



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.

ATTENDANCE CARD AND PROXY OR ABSENTEE VOTING FORM

This document contains, alternatively: (i) the attendance card; (ii) the proxy voting form or (iii) the remote voting form for the Annual General Shareholders' Meeting of CONSTRUCCIONES Y AUXILIAR DE FERROCARRILES, S.A. (“CAF” or the “Company”), to be held at the registered office, in Beasain, Gipuzkoa, on June 15, 2024, at 12 noon in its first call or, as the case may be, on the following day, in the same place and at the same time, in its second call, in accordance with the attached agenda, which is also available on the corporate website (www.caf.net). The General Meeting is expected to be held on first call. Likewise, the Meeting may be attended remotely under the terms indicated in the notice of call.

SHAREHOLDER IDENTIFICATION INFORMATION

Shareholder identification information:

Name or Company Name	Tax Identification Number	No. of shares	Depository entity

Identification information of representatives of shareholders that are legal entities (please leave this blank if the shareholder is a natural person):

Name of the representative of the shareholder legal entity	Tax Identification Number	Document proving representation (also attach a copy of the document)

I. IN-PERSON ATTENDANCE CARD

Shareholders who wish to attend in person

Shareholders wishing to attend the General Meeting in person should sign in the space provided below and present this attendance card on the same day the Meeting is held, at the place of the meeting, confirming their identity by showing their National Identity Card or any other official identification document of general validity that the Company deems appropriate for these purposes. In the case of shareholders who are legal entities, a copy of the documents evidencing legal representation must also be attached.

Shareholder signature:

II. PROXY VOTING FORM

Shareholders who wish to grant proxy at the Meeting

Shareholders who wish to ask another person to act as their proxy should only sign in the place indicated in this second section "II. Proxy Voting Form" (not the previous section for in-person attendance nor the following section on remote voting) and, if applicable, fill out the following sections or leave them blank.

Any proxy signed with the name of the proxy left blank shall be deemed to be conferred on the Chairman of the Board of Directors, pursuant to Article 9 of the Regulations of the General Meeting of CAF and shall be exercised by them or by the person designated by them. In the event of a conflict of interest, the provisions set out below shall apply.

The shareholder grants proxy for this Meeting to (fill in with name or leave blank):

.....

To give precise voting instructions to the proxy, please tick the appropriate box in the following table for each of the items on the agenda at the end of the document. **If any of these fields is not filled out, it will be understood that the precise instruction given to the proxy is to vote IN FAVOR of the proposed resolution as drawn up by the Board of Directors.**

Check the appropriate boxes or leave them blank:

Item on the agenda	1	2	3	4	5	6.1	6.2	6.3	6.4	6.5	7	8	9	10
In favor														
Against														
Abstention														
Blank														

Pursuant to Article 9 of the Regulations of the General Meeting of CAF, in the event of a conflict of interest of the director appointed as proxy, the latter may not exercise the voting rights corresponding to the shares represented in those items on the agenda for which they have a conflict of interest, unless they have received specific voting instructions from the represented shareholder for each of those items.

If the director appointed as proxy should find themselves in a situation of conflict of interest during the voting on any of the proposals submitted for the consideration of the Meeting and the represented party has not given precise voting instructions in accordance with the provisions of this form, the proxy shall be deemed to be granted to the Secretary of the Board of Directors or, in the event that the latter also has a conflict of interest, to the person designated by the latter. *However, if the shareholder does not authorize this subsequent proxy, they should indicate this by ticking NO below, in which case the director appointed as proxy must abstain on those items on the agenda where they have a conflict of interest.*

NO

It is reported that they are in a situation of conflict of interest: (i) in respect of items 6.1, 6.2, 6.3 and 6.4 of the agenda, the directors whose re-election is proposed in respect of their own re-election; and (ii) in respect of item 8 of the agenda, all directors.

Unless expressly stated otherwise below, the proxy extends to proposed resolutions not drawn up by the Board of Directors or on items not included in the attached agenda, in relation to which the proxy shall vote in the manner they deem most favorable to the interests of the shareholder represented within the framework of corporate interest, applying the rules set out above in the event of a conflict of interest. A conflict of interest shall exist in the event that matters not appearing on the agenda that relate to the dismissal of or the filing of corporate action for liability against the representative are submitted to the Shareholders' Meeting,

where the latter is also a member of the Board of Directors. *Check NO below only if you object to this extension of the proxy, in which case the shareholder will be deemed to instruct the proxy to abstain:*

NO

In on, 2024

Signature of the shareholder granting proxy:

III. REMOTE VOTING FORM

Shareholders who wish to vote directly at the Annual General Meeting without attending in person

Shareholders who wish to exercise their voting rights directly but are not going to attend the General Meeting should only sign in the place indicated in this third section “III. Remote Voting Form” (not the in-person attendance card) and, if applicable, complete or leave blank the following sections.

To vote remotely, please tick the corresponding box in the following table for each of the items on the agenda included at the end of the document. **If any of these boxes is not filled out, it will be understood that the vote is IN FAVOR of the proposed resolution drawn up by the Board of Directors.**

Check the appropriate boxes or leave them blank:

Item on the agenda	1	2	3	4	5	6.1	6.2	6.3	6.4	6.5	7	8	9	10
In favor														
Against														
Abstention														
Blank														

In relation to proposed resolutions not drawn up by the Board of Directors or on items not included in the attached agenda and unless expressly indicated otherwise below, it shall be understood that there is a blank proxy in accordance with the provisions of Article 9 of the Regulations of the General Meeting and that the proxy shall vote in the manner they deem most favorable to the interests of the shareholder represented, within the framework of corporate interest, applying the rules set out in section “II” above in the event of a conflict of interest. *Check NO below only if you object to this proxy, in which case the shareholder will be deemed to instruct the proxy to abstain:*

NO

In on, 2024

Signature of the shareholder voting remotely:

* * *

**FURTHER RULES AND INSTRUCTIONS ON ATTENDANCE, PROXY VOTING AND
REMOTE VOTING**

- In order to exercise their rights, shareholders must have the shares registered in their name in the corresponding shareholders' register five (5) days prior to the date on which the General Meeting is to be held.
- The need to have at least one thousand (1,000) shares in ownership or in grouped form only applies to in-person or remote attendance and not to the other methods of exercising shareholder rights.
- Shareholders who cast their votes remotely will be considered as attending for the purpose of the validity of the meeting.
- **USE OF OTHER CARDS FOR IN-PERSON ATTENDANCE OR PROXY OR REMOTE VOTING FORMS:** It will not be necessary to use the in-person attendance card or the proxy or remote voting forms contained in this document when the shareholder has completed or has other in-person attendance cards or proxy or remote voting forms issued by the depository entity of their shares, or a holding certificate issued by any of the holding entities of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (IBERCLEAR). In the case of postal submissions, these forms should be sent by certified mail with acknowledgment of receipt, duly filled out according to the instructions included with the form. In all matters not provided for in the cards and alternative forms referred to in this paragraph, the rules set out in this document shall apply in supplementary form.
- **EARLY SUBMISSION OF PROXY AND REMOTE VOTING FORMS:** Remote voting and proxy voting forms sent by post or email should be received at the Shareholder and Investor Relations Office at least twenty-four (24) hours before the date and time scheduled for the Annual General Meeting on first call, as indicated in the aforementioned Article 9 *bis* of the Regulations of the General Meeting of CAF and in the notice of the call to the Annual General Meeting indicated in the heading. The delivery addresses are specified below:
 - By email:
accionistas@caf.net
 - By post:
Shareholder and Investor Relations Office
Calle José Miguel Iturrioz, 26
20200 Beasain, Guipúzcoa, Spain.
Telephone: +34 943 18 92 62
- **PROXY VOTING AND REMOTE VOTING VIA THE PLATFORM:** Shareholders who wish to grant their proxy or cast their vote prior to the Annual General Meeting may also access the corporate website (www.caf.net) and do so through the platform set up by the Company for this purpose, in accordance with the provisions of the notification of the Annual General Meeting indicated in the heading. To do so, they need to register on this computer platform, following the procedure indicated to them through the platform.
- **SHAREHOLDERS WHO WISH TO ATTEND REMOTELY:** Shareholders entitled to attend (or their proxies) may also attend the General Meeting remotely, pursuant to the provisions established for this purpose by the Board of Directors in the notice of the General Meeting indicated in the heading. To do so, they need to register on the computer platform set up for this purpose on the Company's website (www.caf.net), following the procedure indicated to them through the platform.
- **CLOSING TIME FOR THE ADMISSION OF PHYSICAL ATTENDANCE CARDS AND PROXIES PRESENTED ON THE DAY OF THE MEETING:** The cards for in-person attendance and proxies submitted on the day of the Meeting should be received by the personnel in charge of shareholder registration at the entrance to the premises where the meeting is to be held, until the closing of the admission of proxies, which will occur at the time set for the beginning of the Annual General Meeting, in accordance with the provisions of Article 12 of the Regulations for CAF General Meetings and as indicated in the notice for the Annual General Meeting indicated in the heading.
- **PREVALENCE AMONG THE DIFFERENT METHODS OF PARTICIPATION:** In the event that several fields are completed in error (card for in-person attendance and/or proxy form and/or remote

voting form), the attendance of the shareholder who is physically or remotely present at the Meeting shall prevail in all cases. If, on the other hand, the shareholder who has filled in several fields by mistake, as indicated above, is not present at the Meeting, either in-person or remotely, the remote vote shall prevail if the latter has been filled in, or the proxy vote if the remote vote has not been filled in. A section shall only be deemed to be completed if, as a minimum, the signature of the shareholder appears on the form. The cards/forms not signed in any section cannot be taken into account. The use of the platform for proxy or remote voting shall prevail over the submission of forms by any other means.

- **OTHER RULES:** The remaining rules relating to attendance, proxy voting and remote voting are permanently available to shareholders on CAF's corporate website (www.caf.net), as well as in Articles 21, 22, 22 bis and 22 ter of the Company's Bylaws and in Articles 9, 9 bis, 9 ter and 12 of the Regulations for CAF General Meetings.

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PERSONAL DATA PROTECTION

For the proper management of attendance of the General Shareholders' Meeting and shareholder rights, as well as to comply with the obligations arising from the applicable regulations and the Good Governance Code for listed companies, CAF will process the personal data of the shareholder or their representative as the data controller. As the data subject, you have the rights of access, rectification, deletion objection to processing and to request the restriction of data processing and portability, all of which may be exercised in writing to the postal address above or to the following email address: dpo@caf.net. If you would like more information regarding the processing of your data, please refer to the Data Protection section of the notice for the General Shareholders' Meeting.

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AGENDA OF THE GENERAL MEETING

Pursuant to the provisions of Article 186 of the Capital Companies Act and also Article 22 of the Company's Bylaws and Article 9 of the Regulations for CAF General Meetings, the Agenda of the Annual General Meeting is attached as an annex to this document, forming an integral part thereof.

One: Approval, if applicable, 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 2023.

Two: Approval of the Board of Directors' management during the fiscal year ended December 31, 2023.

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

Four: Approval of the proposed distribution of profit for 2023, with a gross dividend distribution of 1.11 euros per share.

Five: Re-election of auditors for the financial years 2024, 2025 and 2026.

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

6.1. Re-election of Ms. Idoia Zenarrutzabeitia Beldarrain as a Proprietary Director.

6.2. Re-election of Ms. Marta Baztarrica Lizarbe as Executive Director.

6.3. Re-election of Ms. Carmen Allo Pérez as an Independent Director.

6.4. Re-election of Mr. Manuel Domínguez de la Maza as a Proprietary Director.

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

Seven: Amendment of Article 39 of the Company's Bylaws.

Eight: Approval of the Board Members' Remuneration Policy applicable to the financial years 2024, 2025 and 2026.

Nine: Advisory vote on the Annual Report on Board Members' Remuneration for the 2023 fiscal year.

Ten: Delegation of powers to the Board of Directors for the formalization and execution of the aforesaid resolutions.

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