



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 web site (www.caf.net). In the event of any discrepancy between the English version and the Spanish original document, the latter will prevail.

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

PROPOSALS OF THE BOARD OF DIRECTORS TO THE ORDINARY GENERAL SHAREHOLDERS' MEETING TO BE HELD ON 15 OR 16 June 2019, AT FIRST OR AT ADJOURNED CALL RESPECTIVELY

First:

To approve the annual accounts (balance sheet, profit and loss statement, statement of changes in shareholder's equity for the financial year, cash flow statement and the respective notes) and the company management report and that of its consolidated group management report, for financial year 2018, as well as the corporate management of the same.

Two:

To approve the consolidated non-financial statement for FY 2018.

Third:

To decide on the allocation of earnings of Construcciones y Auxiliar de Ferrocarriles, S.A. corresponding to financial year 2018, as follows:

Balance of the profit and loss account	€4,285 Thousand
Voluntary reserves	€21,940 Thousand

Allocation

For dividend payment	€26,225 Thousand
----------------------------	------------------

Consequently, allocation of a gross dividend of € 0.765 per share, payable on 5 July 2019, with the applicable legal withholding.

Fourth:

To re-elect the company DELOITTE, S.L., with registered address in Madrid, Plaza Pablo Ruiz Picasso, 1, Torre Picasso, and Taxpayer Identification Number B-79104469 and no. S0692 in the Official Register of Account Auditors, for two years as the auditor of the individual annual accounts of Construcciones y Auxiliar de Ferrocarriles, S.A. and for the consolidated annual accounts of Construcciones y Auxiliar de Ferrocarriles, S.A. and the Company's Subsidiaries, that is to say, for the individual and consolidated annual accounts for the financial years ending on 31 December 2019 and 2020.

Fifth:

5.1 To re-elect Mr. Javier Martínez Ojinaga as an Independent Director, for the statutory term of four years.

5.2 To appoint Mr. Ignacio Camarero García as an Independent Director, for the statutory term of four years.

Sixth:

To submit the Remuneration of Directors Annual Report for 2018, approved by the CAF Board of Directors in the meeting held on 27 February 2019 to an advisory vote.

Seventh:

To inform the General Meeting about the amendments to the Rules of the Board approved by CAF's Board of Directors in the meeting held on 18 December 2018.

Eighth:

To grant the Company's Board of Directors the broadest powers that may be required by Law to execute the aforementioned agreements, as well as to clarify, remedy, or supplement the said agreements as a result of the verbal or written notification of the Registrar of Companies and to grant powers severally and without distinction, to Mr Andrés Arizkorreta García and Ms. Marta Baztarrica Lizarbe, the Chairman and Secretary of the Board, respectively, to appear before a Notary in order to execute the relevant public deed, taking any necessary actions to ensure the registration in the Registry of Companies of all or part of any of the registrable agreements passed by this General Meeting.

Ninth:

To approve the minutes, once these have been drawn up and read out at the end of the meeting.