://www.caf.net)).

In order to be valid, the remote vote or proxy vote issued by any of the means provided for in the previous section must 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.

Physical or electronic attendance at the General Shareholders' Meeting shall be deemed to be a revocation of the vote and proxy previously granted by any means.

A) **Delegation and remote voting by post or e-mail**

Shareholders wishing to vote remotely or by proxy by post or e-mail must send the forms made available to them by the Company as indicated below, duly completed, by post or by e-mail, in accordance with 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. Sending the said forms by post must be done via certified post with acknowledgment of receipt and they must be 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 delegation form and the remote voting form made available to shareholders by the Company shall be published without interruption on the corporate website ([www.caf.net](http://www.caf.net)), from the publication of this notice.

**B) Delegation and remote voting through the platform available on the website**

Shareholders who wish to grant proxy or cast their vote prior to the holding of the General Meeting of Shareholders may also access the corporate website ([www.caf.net](http://www.caf.net)) and to do so, from the day following the publication of this notice, through the platform enabled by the Company for these purposes, accrediting their identity, by 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 must request by writing to the e-mail address [accionistas@caf.net](mailto:accionistas@caf.net) indicating in the subject “2022 General Meeting request for credentials”.

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

In accordance with 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 in-person 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 General Shareholders' Meeting**

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

**Shareholders' Forum**

An Electronic Shareholders' Forum has been set up on the Company's website ([www.caf.net](http://www.caf.net)) 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, with the appropriate guarantees, in order to facilitate communication between them prior to the holding of the General Meeting of Shareholders. The regulation of the Electronic Shareholders' Forum is at the disposal of the shareholders on the Company website ([www.caf.net](http://www.caf.net)).

**General information**

- To exercise the right to physical and telematic attendance, delegation and remote voting, the Shareholders must 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 will be held.

- The Personal Data Protection Privacy Policy is available to shareholders on the in-person attendance card and proxy or remote voting form published on the corporate website.
- It is foreseeable that the Meeting will be held on first call.
- To obtain clarification on the examination, delivery or free of charge dispatch 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 through the following procedures:
  1. Telephone: +34 943.18.92.62, on working days and during work hours.
  2. Email: [accionistas@caf.net](mailto:accionistas@caf.net).
- In view of the health situation caused by COVID-19, the Company makes available to those shareholders who wish to avoid in-person attendance at the premises where the meeting will be held, the channels and means of remote representation and voting, and telematic attendance, described in this notice.
- It is expected that the General Meeting will be broadcast live through the link that will be enabled on the Company's website ([www.caf.net](http://www.caf.net)).

**Beasain, on May 6, 2022**

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