



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](http://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 REMOTE 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 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 10, 2023, at 12 noon at first call or, as the case may be, on the following day, in the same place and at the same time, at second call, in accordance with the attached agenda, which is also available on the corporate website ([www.caf.net](http://www.caf.net)). The General Meeting is expected to be held on first call. Likewise, the Meeting may be attended telematically under the terms indicated in the notice of call.

**SHAREHOLDER IDENTIFICATION INFORMATION**

*Shareholder identification information:*

Name or Company Name	NIF	No. of shares	Depository entity

*Identification information of the representative of the shareholder that is a legal entity* (please leave this blank if the shareholder is a natural person):

Name of the representative of the shareholder legal entity	NIF	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 physically attend the General Meeting must 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, proving 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 must sign only 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 instructions given to the proxy is to vote IN FAVOR of the proposed resolution formulated by the Board of Directors.**

*Check the appropriate boxes or leave them blank:*

Item on the agenda	1	2	3	4	5.1	5.2	6	7
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 must 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 the directors whose re-election or ratification and appointment is proposed regarding their own re-election or ratification and appointment may be in a situation of conflict of interest, in relation to items 5.1 and 5.2 of the agenda.

The proxy extends, unless expressly stated otherwise below, to proposed resolutions not formulated 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. There will be a situation of conflict of interest in the event that matters that do not appear on the agenda and that refer to the termination or filing of a corporate liability action against the representative are submitted to the Board, in the event that he is, in turn, 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....., 2023

***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 must sign only in the place indicated in this third section “III. DISTANCE 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 formulated by the Board of Directors.**

*Check the appropriate boxes or leave them blank:*

<b>Item on the agenda</b>	<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5.1</b>	<b>5.2</b>	<b>6</b>	<b>7</b>
In favor								
Against								
Abstention								
Blank								

In relation to proposed resolutions not formulated 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....., 2023

***Signature of the shareholder distance voting:*** .....

\* \* \*

**FURTHER RULES AND INSTRUCTIONS ON ATTENDANCE, PROXY VOTING AND  
DISTANCE 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 telematic attendance, and not to the other methods of exercising shareholder rights.
- **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). 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. 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 DISTANCE VOTING FORMS:** Remote voting and proxy voting forms sent by post or email must 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](mailto:accionistas@caf.net)
  - By post:  
**Shareholder and Investor Relations Office**  
C/ José Miguel Iturrioz, 26  
20200 Beasain (Gipuzkoa)  
Spain  
Telephone: +34 943 18 92 62
- **PROXY VOTING AND DISTANCE 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](http://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 must register on this computer platform following the procedure that will be indicated to them through the platform itself.
- **SHAREHOLDERS WHO WISH TO ATTEND REMOTELY:** Shareholders entitled to attend (or their proxies) may also attend the General Meeting by telematic means, in accordance with 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 must register on the computer platform set up for this purpose on the Company's website ([www.caf.net](http://www.caf.net)), following the procedure that will be indicated to them through the platform itself.
- **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 to be delivered on the day of the Meeting must be received by the personnel in charge of shareholder registration at the entrance of 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 of the General Meeting of CAF and as indicated in the announcement of the notice of 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 telematically 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 telematically, 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](http://www.caf.net)), as well as in Articles 21, 22, 22 *bis*, and 22 *ter* of the Bylaws and in Articles 9, 9 *bis*, 9 *ter*, and 12 of the Regulations of the General Meeting of CAF.

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### **DATA PROTECTION**

For the correct management of attendance at the General Meeting and the rights of the shareholder, as well as for compliance with the obligations derived from the applicable regulations and the Code of Good Governance of listed companies, CAF will process personal data of the shareholder or his representative as data controller. As the owner of the data, you are assisted by the rights of access, rectification, deletion, opposition and to request the limitation of treatment and portability, which you can exercise in writing at the postal address J.M. Iturrioz street, nº 26, 20200, Beasain (Gipuzkoa), Spain, or through the following email address: [dpo@caf.net](mailto:dpo@caf.net). If you wish to obtain more information in relation to the processing of your data, you can consult the Data Protection section of the notice calling the General Meeting.

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### **AGENDA OF THE GENERAL MEETING**

In accordance with the provisions of Article 186 of the Capital Companies Act and also Article 22 of the Bylaws and Article 9 of the Regulations of the General Meeting of CAF, the Agenda of the Annual General Meeting is attached as an annex to this document, forming an integral part hereof.

**One:** Approval 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 FY 2022.

**Two:** Approval of the management of the Board of Directors for financial year ended December 31, 2022.

**Three:** Approval of the Consolidated Statement of Non-financial Information and Sustainability Report for FY 2022.

**Four:** Approval of the proposed distribution of profit for 2022, with a gross dividend distribution of 0.86 euro per share.

**Five:** Re-election and ratification of Board Members:

5.1. Re-election of Mr. Javier Martínez Ojinaga as Executive Director.

5.2. Ratification and appointment of Ms. Begoña Beltrán de Heredia Villa as Independent Director.

**Six:** Advisory vote on the Annual Report on Directors' Remuneration for FY 2022.

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

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