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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:

First: Resolutions adopted by the General Meeting of Shareholders.

The Company informs about the resolutions adopted by the Ordinary General Meeting of Shareholders, held on 15 June 2024, at 12:00 noon, on first call, at the registered office, with the attendance both in person and by telematic means of the Shareholders.

The Meeting was attended by more than fifty per cent of the subscribed capital with voting rights and, therefore, there was sufficient quorum for the constitution of the Meeting on first call, as well as for the valid adoption of all the agreements included in the Agenda.

All the proposals of agreement, submitted by the Board of Directors, were approved with sufficient majority, being the following:

First:

Approve the annual accounts (balance sheet, income statement, statement of recognized income and expenses, statement of changes in equity, cash flow statement, and annual report) and the management report of the Company and its consolidated group, corresponding to the 2023 fiscal year.

Second:

Approve the management of the Board of Directors for financial year ended December 31, 2023.

Third:

Approve the Consolidated Statement of Non-financial Information and Sustainability Report for the 2023 fiscal year.

Fourth:

Resolve on the distribution of profit of the company Construcciones y Auxiliar de Ferrocarriles, S.A. corresponding to the 2023 fiscal year, as follows:

Balance of the profit and loss account..... €48,447 thousand

Distribution:



To dividends	€38,052 thousand
To voluntary reserves.....	€10,395 thousand

In accordance with this proposal, the amount of the total gross dividend per share, corresponding to the 2023 fiscal year, will be 1.11 euro per share, which will be distributed among the shares with dividend rights, on July 8, 2024, with the applicable legal withholdings.

Fifth:

Appoint the firm "Ernst & Young, S.L." with its registered office at Calle Raimundo Fernández Villaverde 65, Madrid, a company registered in the Madrid Commercial Register in General Volume 9,364, no. 8,130 of Section 3 of the Companies Book, Folio 68, Sheet no. 87, 690-1, Entry 1, holding tax identification number B78970506, and registered in the ROAC under number S0530, as auditors of the individual financial statements of Construcciones y Auxiliar de Ferrocarriles, S.A. and of the consolidated financial statements of Construcciones y Auxiliar de Ferrocarriles, S.A. and its Subsidiaries, i.e. for the individual and consolidated financial statements for the years ending December 31, 2024, 2025 and 2026.

Sixth:

Re-election of Board Members and fixing of the number of Board Members:

6.1. Re-elect Ms. Idoia Zenarrutzabeitia Beldarrain as a Proprietary Director for the statutory period of four years.

6.2. Re-elect Ms. Marta Baztarrica Lizarbe as Executive Director, for the statutory period of four years.

6.3. Re-elect Ms. Carmen Allo Pérez as an Independent Director, for the statutory period of four years.

6.4. Re-elect Mr. Manuel Domínguez de la Maza as a Proprietary Director for the statutory period of four years.

The above Directors have validly accepted their positions by all legal means.

6.5. Fix the number of Board Members at eleven (11) members

Seventh:

Amend Article 39 of the Bylaws in order to update its content regarding the Remuneration of the Board of Directors.

Attached hereto is the full text of the Article of the Bylaws that has been amended.

Eighth:

Approve the Board Members' Remuneration Policy applicable to the financial years 2024, 2025 and 2026.



Ninth:

Submit the Annual Report on Directors' Remunerations corresponding to FY 2023, approved by CAF's Board of Directors during its session on February 27, 2024, to a consultative vote.

Tenth:

Grant powers to the Board of Directors of the Company to execute the above resolutions and, in particular, to Mr. Andrés Arizkorreta García and Ms. Marta Baztarrica Lizarbe, Chairman and Secretary of the Board, respectively, to jointly and severally notarise the resolutions adopted, performing all actions required to achieve their recording.

The details of the votes computed for each proposed agreement shall be published on the Company's website in accordance with article 525 of the Capital Companies Law.

Second: Composition of the Board of Directors.

In view of the aforementioned agreements adopted by the General Meeting, the composition of the Company's Board of Directors is as follows:

Name	Position	Category
Mr. Andrés Arizkorreta García	Chairman	Other External
Mr. Javier Martínez Ojinaga	CEO	Executive
Ms. Marta Baztarrica Lizarbe	Director & Secretary	Executive
Ms. Begoña Beltrán de Heredia Villa	Director	Independent
Mr. Julián Gracia Palacín	Director	Independent
Ms. Carmen Allo Pérez	Director	Independent
Mr. Luis Miguel Arconada Echarri	Director	Other External
Mr. Juan José Arrieta Sudupe	Director	Other External
Ms. Idoia Zenarrutzabeitia Beldarrain	Director	Proprietary
Mr. Manuel Domínguez de la Maza	Director	Proprietary

Beasain, June 17, 2024



**FULL TEXT OF THE ARTICLE OF ASSOCIATION THAT HAS BEEN AMENDED AS
A RESULT OF THE AGREEMENT ADOPTED UNDER ITEM SEVENTH OF THE
AGENDA¹**

Article 39 of the Articles of Association is now worded as follows:

“Art. 39. Remuneration of the Board of Directors

1. The remuneration for the duties to be carried out by the members of the Board of Directors in their capacity as such, as members of the collegiate body or its committees, shall comply with the approved remuneration policy and comprise one or more of the following amounts:

- a) a fixed allowance as a member of the Board of Directors*
- b) a fixed allowance as a member of a committee*
- c) per diem for attendance of meetings of the Board of Directors or their committees*
- d) a fixed allowance for the performance of certain duties or responsibilities*
- e) a benefit consisting of a life insurance policy*
- f) the savings or pension systems that, where appropriate, are considered relevant.*

The director remuneration policy shall set the remuneration of directors in their capacity as such and include at least the maximum amount of the annual remuneration to be paid to all directors in that capacity, as well as those other fees as may be required by the applicable regulations.

The individual setting of the remuneration of each board member in their capacity as such for the aforementioned amounts shall fall to the Board of Directors, in accordance with the terms envisaged in Article 529p of the Capital Companies Act.

2. Those directors who, in accordance with the provisions of Article 529k, Section 1 of the Capital Companies Act, have the status of executive directors, may receive, in addition to the amounts provided for in Section 1 above, remuneration for the discharge of their executive duties, consisting in one or more of the following amounts:

- a) a fixed annual remuneration*
- b) variable remuneration with indicators or parameters linked to their performance and that of the Company or its group, which may include the allocation of shares or stock options or remuneration indexed to the value of the shares, whether of the Company or of companies in its group, subject to the requirements established in the legislation in force at any given time*

¹ The comparison between the previous version and the proposed amendment of the article of the Bylaws can be consulted in the corresponding justification report by the Board of Directors. available for consultation on the corporate website www.caf.net.



c) a benefit consisting of a life insurance policy

d) a long-term savings system

e) severance pay, provided that the termination was not due to a failure to comply with their duties as a director

f) compensation for the assuming of post-contractual non-compete and exclusivity obligations.

Remuneration consisting of the allocation of shares or stock options or that is indexed to the value of the shares shall require a resolution by the Shareholders at a General Meeting. This agreement should include the maximum number of shares that may be allocated each year to this remuneration system, the exercise price or the system for calculating the exercise price of stock options, the value of the shares to be taken as a reference, if any, and the term of the plan.

In all circumstances, the remuneration for the positions of managing directors and other directors to whom executive duties are assigned under other titles shall be governed by the provisions of Articles 249 and 529q of the Capital Companies Act and must comply with the director remuneration policy, which shall at least determine the amount of the fixed annual remuneration corresponding to the directors for the discharge of executive duties, as well as any other amounts as stipulated in the applicable regulations.

The individual setting of the remuneration of each board member for the discharge of executive duties shall fall to the Board of Directors, in accordance with the terms set out in Article 529q of the Capital Companies Act.

3. All members of the Board of Directors shall be entitled to be compensated for any duly justified travel and accommodation expenses they may incur as a result of the exercise of their position as directors.

4. All of the foregoing is understood without prejudice to the payment of fees or salaries that may be credited to the Company, by virtue of the provision of professional services or an employment relationship, as the case may be, stemming from a contractual relationship other than that arising from the position of board member. This provision of services and the corresponding fees shall be subject to the legal regime that might be applicable thereto.”