



*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](http://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 Law 6/2023, of 17 March, of the Securities Markets and Investment Services (*Ley de los Mercados de Valores y de los Servicios de Inversión*), 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, at José Miguel Iturrioz street, 26, 20200, Beasain, Gipuzkoa, on June 10, 2023, at 12.00 noon 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 8 May 2023

## **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, at José Miguel Iturrioz street, 26, 20200, in Beasain, Gipuzkoa, on June 10, 2023, at 12:00 noon, at first call and, if appropriate, on the following day, in the same place and at the same time, at 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 FY 2022.

**Two:** Approval of the management of the Board of Directors for financial year ended December 31, 2022.

**Three:** Approval of the Consolidated Statement of Non-financial Information and Sustainability Report for FY 2022.

**Four:** Approval of the proposed distribution of profit for 2022, with a gross dividend distribution of 0.86 euro per share.

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

**5.1.** Re-election of Mr. Javier Martínez Ojinaga as Executive Director.

**5.2.** Ratification and appointment of Ms. Begoña Beltrán de Heredia Villa as Independent Director.

**Six:** Advisory vote on the Annual Report on Directors’ Remuneration for FY 2022.

**Seven:** 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 in this notice.

In accordance with the provisions of Article 272 and related articles of the Capital Companies Act (LSC), it is hereby stated that, as from the publication of this call 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 via the

email address [accionistas@caf.net](mailto:accionistas@caf.net)) the delivery or sending, free of charge, of the following documentation to be presented at the General Shareholder Meeting:

- In relation to Items One, Three and Four 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 distribution 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 2022 fiscal year. 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 Five on the Agenda: The Board of Directors' report supporting its proposal to re-elect Mr. Javier Martínez Ojinaga as a director with the executive category, as well as the prior report issued by the Appointments and Remunerations Committee regarding such proposal. Also included are the proposal of the Appointments and Remunerations Committee for the ratification and appointment of Ms. Begoña Beltrán de Heredia Villa as independent director and the Board of Directors' report supporting such proposal. The documents relating to this item of the Agenda contain information on the Directors whose re-election, ratification, and appointment, as the case may be, will be proposed to the Shareholders in their General Meeting, that is, their identity, curriculum, and category, assessing the competence, experience, and merits of the proposed candidate in each case.
- In relation to Point Six on the Agenda: the Annual Report on Directors' Remuneration for the 2022 fiscal year, which is subject to a consultative vote.

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.caf.net](http://www.caf.net)), 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 Shareholder Meeting 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 the 2022 fiscal year.
- The Auditor's Independence Report for the 2022 fiscal year.
- The Operating Reports of the Committees of the Board of Directors for the 2022 fiscal year.
- The card for in-person attendance and the forms for proxy and the 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 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, and by email 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, the Shareholders who, in accordance with the provisions of Articles 7 and 21 of the Bylaws, will only be entitled to attend if they can prove 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 completes 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 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 noted that, in accordance with the provisions of Article 9 of the Regulations of the General Meeting, the members of the Board of Directors may attend and participate in the meeting by remote means of communication.

A. Physical attendance at the Board

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, where relevant. 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 card for physical attendance made available to shareholders by the Company contains the applicable rules and instructions for use and will be available continuously 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 attendance to the Meeting

(i) Registration, Login and Attendance

In order to allow the adequate management of the telematic attendance systems, shareholders who are entitled to attend the Meeting and wish to do so 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 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 "2023 General Meeting request for credentials" in the subject.

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 take place from the day following the publication of this notice, and shall not be admitted after 12 noon on June 9, 2023, i.e., registration must 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 proxy who has registered to attend the General Meeting remotely must log on to the website ([www.caf.net](http://www.caf.net)), on June 10, 2023, between 11.30 a.m. and 12 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 the proceedings 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 remotely and who wishes to speak in the Meeting, may send in writing any and all points, proposals, questions, or requests for clarification that they wish to make, from the act of registration referred to in section “(i)” above and until 12 noon on June 9, 2023, 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.

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 in accordance with Article 16 of the Regulations of the General Meetings, from the moment these proposals are read out by the Secretary of the General Meeting to be voted on.

(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 will not be responsible for the damages that the shareholder or representative may suffer derived from the occasional lack of availability of its website, as well as breakdowns, overloads, line drops, connection failures or any other event of the same or similar nature, beyond the control of the Company, that prevent the use of the telematic mechanisms for the Meeting attendance, without prejudice to the adoption of the measures that each situation requires, including the eventual temporary suspension or extension of the Meeting if this was necessary to guarantee the full exercise of their rights by the shareholders 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 (LSC) 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, 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 this 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 Annual General Meeting will be deemed to be a revocation of the vote and proxy previously granted by 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 to the Company, to the attention of Shareholders and Investor Relations Office, the forms made available to them by the Company as indicated below, duly completed and signed, by post (José Miguel Iturrioz street, 26, 20200 Beasain (Gipuzkoa), Spain) or by email ([accionistas@caf.net](mailto:accionistas@caf.net)), in accordance with the instructions indicated therein.

Alternatively, the vote delegation or distance 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 proxy voting form and the remote voting form made available to shareholders by the Company will be available continuously on the corporate website ([www.caf.net](http://www.caf.net)) from the publication of this notice.

B) Proxy 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 Annual General Meeting may also access the corporate website ([www.caf.net](http://www.caf.net)) to do so, from the day following the publication of this notice, through the platform enabled by the Company for these purposes, 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 may request by writing to the email address [accionistas@caf.net](mailto:accionistas@caf.net), indicating "2023 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**

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 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 ([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 holding the Annual General Meeting. 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)).

### **Information on Personal Data Protection**

CAF, as the data controller, will process the personal data provided by the shareholder as part of the shareholder relationship, whether these are captured during the holding of a meeting or appear on the attendance and voting card, for the following purposes: (a) to manage and control both the shareholder relationship and the convening and holding of meetings, on the basis of the performance of a contract if you are a CAF shareholder or on the basis of legitimate interest if you are the representative of a CAF shareholder; (b) the audiovisual recording and public dissemination of the General Meeting on the corporate website ([www.caf.net](http://www.caf.net)) on the basis of legitimate interest of the Company complying with the principle of transparency and good corporate governance; and (c) the compliance of legal obligations.

Your data will be stored for the necessary period for the execution of the purposes described and as long as the erasure of the data is not requested. However, CAF may need to keep such data for a longer period of time, duly blocked to prevent its processing, in order to be able to address any liability arising from its processing during the statute of limitations period for any action that could arise therefrom, as well as, if applicable, for the filing of or defense against claims. As data subject, you have the rights of access, rectification, erasure, and objection to processing, and to request the restriction of data processing and portability, which may be exercised by writing to the postal address above or to the following email address: [dpo@caf.net](mailto:dpo@caf.net). Additionally, you can file a complaint with the competent data protection supervisory authority ([www.aepd.es](http://www.aepd.es)). You can see

additional information on the processing of your personal data in the Privacy Policy of the General Shareholders Meeting accessible on the corporate website ([www.caf.net](http://www.caf.net)).

**General information**

- To exercise the right to physical and telematic attendance, delegation and distance 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.
- 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).
- The General Meeting is to be broadcast live through the link that will be available on the Company's website ([www.caf.net](http://www.caf.net)).

**Beasain, on May 8, 2023**

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