

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

RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS TO THE SHAREHOLDERS' GENERAL MEETING, EXPECTED TO BE HELD ON THE 8TH OR 9TH OF JUNE 2013, AT THE FIRST AND SECOND CALL RESPECTIVELY

One:

To approve the annual accounts (balance sheet, profit and loss account, changes in the Shareholder's Equity statement for the financial year, cash flow statement, and annual report) of Construcciones y Auxiliar de Ferrocarriles SA and of its consolidated group, for the financial year of 2012, and also to approve the corporate management performance in relation to 2012.

Two:

To resolve on the distribution of earnings for the company Construcciones y Auxiliar de Ferrocarriles, S.A. corresponding to the financial year of 2012, according to the following proposal:

Voluntary reserves	4,503 thousands of Euros
Dividends	35,995 thousands of Euros
TOTAL	40,498 thousands of Euros

Consequently, the proposal is to distribute a gross dividend of 10.5 Euros per share, to be paid on the 8th of July 2013, net of the appropriate tax deductions.

Three:

3.1 To re-elect Mr. Andrés Arizcorreta García as a member of the Board of Directors, within the "executive directors" category and for the statutory period of five years.

3.2 To re-elect Mr. Luis Miguel Arconada Echarri as a member of the Board of Directors, within the "other external directors" category and for the statutory period of five years.

3.3 To re-elect Mr. Jose Ignacio Berroeta Echevarría as a member of the Board of Directors, within the "other external directors" category and for the statutory period of five years.

3.4 To re-elect Mr. Juan José Arrieta Sudupe as a member of the Board of Directors, within the "other external directors" category and for the statutory period of five years.

Four:

To re-elect DELOITTE, S.L., a company with registered offices in Madrid, Plaza Pablo Ruiz Picasso, 1, Torre Picasso, with Tax Identification Number (N.I.F.) B-79104469 and registration n° S0692 in the Official Register of Account Auditors, for one year, as the auditor of the individual annual accounts of Construcciones y Auxiliar de Ferrocarriles, S.A. and of the consolidated annual accounts of Construcciones y Auxiliar de Ferrocarriles, S.A. and subsidiaries. That is, for the individual and consolidated annual accounts for the financial year ending on the 31st of December 2013.

Five:

To submit, for advisory vote, the Remuneration Report approved by the Board of Directors.

Six:

To delegate on the Board of Directors the right to increase the capital stock, on one or more occasions, by means of the issue of new shares which will be paid against monetary contributions, within a period of five years and up to 50% of the current capital stock at the moment of the present authorization, that is up to a maximum amount of 1.714.037 (one million, seven hundred and fourteen thousand, and thirty seven) new shares, in accordance with article 297.1.b) of the “*Corporate Enterprises Law*” (*Ley de Sociedades de Capital*), being authorized to fix the terms and conditions of the capital increase and the characteristics of the new shares as well as to freely offer the new unsubscribed shares during the preferential subscription period(s), and additionally, to determine that, in case of incomplete subscription, the capital will be increased only by the amount of the executed subscriptions.

Seven:

To examine and approve, if appropriate, with effect as of January 1st, 2013, the revaluation of the balance sheet of Construcciones y Auxiliar de Ferrocarriles, S.A., elaborated in accordance with the “*Decreto Foral-Norma 1/2013, of February 5th, 2013, of balance sheet revaluation rules*”, applicable to the Province of Guipúzcoa.

Eight:

To empower the company's Board of Directors to put into effect the aforementioned agreements with the broadest powers in law, as well as to clarify, remedy or supplement the aforementioned agreements based on any oral or written instructions given by the Registrar of Companies, and to jointly and severally or indiscriminately empower Mr José María Baztarrica Garijo and Mr Alfredo Bayano Sarrate, Chairman and Secretary of the Board respectively, to appear before the Notary in order to execute the corresponding public deed, taking all necessary steps to enter in the Companies' Registry all those agreements adopted by this Annual General Meeting and which are required to be entered in the Registry.