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

### **Notice of Ordinary 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 Ordinary General Meeting, to be held at the registered office in Beasain, Gipuzkoa, on June 13, 2020, at 12:00 noon, on first call, and, if appropriate, on the following day, at the same place and time, on second call, in order to deliberate and resolve on the matters included in the following

#### **AGENDA**

**First:** Examination and approval, if appropriate, 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 the year 2019, and of the management of the Board of Directors.

**Second:** Approval of the consolidated statement of non-financial information for the year 2019.

**Third:** Approval of the proposed appropriation of earnings for 2019, with a gross dividend distribution of 0.842 Euro per share.

**Fourth:** Appointment of auditors for the financial years 2021, 2022 and 2023.

**Fifth:** Re-election, appointment and setting the number of Directors:

5.1. Appointment of Ms. Idoia Zenarrutzabeitia Beldarrain as Proprietary Director.

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

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

5.4. Appointment of Mr. Manuel Domínguez de la Maza as a Proprietary Director.

5.5. In the event that the re-elections and appointments proposed to the General Meeting are approved as items 5.1 to 5.4, both inclusive, set the number of Directors at eleven (11) members.

**Sixth:** Authorization to the Board of Directors of the Company for the derivative acquisition of shares in accordance with the limits and requirements established in Articles 146 and 509 of the Capital Companies Act.

**Seventh:** Approval of the Directors' Remuneration Policy applicable to the financial years 2021, 2022 and 2023.

**Eighth:** Advisory vote on the Annual Report on Remuneration of Directors for the 2019 financial year.

**Ninth:** Delegation of powers to the Board of Directors for the formalization and execution of the above resolutions.

**Tenth:** Reading and approval, if appropriate, of the minutes of the meeting.

### **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.

In accordance with the provisions of articles 272 and related articles of the Capital Companies Act, it is hereby stated that, as from the publication of this notice of call, shareholders have the right to examine and obtain, immediately and free of charge, at the registered office, or via request (at the telephone number 943.18.92.62 or the e-mail address [accionistas@caf.net](mailto:accionistas@caf.net)) the delivery or sending, free of charge, of the following documentation to be submitted to the General Meeting of Shareholders:

- Relating to Items First, Second and Third on the Agenda: The annual accounts (balance sheet, profit and loss account, a statement reflecting the changes in equity for the year, a cash flow statement and annual report), proposal for the application of the Company's profit, as well as the management report and the auditors' report, for the year 2019. In the case of the consolidated accounts of the CAF group, the shareholders of the companies belonging to the group may also obtain the documents that make up these accounts, as well as the group's management report, which contains the consolidated non-financial information statement, and the audit report.

All of the above documents, as well as the rest of the information relating to the General Meeting of Shareholders, can also be consulted on the Company's website ([www.caf.net](http://www.caf.net)), in full and without interruption until the General Meeting is held, and more specifically:

- This Announcement of the General Meeting of Shareholders.
- The full text of the proposed resolutions to be submitted to the General Meeting of Shareholders for approval in relation to each of the items on the agenda.
- Regarding Item Fifth on the Agenda: The proposals for re-election and appointment of the Nomination and Remuneration Committee and the Board of Directors, as appropriate, and the supporting reports of the Nomination and Remuneration Committee and the Board of Directors, as appropriate, which contain the information on the Directors whose re-election and appointment is proposed to the General Meeting of Shareholders, i.e. their identity, curriculum vitae and category, assessing the competence, experience and merits of the candidate proposed in each case.

- Regarding Item Seventh on the Agenda: Report of the Nomination and Remuneration Committee and reasoned proposal of the Board of Directors regarding the Directors' Remuneration Policy applicable to the financial years 2021, 2022 and 2023.
- In relation to Item Eight on the Agenda: the Annual Report on Remuneration of Directors for the 2019 financial year, which is subject to a consultative vote.
- Information on the total number of shares and voting rights on the date of the call.
- The Annual Corporate Governance Report for year 2019.
- The Auditor's Independence Report for the year 2019.
- The Corporate Social Responsibility Report for year 2019.
- The Operating Reports of the Committees of the Board of Directors for the 2019 financial year.
- The model card for physical attendance, the proxy form and the remote voting form.

Up to the fifth day prior to the scheduled date of the General Meeting, shareholders may request any information or clarifications they deem necessary regarding the items on the Agenda, or ask any questions in writing that they deem appropriate. The Company's shareholders may also request, in writing and within the same period or verbally during the Meeting, or, in case of telematics assistance, as detailed below, that the Directors provide any clarifications deemed necessary with regard to any publicly accessible information that may have been provided by the Company to the Spanish Securities Market Commission since the last General Meeting and with regard to the auditor's report. To this end, requests for information should be addressed to the Shareholders and Investor Relations Office at the registered office by fax (943.18.92.26) or by e-mail to [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 attend the General Meeting**

In accordance with the provisions of article 41.1.c) and other concordant provisions of the Royal Decree-Law 8/2020 of March 17, on extraordinary urgent measures to deal with the economic and social impact of COVID-19, the Board of Directors has agreed that attendance at the Meeting may also be by telematic means allowing real-time connection with the venue of the Meeting. Consequently, in addition to physical attendance, shareholders, either in person or by proxy, may attend the Meeting virtually under the terms of this notice.

For the purposes of exercising the right to attend, whether in person or by telematic means, Shareholders are reminded that, in accordance with the provisions of articles 7

and 21 of the Bylaws, they 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 of shares may group together or give their proxy to another shareholder who thus completes one thousand (1,000) or more shares.

A. Physical attendance at the Board

To be able to physically attend the meeting, shareholders must request either the attendance card made available to shareholders by the Company itself, or the one issued by the institution holding their shares, if any. A certificate issued by one of the entities participating in the 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 published without interruption 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 assistance to the Meeting

(i) Registration, login and support

In order to allow the adequate management of the telematic assistance systems, the shareholder who is entitled to attend the Meeting 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, by one of the following means: (i) National Electronic Identity Document; (ii) a recognized, valid and current electronic user certificate, in accordance with the provisions of Law 59/2003 on Electronic Signature, 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 must request at the e-mail address [accionistas@caf.net](mailto:accionistas@caf.net) indicating in the subject "Request for credentials for General Meeting 2020".

If the person assisting telematically has delegations conferred on him/her, or in the case of a representative of a legal entity, he/she must request the user/password credentials in accordance with the procedure described in section (iii) of the previous paragraph.

The registration of attendees may be done from the day after the publication of this call, and will not be admitted beyond 12:00 noon on June 12, 2020.

Shareholders (or their representatives) who have registered to attend the General Meeting telematically must log on to the website ([www.caf.net](http://www.caf.net)), on June 13, 2020 between 11:30 a.m. and 12:00 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 attending remotely must be considered as attending for the purpose of the validity of the meeting. On the other hand, shareholders who log on to attend telematically after the date and time indicated will not be considered as attending the General Meeting, although they will be able to follow its development 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

In the same act of registration referred to in section (i) above and up to 12:00 noon on June 12, 2020, the shareholders (or their representative) may submit in writing any speeches or questions they wish to make. Questions, clarifications and interventions shall be subject to the provisions of the Law and the Rules of the General Shareholders Meeting. The interventions and questions made during the registration by the shareholders or their representatives registered as attendees by telematic means but who do not connect on the day of the meeting as provided for in this call will not be taken into consideration.

Shareholders or representatives who attend the General Meeting telematically 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 e-mail to the following address [accionistas@caf.net](mailto:accionistas@caf.net).

(iii) Voting

Voting by telematic means on the proposals relating to items on the agenda will be carried out under the terms of article 16 of the Rules of the General Shareholders Meeting, through the computer platform set up for this purpose on the Company's website.

Similarly, with regard to the proposed resolutions on those matters which, in accordance with the Law, do not need to be included on the agenda, those attending by telematic means will cast their votes in accordance with article 16 of the Rules of the General Shareholders Meeting, from the moment these proposals are read out to be voted on by the Secretary of the General Meeting.

(iv) Other issues

The Company shall not be liable for any damages that may be caused to the shareholder as a result of breakdowns, overloads, line failures, connection failures or any other event of the same or similar nature, beyond the control of the Company, that prevent the use of the mechanisms for telematic assistance to the Meeting.

**Right of representation and distance voting**

Shareholders who cannot physically or telematically 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 and in articles 21, 22 and 22 bis of the Bylaws, in articles 9, 9 bis and 12 of the Rules of the General Shareholders 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, as a general rule, the vote or vote delegation issued by any of the means provided for in the previous sections must be received by the Company at least twenty-four (24) hours before the date and time established for the holding of the first session 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 telematic attendance at the General Shareholders' Meeting shall be deemed to be a revocation of the vote and proxy previously granted by any means.

A) Delegation and remote voting by post or e-mail

Shareholders who wish to vote remotely or delegate their vote by postal or electronic mail shall send the Company the form that the latter makes available, duly completed in the corresponding section, by pos or e-mail, 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.

The proxy form and the remote voting form made available to shareholders by the Company shall be published without interruption 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 of representation and remote participation at the General Meeting.

B) Delegation and remote voting through the platform

Shareholders who wish to grant proxy or cast their vote prior to the holding of the General Meeting of Shareholders may also access the corporate website ([www.caf.net](http://www.caf.net)) and do so, from the day following the publication of this notice, through the platform enabled by the Company for these purposes, accrediting their identity, by one of the following means: (i) National Electronic Identity Document; (ii) a recognized, valid and current electronic user certificate, in accordance with the provisions of Law 59/2003 on Electronic Signature, 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 must request at the e-mail address [accionistas@caf.net](mailto:accionistas@caf.net) indicating in the subject "Request for credentials for General Meeting 2020".

**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 Rules of the General Shareholders Meeting, the admission of cards for physical 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.

### **Right to put items on the agenda and to make proposals for resolution**

Shareholders who represent at least three percent (3%) of the share capital may request that a supplement be published to the Announcement 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 meeting called.

### **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 the holding of the General Meeting of Shareholders. 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)).

### **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 dispatch 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 through the following procedures:
  1. Telephone: 943.18.92.62, on working days and during work hours.
  2. Fax: 943.18.92.26.
  3. Email [accionistas@caf.net](mailto:accionistas@caf.net).

## **Special information for the 2020 General Meeting**

Notwithstanding the above, in application of the exceptional measures contained in Royal Decree 463/2020, Royal Decree-Law 8/2020 and Royal Decree-Law 11/2020, shareholders are informed that:

- **The Board of Directors believes that the best way to guarantee that shareholders can fully exercise their rights in a secure manner at the next General Meeting is through delegation and remote voting, as well as through telematic attendance; that is to say, without physically attending the place where the General Meeting will be held.**
- In relation to the above, all shareholders are reminded that both this notice of call and the corporate website ([www.caf.net](http://www.caf.net)) detail all the alternative means to physical attendance made available for the exercise of the right to attend and vote at the Meeting.
- Likewise, in the event that, as a result of the measures adopted, any of the directors cannot physically travel to the place where the meeting is to be held, the necessary technical means will be established to enable them to connect telematically in real time and participate in the meeting by remote communication means.
- The Chairman shall only invite or authorize the attendance at the General Meeting of the internal and external collaborators who are essential to make holding the General Meeting possible. **Consequently, the meeting will be held without the attendance of guests.** Likewise, for the same reasons of precaution, it has been decided to cancel the cocktail scheduled after the meeting.
- In any case, in the event of physical attendance at the place where the Meeting is held, the Company will make available to the shareholders all the preventive health measures recommended by the competent authorities.
- Notwithstanding the foregoing, the shareholders are informed that **should there be, by the Meeting date, any restrictions or recommendations from the public authorities** (in connection, among others, with people's right to mobility or their capacity to assemble) **which would prevent the General Meeting from taking place in the location established in the call-notice, or prevent the physical attendance of the shareholders on equal terms, the Meeting will be held exclusively by telematic means**, i.e. without the physical attendance of the shareholders or their representatives and, in general, no other person except for those who are absolutely essential for holding the meeting. In such case, **the Company will inform thereof by means of a complementary announcement** that will be published at least five calendar days before the date of the Meeting.
- All these measures are compatible with the fulfillment of corporate obligations and fully guarantee the political rights of shareholders.

- The Company will update the information contained in this announcement if necessary, which will also be made public, where appropriate, through the corporate website ([www.caf.net](http://www.caf.net)).

**Beasain, May 8, 2020**

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