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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:

Pursuant to article 529 unvicies of the Consolidated Text of the Capital Companies Act, approved by Royal Legislative Decree 1/2010, of 2 July, CAF announces the following related-party transactions carried out by the Company with the shareholder KUTXABANK, S. A. (hereinafter, “**Kutxabank**”) and its subsidiary, NORBOLSA SOCIEDAD DE VALORES, S.A. (hereinafter, “**Norbolsa**”), as related parties, as they have cumulatively and in aggregate exceeded the threshold of 2.5% of annual revenue.

Name or company name of the shareholder or of its subsidiaries	Type of transaction	Amount (thousand euros)	Date of approval
Kutxabank, S.A.	Sales of non-recourse invoices to CAF Group (<i>factoring</i>) made in 2021	21,481	12/16/2021
Norbolsa, Sociedad de Valores, S.A.	Registered Advisor in the MARF Commercial Papers Programme in 2021	30	12/16/2021
Norbolsa, Sociedad de Valores, S.A.	Role of Dealer Bank in the 2021 MARF Commercial Papers Programme	4	12/16/2021
Norbolsa, Sociedad de Valores, S.A.	Liquidity Agreement	30	02/25/2022
Kutxabank, S.A.	Novation Agreement for the Line of Guarantees Agreement	25,000 (amount by which the Line of	06/30/2022



		Guarantees is being increased)	
Kutxabank, S.A.	Invoice sales contract without recourse (<i>factoring</i>)	26,500 (maximun ammount)	06/30/2022
Kutxabank, S.A.	Novation agreement and extension of credit account policy	35,000	06/30/2022

Attached hereto are the reports drawn up by the Company's Audit Committee on the transactions carried out with Kutxabank and Norbolsa, which are submitted for approval by the Board of Directors. These reports contain the Commission's assessment concluding that these transactions are fair and reasonable and obey normal market conditions and rates.

In Beasain, on 30 June 2022.



REPORT OF THE AUDIT COMMITTEE ON RELATED-PARTY TRANSACTIONS TO BE SUBMITTED TO THE BOARD OF DIRECTORS FOR APPROVAL

The Economic-Financial and Strategy Directorate has submitted a proposal for approval of related-party transactions to the Audit Committee for the issuance of its mandatory prior report.

The Audit Committee issues this report for the purpose of complying with the provisions of section 3 of article 529 duovicies of the Capital Companies Act, in order to assess whether the related-party transactions submitted for the Board's approval are fair and reasonable from the point of view of the Company and, if applicable, of the shareholders other than the related-party, and to give an account of the assumptions on which the assessment is based and the methods used.

On the basis of the proposal of the Economic-Financial and Strategy Directorate, the Committee has assessed the following:

- (i) the types of related-party transactions referred to and the reasons justifying their approval by the Board of Directors;
- (ii) the identity of the related-parties;
- (iii) the period over which the related-party transactions are executed and the value or amount of the consideration in each case; and,
- (iv) other information necessary to assess whether the related-party transactions are fair and reasonable.

In order to make the assessment, as set out in the proposal as well as in the report of the Economic-Financial and Strategy Directorate on the renewal of the commercial paper programme in the MARF submitted to the Commission and to be presented to the Board, the terms of the potential linked transactions have been compared with the terms offered for the same transactions by other service providers considered to be comparable entities.

In particular:

- With regard to the remuneration of Norbolsa (controlled by Kutxabank) as agent for the commercial paper issuance programmes in the MARF, among other reasons, the cost savings compared to what was agreed with the supplier for commercial paper programmes in Ireland in previous years, was taken into consideration.
- In relation to the guarantees with Kutxabank, the terms offered by 17 other comparable entities were assessed and it was concluded that the price offered was in line with the market.



- With regard to the factoring with Kutxabank, it was also assessed that the terms offered were in the average range of the other banks with which this operation is carried out.

In view of the information contained in the supporting documentation submitted to the Audit Committee and in the Company's consolidated annual accounts and of the analysis performed, it is concluded that the related-party transactions submitted to the Board are fair and reasonable and obey normal market conditions and rates.

In Beasain, on 16 December 2021.



REPORT OF THE AUDIT COMMITTEE ON RELATED-PARTY TRANSACTIONS SUBJECT TO APPROVAL BY THE BOARD OF DIRECTORS

I. PURPOSE OF THE REPORT

The Economic-Financial and Strategy Department has submitted to the Audit Committee of Construcciones y Auxiliar de Ferrocarriles, S.A. ("**CAF, S.A.**" or the "**Company**") a proposal for the approval of related-party transactions for the issuance of its mandatory prior report.

The Audit Committee issues this report for the purpose of complying with the provisions of section 3 of article 529 duovicies of the Capital Companies Act, in order to assess whether the related-party transactions submitted for the Board's approval are fair and reasonable from the point of view of the Company and, if applicable, of the shareholders other than the related-party, and to give an account of the assumptions on which the assessment is based and the methods used.

On the basis of the proposal of the Economic-Financial and Strategy Directorate, the Committee has assessed the following:

- (i) the types of related-party transactions referred to and the reasons justifying their approval by the Board of Directors;
- (ii) the identity of the related parties;
- (iii) the period over which the related-party transactions are executed and the value or amount of the consideration or amounts committed, if any; and
- (iv) other information necessary to assess whether the related-party transactions are fair and reasonable from the point of view of CAF, S.A. and the shareholders other than the related parties concerned.

II. IDENTITY OF RELATED PARTIES

KUTXABANK, S.A. (hereinafter, "Kutxabank") holds a stake of over 10% of the share capital of CAF, S.A. It is also the majority shareholder of NORBOLSA SOCIEDAD DE VALORES, S.A. (hereinafter, "Norbolsa").

As a result of the foregoing, the transactions carried out by the Company with any of these companies shall be considered as related-party transactions, in accordance with the provisions of article 529 vicies of the Consolidated Text of the Spanish Companies Act ("CCA") and the CAF Group's Related-Party Transactions Manual.



III. DETAILS OF THE TRANSACTIONS SUBMITTED FOR APPROVAL BY THE BOARD OF DIRECTORS

The amounts and terms and conditions of the transactions submitted for the Board's approval are specified and detailed below:

1. Agreement for the novation of the Guarantees Line Agreement between CAF, S.A. and Kutxabank.

- **Purpose of the transaction:** the purpose of the novation agreement is to increase by twenty-five million euros the total amount of the generic line of guarantees in force, which was contracted with Kutxabank, S.A. prior to the entry into force of the new legal regulations governing transactions between related entities.

This line of guarantees in force regulates the issuance of guarantees, securities or warranties by Kutxabank, guaranteeing the repayment to Kutxabank of any amounts that the latter may be obliged to pay as a result of such issuance.

As a result of the novation agreement submitted for the Board's approval, the total amount of the guarantee line will increase from the current one hundred million euros to one hundred and twenty-five million euros, maintaining the rest of the current conditions.

- **Amount of the transaction:** twenty-five million euros.
- **Duration:** indefinite.
- **Economic reasonableness of the transaction:** the economic terms of the novation agreement subject to approval are considered to be market terms, as can be seen from the analysis of the conditions offered by other financial institutions with which the Company has signed contracts of a similar nature.

2. Invoice sales contract without recourse (*factoring*) between CAF, S.A. and Kutxabank.

- **Purpose of the transaction:** the purpose of the contract submitted to the Board for approval is to regulate the assignment by the Company of various credits and rights deriving from its business activity.
- **Maximum amount of the transaction:** twenty-six million five hundred thousand euros.
- **Duration:** until the maturity of the assigned credits.
- **Economic reasonableness of the transaction:** the economic terms of the contract have been compared with those offered by other Spanish financial



institutions with which the Company operates simultaneously, concluding that the operations carried out by the Company with Kutxabank are carried out under market conditions.

3. Credit account novation agreement between CAF, S.A. and Kutxabank.

- **Purpose of the transaction:** Prior to the entry into force of the new regulations on transactions between related parties on 3 July 2021, the Company had contracted two credit lines with Kutxabank, for amounts of 20 million and 15 million euros, maturing on 2 April and 30 June 2022, respectively.

The Board is asked to approve the signing of a novation agreement for the credit line scheduled to mature on 30 June 2022, extending its amount up to thirty-five million euros, as well as its duration.

- **Amount of the transaction:** thirty-five million euros.
- **Duration:** until 30 June 2023, with automatic renewal until 30 June 2025.
- **Economic reasonableness of the transaction:** In order to assess the reasonableness of this transaction, the Audit Committee has relied on a comparative study that takes as a reference the conditions subscribed with twelve other financial institutions, for a total of 265.5 million euros, under economic conditions comparable to those of Kutxabank, from which it can be deduced that the prices offered by Kutxabank are in line with the market.

IV. ASSESSMENT OF THE ABOVE TRANSACTIONS

In view of the information contained in the supporting documentation submitted to the Audit Committee and in the consolidated annual accounts of the Company and the analysis carried out, it is concluded that the related-party transactions described in the previous section, which are submitted to the Board for approval, are fair and reasonable and obey normal market conditions and rates.

V. DISCLOSURE TO THE MARKET

Pursuant to article 529 unvicies of the Capital Companies Act, listed companies must publicly announce all transactions with related parties that individually or in an aggregate manner exceed 5% of total assets or 2.5% of annual revenues according to the latest consolidated annual accounts approved by the General Meeting.

For its part, article 529 tervicies of the Capital Companies Act establishes that related-party transactions entered into with the same counterparty in the last twelve months shall be aggregated to determine the total value for the purposes of the applicable rules contained in the aforementioned Law.



In this regard, and in the event that the transactions referred to in the previous sections of this report are approved by the Board of Directors, the Company must disclose to the market the transactions carried out in the last twelve months (computing only those entered into as from 3 July 2021), with Kutxabank or companies in its group, as these have exceeded on a cumulative and aggregate basis the threshold of 2.5% of the Company's revenues at year-end 2021, a threshold that amounts to €73,567,125. These transactions are detailed in the chart below:

Name or company name of the shareholder or of its subsidiaries	Type of transaction	Amount (thousand euros)	Date on which the transaction is submitted for approval	Date of approval
Kutxabank, S.A.	Sales of non-recourse invoices to CAF Group (<i>factoring</i>) made in 2021	21,481	12/16/2021	12/16/2021
Norbolsa, Sociedad de Valores, S.A.	Registered Advisor in the MARF Commercial Papers Programme in 2021	30	12/16/2021	12/16/2021
Norbolsa, Sociedad de Valores, S.A.	Role of Dealer Bank in the 2021 MARF Commercial Papers Programme	4	12/16/2021	12/16/2021
Norbolsa, Sociedad de Valores, S.A.	Liquidity agreement.	30	02/25/2022	02/25/2022
Kutxabank, S.A.	Novation Agreement for the Line of Guarantees Agreement	25,000 (amount by which the Line of Guarantees is being increased)	06/30/2022	
Kutxabank, S.A.	Invoice sales contract without recourse (<i>factoring</i>)	26,500 (maximum amount)	06/30/2022	
Kutxabank, S.A.	Novation agreement and extension of credit account policy	35,000	06/30/2022	

In Beasain, on 30 June 2022.