



ANNUAL CORPORATE GOVERNANCE REPORT OF LISTED PUBLIC LIMITED COMPANIES

The following English translation is provided by the Company for information purposes only and is based on the original official document in Spanish available on the Company's website (www.cafmobility.com). In the event of any discrepancy between the English version and the original document in Spanish, the latter will prevail.



ISSUER'S PARTICULARS

End date of financial year in question: 31/12/2025

Tax Identification Number (CIF): A20001020

Company name:

CONSTRUCCIONES Y AUXILIAR DE FERROCARRILES, S.A.

Registered office:

JOSE MIGUEL ITURRIOZ, 26 20200 BEASAIN (GUIPUZCOA)

A. OWNERSHIP STRUCTURE

- A.1. Complete the following table on share capital and the attributed voting rights, including those corresponding to shares with a loyalty vote as of the closing date of the year, where appropriate:

Indicate whether company bylaws contain the provision of double loyalty voting:

- Yes
 No

| Date of last change | Share capital (euros) | Number of shares | Number of voting rights |
|---------------------|-----------------------|------------------|-------------------------|
| 04/08/1999 | 10,318,505.75 | 34,280,750 | 34,280,750 |

Indicate whether there are different classes of shares with different associated rights:

- Yes
 No

- A.2. List the company's significant direct and indirect shareholders at year end, including directors who have a significant interest:

| Name or company name of the shareholder | % voting rights attributed to the shares | | % voting rights through Of financial instruments | | % of total voting rights |
|---|--|----------|--|----------|--------------------------|
| | Direct | Indirect | Direct | Indirect | |
| CARTERA SOCIAL, S.A. | 23.33 | 0.00 | 0.00 | 0.00 | 23.33 |
| BILBAO BIZKAIA KUTXA FUNDACIÓN BANCARIA | 3.00 | 10.23 | 0.00 | 0.00 | 13.23 |
| INDUMENTA PUERI, S.L. | 0.00 | 5.02 | 0.00 | 0.00 | 5.02 |
| FUNDACIÓ PRIVADA DANIEL BRAVO ANDREU | 0.00 | 5.23 | 0.00 | 0.00 | 5.23 |
| INSTITUTO VASCO DE FINANZAS | 0.00 | 3.00 | 0.00 | 0.00 | 3.00 |

Breakdown of the indirect holding:

| Name of the indirect owner | Name of the direct owner | % voting rights attributed to the shares | % of voting rights through financial instruments | % of total voting rights |
|---|------------------------------------|--|--|--------------------------|
| BILBAO BIZKAIA KUTXA FUNDACIÓN BANCARIA | KUTXABANK, S.A. | 10.23 | 0.00 | 10.23 |
| INDUMENTA PUERI, S.L. | GLOBAL PORTFOLIO INVESTMENTS, S.L. | 5.02 | 0.00 | 5.02 |
| FUNDACIÓ PRIVADA DANIEL BRAVO ANDREU | DANIMAR 1990, S.L. | 5.23 | 0.00 | 5.23 |
| INSTITUTO VASCO DE FINANZAS | FINKATZE KAPITALA FINKATUZ, S.A.U. | 3.00 | 0.00 | 3.00 |

Indicate the most significant changes in the shareholder structure during the year:

Most significant movements

On 7 January 2025, Fundació Privada Daniel Bravo Andreu announced that it was the indirect owner, through the company Danimar 1990, S.L., of 5.23% of the share capital, following the acceptance of a testate inheritance. Consequently, Mr Daniel Bravo Andreu ceased to be a significant shareholder in favour of Fundació Privada Daniel Bravo Andreu.

A.3. Give details of the participation at the close of the fiscal year of the members of the board of directors who are holders of voting rights attributed to shares of the company or through financial instruments, whatever the percentage, excluding the directors who have been identified in Section A2 above:

| Name of director | % voting rights attributed to shares (including loyalty votes) | | % of voting rights through financial instruments | | % of total voting rights | Of the total % of voting rights attributed to the shares, indicate, as applicable, the % of additional attributed votes that correspond to shares with a loyalty vote | |
|----------------------------|--|----------|--|----------|--------------------------|---|----------|
| | Direct | Indirect | Direct | Indirect | | Direct | Indirect |
| MR JAVIER MARTÍNEZ OJINAGA | 0.03 | 0.00 | 0.00 | 0.00 | 0.03 | 0.00 | 0.00 |

| Name of director | % voting rights attributed to shares (including loyalty votes) | | % of voting rights through financial instruments | | % of total voting rights | Of the total % of voting rights attributed to the shares, indicate, as applicable, the % of additional attributed votes that correspond to shares with a loyalty vote | |
|------------------------------------|--|----------|--|----------|--------------------------|---|----------|
| | Direct | Indirect | Direct | Indirect | | Direct | Indirect |
| MS MARTA BAZTARRICA LIZARBE | 0.05 | 0.00 | 0.00 | 0.00 | 0.05 | 0.00 | 0.00 |
| MR JUAN JOSÉ ARRIETA SUDUPE | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |
| MS BEGOÑA BELTRÁN DE HEREDIA VILLA | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |

| | |
|--|------|
| Total percentage of voting rights held by the Board of Directors | 0.09 |
|--|------|

As the system only allows for two decimal points, we have not been able to enter the exact percentages of the total voting rights, which are as follows: MR JAVIER MARTÍNEZ OJINAGA 0.036%, MS MARTA BAZTARRICA LIZARBE 0.050%, MR JUAN JOSÉ ARRIETA SUDUPE 0.009%, and MS BEGOÑA BELTRÁN DE HEREDIA VILLA 0.001%. Total voting rights held by members of the Board of Directors: 0.096%

Breakdown of the indirect holding:

| Name or company name of director | Name or company name of the direct owner | % voting rights attributed to shares (including loyalty votes) | % of voting rights through financial instruments | % of total voting rights | Of the total % of voting rights attributed to the shares, indicate, as applicable, the % of additional votes attributed which correspond to the shares with a loyalty vote |
|----------------------------------|--|--|--|--------------------------|--|
| No data | | | | | |

List the total percentage of voting rights represented on the board:

| | |
|---|-------|
| Total percentage of voting rights represented on the Board of Directors | 18.35 |
|---|-------|

The total percentage of voting rights represented on the Board of Directors is the sum of:

- The total voting rights held by the members of the Board of Directors (0.096%) and

- The equity interest of the significant shareholders Kutxabank, S.A. –and its parent Bilbao Bizkaia Kutxa Fundación Bancaria–, (which together hold a total stake of 13.231%) and Indumenta Pueri, S.L. (5.022%), who, although are not members of the Board, sought the appointment of proprietary directors Ms Idoia Zenarrutzabeitia Beldarrain and Mr Manuel Domínguez de la Maza, respectively.

A.4. If applicable, indicate any family, commercial, contractual or corporate relationships that exist among significant shareholders to the extent that they are known to the company, unless they are insignificant or arise in the ordinary course of business, with the exception of those reported in Section A.6:

| Name or company name of related party | Nature of relationship | Brief description |
|--|------------------------|--|
| BILBAO BIZKAIA KUTXA FUNDACIÓN BANCARIA KUTXABANK, S.A. | Corporate | Bilbao Bizkaia Kutxa Fundación Bancaria owns 57% of Kutxabank, S.A.'s share capital. |

A.5. If applicable, indicate any commercial, contractual or corporate relationships that exist between significant shareholders and the company and/or its group, unless they are insignificant or arise in the ordinary course of business:

| Name or company name of related party | Nature of relationship | Brief description |
|---------------------------------------|------------------------|--|
| CARTERA SOCIAL, S.A. | Contractual | Workers' share instrument in CAF's share capital |

A.6. Describe the relationships, unless insignificant for both parties, that exist between significant shareholders or shareholders represented on the Board and directors, or their representatives in the case of directors that are legal persons.

Explain, if applicable, how the significant shareholders are represented. Specifically, indicate those directors appointed to represent significant shareholders, those whose appointment was proposed by significant shareholders, or who are linked to significant shareholders and/or companies in their group, specifying the nature of such relationships or ties. In particular, mention shall be made, where appropriate, of the existence, identity and position of members of the board, or representatives of directors, of the listed company who are also members of the board of directors, or their representatives, in companies that hold significant shareholdings in the listed company or in entities in the group of such significant shareholders:

| Name or company name of director or representative, linked | Name or company name of shareholder significant linked shareholder | Company name of the group company of the significant shareholder | Description of relationship / post |
|--|--|--|--|
| MS IDOIA ZENARRUTZABEITIA BELDARRAIN | KUTXABANK, S.A. | KUTXABANK, S.A. | Ms Zenarrutzabeitia is a member of the Board of Trustees of the EPSV ZAINZTA, EPSV HAZIA and EPSV GAUZATU of the BILBAO BIZKAIA KUTXA BANKING FOUNDATION |

| Name of director or representative, linked | Name or company name of shareholder significant linked shareholder | Company name of the group company of the significant shareholder | Description of relationship / post |
|--|--|--|--|
| MR MANUEL DOMÍNGUEZ DE LA MAZA | INDUMENTA PUERI, S.L. | GLOBAL PORTFOLIO INVESTMENTS, S.L. | Mr Domínguez de la Maza is a shareholder and board member of INDUMENTA PUERI, S.L. and also the joint and several attorney-in-fact of that company and of GLOBAL PORTFOLIO INVESTMENTS, S.L. |

A.7. Indicate whether the company has been notified of any shareholders' agreements that may affect it, in accordance with the provisions of Articles 530 and 531 of the Spanish Corporate Enterprises Act. If so, describe them briefly and list the shareholders bound by the agreement:

Yes
 No

Indicate whether the company is aware of any concerted actions among its shareholders. If so, provide a brief description:

Yes
 No

If any of the aforementioned agreements or concerted actions have been amended or terminated during the year, indicate this expressly:

A.8. Indicate whether any individual or company exercises or may exercise control over the company in accordance with Article 5 of the Securities Market Act. If so, identify them:

Yes
 No

A.9. Complete the following table with details of the company's treasury shares:

At the close of the year:

| Number of direct shares | Number of indirect shares(*) | Total % of share capital |
|-------------------------|------------------------------|--------------------------|
| 30,373 | | 0.09 |

(*) Through:

| Name or company name of direct shareholder | Number of direct shares |
|--|-------------------------|
| No data | |

Explain any significant changes during the year:

Explain any significant changes

The company's treasury stock is associated with the liquidity contract signed between the Company and the entity Norbolsa, S.V. S.A. (now Kutxabank Investment Sociedad de Valores, S.A.) on 5 April 2022.

The changes in treasury shares in 2025 are the result of the normal operation of this liquidity contract, as periodically reported to the market in accordance with the regulations applicable to this transaction.

A.10. Provide a detailed description of the conditions and terms of the authority given to the Board of Directors to issue, repurchase, or dispose of treasury shares.

At CAF's General Shareholders' Meeting held on 14 June 2025, it was agreed to authorise the derivative acquisition of shares in CONSTRUCCIONES Y AUXILIAR DE FERROCARRILES, S.A., on the following terms: a) Acquisitions may be made directly by CONSTRUCCIONES Y AUXILIAR DE FERROCARRILES, S.A., or indirectly through its subsidiaries. b) The acquisitions shall be made by way of purchase, exchange, acceptance in lieu or any other alternative or possibility permitted by Law. c) The acquisitions may be made, on one or more occasions, up to the maximum amount authorised by law at any given time. d) Acquisitions shall be made at the price fixed on the market. e) Acquisitions made under this authorisation shall comply with all the requirements established in current legislation. f) This authorisation is granted for a period of five years from the date of its approval by CAF's General Shareholders' Meeting. The shares acquired as a result of this authorisation may be used, in whole or in part, for the purpose of either disposal or redemption, or for any other legally possible purpose. In particular, they may also be used, in whole or in part, for the application of the remuneration systems contemplated in the third paragraph of section a) of article 146 of the Spanish Corporate Enterprises Act, and may be delivered to the employees and directors of CAF or its Group, either directly or as a result of the exercise of option rights held by them, by virtue of remuneration plans for the personnel and/or directors of CAF or its Group.

Within the framework of the equivalent delegation in effect at said time, the Board of Directors of CAF authorised the agreement of a liquidity contract. The market was informed of the signing of this agreement through an Other material disclosure to the CNMV on 26 April 2022, which remains current. In accordance with prevailing law and regulations, the Company reports quarterly to the CNMV on all transactions carried out under this contract. See the section above for more information on treasury shares.

A.11. Estimated floating capital:

| | % |
|----------------------------|-------|
| Estimated floating capital | 50.00 |

A.12. Indicate whether there are any restrictions (articles of incorporation, legislative or of any other nature) placed on the transfer of shares and/or any restrictions on voting rights. In particular, indicate the existence of any type of restriction that may inhibit a takeover of the company through acquisition of its shares on the market, as well as such regimes for prior authorisation or notification that may be applicable, under sector regulations, to acquisitions or transfers of the company's financial instruments.

Yes
 No

A.13. Indicate whether the general shareholders' meeting has resolved to adopt measures to neutralise a takeover bid by virtue of the provisions of Law 6/2007.

Yes
 No

If so, explain the measures approved and the terms under which such limitations would cease to apply:

A.14. Indicate whether the company has issued shares that are not traded on a regulated EU market.

Yes
 No

If so, indicate each share class and the rights and obligations conferred.

B. GENERAL SHAREHOLDERS' MEETING

B.1. Indicate whether there are any differences between the minimum quorum regime established by the Spanish Corporate Enterprises Act for General Shareholders' Meetings and the quorum set by the company, and if so give details.

Yes
 No

B.2. Indicate whether there are any differences between the company's manner of adopting corporate resolutions and the regime provided in the Spanish Corporate Enterprises Act and, if so, give details:

[] Yes
[v] No

B.3. Indicate the rules for amending the company's articles of incorporation. In particular, indicate the majorities required for amendment of the articles of incorporation and any provisions in place to protect shareholders' rights in the event of amendments to the articles of incorporation.

The regime for modifying the Company's Articles of Association does not differ from the provisions of Articles 285 et seq of the Spanish Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010 of 2 July, which require the approval of the General Shareholders' Meeting with the majorities indicated in Articles 194 and 201 of that Law.

Thus, article 13 of the Articles of Association, in its ninth section, attributes to the General Meeting the power to agree to modify them. Article 20 sets down that the adoption of resolutions on the issue of bonds that are convertible into shares or bonds that attribute a share in Company earnings to bondholders; capital increases and reductions; the removal or limitation of pre-emptive rights to acquire new shares; the conversion, merger or spin-off or the global assignment of the Company's assets and liabilities or the transfer of its registered office abroad, and, in general, any amendment of the Articles of Association, shall require that the shareholders present or represented at first call hold at least 50% of the subscribed share capital with voting rights. On second call, the attendance of shareholders accounting for 25% of the share capital will be sufficient. When shareholders representing 25% or more of the subscribed capital with voting rights but less than 50% attend the second call, such resolutions may only be validly adopted with the vote of two-thirds of the capital present or represented at the Meeting. Further, in compliance with the provisions of Article 286 of the Spanish Corporate Enterprises Act, when the annual or extraordinary General Meeting has to resolve on the modification of the Articles of Association, the notice of call must, with due clarity, express the matters to be modified and the rights of every shareholder to examine, at the registered office, the full text of the proposed modification and the report thereon, as well as to request that these documents be delivered or sent to them (Article 16 of the Company's Articles of Association).

In accordance with Article 7 of the Articles of Association, each share carries the right to one vote. In addition, pursuant to Article 21 of the Company's Articles of Association, shareholders holding one thousand or more shares of the Company may attend the General Meeting physically or remotely and take part in its deliberations with the right to speak and vote.

In order to exercise their right to attend, shareholders must have the shares registered in their name in the corresponding book entry register five days prior to the day on which the General Shareholders' Meeting is to be held.

Shareholders owning fewer shares may group together and grant their proxy to another shareholder in order to reach one thousand or more shares. Any shareholder entitled to attend may be represented at the General Shareholders' Meeting by another person, even if that person is not a shareholder.

B.4. Give details of attendance at General Shareholders' Meetings held during the reporting year and the two previous years:

| Date of General Meeting | Attendance data | | | | |
|-------------------------|---------------------|--------------------|-------------------|-------|-------|
| | % physical presence | % present by proxy | % distance voting | Other | |
| 10/06/2023 | 43.49 | 23.40 | 8.18 | 1.61 | 76.68 |
| Of which, free float: | 0.15 | 23.40 | 3.00 | 1.61 | 28.16 |
| 15/06/2024 | 43.24 | 24.21 | 8.80 | 1.47 | 77.72 |
| Of which, free float: | 0.06 | 24.21 | 3.62 | 1.47 | 29.36 |
| 14/06/2025 | 41.94 | 28.31 | 8.33 | 1.43 | 80.01 |
| Of which, free float: | 2.13 | 25.27 | 0.04 | 1.43 | 28.87 |

B.5. Indicate whether any point on the agenda of the General Shareholders' Meetings during the year was not approved by the shareholders for any reason.

Yes
 No

B.6. Indicate whether the articles of incorporation contain any restrictions requiring a minimum number of shares to attend General Shareholders' Meetings, or to vote remotely:

Yes
 No

| | |
|--|-------|
| Number of shares required to attend General Meetings | 1,000 |
| Number of shares required for voting remotely | 1 |

B.7. Indicate whether it has been established that certain decisions, other than those established by law, entailing an acquisition, disposal or contribution to another company of essential assets or other similar corporate transactions must be submitted for approval to the General Shareholders' Meeting.

Yes
 No

B.8. Indicate the address and manner of access on the company's website to information on corporate governance and other information regarding General Shareholders' Meetings that must be made available to shareholders through the company website.

The Company's corporate information is available in the "Shareholders and Investors" section of its website (www.cafmobility.com). The complete route to follow is <https://www.cafmobility.com/accionistas-inversores/>

This link includes, in a structured way, the information required by the Spanish Corporate Enterprises Act, Law 6/2023, of 17 March, on Securities Markets and Investment Services, and Circular 3/2015, of 23 June, of the Spanish National Securities Market Commission, on technical and legal specifications and information that must be contained on the websites of listed corporations and savings banks that issue securities admitted to trading in official secondary securities markets, as well as that provided for in Recommendation 18 Good Governance Code of listed companies (hereinafter, "GGC").

In addition to the current Articles of Association, the website's "Corporate Governance" subsection contains the most relevant information on this matter (General Shareholders' Meeting, Board of Directors and its Committees, Articles of Association and Regulations of the General Shareholders' Meeting, the Company's Board and Committees, Policies and other Corporate Governance and Ethics and Compliance Rules, Corporate Governance Reports and Internal Reporting System).

The "General Shareholders' Meeting" subsection contains all the information that the Company makes available to shareholders ahead of the General Shareholders' Meeting, including the announcement of the agenda and call, the motions to be voted on, the documents to be laid before the General Shareholders' Meeting for approval, the procedures and channels in place for exercising the rights of information, attendance, granting of proxies and remote attendance, requesting further information and clarifications and obtaining information on the business discussed at the meeting and the resolutions passed after the General Meeting has finished. Information is likewise provided on meeting announcements, motions, available documentation and resolutions adopted at General Meetings held in previous years.

Additionally, under article 539.2 of the Spanish Corporate Enterprises Act, at the same time as the call to each general meeting, direct access to the Electronic Shareholders' Forum is enabled to allow for communication among shareholders regarding the call and the meeting itself.

The corporate website provides further information on these matters in both Spanish and English.

C. STRUCTURE OF THE COMPANY'S ADMINISTRATION

C.1. Board of Directors

C.1.1 Maximum and minimum number of board members established in the articles of incorporation and the number set by the shareholders in the general meeting:

| | |
|--|----|
| Maximum number of board members | 15 |
| Minimum number of board members | 7 |
| Number of board members set by the shareholders in the general meeting | 11 |

C.1.2 Complete the following table on Board members:

| Name of director | Natural person representative | Category | Position on the Board | Date first appointed to Board | Last re-election date | Method of selection to Board |
|---------------------------------|-------------------------------|----------------|-----------------------|-------------------------------|-----------------------|--|
| MR ANDRÉS ARIZKORRETA GARCÍA | | Other external | CHAIRMAN | 26/12/1991 | 11/06/2022 | AGREEMENT GENERAL SHAREHOLDERS' MEETING |
| MR JAVIER MARTÍNEZ OJINAGA | | Executive | DIRECTOR | 13/06/2015 | 10/06/2023 | AGREEMENT BY SHAREHOLDERS IN GENERAL MEETING |
| MR JUAN JOSÉ ARRIETA SUDUPE | | Other external | DIRECTOR | 07/06/2008 | 11/06/2022 | AGREEMENT GENERAL SHAREHOLDERS' MEETING |
| MR LUIS MIGUEL ARCONADA ECHARRI | | Other external | DIRECTOR | 29/01/1992 | 11/06/2022 | AGREEMENT GENERAL SHAREHOLDERS' MEETING |
| MS CARMEN ALLO PÉREZ | | Independent | DIRECTOR | 11/06/2016 | 15/06/2024 | AGREEMENT BY SHAREHOLDERS IN GENERAL MEETING |
| MR JULIÁN GRACIA PALACÍN | | Independent | DIRECTOR | 10/06/2017 | 14/06/2025 | AGREEMENT BY SHAREHOLDERS IN GENERAL MEETING |

| Name of director | Natural person representative | Category | Position on the Board | Date first appointed to Board | Last re-election date | Method of selection to Board |
|--------------------------------------|-------------------------------|----------------------|------------------------|-------------------------------|-----------------------|--|
| MS BEGOÑA BELTRÁN DE HEREDIA VILLA | | Independent | DIRECTOR | 24/02/2023 | 10/06/2023 | AGREEMENT BY SHAREHOLDERS IN GENERAL MEETING |
| MS MARTA BAZTARRICA LIZARBE | | Executive | SECRETARY AND DIRECTOR | 22/01/2016 | 15/06/2024 | AGREEMENT BY SHAREHOLDERS IN GENERAL MEETING |
| MS IDOIA ZENARRUTZABEITIA BELDARRAIN | | Proprietary director | DIRECTOR | 13/06/2020 | 15/06/2024 | AGREEMENT BY SHAREHOLDERS IN GENERAL MEETING |
| MR MANUEL DOMÍNGUEZ DE LA MAZA | | Proprietary director | DIRECTOR | 13/06/2020 | 15/06/2024 | AGREEMENT BY SHAREHOLDERS IN GENERAL MEETING |

| | |
|-------------------------------|----|
| Total number of board members | 10 |
|-------------------------------|----|

Indicate any cessations, whether through resignation or by resolution of the general meeting, that have taken place in the Board of Directors during the reporting period:

| Name of director | Type of director at time of leaving | Date of last appointment | Date director left | Specialised committees of which the director was a member | Indicate whether the director left before the end of their term |
|------------------|-------------------------------------|--------------------------|--------------------|---|---|
| No data | | | | | |

C.1.3 Complete the following tables on the members of the Board and their categories:

| EXECUTIVE DIRECTORS | | |
|----------------------------|---|--|
| Name of director | Post in organisational chart of the company | Profile |
| MR JAVIER MARTÍNEZ OJINAGA | Executive Director | Mr Javier Martínez Ojinaga is a lawyer and economist from the University of Deusto and holds an MBA from the University of Glasgow, in addition to other postgraduate courses. His professional career has unfolded at companies within the electricity sector, as well as in project management and interim management. He is currently President of the Centro de Investigación Cooperativa nanoGUNE. He was appointed as Director |

| EXECUTIVE DIRECTORS | | |
|--------------------------------|---|--|
| Name of director | Post in organisational chart of the company | Profile |
| | | Delegated in place of Mr Andrés Arizkorreta on 29 April 2021, effective from 1 September 2021. |
| MS MARTA BAZTARRICA LIZARBE | Director and Secretary of the Board | Ms Marta Baztarrica Lizarbe holds a Degree in Law and in Economic and Business Sciences from Pontificia Comillas University (ICADE E-3) and a Master's Degree in Business Administration from ICADE business school. She has developed her professional career at CAF and holds the position of Group Legal and Compliance Director. She is also Secretary of CAF's Board of Directors and its Committees. |

| | |
|-------------------------------------|-------|
| Total number of executive directors | 2 |
| Percentage of Board | 20.00 |

| EXTERNAL PROPRIETARY DIRECTORS | | |
|--|--|---|
| Name or company name of director | Name or company name of the significant shareholder represented by the director or that nominated the director | Profile |
| MS IDOIA ZENARRUTZABEITIA BELDARRAIN | KUTXABANK, S.A. | Ms Idoia Zenarrutza Beitia holds a Degree in Law from the University of Deusto. She has held, inter alia, the position of Vice President of the Basque Government, as well as those of Minister of Finance and Public Administration, and Member of the Basque Parliament of the Basque Government. She has been the Director of the National Energy Commission and the National Commission on Markets and Competition. |
| MR MANUEL DOMÍNGUEZ DE LA MAZA | INDUMENTA PUERI, S.L. | Mr Manuel Domínguez de la Maza holds a degree in Economics from the University of Málaga and holds an MBA from IESE as well as a Master's Degree in Leadership from Columbia University, among other post-graduate studies. He is a member of the Board of Directors of Indumenta Pueri, S.L. and since 2007 he has held the position of General Manager of Mayoral Moda Infantil, S.A. |

| | |
|---------------------------------------|-------|
| Total number of proprietary directors | 2 |
| Percentage of Board | 20.00 |

INDEPENDENT EXTERNAL BOARD MEMBERS

| Name or company name of director | Profile |
|------------------------------------|---|
| MR JULIÁN GRACIA PALACÍN | Mr Julián Gracia Palacín is an Industrial Engineer and holds a Master's Degree in Business Administration and Management from ICADE. He has developed his professional career in the sectors of telecommunications, logistics and consultancy, where he has held various senior management positions. He is the Chairman of CAF's Appointments and Remuneration Committee. |
| MS BEGOÑA BELTRÁN DE HEREDIA VILLA | Ms Begoña Beltrán de Heredia Villa has a degree in Economics and Business Studies from the University of Deusto. She has pursued her career in leading audit and law firms. She is a Chartered Accountant and member of the Official Registry of Account Auditors. She has been an independent director of Solarpack Corporación Tecnológica, S.A., where she chaired the Audit and Compliance Committee and the Appointments and Remuneration Committee at different times. She is chair of CAF's Audit Committee. |
| MS CARMEN ALLO PÉREZ | Ms Carmen Allo Pérez holds a degree in Exact Sciences from the University of Zaragoza and a Master's Degree in Business Administration from the Instituto de Empresa business school. Most of her professional career has been spent in the financial industry, occupying various management positions. She holds the position of Independent Director and Chairwoman of the Audit Committee of eDreams ODIGEO. She is an independent director of SAREB. She is Chairwoman of its Audit Committee and member of its Appointments and Remuneration Committee. She is Chairwoman of the Investment Committee of Crisae Private Debt S.L.U. and Associate Professor at IE. She is a member of CAF's Audit Committee and Appointments and Remuneration Committee. |

| | |
|---------------------------------------|-------|
| Total number of independent directors | 3 |
| Percentage of Board | 30.00 |

Indicate whether any director classified as independent receives from the company or any company in its group any amount or benefit other than remuneration as a director, or has or has had a business relationship with the company or any company in its group during the past year, whether in their own name or as a significant shareholder, director or senior manager of a company that has or has had such a relationship.

If so, include a reasoned statement by the Board explaining why it believes that the director in question can perform their duties as an independent director.

| Name of director | Description of the relationship | Reasoned statement |
|------------------|---------------------------------|--------------------|
| No data | | |

OTHER EXTERNAL BOARD MEMBERS

Identify the other external directors, indicate the reasons why they cannot be considered either proprietary or independent, and detail their ties with the company or its management or shareholders:

| Name of director | Reasons | Company, director or shareholder to whom the director is related | Profile |
|---------------------------------|--|--|---|
| MR ANDRÉS ARIZKORRETA GARCÍA | Mr Andrés Arizkorreta held the position of Chief Executive Officer of the Company until 1 September 2021, and so he cannot be classified as an independent director, in accordance with the provisions of article 529.12 of the Spanish Corporate Enterprises Act. | CONSTRUCCIONES Y AUXILIAR DE FERROCARRILES, S.A. | Mr Andrés Arizkorreta holds a degree in Economics and Business Studies from the University of Deusto and has spent his entire professional life at CAF, where he was appointed General Manager of the company in 1992. From 2006 until 1 September 2021, he was the Company's Chief Executive Officer. From that date forward, he has been the non-executive Chairman of the Board of Directors. He is an independent director and Chairman of the Audit Committee of Viscofan, S.A., as well as a member of its Appointments, Remuneration and Sustainability Committee. |
| MR LUIS MIGUEL ARCONADA ECHARRI | Mr Luis Miguel Arconada Echarri has been a Director for a continuous period of more than twelve years. Therefore, in accordance with the provisions of Article 529 (12) of the Spanish Corporate Enterprises Act, he cannot qualify as an independent director. | CONSTRUCCIONES Y AUXILIAR DE FERROCARRILES, S.A. | Mr Luis Arconada has extensive experience and knowledge in the corporate and business sector. He is also well renowned in various social and economic circles, due to his success in the sports world. He is a member of the Company's Appointments and Remuneration Committee. |
| MR JUAN JOSÉ ARRIETA SUDUPE | Mr Juan José Arrieta Sudupe has been a director for an uninterrupted period of more than 12 years. Therefore, in accordance with Article 529 (12) of the Spanish Corporate Enterprises Act, he cannot be classified as an independent director. | CONSTRUCCIONES Y AUXILIAR DE FERROCARRILES, S.A. | Mr Juan José Arrieta holds a doctorate in Economics and Business Studies from the University of Deusto. He has extensive experience in management of financial institutions and leading business schools. He is currently a member of the Strategic Board of the Technology Centre attached to the University of Navarre (CEIT). |

OTHER EXTERNAL BOARD MEMBERS

Identify the other external directors, indicate the reasons why they cannot be considered either proprietary or independent, and detail their ties with the company or its management or shareholders:

| Name of director | Reasons | Company, director or shareholder to whom the director is related | Profile |
|------------------|---------|--|--|
| | | | He is also a Board Member and member of the Executive Committee of Elkargi, Sociedad de Garantía Recíproca. He is a member of the Company's Audit Committee. |

| | |
|--|-------|
| Total number of other external directors | 3 |
| Percentage of Board | 30.00 |

Indicate any changes that have occurred during the period in each director category:

| Name of director | Date of change | Previous status | Current status |
|------------------|----------------|-----------------|----------------|
| No data | | | |

C.1.4 Complete the following table with information relating to the number of female board members at the close of the past four years, as well as the category of each one:

| | Number of female board members | | | | % of directors for each category | | | |
|----------------|--------------------------------|------|------|------|----------------------------------|-------|-------|-------|
| | 2025 | 2024 | 2023 | 2022 | 2025 | 2024 | 2023 | 2022 |
| Executive | 1 | 1 | 1 | 1 | 50.00 | 50.00 | 50.00 | 50.00 |
| Proprietary | 1 | 1 | 1 | 1 | 50.00 | 50.00 | 50.00 | 50.00 |
| Independent | 2 | 2 | 2 | 1 | 66.67 | 66.67 | 50.00 | 33.33 |
| Other External | | | | | 0.00 | 0.00 | 0.00 | 0.00 |
| Total | 4 | 4 | 4 | 3 | 40.00 | 40.00 | 36.36 | 30.00 |

In 2025, no unforeseen circumstances occurred that led to any changes in the categories of the different Board Members.

C.1.5 Indicate whether the company has diversity policies in relation to its Board of Directors on such questions as age, gender, disability, education and professional experience. Small and medium-sized enterprises, in accordance with the definition set out in the Spanish Auditing Act, will have to report at least the gender diversity policy that they have put in place.

- Yes
 No
 Partial policies

If so, describe these diversity policies, their objectives, the measures and the way in which they have been applied and their results over the year. Also indicate the specific measures adopted by the Board of Directors and the Appointments and Remuneration Committee to achieve a balanced and diverse presence of directors.

If the company does not apply a diversity policy, explain the reasons why.

Description of policies, objectives, measures and how they have been applied, and results achieved

The Company has a Diversity and Board Member Selection Policy (hereinafter, the "Policy"), of a specific and verifiable nature, available on the corporate website (https://admin.cafmobility.com/uploads/SGC_0006_Politica_Diversidad_y_seleccion_consejeros_ES_50bcae70bc.pdf).

This Policy was updated by the Board of Directors at its meeting held on 17 December 2024, to essentially adapt its content to the new legal obligations on gender equality established by Organic Law 2/2024, of 1 August, on equal representation and the balanced presence of women and men, which incorporates Directive 2022/2381/EU into the Spanish legal system by modifying, among others, the Spanish Corporate Enterprises Act, which will be applicable to CAF from 30 June 2027 onwards. The Policy aims to ensure that the proposals for the appointment and re-election of CAF Board Members are based on a prior analysis of the skills required by the Board of Directors, and promote equality between women and men, as well as diversity with respect to issues such as knowledge, experience, age or disability among Board members. To this end, criteria shall be applied to ensure that there is adequate diversity in its composition and that there is no implicit bias that could lead to discrimination on grounds of age, sex, sexual orientation and identity, gender expression, disability or any other personal condition.

The Policy establishes that it is the responsibility of the Board to ensure that the director selection procedures meet these objectives and, in particular, that they facilitate the selection of female directors in a number that allows for a balance between women and men to be achieved.

The aim is to ensure that the Board of Directors and its committees have a balanced composition that enriches decision-making and contributes a diversity of points of view, with full compliance with the suitability requirements, both individual and joint, of these bodies.

In this respect, criteria aimed at ensuring diversity on the Board of Directors serve as an important element in analysing the needs of the Board of Directors when it comes to the selection of directors. This is achieved by using the Board's competences matrix, which the Appointments and Remuneration Committee regularly updates.

Diversity criteria may influence the selection of board members when the assurance of a diverse membership is required so as to benefit the Company by offering a broad range of experiences and perspectives that add value in the decision-making processes of the Board of Directors.

Notably, the Policy sets out diversity criteria in relation to the following categories: (i) Training and work experience, (ii) Age, (iii) Disability and (iv) Gender equality (see section 4 of the Policy).

The Regulations of the Appointments and Remuneration Committee attribute to this Committee the function of annually verifying compliance with the Diversity and Board Member Selection Policy, reporting on this in the annual corporate governance report.

In addition, as a fundamental tool for monitoring the balance, diversity and quality of the Board, the Company has a competency matrix. This matrix is kept up to date and aligned with CAF's strategic objectives, in accordance with best practices and on good corporate governance recommendations. Specifically, the Appointments and Remuneration Committee reviewed this year the competency matrix in order to ensure an adequate match between the existing skills and the required competencies and to identify possible areas for improvement to strengthen performance across the different areas of the Board's activities.

Continued in section H

- C.1.6 Describe the measures, if any, agreed upon by the Appointments Committee to ensure that selection procedures do not contain hidden biases which impede the selection of female directors and that the company deliberately seeks and includes women who meet the target professional profile among potential candidates, making it possible to achieve a balance between men and women. Also indicate whether these measures include encouraging the company to have a significant number of women in executive positions:

Explanation of measures

CAF's Appointments and Remuneration Committee ensures that when covering new vacancies, the selection processes are not implicitly biased and do not hinder the selection of female directors, thus it includes women with the required profile among potential candidates and under the same conditions to achieve a balance between men and women. Article 3 of the Appointments and Remuneration Committee's Regulations also set out, as one of its duties, "Establishing a target level of representation of the gender with the lowest representation on the Board of Directors and issuing guidelines on how to achieve that target".

The Company's Diversity and Board Member Selection Policy was updated in December 2024 with the fundamental objective of adapting its content to the new legal obligations regarding the balanced presence of men and women. This Policy promotes the objective that the number of female directors always represents, at least the established percentage of the total members of the Board of Directors by Good governance recommendations or, where appropriate, the Law. This aspect has been especially considered in the successive renewals of the Board of Directors that have taken place, which has resulted in significant progress in recent years in terms of the presence of women on the Board of Directors. Thus, at the close of the reported year, the number of female directors as a percentage of the total Board members stood at 40%; a percentage that complies with that provided for by Recommendation 15 of the GGC, as well as with that incorporated into article 529 bis of the Spanish Corporate Enterprises Act, in its latest version, which will be applicable to CAF from 30 June 2027 onwards.

As regards senior managers, the Company maintains a clear commitment to equality objectives that promote the creation of mechanisms that facilitate the access of all available talent to managerial positions, irrespective of their gender. In this regard, it should be noted that the Group's Legal and Compliance Department is led by a woman who is an executive director and Secretary to the Board. In addition, the Group's General Manager of Buses is a woman, as is the Head of Internal Audit.

The Company is also seeking to include more women on the management committees of the Group's business units and at various subsidiaries, having made significant progress in recent years.

If in spite of any measures adopted there are few or no female directors or senior managers, explain the reasons for this:

Explanation of reasons

CAF promotes equality in the selection and promotion processes and is advancing in the implementation of measures that ensure a balanced representation of women and men at the various levels within the organisation.

As explained in the previous sections, the Company has been making progress in general terms regarding the inclusion of women both on the Board of Directors and in managerial positions within the organisation.

As provided for in CAF's Code of Conduct, Sustainability Policy and Diversity and Board Member Selection Policy, the Company is committed to respecting diversity and the right to equal treatment between women and men.

To this end, the Group, under the leadership of the Human Resources Department, actively promotes the absence of all discrimination, direct or indirect, especially on grounds of gender, as well as equal opportunities, through internal policies and strategies.

For its part, the Collective Agreement of CAF, S.A. expresses the desire to promote women's access to employment and the effective application of the principle of equality and non-discrimination in working conditions between men and women.

It should be noted that the Company has an Equality Committee, which is responsible for implementing and monitoring equality plans and, in particular, for annually overseeing the equality indicators in the personnel selection and promotion processes. In addition, a strategy and action plan for diversity, equity and inclusion was defined in 2025 and will be rolled out over the coming years.

In view of all of the foregoing, the measures that have been implemented will foreseeably lead to a progressive increase in the number of women in executive positions at the Group in the coming years.

C.1.7 Explain the conclusions of the Appointments Committee regarding verification of compliance with the policy aimed at promoting an appropriate composition of the Board of Directors.

On 15 December 2025, the Appointments and Remuneration Committee issued its Annual Report on verification of compliance with the Diversity and Board Member Selection Policy in said year.

This report monitors the proper application of this Policy in the re-election process of Mr Julián Gracia Palacín (independent director) as Company director, who was approved by the General Shareholders' Meeting on 14 June 2025, concluding that the provisions had been strictly complied with, both in relation to the criteria of diversity with respect to selection, and in the conditions that the candidate must meet in terms of honourability, suitability, recognised solvency, competence, experience, training, qualifications, dedication and commitment to the role of board member. The candidate's performance in office and their ability to continue to perform satisfactorily in office were also assessed.

In particular, the report confirms that the re-election of the candidate took into consideration the needs of the Board, in accordance with the competency matrix, in order to promote diversity in the broadest sense, bearing in mind, among other aspects, training and professional experience, knowledge, age and seniority in the position, as essential factors to achieve their objectives from a plural and balanced vision for decision-making. As a result of their respective analyses, the Board and the Appointments and Remuneration Committee itself considered that the presence of the candidate, both on the Board and on the Appointments and Remuneration Committee, would contribute to strengthening the overall diversity and balance of profiles already existing in the composition of said bodies, providing extensive knowledge and experience in areas the Company considers to be of great value.

Of the ten Board members, at the closing date of the reported financial year and at the date of issue of this report, two were classified as executives, two as proprietary directors, three as independent and three as other non-executive directors.

The current composition of the Board as a whole reflects an adequate diversity in terms of education, professional experience and other relevant factors, as well as gender, maintaining a percentage of female Directors in line with best practices and current regulations. Specifically, four of the Board members are women, thus reaching the percentage of 40% provided for in Recommendation 15 of the Good Governance Code, as well as in article 529 (2) of the Spanish Corporate Enterprises Act, following the reform carried out by Organic Law 2/2024 of 1 August, on equal representation and the balanced presence of women and men (applicable to CAF as of 30 June 2027).

The Company intends to promote the most appropriate composition of the Board in accordance with the principles and best practices of good corporate governance, both in relation to the number of independent members and the proportion of female directors. Furthermore, the analysis of the competency matrix carried out during the 2025 exercise has made it possible to identify the competency needs in the Board, in order to contribute to the continuous improvement of the composition of the body.

Based on all the foregoing, CAF's Appointments and Remuneration Committee concluded in its report that the Diversity and Board Member Selection Policy had been satisfactorily complied with in the year, reporting on this to the Board. It has also confirmed that during the year 2025 no unforeseen circumstances have occurred that have resulted in any variation in the category of the various Directors.

Notwithstanding the above, for this financial year the Committee remains committed to continuing to promote the achievement of the objectives of balance and diversity in the composition of the Board and its Committees, as set by legislation and best practice.

C.1.8 If applicable, explain the reasons for the appointment of any proprietary directors at the request of shareholders with less than a 3% equity interest:

| Name or company name of shareholder | Reason |
|-------------------------------------|--------|
| No data | |

Detail any failure to address formal requests for Board representation from shareholders with ownership interests equal to or exceeding those of others at whose request proprietary directors were appointed. If so, explain the reasons why the request was not entertained:

- Yes
- No

C.1.9 Indicate the powers, if any, delegated by the Board of Directors, including those relating to the option of issuing or re-purchasing shares, to directors or board committees.

| Name of director | Brief description |
|-------------------------|---|
| JAVIER MARTÍNEZ OJINAGA | Delegation of all Board powers, pursuant to the law and the Company's Articles of Association except for those which the law stipulates that cannot be delegated. |

C.1.10 Identify any members of the Board who are also directors, representatives of directors or managers in other companies forming part of the listed company's group:

| Name of director | Name of group member | Position | Does the director have executive powers? |
|----------------------------|---|--------------------|--|
| MR JAVIER MARTÍNEZ OJINAGA | CAF ARGELIA EURL | Sole Director | YES |
| MR JAVIER MARTÍNEZ OJINAGA | CAF CHILE, SA | Chairman | YES |
| MR JAVIER MARTÍNEZ OJINAGA | CAF DEUTSCHLAND GmbH | Sole Director | YES |
| MR JAVIER MARTÍNEZ OJINAGA | CAF FRANCE SAS | Chairman | YES |
| MR JAVIER MARTÍNEZ OJINAGA | CAF INDIA PRIVATE LTD | Executive Director | YES |
| MR JAVIER MARTÍNEZ OJINAGA | CAF NEW ZEALAND LIMITED | Joint Director | YES |
| MR JAVIER MARTÍNEZ OJINAGA | CAF RAIL AUSTRALIA PTY LTD | Executive Director | YES |
| MR JAVIER MARTÍNEZ OJINAGA | CAF SISTEME FERROVIARE, SRL | Sole Director | YES |
| MR JAVIER MARTÍNEZ OJINAGA | CONSTRUCCIONES Y AUXILIAR DE FERROCARRILES, CAF COLOMBIA S.A.S. | Sole Director | YES |
| MR JAVIER MARTÍNEZ OJINAGA | CAF INVESTMENT PROJECTS, S.A.U. | Joint Director | YES |
| MR JAVIER MARTÍNEZ OJINAGA | TRENES CAF VENEZUELA, C.A. | Sole Director | YES |
| MR JAVIER MARTÍNEZ OJINAGA | CAF HUNGARY Korilátolt Felelősségu Társaság | Sole Director | YES |
| MR JAVIER MARTÍNEZ OJINAGA | CAF NETHERLANDS BV | Sole Director | YES |

| Name of director | Name of group member | Position | Does the director have executive powers? |
|----------------------------|--------------------------------|-----------------------------------|--|
| MR JAVIER MARTÍNEZ OJINAGA | CAF BELGIUM, SPRL | Sole Director | YES |
| MR JAVIER MARTÍNEZ OJINAGA | CAF NORWAY AS | Sole Director | YES |
| MR JAVIER MARTÍNEZ OJINAGA | CAF PORTUGAL UNIPessoal LDA. | Sole Director | YES |
| MR JAVIER MARTÍNEZ OJINAGA | CAF ITALIA SRL | Sole Director | YES |
| MR JAVIER MARTÍNEZ OJINAGA | CAF MÉXICO SA de CV | Sole Director | YES |
| MR JAVIER MARTÍNEZ OJINAGA | CAF USA Inc. | Chairman | YES |
| MR JAVIER MARTÍNEZ OJINAGA | CAF POLSKA sp. zoo | Chairman | YES |
| MR JAVIER MARTÍNEZ OJINAGA | SOLARIS BUS & COACH sp. z.o.o. | Chairman of the Supervisory Board | NO |
| MR JAVIER MARTÍNEZ OJINAGA | Myanmar CAF Limited | Sole Director | YES |
| MR JAVIER MARTÍNEZ OJINAGA | CAF Rail Philippines Inc | Chairman | YES |
| MR JAVIER MARTÍNEZ OJINAGA | CAF Greece Single Member S.A. | Sole Director | YES |
| MR JAVIER MARTÍNEZ OJINAGA | CAF Canada, Inc. | Sole Director | YES |
| MR JAVIER MARTÍNEZ OJINAGA | CAF Group UK Limited | Sole Director | YES |

C.1.11 List the positions of director, administrator or director, or their representative, held by the directors or representatives of directors who are members of the company's board of directors in other entities, whether or not they are listed companies:

| Identity of the board member or representative | Company name of the listed or non-listed entity | Position |
|--|---|--------------|
| MR ANDRÉS ARIZKORRETA GARCÍA | VISCOFAN, S.A. | BOARD MEMBER |
| MR ANDRÉS ARIZKORRETA GARCÍA | FUNDACIÓN MATÍA | TRUSTEE |
| MR ANDRÉS ARIZKORRETA GARCÍA | Fundación Donostia International Physics Center | TRUSTEE |
| MR ANDRÉS ARIZKORRETA GARCÍA | Orkestra Instituto Vasco de Competitividad | DIRECTOR |

| Identity of the board member or representative | Company name of the listed or non-listed entity | Position |
|--|--|----------|
| MR ANDRÉS ARIZKORRETA GARCÍA | Deusto Business School | DIRECTOR |
| MR JAVIER MARTÍNEZ OJINAGA | Centro de Investigación Cooperativa CIC nanoGUNE. | CHAIRMAN |
| MR JUAN JOSÉ ARRIETA SUDUPE | Elkargi, Sociedad de Garantía Recíproca | DIRECTOR |
| MR JUAN JOSÉ ARRIETA SUDUPE | Centro Tecnológico de la Universidad de Navarra (CEIT) | DIRECTOR |
| MS CARMEN ALLO PÉREZ | eDreams ODIGEO, S.A. | DIRECTOR |
| MS CARMEN ALLO PÉREZ | Sociedad de Gestión de Activos Procedentes de la Reestructuración Bancaria, Sociedad Anónima (SAREB) | DIRECTOR |
| MS IDOIA ZENARRUTZABEITIA BELDARRAIN | E.P.S.V. ZAINZA | TRUSTEE |
| MS IDOIA ZENARRUTZABEITIA BELDARRAIN | E.P.S.V. HAZIA | TRUSTEE |
| MS IDOIA ZENARRUTZABEITIA BELDARRAIN | E.P.S.V. GAUZATU | TRUSTEE |
| MR MANUEL DOMÍNGUEZ DE LA MAZA | INDUMENTA PUERI, S.L. | DIRECTOR |

To the extent that the CNMV electronic document does not allow information on membership on specialised committees of Boards of Directors to be included in the previous table, the following is specified:

- Mr Andrés Arizkorreta García is Chairman of the Audit Committee of VISCOFAN, S.A, as well as a member of its Appointments, Remuneration and Sustainability Committee.
- Ms Carmen Allo Pérez is the Chairwoman of the Audit Committee of eDreams ODIGEO, S.A., Chairwoman of the Audit Committee and a member of the Appointments and Remuneration Committee of Sociedad de Gestión de Activos Procedentes de la Reestructuración Bancaria, Sociedad Anónima (SAREB).
- Mr Manuel Domínguez de la Maza is the Managing Director of Mayoral Moda Infantil, S.A.

Of the positions identified in Section C.1.11, the following are remunerated:

- Mr Andrés Arizkorreta García: The positions held by Mr Arizkorreta in VISCOFAN, SA are remunerated.
- Ms Carmen Allo Pérez: The positions indicated in this section are remunerated.
- Mr Juan José Arrieta Sudupe: The position in Elkargi, Sociedad de Garantía Recíproca is remunerated.
- Mr Manuel Domínguez de la Maza: The position is remunerated.

Indicate, where appropriate, the other remunerated activities of the directors or directors' representatives, whatever their nature, other than those indicated in the previous table.

| Identity of the board member or representative | Other paid activities |
|--|---|
| MS CARMEN ALLO PÉREZ | <ul style="list-style-type: none"> • She is Chairwoman of the Investment Committee of Crisae Private Debt S.L.U. (Debt Fund participated by Banco Sabadell). • Associate Professor at the Instituto de Empresa business school. |

C.1.12 Indicate whether the company has established rules on the maximum number of company boards on which its directors may sit, explaining if necessary and identifying where this is regulated, if applicable:

[v] Yes
[] No

Explanation of the rules and identification of the document where it is regulated

Article 23.2.b) of the Regulations of the Board of Directors states that no director shall belong simultaneously to more than four Boards of Directors in listed companies other than the Company or its group.

C.1.13 Indicate the remuneration received by the Board of Directors as a whole for the following items:

| | |
|---|-------|
| Remuneration accruing in favour of the Board of Directors in the financial year (thousands of euros) | 2,671 |
| Funds accumulated by current directors for long-term savings systems with consolidated economic rights (thousands of euros) | |
| Funds accumulated by current directors for long-term savings systems with unconsolidated economic rights (thousands of euros) | 1,906 |
| Pension rights accumulated by former directors (thousands of euros) | |

C.1.14 Identify members of senior management who are not also executive directors and indicate their total remuneration accrued during the year:

| Name | Position |
|--------------------------------|---|
| MR JAVIER IRIARTE IBAÑEZ | GENERAL CHIEF OF VEHICLES |
| MR IBON GARCÍA NEILL | GENERAL CHIEF OF RAILWAY SERVICES |
| MR URTZI MONTALVO IBARGOYEN | GENERAL CHIEF OF INTEGRAL SOLUTIONS AND SYSTEMS |
| MS AGATHA STANDA | GENERAL CHIEF OF BUSES |
| MR AITOR GALARZA RODRÍGUEZ | CHIEF FINANCIAL OFFICER AND STRATEGY |
| MR JESUS MARÍA IBARBIA IRIONDO | DIRECTOR OF TECHNOLOGY |
| MR GORKA ZABALEGI AGINAGA | CHIEF HUMAN RESOURCES OFFICER |
| MR FELIX FERNANDEZ LOPETEGUI | DIRECTOR OF NORTH AMERICA |
| MS IRUNE LÓPEZ FERNÁNDEZ | INTERNAL AUDITOR |

| | |
|--|-------|
| Number of women in executive positions | 2 |
| Women as a percentage of the total executive positions | 22.20 |
| Total remuneration of senior management (thousands of euros) | 3,147 |

There are other unconsolidated remuneration items for Senior Management that are identified in the Consolidated Annual Accounts Report. In particular, during 2025, the Company made contributions to long-term savings systems, implemented through long-term collective savings insurance under the defined contribution system, with non-vested economic rights, for an amount of 1,470 thousand euros.

In addition, Senior Management participates in a long-term incentive plan payable, where applicable, in fiscal year 2027 and, therefore, not consolidated in the reported fiscal year.

C.1.15 Indicate whether the Board regulations were amended during the year:

- Yes
 No

C.1.16 Specify the procedures for selection, appointment, re-election and removal of directors. List the competent bodies, steps to follow and criteria applied in each procedure.

The Board of Directors shall be composed of no less than seven and no more than fifteen members freely appointed by the General Shareholders' Meeting or, in the case of early vacancy, by the Board through co-option.

It is not necessary to be a shareholder to be appointed as a director and office shall be held for a term of four years. Directors may be re-elected for office one or more times for periods of equal duration. The appointments of the directors shall be effective as soon as they are accepted and the prohibitions and incompatibilities established by law will apply (Article 29 of the Company's Articles of Association).

Should a vacancy occur during the period the Directors were appointed, the Board of Directors may cover such positions until the first General Shareholders' Meeting is held. Should the vacancy take place once the General Meeting has been called but before it is held, the Board of Directors may appoint a director until the following General Meeting is held. If the vacancy occurs in the case of the director holding the office of Chairperson or Chief Executive Officer, the Board of Directors may fill the vacancies and appoint, on an interim basis, a Chairperson or Chief Executive Officer, as the case may be, with the favourable vote of two-thirds of the members of the body being required in the case of the Chief Executive Officer. These appointments shall be fully effective until the next General Shareholders' Meeting (Article 33 of the Company's Articles of Association). Furthermore, in exercising its powers of proposal to the General Meeting and of co-option in the event of vacancies, the Board shall endeavour to ensure a balanced composition, with a broad majority of directors. The Board of Directors shall ensure an appropriate proportion between proprietary and independent directors, with the latter representing at least one third of the directors (art. 7 of the Regulations of the Board of Directors).

Any director appointment or re-election proposal submitted by the Board of Directors to the General Shareholders' Meeting for approval and any appointments made by the Board by virtue of its powers of co-option must be preceded by the corresponding proposal from the Appointments and Remuneration Committee in the case of independent directors, and from the Board for all other director categories. The proposal shall be accompanied with an explanatory report issued by the Board of Directors, assessing the competence, experience and merits of the proposed candidate, to be attached to the General Meeting or Board of Directors' Meeting minutes. The proposal for appointment or re-election of any non-independent director must also be preceded by a report from the Appointments and Remuneration Committee. When the Board departs from the proposals of the Appointments and Remuneration Committee, it must give reasons for its action and record these reasons in the minutes (Article 15 of the Regulations of the Board of Directors).

With respect to the appointment of non-executive directors, the Board shall endeavour to ensure that candidates shall be selected from among persons recognised for their solvency, competence and experience, and extreme care shall be taken in respect of calls to fill independent director positions. Independent directors will be considered those who, appointed based on their personal and professional conditions, can perform their duties without being conditioned by relations with the Company or its group, its significant shareholders or its directors. No directors meeting the conditions provided for in article 16.3 of the Board of Directors' Regulations can be deemed to be independent directors.

Those who hold a shareholding equal to or greater than that legally considered significant or who have been appointed due to their status as shareholders, even if their shareholding does not reach said amount, as well as those who represent shareholders of those previously mentioned, will be considered proprietary directors. Proprietary directors who lose their status due to the disposal of shares by the shareholder they represent may only be re-elected as independent directors once the shareholder they represented up to that moment has sold all its remaining shares Company shares. A director who holds a shareholding in the Company may have the status of independent director, provided that they meet all the conditions established in that the relevant regulations and, in addition, their participation is not significant (sections 4 and 5 of article 16 of the Board of Directors' Regulations).

The selection of candidates for the role of director will be based on a prior analysis of the needs of the Company's Board of Directors, which must be carried out by the Appointments and Remuneration Committee. Taking into account the Board's competences matrix, the Appointments and Remuneration Committee will specify the profile and skills required from the new director and assess the suitability of each candidate. This Committee will keep a record of the evaluation carried out and the suitability of the candidate for the category to which they have been assigned in the minutes of the session in which the matter was discussed and, where applicable, in the report or proposal that the Committee must submit to the Board for the appointment or re-election of directors.

Continued in section H

C.1.17 Explain to what extent the annual evaluation of the Board has given rise to significant changes in its internal organisation and in the procedures applicable to its activities:

Description of amendments

The annual evaluation of the Board, its Committees and the performance of its members has not led to any significant changes in its internal organisation or in the procedures applicable to its activities.

Describe the evaluation process and the areas evaluated by the Board of Directors with or without the help of an external advisor, regarding the functioning and composition of the Board and its committees and any other area or aspect that has been evaluated.

Description of the evaluation process and evaluated areas

In accordance with article 5.5 of the Board of Directors' Regulations, the Board of Directors must carry out an annual evaluation of its functioning and that of its Committees and propose, based on its results, an action plan that corrects the shortcomings detected.

Following Recommendation 36 of the GGC and in accordance with the criteria established by Technical Guide 1/2019 of the CNMV, on Appointments and Remuneration Committees, the following main areas have been examined:

- (a) Quality and efficiency of the functioning of the Board of Directors and its Committees, including the degree of effective use of the contributions of its members.
- (b) Size, composition and diversity of the Board and its committees.
- (c) Performance of the Chairman of the Board and the Chief Executive Officer of the Company.
- (d) Performance and contribution of each director, paying special attention to those responsible for the various Board Committees.
- (e) Frequency and duration of meetings.
- (f) Contents of the agenda and adequacy of the time devoted to discussing the various topics according to their importance.
- (g) Quality of the information received.
- (h) Breadth and openness of the debates.
- (i) If the decision-making process is dominated or strongly influenced by one member or a small group of members.

From a methodological standpoint, the indicators taken into consideration included the degree to which the Board and the committees comply with applicable legal and regulatory requirements, guidelines and best practices in the area of corporate governance and the internal regulatory compliance system, and the level of attainment of the plans and goals set for the year in question.

As a result of this process, the Board of Directors' assessment of its work and that of its members and Committees in 2025 was positive, in line with the favourable conclusions set forth in the preliminary reports prepared by the Committees, which the Board of Directors approved at its meeting held on 30 January 2026. Specifically, the Board has noted that the actions carried out by the Board and the Committees during the 2025 financial year have substantially covered the improvement initiatives identified for that year through the Action Plans established.

Based on these conclusions, the Board has drawn up different procedures to be undertaken in 2026, which will allow the Board and its committees to make further progress in the design of and compliance with the Company's internal regulatory compliance system.

C.1.18 Provide details, for years in which the evaluation was carried out with the help of an external advisor, of the business relationships that the external advisor or company in its group maintains with the company or any company in its group.

Not applicable

C.1.19 Indicate the cases in which directors are obliged to resign.

Directors are obliged to tender their resignation to the Board of Directors and formalise, if the latter deems it appropriate, the corresponding resignation in the following cases: a) When the specific reasons for which, where applicable, they were appointed disappear, and in particular, in the case of a proprietary director, they must tender their resignation when the shareholder they represent sells all of their shareholding or reduces it to a level that requires a reduction in the number of proprietary directors; b) When they are involved in any of the cases of incompatibility or prohibition provided by law; c) When they are prosecuted for an allegedly criminal act or are the subject of disciplinary proceedings for serious or very serious misconduct conducted by the supervisory authorities; d) When they are seriously reprimanded by the Board of Directors following a report from the Appointments and Remuneration Committee for having breached their obligations as directors; e) When they incur in a situation of conflict of interest with the Company and fail to comply with the duties of communication and abstention; f) When they fail to comply with the non-competition obligation.

Directors must inform the Board and, where appropriate, resign when situations arise that affect them, whether or not related to their performance in the Company itself, which may harm the credit and reputation of the Company and, in particular, in the event of any criminal case in which they appear as investigated, as well as any procedural developments (the removal procedure is explained in more detail in section C.1.16 of this report).

C.1.20 Are qualified majorities other than those established by law required for any particular kind of decision?

- Yes
 No

If so, describe the differences.

Description of differences

Article 3.3. of the Board of Directors' Regulations stipulates that "to be valid, any modification of the Regulations will require a resolution adopted by a two-thirds majority of the directors present and represented at the meeting, unless the modifications are imposed by mandatory regulations."

C.1.21 Explain whether there are any specific requirements, other than those relating to directors, for being appointed as chairman of the Board of Directors.

- Yes
 No

C.1.22 Indicate whether the articles of incorporation or Board regulations establish any limit as to the age of directors:

- Yes
 No

C.1.23 Indicate whether the articles of incorporation or Board regulations establish any term limits for independent directors other than those required by law or any other additional requirements that are stricter than those provided by law:

- Yes
 No

C.1.24 Indicate whether the articles of incorporation or Board regulations establish specific rules for appointing other directors as proxy to vote in Board meetings, if so, the procedure for doing so and, in particular, the maximum number of proxies that a director may hold, as well as whether any limit has been established regarding the categories of director to whom votes may be delegated beyond the limits imposed by law. If so, provide a brief description of the rules.

Article 31 of the Company's Articles of Association and article 14 of the Board of Directors' Regulations stipulate that directors must attend Board meetings and, when they cannot do so personally, they may confer their representation to another director in writing addressed to the Chairperson of the Board, with no restrictions on the number of proxies that each director can hold for Board attendance, although a separate proxy must be granted for each meeting. Proxy may be granted in writing through any means and shall include the corresponding direction of the vote for each of the matters mentioned in the agenda.

In addition, in accordance with the provisions of article 529 (4) of the Spanish Corporate Enterprises Act and internal regulations, non-executive directors may only delegate their representation to another non-executive director.

C.1.25 Indicate the number of meetings held by the Board of Directors during the year. Also indicate, if applicable, the number of times the Board met without the chairman being present. Meetings where the chairman gave specific proxy instructions are to be counted as attended.

| | |
|---|---|
| Number of Board meetings | 9 |
| Number of Board meetings held without the chairman's presence | 0 |

Indicate the number of meetings held by the coordinating director with the other directors, where there was neither attendance nor representation of any executive director:

| | |
|--------------------|---|
| Number of meetings | 0 |
|--------------------|---|

Indicate how many meetings of the various Board committees were held during the year:

| | |
|--|---|
| Number of meetings held by the AUDIT COMMITTEE | 6 |
| Number of Meetings held by the APPOINTMENTS AND REMUNERATION COMMITTEE | 6 |

The Company does not currently have a Coordinating Director, since the Chairman is not the CEO.

All members of the Audit Committee attended 100% of the meetings of the Audit Committee:

- Ms Begoña Beltrán de Heredia Villa: attended 100% of the meetings.
- Ms Carmen Allo Pérez: attended 100% of the meetings.
- Mr Juan José Arrieta Sudupe: attended 100% of the meetings.

As regards attendance at the meetings of the Appointments and Remuneration Committee, all members attended 100% of the meetings of this Committee:

- Mr Julián Gracia Palacín: attended 100% of the meetings.
- Mr Luis Miguel Arconada Echarri: attended 100% of the meetings.
- Ms Carmen Allo Pérez: attended 100% of the meetings.

C.1.26 Indicate the number of meetings held by Board of Directors during the year and with member attendance data:

| | |
|--|--------|
| Number of meetings in situ of at least 80% of directors | 9 |
| Attendance in person as a % of total votes during the year | 100.00 |

| | |
|---|--------|
| Number of meetings attended in person, or by proxies granted with specific instructions, by all the directors | 9 |
| % of votes cast by attendees or proxies granted with specific instructions, as % of the total votes during the year | 100.00 |

The Governing Board held one of its nine meetings in writing and not in person.

All directors attended 100% of the meetings of the Board of Directors:

- Mr Andrés Arizkorreta García: attended 100% of the meetings.
- Mr Javier Martínez Ojinaga: attended 100% of the meetings.
- Mr Juan José Arrieta Sudupe: attended 100% of the meetings.
- Mr Luis Miguel Arconada Echarri: attended 100% of the meetings.
- Ms Carmen Allo Pérez: attended 100% of the meetings.
- Mr Julián Gracia Palacín: attended 100% of the meetings.
- Ms Begoña Beltrán de Heredia Villa: attended 100% of the meetings.
- Ms Marta Baztarrica Lizarbe: attended 100% of the meetings.
- Ms Idoia Zenarrutzabeitia Beldarrain: attended 100% of the meetings.
- Mr Manuel Domínguez De La Maza: attended 100% of the meetings.

C.1.27 Indicate whether the individual and consolidated financial statements submitted to the Board for issue are certified in advance:

- Yes
 No

Identify, if applicable, the person(s) who certified the individual and consolidated financial statements of the company for issue by the Board:

| Name | Position |
|----------------------------|---|
| MR JAVIER MARTÍNEZ OJINAGA | Executive Director |
| MR AITOR GALARZA RODRÍGUEZ | Chief Economic-Financial and Strategy Officer |

C.1.28 Explain the mechanisms, if any, established by the Board of Directors to ensure that the financial statements it presents to the General Shareholders' Meeting are prepared in accordance with accounting regulations.

The Board of Directors will submit to the General Meeting the financial statements prepared in accordance with accounting legislation. To this end, the individual and consolidated financial statements are subject to prior review by the Company's Audit Committee, which is responsible for, among other things, supervising and evaluating the preparation, presentation and completeness of the financial and non-financial information on the Company and, where appropriate, the Group, checking compliance with legal provisions, the appropriate definition of the scope of consolidation and the correct application of accounting standards, and submitting recommendations or proposals to the Board of Directors, aimed at safeguarding its completeness (Art. 3 of the Audit Committee Regulations). It is also up to the Audit Committee to collect information regularly from the auditors on the auditing process and in particular on any differences that may arise between the auditors and the Company's management. When the audit has been completed, the Committee shall review, along with the external auditor, any significant findings brought to light from these tasks, as well as the content of its mandatory reports (Art. 13 of the Audit Committee Regulations).

If the auditor includes any qualification in its report, the Chairperson of the Audit Committee shall clearly explain the Committee's opinion on its content and scope at the General Shareholders' Meeting. Also, a summary of that opinion will be made available to shareholders at the time of publication of the call to the General Meeting, together with the other proposals and reports of the Board (Article 37 of the Board Regulations).

The financial statements for 2024 and previous years were approved by the Board of Directors without qualifications.

C.1.29 Is the secretary of the Board also a director?

[] Yes
[] No

If the secretary is not a director, complete the following table:

C.1.30 Indicate the specific mechanisms established by the company to safeguard the independence of the external auditors, and any mechanisms to safeguard the independence of financial analysts, investment banks and rating agencies, including how legal provisions have been implemented in practice.

Mechanisms to preserve the independence of external auditors:

According to the Company's Articles of Association, the Audit Committee is responsible for managing the relationships with the external auditors in order to gather information on matters that may call the auditor's independence into question, to be analysed by the Committee, as well as any other matters related to the account auditing process, and as appropriate, the authorisation for any other services other than those prohibited, under the terms of the prevailing regulations. It also includes other disclosures provided for in auditing legislation and auditing standards. In any event, the Audit Committee must receive a declaration of independence annually from the external auditors in relation to the entity or entities linked to them directly or indirectly, as well as information on the additional services of any kind provided and the corresponding fees received from these entities by the external auditor or by persons or entities linked thereto and their network, in accordance with the audit regulations. Similarly, according to the Company's Articles of Association, every year the Audit Committee is required to issue, prior to the issuance of the audit report, an annual report containing an opinion on the auditor's independence (Article 37 bis of the Company's Articles of Association).

In accordance with the above, the Audit Committee has its own Regulations that govern its nature, composition, functions, operating rules and powers. This Regulation stipulates that the Audit Committee is responsible, among others, for the following functions related to the external auditor and the preservation of its independence: (i) Submitting to the Board of Directors the proposals for the selection, appointment, re-election and replacement of the auditor, taking responsibility for the selection process, as well as their recruitment conditions, in accordance with the applicable regulations. (ii) Regularly gathering information from said auditor on the audit plan and its implementation, as well as preserving its independence in the exercise of its functions. (iii) Discussing with the account auditor any material weaknesses in the internal control system detected during the course of the check, without compromising their independence. (iv) Establishing the appropriate relations with the external auditor to receive information on those issues that may pose a threat to its independence, for examination by the Committee, and any other matters related to the audit process and, where appropriate, the authorisation of services other than those prohibited, in accordance with the applicable regulations, as well as any other notifications provided for in the Auditing legislation and auditing standards. (v) Receiving a declaration of independence annually from the external auditors in relation to the entity or entities linked to them directly or indirectly, as well as detailed individual information on the additional services of any kind provided and the corresponding fees received from these entities by the external auditor or by persons or entities linked thereto and their network, in accordance with the audit regulations. (vi) Issuing annually, prior to the issuance of the auditor's report, a report expressing an opinion on whether the independence of the auditors or audit firms has been jeopardised. This report must contain a reasoned evaluation of each and every one of the aforementioned additional services rendered, taken on an individual basis and as a whole, other than statutory audit services and in relation to independence or audit regulations. (vii) Ensuring that the external auditor's remuneration for their work does not compromise its quality or independence, as well as establishing an indicative limit on the fees that the auditor may receive annually for services other than auditing. (viii) Ensuring that the company and the external auditor adhere to current regulations on the provision of non-audit services, the limits on the concentration of the auditor's business and, in general, other requirements designed to safeguard auditors' independence.

With respect to auditor relations, article 13 of the Audit Committee's Regulations states that: (i) communications between the Committee and the auditors will be fluid, ongoing and comply with the obligations established in the audit regulations, without compromising auditor independence or the effectiveness with which the audit is carried out or with which audit procedures are implemented; (ii) communication with the auditor must be included in an annual meeting agenda, most of which will be held without the presence of the Company's management; and (iii) the Audit Committee shall collect information regularly from the auditors on the audit process and, in particular, on any differences that may arise between the auditors and Company management.

When the audit has been finalised, the Committee will review, along with the external auditor, any significant findings brought to light from these tasks, as well as the content of its mandatory reports.

Likewise, and to ensure the independence of the external auditors, the Company has an internal Procedure for Engaging the Services of the Accounts Auditor. The entire CAF Group must follow and comply with this procedure. According to this procedure, the Audit Committee must approve, prior to their arrangement, any non-audit services requested from the audit firm of the CAF Group or other entities in its network, so as to verify that the services would not compromise the auditor's independence. Before any application is submitted to the Committee, the Company's Corporate Economic and Financial Department and Internal Audit check that the requested services are not prohibited in accordance with Regulation (EU) No 537/2014 of 16 April.

In this regard, it should be noted that, without prejudice to applicable legal provisions, the Committee has prudently, and to protect the Company's good name, set a limit on the fees to be received by the statutory auditor for non-audit services. This limit is more restrictive than that provided for in Article 4.2 of Regulation (EU) No 537/2014 and Article 41.1 of Spanish Audit Law 22/2015. More precisely, this limit is 50% of the average audit fee for the last three years, i.e. below the legal limit of 70%.

Lastly, in compliance with Recommendation 6 of the GGC, the Company shall post the report of the Audit Committee on the External Auditor's independence on its corporate website in due course ahead of the date of the General Shareholders' Meeting.

The Audit Committee met with the external auditors, Ernst & Young, S.L. (E&Y), on two occasions in 2025, without E&Y reporting on issues that could put their independence at risk. In particular, the most relevant interactions with the external auditors during the 2025 financial year have been as follows:

- In February 2025, the external auditors, submitted to the Committee the external confirmation of its independence in relation to the financial information pertaining to 2024. In that document, the auditor confirmed that they had implemented internal policies and procedures designed to provide reasonable assurance that the audit firm and its staff had maintained independence to the extent required by applicable law and regulations.
- On that same date, the Committee approved the report on the independence of the Company's auditors, concluding that no aspects had been identified that called into question their compliance with prevailing regulations for the auditing of accounts in terms of auditor independence. In accordance with Recommendation 6 of the GGC, the Company published this report on its corporate website well in advance of the date of the 2025 General Shareholders' Meeting.
- In the same meeting, the Committee issued its report on the evaluation of the external auditor, which, among other parameters, assessed its independence, reaching favourable conclusions.
- In July 2025, the Committee received the External Auditors' presentation on their limited review report on the financial statements for the first half of the year, with no issues reported that would jeopardise their independence.
- Finally, the Committee has encouraged the attendance of the external auditor at full meetings of the Board to report on issues of interest in their audit work. This took place at the meeting of the Board of Directors held in December 2025.

Continued in Section H.

C.1.31 Indicate whether the company changed its external auditor during the year. If so, identify the incoming and outgoing auditors:

- Yes
 No

If there were any disagreements with the outgoing auditor, explain their content:

- Yes
 No

C.1.32 Indicate whether the audit firm performs any non-audit work for the company and/or its group and, if so, state the amount of fees it received for such work and express this amount as a percentage of the total fees invoiced to the company and/or its group for audit work:

- Yes
 No

| | Company | Group Companies | Total |
|--|---------|-----------------|-------|
| Amount invoiced for non-audit services (thousands of euros) | 70 | 78 | 148 |
| Amount invoiced for non-audit services/Amount invoiced for audit work (in %) | 28.11 | 7.33 | 11.26 |

The cost of work other than audit engagements (thousands of euros) does not include fees for services other than auditing activities, but which are legally required under national or European Union legislation. Services not included in 2025 include fees for the verification of the Consolidated Non-Financial Statement and Sustainability Report.

For its part, all non-audit services provided to the CAF Group by the external auditor and its organisation in the reported year were duly approved by the Audit Committee within the framework of the procedure described above. More precisely:

(a) On 16 December 2024, the Audit Committee verified that the services included in the 2025 non-audit services proposal: (i) were reasonable; (ii) were permitted under the Audit Law; and (iii) were below the maximum limit provided for in Article 4.2 of Regulation (EU) No 537/2014 and Article 41.1 of the Spanish Audit Law 22/2015, as well as the more restrictive limit set by the Committee itself in the interests of prudence, at 50% of the average audit fee for the last three years.

(b) In addition, during the 2025 financial year, the Audit Committee was requested to approve an increase in the budget for non-audit services for the 2025 financial year to include: (a) the completion of a limited assurance report on four Key Performance Indicators of the Green and Sustainable Financing Framework for 2025 (6,000 euros), and (b) training services provided by EY Poland for an employee of the CAF Group (approx. 430 euros).

(c) Likewise, on 15 December 2025, Internal Audit presented to the Audit Committee the comparison between the budget approved for 2025 and the actual fees incurred for said services, verifying that the estimated amounts had not been exceeded, nor had unapproved services been hired.

C.1.33 Indicate whether the auditors' report on the financial statements for the preceding year contains a qualified opinion or reservations. If so, indicate the reasons given to shareholders at the general meeting by the chair of the audit committee to explain the content and extent of the qualified opinion or reservations.

Yes
 No

C.1.34 Indicate the number of consecutive years for which the current audit firm has been auditing the company's individual and/or consolidated financial statements. Also, indicate the number of years audited by the current audit firm as a percentage of the total number of years in which the financial statements have been audited:

| | Individual | Consolidated |
|--|------------|--------------|
| Number of consecutive years | 5 | 5 |
| | Individual | Consolidated |
| Number of years audited by the current audit firm/number of years in which the company has been audited (in %) | 10.42 | 20.00 |

C.1.35 Indicate whether there is a procedure for directors to be sure of having the information necessary to prepare the meetings of the governing bodies with sufficient time:

Yes
 No

Explanation of procedure

At its December meeting, the Board approves its schedule for the following year, so that directors ascertain meeting dates early enough to prepare some of the subjects to be dealt with thereat as a guiding plan is established on the subjects to be addressed at every Board meeting. At least eight Board meetings are held per year, at least once each quarter, distributed with sufficient time between them so that directors can study and prepare the necessary information. On the other hand, the call for ordinary Board meetings must be made at least five days in advance. The call includes the

the meeting's agenda, together with the documents that must be previously reviewed by the directors ahead of the meeting. In any case, the directors have the right to request all the information that they may reasonably require on the Company and its group to carry on their duties. The exercise of this right of disclosure must be channelled through the Chairperson of the Board of Directors who, with the assistance of the Secretary for these purposes, will provide such information, identify the appropriate interlocutors of the Company or arbitrate the appropriate actions to ensure that the desired inspection or examination is carried out. The information powers of the directors are referred to in Article 20 of the Regulations of the Board of Directors.

C.1.36 Indicate whether the company has established rules obliging directors to inform the Board of any circumstances, whether or not related to their actions in the company itself, that might harm the company's standing and reputation, tendering their resignation where appropriate. If so, provide details:

Yes
 No

Explain the rules

Pursuant to article 18 of the Board of Directors' Regulations and as set forth in section C.1.19 above, the directors must tender their resignation in certain situations, especially if they are prosecuted for an alleged criminal offence or when they are subject to disciplinary proceedings for serious or very serious misconduct by the supervisory authorities. Likewise, directors must inform the Board and, where appropriate, resign when situations arise that affect them, whether or not related to their performance in the Company itself, which may harm the credit and reputation of the Company and, in particular, in the event of any criminal case in which they appear as investigated, as well as any procedural developments. The removal procedure is explained in more detail in section C.1.16 of this report.

C.1.37 Indicate whether, apart from such special circumstances as may have arisen and been duly minuted the Board of Directors has been notified or has otherwise become aware of any situation affecting a director, whether or not related to their actions in the company itself, that might harm the company's standing and reputation:

Yes
 No

C.1.38 Detail any material agreements entered into by the company that come into force, are modified or are terminated in the event of a change in control of the company following a public takeover bid, and their effects.

There are no such agreements.

C.1.39 Identify individually as regards directors, and in aggregate form in other cases, and provide details of any agreements between the company and its directors, executives or employees containing indemnity or golden parachute clauses in the event of resignation or dismissal without due cause or termination of employment as a result of a takeover bid or any other type of transaction.

| Number of beneficiaries | 1 |
|-------------------------|--|
| Type of beneficiary | Description of agreement |
| Executive Director | In the event that the contract is terminated at the Company's behest and without any cause attributable to the CEO, or at the behest of the CEO due to a serious or wilful breach by the Company of the obligations assumed under the contract or in the event of a significant loss or amendment of the CEO's functions, powers or conditions |

| Type of beneficiary | Description of agreement |
|---------------------|--|
| | without any cause attributable to the CEO, said individual shall have the right to compensation. |

Indicate whether, beyond the cases established by legislation, these agreements have to be communicated and/or authorised by the governing bodies of the company or its group. If so, specify the procedures, the cases concerned and the nature of the bodies responsible for their approval or communication:

| | Board of Directors | General Shareholders' Meeting |
|------------------------------|--------------------|-------------------------------|
| Body authorising the clauses | √ | |

| | Yes | No |
|--|-----|----|
| Are these clauses notified in the General Shareholders' Meeting? | √ | |

The content of these clauses is set out in the Annual Report on Directors' Remuneration which is submitted to the advisory vote of the General Meeting of Shareholders and is in accordance with the Directors' Remuneration Policy approved by the General Meeting at its meeting of 15 June 2024.

C.2. Committees of the Board of Directors

C.2.1 Provide details of all committees of the Board of Directors, their members, and the proportion of executive, proprietary, independent and other external directors forming them:

| AUDIT COMMITTEE | | |
|------------------------------------|------------|----------------|
| Name | Position | Category |
| MS BEGOÑA BELTRÁN DE HEREDIA VILLA | CHAIRWOMAN | Independent |
| MS CARMEN ALLO PÉREZ | MEMBER | Independent |
| MR JUAN JOSÉ ARRIETA SUDUPE | MEMBER | Other external |

| | |
|----------------------------|-------|
| % of executive directors | 0.00 |
| % of proprietary directors | 0.00 |
| % of independent directors | 66.67 |
| % of external directors | 33.33 |

Explain the functions assigned to this committee, including where applicable those that are additional to those prescribed by law, and describe the rules and procedures for its organisation and functioning. For each of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions assigned to it by law, in the articles of incorporation or in other corporate resolutions.

Organisation:

Under internal regulations, the Audit Committee shall comprise three (3) non-executive directors, appointed by the Company's Board of Directors, most of which must at least be independent directors and one of them shall be appointed considering their knowledge and experience in accounting, auditing or both. As a whole, the members of the Committee, and

especially its Chair, shall have the knowledge and experience in accounting, auditing and financial and non-financial risk management, as well as the relevant technical knowledge in relation to the business sector to which the Company belongs.

The Board of Directors shall also appoint a Chairperson from among the members acting as independent directors of the Committee. The Chairperson shall be replaced every four years but may be re-elected after stepping down for one year. The Board of Directors shall appoint a person to act as Secretary of the Committee, who need not be a director (Article 37 bis of the Articles of Association and Article 2 of the Audit Committee Regulations).

The functions and powers assigned to the Audit Committee are detailed in articles 37 bis of the Articles of Association and in articles 3 and 10 to 13 of its specific regulations, both available on the corporate website (www.cafmobility.com). The functions mentioned refer to the areas identified below and include all those attributed to audit committees by law and those recommended by the Good Governance Board, as well as by the applicable Technical Guide:

- a) Functions in relation to the General Meeting.
- b) Functions in relation to internal control systems.
- c) Duties relating to internal audit.
- d) Functions in relation to the external auditor and the verifier.
- e) Other functions.

Continued in Section H.

Identify the directors who are members of the audit committee and have been appointed taking into account their knowledge and experience in accounting or audit matters, or both, and state the date on which the Chair of this committee was appointed.

| | |
|--|---|
| Name of directors with experience | MS BEGOÑA BELTRÁN DE HEREDIA VILLA / MS CARMEN ALLO PÉREZ / MR JUAN JOSÉ ARRIETA SUDUPE |
| Date of appointment of the chairperson | 04/10/2023 |

| APPOINTMENTS AND REMUNERATION COMMITTEE | | |
|---|----------|----------------|
| Name | Position | Category |
| MR JULIÁN GRACIA PALACÍN | CHAIRMAN | Independent |
| MR LUIS MIGUEL ARCONADA ECHARRI | MEMBER | Other external |
| MS CARMEN ALLO PÉREZ | MEMBER | Independent |

| | |
|----------------------------|-------|
| % of executive directors | 0.00 |
| % of proprietary directors | 0.00 |
| % of independent directors | 66.67 |
| % of external directors | 33.33 |

Explain the functions assigned to this committee, including where applicable those that are additional to those prescribed by law, and describe the rules and procedures for its organisation and functioning. For each of these functions, briefly describe its most important actions during the year and how it has exercised in practice each of the functions assigned to it by law, in the articles of incorporation or in other corporate resolutions.

Organisation:

In accordance with the provisions of articles 37 ter of the Articles of Association, 12 of the Board Regulations and 4 of its own Regulations, the Appointments and Remuneration Committee (CNyR) is made up of three non-executive directors appointed by the Board of Directors, at least two of whom are independent. The members of the Committee are appointed

taking into account their knowledge, skills and experience appropriate to the functions they are called upon to perform and, in particular, in areas such as corporate governance, human resources, selection of directors and managers, senior management functions and the design of remuneration policies and plans. The Chairperson of the Committee shall be elected by the Board of Directors from among the independent directors forming part of said committee. The Board shall appoint its Secretary, who may not necessarily be a director. Appointment, renewal, re-election and removal shall correspond to the Board of Directors, as provided for in the law and the Company's Articles of Association. Also, Committee members who are re-elected as directors in accordance with a resolution of the General Shareholders' Meeting will continue to discharge their functions on the Committee, without the need for new appointment, unless the Board of Directors resolves otherwise (Articles 5 and 6 of the Regulations of the Appointments and Remuneration Committee).

Functions:

The functions and powers assigned to the Appointments and Remuneration Committee are detailed in article 37 (3) of the Articles of Association and in article 3 of its specific Regulations, both available on the corporate website (www.cafmobility.com).

The functions mentioned refer to the areas identified below and include all those attributed to the Appointments and Remuneration Committees by law and those recommended by the Good Governance Board, as well as by the applicable Technical Guide:

- a) In relation to appointment and remuneration.
- b) In relation to the Corporate Governance and Sustainability System.
- c) In relation to other matters.

Continued in Section H.

C.2.2 Complete the following table with information regarding the number of female directors who were members of Board committees at the close of the past four years:

| | Number of female board members | | | | | | | |
|---|--------------------------------|-------|--------|-------|--------|-------|--------|-------|
| | 2025 | | 2024 | | 2023 | | 2022 | |
| | Number | % | Number | % | Number | % | Number | % |
| AUDIT COMMITTEE | 2 | 66.67 | 2 | 66.67 | 2 | 66.67 | 1 | 33.33 |
| APPOINTMENTS AND REMUNERATION COMMITTEE | 1 | 33.33 | 1 | 33.33 | 0 | 0.00 | 0 | 0.00 |

C.2.3 Indicate, where applicable, the existence of any regulations governing board committees, where these regulations are to be found, and any amendments made to them during the year. Also indicate whether any annual reports on the activities of each committee have been voluntarily prepared.

The Regulations of the Audit Committee and the Regulations of the Appointments and Remuneration Committee are available on CAF's website (www.cafmobility.com), in the Corporate Governance sub-section, under "Shareholders and Investors". The latest amendment to both Regulations was approved by the Board of Directors at its meeting on 17 December 2024. Further, an annual report on the activities carried out by each committee during the 2025 financial year has been prepared and will be published in accordance with Recommendation 6 of the GGC.

D. RELATED PARTY AND INTRAGROUP TRANSACTIONS

- D.1.** Explain, where appropriate, the procedure and competent bodies for the approval of operations with related parties and intragroup, indicating the criteria and general internal rules of the entity that regulate the abstention obligations of the affected directors or shareholders and detailing the procedures
Internal reporting and periodic control procedures established by the company in relation to those related-party transactions whose approval has been delegated by the board of directors.

Pursuant to the provisions of its Regulations, the Board of Directors is responsible, on a non-delegable basis, for approving, subject to a prior report from the Audit Committee, transactions of the Company or companies in its group that qualify as related party transactions, unless such approval falls within the remit of the General Shareholders' Meeting and without prejudice to the possible delegation by the Board of such powers in the situations and under the terms prescribed by law and in the aforementioned Regulations (Article 5 of the Regulations of the Board of Directors).

Regarding the approval of related party transactions and the abstention obligations of the affected directors and shareholders, the Board Regulations explicitly state that the power to approve related party transactions whose amount or value is 10% or more of the of the total asset items according to the latest annual balance sheet approved by the Company shall be the responsibility of the General Shareholders' Meeting. When the General Shareholders' Meeting is called to decide on a related party transaction, the shareholder concerned shall be deprived of the right to vote, except where the motion has been approved by the Board of Directors without the majority of independent directors voting against. However, where applicable, the rule of the reversal of the burden of proof provided for in the Spanish Corporate Enterprises Act shall apply. The Board of Directors shall have the power to approve all other related party transactions and this power may not be delegated. In accordance with the Spanish Corporate Enterprises Act, the affected director, or the director representing or related to the affected shareholder, must abstain from taking part in the deliberations and voting on the corresponding motion.

However, directors who represent or are related to the parent company on the governing body of the subsidiary listed company should not abstain. In such cases, if their vote was decisive to adopt the resolution, the rule of reversal of the burden of proof shall apply in the same terms as those provided for in the Spanish Corporate Enterprise Act for the approval of related party transactions by the General Shareholders' Meeting.

The approval of a related party transaction by the General Meeting or by the Board shall be subject to a prior report by the Audit Committee. In its report, the Committee must assess whether the transaction is fair and reasonable in the eyes of the Company and, if applicable, of the shareholders other than the related party, and give an account of the assumptions on which the assessment is based and the methods used. The directors concerned may not participate in drawing up the report.

Notwithstanding the foregoing, the Board of Directors may delegate the approval of the following related party transactions:

- a) transactions between companies forming part of the same group that are carried out in the ordinary course of business and under market conditions;
- b) transactions entered into under contracts whose standard terms and conditions are applied en masse to a large number of customers; are at prices or rates established generally by the party acting as supplier of the goods or services in question; and whose amount does not exceed 0.5 per cent of the Company's revenues.

In such cases, the approval of any related party transactions that may have been delegated will not require a prior report from the Audit Committee. However, the Board of Directors shall establish an internal reporting and periodic control procedure for such transactions, in which the Audit Committee shall be involved and shall verify the fairness and transparency of such transactions and, as the case may be, compliance with the legal criteria applicable to the above exceptions (Article 29 Regulations of the Board of Directors).

In furtherance of the foregoing, on 16 December 2021 the Board of Directors, following a report from the Audit Committee, unanimously resolved to delegate, jointly and severally, to the Company's Chief Executive Officer and to the Chief Financial and Strategy Officer, the approval of the transactions described in Sections a) and b) above.

Continued in Section H.

D.2. Give individual details of operations that are significant due to their amount or of importance due to their subject matter carried out between the company or its subsidiaries and shareholders holding 10% or more of the voting rights or who are represented on the board of directors of the company, indicating which has been the competent body for its approval and if any affected shareholder or director has abstained. In the event that the board of directors has responsibility, indicate if the proposed resolution has been approved by the board without a vote against by the majority of the independent directors:

| | Name or company name of the shareholder or of any of its subsidiary companies | % Ownership interest | Name or company name of the company or entity within its group | Amount (thousands of euros) | Approving body | Identity of the significant shareholder or director who has abstained | The proposal to the board, if applicable, has been approved by the board without a vote against by the majority of independent directors |
|-----|---|----------------------|--|-----------------------------|--------------------------|---|--|
| (1) | BILBAO BIZKAIA KUTXA FUNDACIÓN BANKING | 13.23 | Kutxabank, S.A. | 35,103 | (See Observations below) | (See Observations below) | NO |

| | Name or company name of the shareholder or of any of its subsidiary companies | Nature of the relationship | Type of transaction and other information required for its evaluation |
|-----|---|----------------------------|--|
| (1) | BILBAO BIZKAIA KUTXA FUNDACIÓN BANCARIA | Contractual | Operations to take out a line of credit, as well as a liquidity contract. Registered advisor contracts, placing bank ("Dealer Agreement") and payment agent within the framework of the renewal of the promissory note issuance programme in MARF (the Spanish Alternative Fixed Income Market), signed by the Company with its significant shareholder Kutxabank, S.A., a subsidiary of Bilbao Bizkaia Kutxa Fundación Bancaria, and Kutxabank Investment, Sociedad de Valores, S.A. (formerly Norbolsa Sociedad de Valores, S.A.), belonging to the same group, during the year 2025. All these contracts have been approved by the competent body, in each case, according to the breakdown included in the Observations section. |

The breakdown of the operations carried out in the year included in the table above was as follows:

- Liquidity contract, dated 5 April 2022, signed between CAF, S.A. and Norbolsa, Sociedad de Valores, S.A. (currently Kutxabank Investment, Sociedad de Valores, S.A.), belonging to the Kutxabank Group, as a Financial Intermediary, in line with Circular 1/2017, of 26 April, of the National Securities Market Commission, on liquidity contracts, for an amount of 30 thousand euros, which was extended by the period of one year in April 2025.

The contract was initially approved, by delegation, by the CEO, on 25 February 2022 and publicly announced, in accordance with article 529.11 of the Spanish Corporate Enterprises Act, via communication of Other Relevant Information number 17144, of 30 June, including the favourable report upon its signing, issued by the Audit Committee.

- Taking out a 35,000 thousand euro line of credit to replace the one that expired on 30 June 2025.

This contract was approved by the Board of Directors on 28 July 2025, following a favourable report from the Audit Committee.

In addition, on 28 July 2025, the Board of Directors approved the possibility of placing surplus funds in Kutxabank through a bank deposit, interest-bearing current account or similar product, up to an amount of 50,000 thousand euros, which has not materialised at 31 December 2025.

- Contracts entered into with Kutxabank Investment, S.V. (formerly Norbolsa, Sociedad de Valores, S.A), belonging to the Kutxabank Group, within the framework of the renewal of the promissory note issuance programme in MARF, dated 18 December 2025:

- Registered Advisor agreement for the amount of 58 thousand euros.
- Placement Bank agreement for the amount of 4 thousand euros.
- Paying Agent Contract, in the amount of EUR 11,000.

The three previous operations met the requirements to be subject to delegation, in accordance with the provisions of the Company's Manual of Related-Party Transactions and were approved by the Economic-Financial and Strategy Director.

In addition, Note 9 to the consolidated financial statements contains a breakdown of the Group's outstanding balances with Kutxabank, including transactions carried out in previous years.

During the reported financial year there have been no related-party transactions whose approval is the responsibility of the General Meeting.

D.3. Give individual details of the operations that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with the administrators or managers of the company, including those operations carried out with entities that the administrator or manager controls or controls jointly, indicating the competent body for its approval and if any affected shareholder or director has abstained. In the event that the board of directors has responsibility, indicate if the proposed resolution has been approved by the board without a vote against by the majority of the independent directors:

| | Name or company name of the administrators or managers or their controlled or jointly controlled entities | Name or company name of the company or subsidy | Relationship | Amount (thousands of euros) | Approving body | Identity of the significant shareholder or director who has abstained | The proposal to the board, if applicable, has been approved by the board without a vote against by the majority of independent directors |
|--|---|--|--------------|-----------------------------|----------------|---|--|
| | No data | | | | | | |

| | Name or company name of the administrators or managers or their controlled or jointly controlled entities | Nature of the operation and other information necessary for its evaluation |
|--|---|--|
| | No data | |

- D.4.** Report individually on intra-group transactions that are significant due to their amount or relevant due to their subject matter that have been undertaken by the company with its parent company or with other entities belonging to the parent's group, including subsidiaries of the listed company, except where no other related party of the listed company has interests in these subsidiaries or they are fully owned, directly or indirectly, by the listed company.

In any case, report any intragroup transaction conducted with entities established in countries or territories considered as tax havens:

| Name of entity within the group | Brief description of the operation and other information necessary for its evaluation | Amount (thousands of euros) |
|---------------------------------|---|-----------------------------|
| No data | | |

- D.5.** Give individual details of the operations that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with other related parties pursuant to the international accounting standards adopted by the EU, which have not been reported in previous sections.

| Name of entity within the group | Brief description of the operation and other information necessary for its evaluation | Amount (thousands of euros) |
|---------------------------------|---|-----------------------------|
| No data | | |

The CAF Group holds non-controlling or jointly controlled interests in companies engaged in concessions for the operation of railway operating systems, the supply of fleet and subsequent maintenance, as well as the leasing of railway equipment. The CAF Group's operations with these companies involve the supply of fleet and the performance of turnkey projects, as well as the maintenance of railway equipment and material. It also has various financial loans in place that are consistent with the typical financing structure for these types of concession or leasing companies. These transactions are part of the ordinary business of the CAF Group and are carried out under normal market conditions. Information on CAF's stakes in these companies is included in Notes 2.f and 8 to the 2025 consolidated financial statements and Note 9 to the consolidated financial statements includes information on the balances and transactions carried out in 2025 with these companies that were not eliminated as part of the consolidation process.

- D.6.** Give details of the mechanisms in place to detect, determine and resolve potential conflicts of interest between the company and/or its group and its directors, senior management, significant shareholders or other related parties.

Pursuant to article 229 of the Spanish Corporate Enterprises Act and articles 24 and 25 of the Board of Directors' Regulations, the directors have the duty to notify the Board of Directors of any situation of conflict, direct or indirect, that they or persons linked to them may have with the Company's interests. In addition, in the case of conflict of interests, the affected director should refrain from intervening in the discussion and voting of the decisions and resolutions causing such conflict. Any conflict of interest should be mentioned in the Notes to the Financial Statements. On the other hand, the Board Regulations regulate in detail the obligations of non-competition and of avoiding situations of conflict of interest and establishes a series of prohibited conducts for directors, as well as the consequences that arise in the event of non-compliance with these. The Board's Regulations expressly state in article 18 that the Board members must make their post available to the Board and resign, if the Board sees fit, if they encounter a conflict of interest and breach the duties of disclosure and abstention or where they breach the non-competition obligation. All this without prejudice to the regime applicable to related-party transactions that has been explained in section D.1 above.

D.7. Indicate whether the company is controlled by another entity in the meaning of Article 42 of the Commercial Code, whether listed or not, and whether it has, directly or through any of its subsidiaries, business relationships with said entity or any of its subsidiaries (other than the listed company) or carries out activities related to those of any of them.

- Yes
 No

E. RISK MANAGEMENT AND CONTROL SYSTEMS

E.1. Explain the scope of the company's financial and non-financial risk management and control system, including tax risk.

CAF Group's Comprehensive Risk Management System works in a continuous manner and is managed at corporate level for all businesses and geographic areas in which the Group operates.

The undertaking of the Board of Directors' of CAF in establishing the mechanisms and basic principles for adequate control and risk management is reflected in the General Risk Control and Management Policy, whose essential principles rest upon the previously mentioned Comprehensive Risk Control and Management System. This policy is part of the Group's internal regulations and is available on the website www.cafmobility.com, in the corporate policies area.

The General Risk Control and Management Policy covers all the companies comprising the CAF Group in all jurisdictions where CAF operates, being applicable to all Group employees. In those non-CAF Group companies, the Company seeks to ensure that the principles, guidelines and risk limits are consistent with those established through this General Risk Control and Management Policy.

The purpose of the aforementioned Policy is to establish the basic principles and guidelines for the control and management of risks of any nature affecting the Company and the CAF Group, through the identification of the main risks and by employing appropriate internal control and information systems, while conducting periodic monitoring on the performance of these mechanisms.

It should be noted that through the General Risk Control and Management Policy, CAF Group is committed to developing all its capabilities so that all types of risks are properly identified, measured, managed, prioritised and controlled. In this regard, the Audit Committee is tasked with ensuring, on an ongoing basis, compliance with the General Risk Control and Management Policy and that the integrated system in place operates properly.

In practice, the Comprehensive Risk Control and Management System is based on a range of strategic and operational actions in order to manage risks and meet the objectives set by the Board of Directors. The diversity and complexity of the activities carried out by the Group carry a variety of risks and the Company defines basic guidelines and instructions to ensure standard operating procedures at each of the divisions so as to ensure an adequate level of internal control.

The Comprehensive Risk Control and Management System of the CAF Group is an interlinked system of rules, processes, procedures, controls and information systems where the global exposure is determined after assuming all the risks that the Company is exposed to and it takes into consideration their impacts on mitigation. This system allows the consolidation of the risk exposures of the business divisions and areas of the Group and their valuation, as well as the preparation of the corresponding management information for decision making in terms of risk and expected profitability. In addition, this system is subject to a process of continuous improvement that allows it to be progressively strengthened.

To respond to the need for global and homogeneous risk management, CAF Group assumes a corporate risk control and assessment model under the following basic assumptions:

- (a) Definition of the limits of assumable risk.
- (b) Establishing procedures for the identification, analysis, evaluation, treatment, monitoring, control and reporting of the various risks.
- (c) Coordination and communication so that the corporate procedures and the different businesses are consistent with this General Risk Control and Management Policy and the Group's Comprehensive Risk Control and Management System.

The Comprehensive Risk Management System adopted by CAF is aligned with international standards, ISO 31000 and COSO ERM (Committee of Sponsoring Organisations of the Treadway Commission – Enterprise Risk Management), regarding the use of an effective methodology for the analysis and integrated management of risk and the Three Lines Model, on the assignment of responsibilities in the area of risk management and control as developed in section E.2 below.

Continued in Section H.

E.2. Identify the bodies within the company responsible for preparing and executing the Financial and Non-financial Risk Management and Control System, including tax risk.

As explained in the previous section, the Board of Directors of the Company is responsible for determining the General Risk Control and Management Policy, including tax risks, as well as supervising the internal information and control systems.

Likewise, as provided for in its Regulations, the Audit Committee is the body responsible for supervising and evaluating the financial and non-financial risk control and management systems relating to the Company and, where applicable, to the group, including operational and technological risks, including cybersecurity and artificial intelligence, legal, sustainability, political, reputational or corruption-related risks, as well as supervising the Company's internal risk control and management function.

For its part, the Executive Committee is the Company's highest executive body and as such is responsible for ensuring the effective implementation of the Risk Control and Management System and knowing the main elements of its evolution and control, although Risk management and internal control are based on the Three Lines Model.

With an entire organisation focused on risk and opportunity management, the work of the second line is crucial in three aspects:

- 1) Ensure the correct evaluation and quantification of risks: it challenges the assessments of the first line and supports it in quantification based on its knowledge and experience, and its independence.
- 2) Provide management with information on the different types of risks in an understandable and common language that allows risk-based decision making.
- 3) Ensure that the Company's overall risk level remains within the appetite established by the Board of Directors, maintaining sufficient independence for its proper functioning and reporting directly to the Audit Committee.

In the case of the CAF Group, the Risk Management Department, under the direct supervision of the Audit Committee, has been expressly assigned the following functions:

- (a) Ensure the proper functioning of the comprehensive risk control and management system and, in particular, that all the most important risks affecting the Company are identified, managed and adequately assessed, maintaining the risk at levels consistent with the established appetite.
- (b) Actively participate in drawing up the risk strategy and in important decisions regarding risk management.
- (c) Ensure that the risk management and control systems adequately mitigate risks as defined by the policy laid down by the Board of Directors.

The Group has various complementary second lines of assurance based on specific areas of expertise and internal control systems. In particular, different Compliance Officers have been appointed. In the specific case of fiscal compliance risks, the second line role is fulfilled by the Corporate Tax Function, whose functions include: (i) applying the Tax Policy determined and approved by the Board of Directors; and (ii) ensuring compliance with the principles of action in tax matters set out in the Tax Policy approved by the Board of Directors, which expressly include the prevention and reduction, as far as possible, of tax risks, both for each business and geography and at corporate level.

Without prejudice to the independence in the management of each of the organisation's second lines, there is coordination between all of them with the aim of ensuring the comprehensive risk control and management system, as well as capturing the level of risk in each risk area.

The third line is made up of the Internal Audit team. From the objectivity, authority and credibility conferred by its independence from Management, it evaluates the suitability and effectiveness of risk management and governance, within the framework of the Annual Internal Audit Plan. Its systematic analysis and reporting of its findings to both Management and the Audit Committee promotes and facilitates continuous improvement.

In addition, the remit of CAF's Internal Audit function includes, among others, the assurance of risks to which the Company is exposed and, for that purpose, it is involved in the examination and assessment of control systems and procedures and risk mitigation processes.

E.3. Indicate the main financial and non-financial risks, including tax risks, as well as those deriving from corruption (with the scope of these risks as set out in Royal Decree Law 18/2017), to the extent that these may affect the achievement of business objectives.

The most important risks facing the Group may be classified into the following categories:

- Strategic risks: these being risks stemming from the uncertainty of the macroeconomic and geopolitical environment, along with the inherent characteristics of the sector and markets where the Group operates, and the decisions adopted on strategic and technological plans.

- Financial risks: arising from market fluctuations (financial and commodities markets), contractual relations with third parties (customers, debtors) and counterparties related to investments in financial assets and financial liabilities (banks, investors). The subcategories of risks that are included are as follows:

o Market risk, which includes the following risks:

* Interest rate risk: risk of variations in interest rates that might give rise to changes in the Group's profit or loss and the value of its assets and liabilities.

* Foreign currency risk: risk arising from changes in the exchange rates of currencies with an effect on future transactions and the valuation of assets and liabilities denominated in currency.

* Commodity price risk: risk arising from changes in prices and market variables relating to commodities required in the businesses' supply chain.

o Credit risk: it is the risk of insolvency or bankruptcy or possible non-payment of quantifiable monetary obligations by the counterparts to which the Group has effectively granted net credit and are pending liquidation or collection.

o Liquidity and financing risk: in relation to liabilities, it is the risk linked to the impossibility of carrying out transactions or to non-compliance with obligations arising from operating or financial activities due to lack of funds or access to financial markets, whether derived from a decrease in the company's credit quality (rating) or other causes. In relation to assets, it is the risk of being unable to find at any given time parties to purchase an asset at the arm's length price or to obtain an arm's length price.

For more information on the financial risks, see section 16, "Financial Instruments and Financial Risk Management" of the Notes to the Financial Statements.

- Legal Risks: arising from the preparation and performance of various types of agreements and obligations (commercial, administrative, intellectual property, etc.) and the possible contingencies arising therefrom. Risks relating to legal proceedings, administrative procedures and claims are also included.

- Operating Risks: inherent to all Group activities, products, systems and processes that lead to financial losses and damage in the Company image due to human/technological error, inadequate/defective internal processes or the intervention of external agents.

- Corporate Governance Risks: arising from potential non-compliance with the Group's corporate governance system, which governs the design, integration and operation of the governance bodies and their relations with the Group's stakeholders and is rooted in the Group's commitment to ethical principles, best practices and transparency as the Group seeks to defend its interests and create sustainable value.

- Compliance and Regulatory Risks: arising from the breach of applicable national and international regulations and laws irrespective of the activity in question, included in the following large blocks: (i) Commercial and Competition (market abuse, corporate obligations and securities market regulations, antitrust and unfair competition), (ii) Criminal (prevention of crimes, including those arising from corruption), (iii) Employment, (iv) Tax and (v) Administrative (including personal data protection regulations, environmental laws, etc.).

The 2025 Consolidated Non-Financial Statement and Sustainability Report delve into the different types of risks listed previously. In particular, emphasis is placed on risks related to human rights, society, the environment, people, reputation and the fight against corruption and bribery.

E.4. Indicate whether the entity has risk tolerance levels, including for tax risk.

The risk tolerance level established at corporate level is understood at CAF as the willingness to assume a certain risk level, insofar as it allows value creation and business development, achieving an adequate balance between growth, performance and risk.

The CAF Group presents an overall prudent risk profile with a low tolerance level, in which the objective of guaranteeing the continuity over time of its activity and the sustainable growth, and therefore of its value contribution to its shareholders and to the company in general, prevails.

In order to achieve this risk profile, the Group is based on:

- (a) A prudent policy in relation to bid submissions in tender processes, applying predetermined Risk-Reward thresholds in the decision-making process.
- (b) A suitable risk management infrastructure in terms of governance and availability of material and human resources.
- (c) Search for positioning in high growth segments, in geographies that are classified as strategic and in products in relation to which CAF has proven expertise and experience that enable value generation for the Company, maintaining in all cases the desired profitability and cash generation levels.

The level of risk is defined as the product of probability and impact. Both probability of occurrence and impact are assessed on a five-level scale, and uniform criteria are used to determine each level in each of the axes. That is, the combination of probability and impact will result in the risk assessment.

On the other hand, for Operational Business Risks, tolerance thresholds are defined, which if exceeded, would give rise to the need to establish new or existing Controls or Action Plans and monitoring, depending on their criticality, by the corresponding body such as the Executive Committee or the Audit Committee. As for Operational Business Risks, tolerance is defined on the basis of the main figures of the businesses/projects.

With regard to other risks such as financial and strategic risks, a level of tolerance is proposed in terms of their economic impact at corporate level. Notably, there is a principle of zero tolerance towards the commission of illegal acts and fraud.

With regard to tax risks, the Corporate Tax Policy expressly covers the basic principles regarding tax matters for the Group, including, to the fullest extent possible, the prevention and reduction of tax risks while carrying on its activities and maintaining a prudent risk profile at all times. The management of fiscal risks is carried out within the Comprehensive Risk Control and Management System.

E.5. Indicate which financial and non-financial risks, including tax risks, have materialised during the year.

No material or extraordinary risks materialised in 2025. The main aspects to be highlighted in relation to the most relevant strategic, operational and financial risks of the reported year are detailed below.

The main risks that may affect the achievement of business goals are managed actively by the organisation, while minimising any adverse risks faced by the Group. In general terms, the Group's business and regional diversification assists in reducing any material impacts on the Company's equity due to risk exposure.

The Israel–Palestine conflict poses a risk of uncertainty in the markets in which the Group operates. The current situation is affecting the pace of execution of various projects in Israel, although normal operations are being maintained on the Jerusalem city light rail line. The Group maintains continuous communications with its clients, working collaboratively to address the problems arising from this situation.

Furthermore, in the current geopolitical context, the Group is subject to risks and uncertainties related to changes in international trade policies, including the imposition of tariffs and other trade restrictions. At the date of these consolidated financial statements, certain tariffs have been implemented or proposed by various governments, which could affect the cost of goods imported or exported by the Group. Due to the changing nature of these business policies, it is not possible to reasonably estimate the ultimate effect on consolidated operations, financial position and results. However, due to the Group's low exposure to transactions that could be subject to this risk, and the protection mechanisms in place in the contracts, no significant impacts on the consolidated financial statements are estimated. The Company continues to monitor trade policy developments and will adjust operations and sourcing strategies as necessary to mitigate potential impacts.

With regard to Compliance risk management, it is worth noting that in 2025, ongoing projects awarded in previous years were monitored, subject to general or intensified reinforced due diligence, in accordance with section 1.2.4.4. of the Consolidated Non-Financial Statement and Sustainability Report and section E.6 below which, due to their relevance, are subject to intensive monitoring and to non-financial reporting requirements, without any adverse impacts having materialised.

In 2025, no fines or sanctions were received and no material risks resulting from significant breaches materialised and had an impact on the Company's results.

The management in 2025 of significant contingencies from previous years is detailed in Note 25 of the Consolidated Notes to the Financial Statements and in the Consolidated Non-Financial Statement and Sustainability Report.

E.6. Explain the response and oversight plans for the company's main risks, including tax risks, as well as the procedures followed by the company in order to ensure that the Board of Directors responds to any new challenges that arise.

CAF's Comprehensive Risk Management System is based on preparing Controls and Action Plans through the appropriate corrective measures, using the META strategy.

Based on the criteria established by the CAF Group and the META analysis methodology, 4 possible strategies for risk management have been defined:

- (a) Mitigate: The risk is accepted but Action Plans are implemented to reduce it.
- (b) Avoid: It is considered that the conditions are not acceptable by the CAF group, so the risk must be eliminated (Zero Tolerance).
- (c) Transfer: It is considered that there are measures that allow transferring the risk to a third party.
- (d) Assume: It is considered that there are no measures to help reduce the risk, so the risk is accepted in its entirety.

In the case of non-manageable risks that raise the risk profile above the tolerance level, contingency plans to remediate the project in progress or in a previous stage are evaluated in order to decide on whether or not to submit the corresponding bid.

The Risk Management Department, under the direct supervision of the Audit Committee, is in charge of ensuring the proper functioning of the System. In particular, it ensures that all relevant risks that affect the Company are properly identified, managed and evaluated, and that these risks are suitably mitigated within the framework of the Policy approved by the Board of Directors.

At different intervals during the year, the Risk Management Department reviews the level of risk and compliance with the unique risk management methodology. On a monthly basis, the Risk Management Department meets with the different business units to form a picture of the business risk situation. And on a quarterly basis, it looks at the situation risks managed at the corporate level. Lastly, every six months, this same department prepares a global risk report on the Group for the Audit Committee.

The Consolidated Financial Statements and Management Report provide details on the Company's risk management.

During the 2025 financial year, the Audit Committee has received an updated report on risks from the Head of the Risk Management Department, in its May and November sessions, with the personal attendance of its Head in both. Such report included a breakdown of the level of the Group's main risks (see section E.3), differentiating between risks managed at i) corporate and ii) business unit level.

In November, the head of the Tax Function, as the person in charge of the control and management of Group tax compliance risks, also presented to the Committee its annual report on compliance with the principles of action in tax matters established by the Board in the Tax Policy, describing the fiscal developments and their impact on the Group.

The Compliance Function issues various reports annually (including the Compliance Function annual report) which is presented to the Audit Committee, to which it reports periodically regarding the relevant aspects of the various areas of Compliance and their significant risks and, in particular, regarding compliance with the internal Codes of Conduct and regarding the Internal Reporting System (whistleblowing channels).

In particular, relevant projects in the area of Human Rights Due Diligence and International Sanctions are monitored.

In this sense, the Jerusalem Light Rail project is considered relevant because it is a comprehensive project that is partially located in territories subject to political controversy, which is also subject to heightened due diligence for areas of armed conflict or similar situations and for which the impact of possible international sanctions and Human Rights risk management are taken into account.

Consequently, throughout the implementation of the project, CAF has applied specific due diligence measures with three levels of intensity (standard, general enhanced and heightened for conflict zones), in accordance with Heightened Human Rights Due Diligence for Business in Conflict-Affected Contexts: A Guide, published by the United Nations in 2022, in order to identify, prevent and mitigate, where appropriate, any adverse impact on Human Rights.

With regard to the regulatory context surrounding the conflict, CAF has obtained independent external legality reports from experts of renown prior to the award of the project and during its implementation. All the experts consulted independently agree that CAF has not failed to comply with applicable international law by participating in the project.

In particular, the CAF Group has closely followed the most recent resolutions and pronouncements of the International Court of Justice, the International Criminal Court and the UN General Assembly concerning, inter alia, Israel's policies and practices in relation to settlements and associated infrastructure construction. After the corresponding comparison with widely recognised experts in International Law, Human Rights and the United Nations, the last of them in November 2025, their updated conclusions confirm those previously issued.

Continued in Section H.

F. INTERNAL RISK MANAGEMENT AND CONTROL SYSTEMS IN RELATION TO THE FINANCIAL REPORTING PROCESS

Describe the mechanisms forming your company's Internal risk management and Control systems relating to the process of publishing Financial Reporting (ICFR) of the company.

F.1. The entity's control environment

Report on at least the following, describing their principal features:

- F.1.1 The bodies and/or departments that are responsible for: (i) the existence and maintenance of an adequate and effective ICFR system; (ii) its implementation; and (iii) its supervision.

CAF's Board of Directors is the body responsible for having and maintaining a proper and effective Financial Information Internal Control System. The Audit Committee is the body responsible for overseeing, inter alia, the preparation and presentation process and the integrity of the regulated financial and non-financial information, and the systems and effectiveness of the Company's internal control, in particular the ICFR, risk management systems, and the systems and mechanisms linked to the Company's internal codes of conduct. The Audit Committee is also responsible for the supervision of the internal audit services, one of its functions being to discuss with the auditors or auditing companies the significant weaknesses in the internal control system detected in the course of the audit. These functions are described in the Regulations of the Audit Committee.

The Internal Audit Function is entrusted by the Audit Committee with the supervision of the Internal Control System over Financial Reporting (ICFR), through the exercise of a unique and independent governance function, aligned with professional quality norms and standards, which contributes to good corporate governance and to ensuring that financial information has been prepared reliably.

The Economic-Financial and Strategy Management is the area responsible for the design, implementation and maintenance over time of an adequate and effective internal control system over financial information. The main specific functions of this area in relation to the internal control system over financial information are the following: (i) the design of the corporate ICFR model, which includes, among other aspects, the determination of relevant risks and key corporate control activities; (ii) the management of the governance model referred to in the ICFR: assignment of roles and responsibilities; (iii) the design of the annual plan, which includes, among other functions, the analysis of materiality, the assessment of the needs for model extensions in the group, possible redesigns and the design of the rotating review plan; (iv) the recurring review of compliance with the model as well as the monitoring of recommendations and improvement plans; (v) coordination with other control models of the group (mainly the Risk, Compliance and Sustainability areas); (vi) management and coordination with the internal audit area and with the external auditor on internal control matters; and (vii) maintenance and updating of the internal control manual.

- F.1.2 Indicate whether the following exist, especially in relation to the drawing up of financial information:

- Departments and/or mechanisms in charge of: (i) the design and review of the organisational structure; (ii) clear definition of lines of responsibility and authority with an appropriate distribution of tasks and functions; and (iii) ensuring that adequate procedures exist for their proper dissemination throughout the entity.

The Executive Director and the head of Human Resources are tasked with designing and reviewing the organisational structure and defining the lines of responsibility and authority for each business unit and subsidiary.

With regard to ICFR, the main tasks and controls to be carried out and supervised, and those persons responsible for them, are clearly defined in the processes determined as critical for the generation of financial information. Therefore, the lines of responsibility and authority are clearly defined in all cases.

During the 2025 financial year, the definition and communication of lines of responsibility and authority has been strengthened through the publication of the CAF Group ICFR Manual. This manual presents, among others: (i) the applicable ICFR regulations; (ii) the Principles governing the Group's ICFR model; (iii) the assignment of the main ICFR roles and responsibilities within the Group's organisational structure; and (iv) a description of the CAF Group's ICFR model, specifying, among others, the essential elements of process control considered as minimum standards to be complied with by the main players in the financial reporting process. In addition to publication on the corporate intranet and e-mailing via a mailing list, specific training activities were set up to disseminate the document within the organisation. In addition, the Group has, for these processes, a matrix of functions of the tasks considered incompatible.

Finally, CAF has a Delegation of Authority matrix for the Group's Economic-Financial area, which is updated annually.

The organisational structure, as well as the lines of responsibility and authority, are accessible to all Group employees through the corporate Intranet, where updated versions of the aforesaid documents are available.

- Code of conduct, the body approving this, degree of dissemination and instruction, principles and values covered (stating whether there is specific mention of record keeping and preparation of financial information), body charged with analysing breaches and proposing corrective actions and sanctions.

CAF's Board of Directors keeps the CAF Group's Code of Conduct updated (the initial version of which dates from July 2011), establishing at all times the good practice commitments and standards in force in terms of business ethics.

The Code of Conduct is, therefore, a declaration at the highest level and a guarantee of the CAF Group's leadership in, and commitment to, ethics, sustainability and good governance. The Code provides the basis for the other policies and standards of internal action.

The general principles of the CAF Code of Conduct are mandatory rules of conduct and ethical standards based on scrupulous respect for the law, human rights, public freedoms and fundamental rights, the principles of equal treatment, non-discrimination, protection from the exploitation of child labour and other principles contained in the international instruments it cites. In addition to the above, they are the minimum basis that must govern any business behaviour or action of CAF and its value chain.

With respect to financial information, the Code of Conduct includes a specific commitment to complete transparency, paying particular attention to ensuring that the information is prepared in a truthful manner and is recorded and disclosed to the market as required by applicable legislation and internal regulations. Likewise, the CAF Group seeks to faithfully and transparently reflect the reality of the Group, reporting in an integrated manner on all aspects of sustainability required by applicable regulations.

In this way, CAF undertakes to transmit financial and non-financial information in a complete and truthful manner, allowing shareholders, investors, advisors and analysts and other stakeholders to form an objective judgement about the Group according to prevailing legislation, in line with best practices and applying the provisions of the General Corporate Communication Policy.

The CAF Group complies fully with legal obligations in relation to regular public information, always respecting applicable regulations on inside and other material information, in accordance with regulations on securities market and investment services.

The CAF Group Code of Conduct has been available on the corporate website (www.cafmobility.com) since its approval, in an easily identifiable section. This document is provided to new recruits and specific training on this subject is provided as a mandatory course in the onboarding programmes mentioned below.

Ongoing training initiatives to raise awareness and promote Compliance standards continued in 2025.

At the end of the year, although the dissemination of the Code of Conduct and the Crime Prevention Manual has been generalized to all employees, the corresponding training has been launched in accordance with plans adjusted to the needs of the different recipients within the Group. In 2025, 91% of the people included in the training plan in this subject have completed it (90% in 2024 and 90% in 2023). Since the start of the plan, more than 8,965 people have been trained (of whom, 8,500 in 2024 and 8,000 in 2023), of whom 465 in 2025 (934 in 2024 and 1,045 in 2023). General anti-corruption training is included in this training plan.

Similarly, there is a system in place for training new employees. These programmes are included in the on-boarding plans for new employees. Training materials are constantly revised and updated.

Additionally, 100% of the CAF Group's project partners, in all the regions in which it operates, are informed of the existence and obligation of compliance on their part with the General Principles of the CAF Code of Conduct.

In furtherance of the above, the Corporate Compliance System (of which the Code of Conduct is its basic standard) is intended for the prevention, detection and early management of compliance risks.

The CAF Group Compliance Function is the body with autonomous surveillance and control powers, entrusted to supervise the functioning of and compliance with the Corporate Compliance System as a whole and the direct management of at least the following areas: (i) Business Ethics and Due Diligence in general, Human Rights and International Sanctions; (ii) Criminal Compliance; (iii) Anti-Corruption; (iv) Antitrust; (v) Market Abuse; and (vi) Personal Data Protection.

In addition, this function is also entrusted with the supervision of other areas managed by other managers. It also coordinates with the remaining corporate functions with other responsibilities in the area of internal control and risk management and, in particular, with the ICFR Head.

To this end, the Compliance Function has the appropriate knowledge, skills and experience and at all times has the integrity, autonomy and independence necessary to be able to carry out its responsibilities.

If there is an collegiate Compliance Function, one of its members will act as the Internal Reporting System (whistleblowing channels) Delegate, and will be considered to be the Corporate Compliance Officer, without simultaneously being allowed to be the head of other Functions or Departments unrelated to Compliance, thus permanently ensuring the necessary independence.

Furthermore, the Compliance Function has the necessary skills and authority to carry out the principles and objectives defined in the Policies corresponding to each of the areas and has a Corporate Department and Compliance Delegates with functional dependence within the Group, being able to delegate its own powers to any of the above, with sufficient organisational freedom to ensure the correct implementation of the Corporate Compliance System.

In particular, the Compliance Function is the internal body responsible for monitoring, supervising and controlling the application of the Code of Conduct, periodically evaluating its effectiveness and adopting appropriate measures to resolve any deficiencies.

For further details on the Corporate Compliance System, please consult the Consolidated Non-Financial Statement and Sustainability Report included in the Management Report.

- Whistleblowing channel, allowing for the disclosure to the Audit Committee of irregularities of a financial and accounting nature, in addition to possible breaches of the code of conduct and irregular activities within the organisation. Such disclosures may be made on a confidential or anonymous basis and the rights of the whistleblower and the reported party are respected in all cases.

The Internal Reporting System Policy and the Internal Reporting System Corporate Procedure approved by CAF's Board of Directors, after consultation with the legal representatives of the workers, establish the basic rules for the management and operation of the Internal Reporting System that integrates all reporting channels into a single computer tool, publicly accessible through the corporate website.

Both the Policy and the Procedure comply with the different international and national regulatory requirements for the protection of whistleblowers and the fight against corruption and remain equally accessible, along with the rest of the System's documentation, on the CAF website.

Among the System documentation is the detail of the existing information channels for each legal entity of the CAF Group and the person responsible for receiving communications, as well as the applicable Privacy Policy.

The CAF Group's Internal Reporting System is the preferred channel for reporting actions or omissions constituting a criminal, serious or very serious administrative or criminal offence, as well as breaches related to the Code of Conduct or any other rule of the CAF Group's Internal Regulatory System.

This System allows for anonymous or named communications, both verbal and written, indicating the entity within the Group to which they are addressed, and guarantees the protection measures established by law for informants, related third parties and persons affected by the communications.

The Head of the Internal Information System is a collegiate body appointed by the Board of Directors of the parent company, which has delegated to one of its members the powers of management and processing of investigation files.

Throughout 2025, there has been a permanent monitoring of the different reporting channels and a periodic check of their proper functioning, with 63 complaints having been registered, which have given rise to 21 cases in the Internal Information System. Two internal investigations have also been initiated ex officio. None of the complaints or cases have resulted in the detection of any accounting irregularities.

For further details on the Internal Reporting System (whistleblowing channels), see the Consolidated Non-Financial Statement and Sustainability Report included in the Management Report.

- Training and periodic refresher programmes for personnel involved in the preparation and revision of financial information, as well as in the assessment of the ICFR system, covering at least accounting standards, auditing, internal control and risk management.

The Group has a corporate training budget and a training plan are designed at least every two years. Training needs are detected and activities for each department are scheduled as part of this plan.

Staff performance assessments are held every year and an individual development and training plan is set out for every employee included in the Training Plan. In addition, refresher courses taught by external specialists are held at least on an annual basis so as to ensure staff remain up to date on regulatory changes that can affect the preparation of the financial statements and webinars presented by experts on the matter are attended.

It is important to note that the recommendations issued by regulatory bodies such as ESMA and CNMV are also reviewed annually when drawing up the financial statements, with a focus on regulatory developments and other key economic circumstances and events.

The main indicators in relation to CAF, S.A.'s economic and financial training programmes in support of the businesses in 2025 are:

- (a) Number of participants in these training actions: 857.
- (b) Number of training hours received: 4,734.28 hours.

It should be noted that, during 2025, the number of training hours has increased, although the number of people trained has decreased compared to previous years, given that the project to implement the new ERP has been completed and, consequently, the need for specific training associated with this rollout has decreased.

In addition, during the 2025 financial year, following the implementation of the SAP GRC tool mentioned in section F.4.2. of this report, specific training sessions were held on the characteristics and use of this tool. Furthermore, following the publication of the Group's ICFR Manual mentioned above, special emphasis has been placed on training on the Group's ICFR model.

Apart from general training, the main training activities focus on technical updating in relation to economic and financial aspects (such as legislation, tax and risks).

F.2. Assessment of risks in financial reporting

Report on at least the following:

F.2.1 The main characteristics of the risk identification process, including risks of error and fraud, as regards:

- Whether the process exists and is documented.

The basic mechanisms and principles for adequate risk control and management are reflected in the General Risk Control and Management Policy, on whose basic principles the Comprehensive Risk Control and Management System is based.

The Comprehensive Risk Control and Management System assumes a centralised risk control and management model that covers all areas of its activity and integrates their vision into the management of the Organisation. This model establishes that all members of the organisation are actors in the process and aims to integrate it into the Company's culture.

CAF adopts a robust three-line system to organise this global management and ensure its consistency, in line with the best practices and recommendations in the international ISO 31000 and COSO ERM standards.

In line with what was set out in section E above, the first line is defined around risk management in the day-to-day operations of the Company and each of its businesses.

The second line comprises the assurance functions that control and supervise risk. There is a complementary assurance function for the specific case of the ICFR. This is aligned with the premises of the Comprehensive Risk Control and Management System and undertaken by the Economic-Financial and Strategy Department. This is an independent function with respect to the business functions, promoting a tight segregation of functions between the areas that assume the risk and the area responsible for its supervision.

This area defines the critical processes associated with each of the accounts and significant breakdowns. Risks that could generate errors or fraud in the financial information are identified based on the potential impact of an error on the financial statements and the likelihood of the risk occurring.

The third line is the independent review of the first two lines and is carried out by the Internal Audit Function. Its scope includes assessing the effectiveness of risk appetite management, control and governance processes and their correct execution.

- Whether the process covers all the objectives of financial reporting, (existence and occurrence; completeness; valuation; presentation; disclosure and comparability; and rights and obligations), whether it is updated and if so, how often.

At the beginning of each financial year, based on the Group's consolidated information and supported by projected financial information, an analysis is carried out of the main risks of error in the financial information, in relation to attributes such as existence and occurrence, integrity, valuation, presentation, breakdown and comparability and rights and obligations. Identified risks are subject to an assessment process,

estimating the likelihood and impact on financial reporting. This analysis includes the review of the routine financial reporting processes.

Additionally, during the year, the identified risk areas are monitored and updated, taking into account new relevant events that have occurred during the period. Thus, the internal control system includes the performance of periodic control activities focused on identifying new risk areas, such as, for example, meetings of the Corporate Economic-Administrative Department with the heads of the business units and meetings to review the reported financial information.

- The existence of a process for identifying the scope of consolidation, taking into account, among other factors, the possible existence of complex corporate structures or special purpose vehicles.

At least quarterly, the Corporate Economic-Administrative Department receives from the Corporate Legal Department the corporate organisation chart of the Group, identifying the variations in the perimeter that exist in the period. All variations in the perimeter are analysed by the Corporate Economic-Administrative Department.

- Whether the process takes into account the effects of other types of risk (operational, technological, financial, legal, tax, reputational, environmental, etc.) to the extent that they affect the financial statements.

The process takes into account all risks identifiable insofar as they affect the financial statements.

- The governing body within the company that supervises the process.

The Audit Committee is the body responsible for overseeing the regulated financial and related non-financial information preparation process and presentation, which includes the risk identification process.

F.3. Control activities

Report on whether the company has at least the following, describing their main characteristics:

- F.3.1 Review and authorisation procedures for financial information and a description of the ICFR, to be disclosed to the securities markets, indicating those responsible, as well as documentation describing the flow of activity and controls (including those relating to the risk of fraud) of the various types of transactions that may materially affect the financial statements, including the procedure for the accounting close and the specific review of significant judgements, estimates, valuations and projections.

Certification of financial statements: The financial statements are certified by the CEO together with the Economic-Financial and Strategy Director. Prior to that, the information used to draw up the statements will have been validated by the senior employees involved in preparing the statements and control activities will have been carried out to minimise the risks of any error that may affect the financial reporting process.

The Audit Committee is responsible for supervising and evaluating the preparation, presentation and completeness of the financial and non-financial information on the Company and, where appropriate, the Group, checking compliance with legal provisions, the appropriate definition of the scope of consolidation and the correct application of accounting standards, and submitting recommendations or proposals to the Board of Directors, aimed at safeguarding its completeness. The Audit Committee meets periodically to monitor, among other matters, periodic financial information, prior to its presentation to the Board of Directors, which is the body responsible for approving the financial statements and agreeing their publication and disclosure to the market.

Specifically, the Audit Committee ensures that the annual accounts submitted by the Board of Directors for approval by the General Shareholders' Meeting are prepared in accordance with accounting regulations. The Audit Committee shall report on the conclusions of its analyses to the Board of Directors at its subsequent meetings.

Prior to the formulation of financial information, specific actions are established for the supervision of the process of preparation and formulation of periodic financial information, among which the following stand out:

(a) Periodic meetings of the Audit Committee with the external auditor to review relevant matters of the audit work and analysis of the report with the final audit considerations.

(b) Review of the status of compliance with internal control activities and certifications by the Internal Audit Head, who periodically communicates their conclusions to the Audit Committee, as well as any weaknesses detected, recommendations and action plans to implement them. Likewise, the Internal Audit Head reports to the Committee on the conclusions of the review carried out on periodic financial information, both quarterly and half-yearly.

(c) As the area responsible for preparing financial information, the Economic-Financial and Strategy Department presents the most important aspects of the periodic financial statements to the Audit Committee prior to their authorisation for issue. The main processes for generating financial information that materially affect the financial statements and for which there are risk and control matrixes are the following:

- Consolidation
- Recognition of Accounting Entries and Reporting of Financial Statements (Accounting Close)
- Recognition of Revenues and Expenses (for each type of activity)
- Remuneration of employed personnel
- Turnover and Customers (for each type of activity)
- Purchasing and Inventory Management (for each type of activity)
- Accounts Payable Management
- Treasury Management
- Tax
- Investments

The risks of error that may affect the reliability of the financial information (including risks of error in relevant judgements, estimates, assessments and projections) have been identified for each of these processes, as have the control activities to mitigate those risks. A person is designated to implement and oversee each control activity, ensure that it is carried out in due course and gather all evidence needed to carry out the activity.

This system is updated on a continual basis and is adapted according to the risks identified.

F.3.2 Internal IT control policies and procedures (access security, control of changes, system operation, operational continuity and segregation of duties, among others) which support significant processes within the company relating to the preparation and publication of financial information.

The Management of Information and Communication Technologies (ICT) is a corporate process that falls under the CAF Group's Management Model. Its mission is to provide and manage services, supporting the Group's information technology and communication needs in any of the areas of business activity, enhancing the use of these technologies and providing an efficient and effective management over the available resources, ensuring confidentiality, integrity, availability and assurances over the information.

The objectives of this process are to:

- Comply with the Corporate ICT development plan
- Ensure the availability of information systems (availability)
- Guarantee the security (confidentiality and integrity) of Information Systems
- Promote the standardisation of systems
- Improve the level of satisfaction of users of ICT systems
- Develop the ICT corporate framework

The Internal Security Management System includes control activities that monitor the proper performance of Reporting System processes in relation to the following:

- Information Technology management

- User management.
- Configuration management
- Data Processing Centre physical security management
- Information Systems Change Management
- Operational management and system control
- Business continuity management as it relates to IT systems
- Third-party management

Further highlights include the Information Security Management System (ISMS) that has been in place since 2017 in accordance with ISO 27001. The system has been certified since 2018 and was renewed in 2025 for the information systems managed by the Corporate Digital Department that support CAF's corporate processes. As a result of the implementation carried out, a Security Committee was formed and a Security Manager designated, and the suppliers and personnel affected are required to read the Security Policy and expressly accept certain Terms and Conditions and a Best Practices Manual.

- F.3.3** Internal control policies and procedures for overseeing the management of activities subcontracted to third parties, as well as of those aspects of assessment, calculation or valuation entrusted to independent experts, which may materially affect financial statements.

There is an Accounting Policies Manual applicable to all CAF, S.A. subsidiaries, which includes, among others, an approval and supervision procedure for activities subcontracted to third parties with regard to the preparation of financial statements.

According to the existing matrix with delegation of authority, the hiring of independent experts to perform significant calculations or valuations must be approved by the Corporate Economic-Administrative Department, which assesses the training and independence of the expert before hiring them, to ensure their suitability.

The main activities subcontracted to third parties include the preparation of the payroll and tax returns of certain subsidiaries (areas considered to be low-risk and subsidiaries that cannot materially affect the Group's financial statements). In any case, with regard to the valuations entrusted to third parties that may materially affect the financial statements, it is the Company's policy to use firms of recognised prestige and independence and involve internal controls to review the hypotheses used and the calculations made by the third party.

F.4. Information and communication

Report on whether the company has at least the following, describing their main characteristics:

- F.4.1** A specifically assigned function for defining and updating accounting policies (accounting policy area or department) and resolving doubts or conflicts arising from their interpretation, maintaining a free flow of information to those responsible for operations in the organisation, as well as an up-to-date accounting policy manual distributed to the business units through which the company operates.

The Corporate Economic-Administrative Department is responsible for preparing the consolidated financial statements and those of the parent company. Its tasks include the resolution of accounting queries for the rest of the Group companies with which the Company has a direct and fluid relationship through the designated persons in charge at each subsidiary and the updating of the Accounting Policies Manual. This Manual is updated at least annually. To this end, the Corporate Economic-Administrative Department analyses the possible effects on the Group's accounting policies of any changes or novelties in accounting matters, along with the dates that each of these standards enter into force.

When it is determined that a new regulation, or interpretations of it, have an effect on the Group's accounting policies, the Manual is updated.

The Manual is available on CAF's internal portal.

F.4.2 Mechanisms for capturing and preparing financial information in standardised formats for application and use by all units of the entity or group, and support its main financial statements and notes, as well as disclosures concerning ICFR system

Every year a schedule is drawn up of the information required to prepare the financial information for the following fiscal year.

The financial information of each subsidiary is reported directly to the Corporate Economic-Administrative Department, through a web support tool (SAP BPC) with consistent reporting formats, through which information is obtained to support the consolidated financial statements, as well as the consolidated information contained in the notes to the financial statements, and to aggregate and consolidate the information reported.

The Corporate Economic-Administrative Department is responsible for establishing the formats in the web application (chart of accounts, information packages). Those who have been designated for each subsidiary and are charge of control supervise the process used to harmonise the information of each subsidiary with the Group standards.

Furthermore, considering the growth of the Group in recent years, with the aim of continuing to ensure the robustness of the internal control system, the new SAP GRC tool has been implemented and deployed in 2025. In addition to executing, supervising and evidencing the control activities of the ICFR model, this tool enables the implementation of automatic controls, as well as the integration of controls from other regulations (cybersecurity, compliance and the Internal Control over Sustainability Information System (ICSIS)) in the same system.

F.5. Supervision of the functioning of the system.

Report on at least the following, describing their principal features:

F.5.1 The activities of the audit committee in overseeing ICFR as well as whether there is an internal audit function one of the responsibilities of which is to provide support to the committee in its task of supervising the internal control system, including ICFR.

In addition, information will be provided on the scope of ICFR assessment carried out during the year and the procedure through which the person responsible for performing the assessment communicates its results, whether the company has an action plan detailing possible corrective measures, and whether their impact on financial reporting has been considered.

In accordance with the provisions of its own Regulations, the Audit Committee is responsible for supervising the preparation process and the integrity of the financial information, ensuring its compliance with the legal provisions, the accurate determination of the consolidation scope, as well as overseeing the proper internal control risk management systems, including ICFR.

The Audit Committee ensures the staff involved in the ICFR:

1. Act with integrity and are independent in the performance of their work, thus ensuring that their conclusions are objective and impartial.
2. Are competent and possess the necessary technical expertise to perform their work diligently.

The CAF Group has an Internal Audit Function whose functions include supporting the Audit Committee in its work of supervising the design and operation of the ICFR.

The Internal Audit Function reports functionally to the aforementioned Audit Committee and administratively to the CEO. This position provides it with the authority and status within the organisation to perform internal audit services independently without interference.

The CAF Internal Audit Function Statute, aligned with the International Framework for the Professional Practice of Internal Auditing and the Global Internal Audit Standards, was updated in January 2025, and has an Implementation Manual that defines the methodology and system by which said function must be guided.

The Statute defines the purpose, authority, roles, responsibilities and scope of the activities of the function, as well as its position within the organisation, establishing the framework for its relations with the Audit Committee, the CEO and the Executive Committee.

Among other responsibilities and functions, the Internal Audit Head annually submits the proposed internal audit activities to the Audit Committee for approval, including the tasks to be performed for supervision of the ICFR. The content of the Annual Work Plan is reviewed and updated on an ongoing basis.

Based on this plan, the head of Internal Audit reports regularly to the Audit Committee on its conclusions, any weaknesses detected, recommendations for improvement and action plans to implement corrective measures. This report can be presented either in person at the Audit Committee meetings or by sending it to the Committee.

In the 2025 financial year, the annual work plan presented and subsequently executed by the Internal Audit Function includes the following aspects related to the ICFR.

1. Review of the update of the financial information risk map.
2. Analytical review of the financial information submitted to the CNMV on a quarterly basis, together with the review of the execution of control activities in the accounting close and consolidation and reporting processes, including a review of the main judgements and estimates.
3. Review of processes and subsidiaries according to a risk-based rotation plan. This review shall include relevant financial information risks and their key controls.
4. Quarterly follow-up on the status of the action plans proposed to tackle identified shortfalls and recommendations for further improvement.
5. Annual report on ICFR indicators.

F.5.2 Whether there is a discussion procedure whereby the auditor (as defined in the Spanish Technical Audit Standards), the internal auditor and other experts can report to senior management and the audit committee or directors of the company any significant weaknesses in internal control identified during the review of the annual financial statements or any others that have been entrusted to them. Likewise, whether there is an action plan that tries to correct or mitigate the shortfalls observed.

Per its regulations, the Audit Committee has, among other functions, those of supervising and evaluating the preparation, presentation and the integrity of financial information, supervising internal control effectiveness and discussing with the auditor the significant weaknesses in the internal control system identified during the audit.

In general terms, the procedure for discussing significant internal control weaknesses is based on periodic meetings.

The Audit Committee meets prior to the issuance of financial information to the markets with the Internal Audit Manager and the Management responsible for preparing the financial information to comment on any relevant aspects and, if appropriate, discuss significant control weaknesses identified. The Internal Audit manager attended six Audit Committee meetings in 2025, reporting on the evolution of the annual work plan and of the existing action plans to implement the internal control improvement recommendations.

The external auditor meets the Audit Committee to present the conclusions of the audit work on the financial statements and to report any significant internal control weaknesses detected during the course of the audit, assessing their possible effects on the financial information. In this regard, there were no points that needed to be communicated.

In 2025, the external auditors appeared two times before the Audit Committee and met with the Board in the plenary session held on 16 December 2025.

F.6. Other relevant information

F.7. External auditor's report

Report:

F.7.1 Whether the ICFR information sent to the markets has been subjected to review by the external auditor, in which case the entity should include the corresponding report as an attachment. If not, reasons why should be given.

The external auditor's report regarding the financial information internal control system (ICFR) is attached hereto as an annex.

G. DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS

Specify the company's degree of compliance with recommendations of the Good Governance Code for listed companies.

In the event that a recommendation is not followed or only partially followed, a detailed explanation of the reasons must be included so that shareholders, investors and the market in general have enough information to assess the company's conduct. General explanations are not acceptable.

1. That the articles of incorporation of listed companies should not limit the maximum number of votes that may be cast by one shareholder or contain other restrictions that hinder the takeover of control of the company through the acquisition of its shares on the market.

Complies [X] Explain []

2. That when the listed company is controlled by another entity in the meaning of Article 42 of the Commercial Code, whether listed or not, and has, directly or through its subsidiaries, business relations with said entity or any of its subsidiaries (other than the listed company) or carries out activities related to those of any of them it should make accurate public disclosures on:

- a) The respective areas of activity and possible business relationships between the listed company or its subsidiaries and the parent company or its subsidiaries.
- b) The mechanisms in place to resolve any conflicts of interest that may arise.

Complies [] Complies partially [] Explain [] Not applicable [X]

3. That, during the ordinary General Shareholders' Meeting, as a complement to the distribution of the written annual corporate governance report, the chair of the Board of Directors should inform shareholders orally, in sufficient detail, of the most significant aspects of the company's corporate governance, and in particular:

- a) Changes that have occurred since the last General Shareholders' Meeting.
- b) Specific reasons why the company has not followed one or more of the recommendations of the Code of Corporate Governance and the alternative rules applied, if any.

Complies [X] Complies partially [] Explain []

4. That the company should define and promote a policy on communication and contact with shareholders and institutional investors, within the framework of their involvement in the company, and with proxy advisors that complies in all aspects with rules against market abuse and gives equal treatment to similarly situated shareholders. And that the company should publish this policy on its website, including information on how it has been put into practice and identifying the contact persons or those responsible for implementing it.

And that, without prejudice to the legal obligations regarding dissemination of inside information and other types of regulated information, the company should also have a general policy regarding the communication of economic-financial, non-financial and corporate information through such channels as it may consider appropriate (communication media, social networks or other channels) that helps to maximise the dissemination and quality of information available to the market, investors and other stakeholders.

Complies [X] Complies partially [] Explain []

5. That the Board of Directors should not submit to the General Shareholders' Meeting any proposal for delegation of powers allowing the issue of shares or convertible securities with the exclusion of preemptive rights in an amount exceeding 20% of the capital at the time of delegation.

And that whenever the Board of Directors approves any issue of shares or convertible securities with the exclusion of preemptive rights, the company should immediately publish the reports referred to by company law on its website.

Complies [X] Complies partially [] Explain []

6. That listed companies that prepare the reports listed below, whether under a legal obligation or voluntarily, should publish them on their website with sufficient time before the General Shareholders' Meeting, even if their publication is not mandatory:

- a) Report on the auditor's independence.
- b) Reports on the functioning of the Audit and Appointments and Remuneration Committees.
- c) Report by the audit committee on related party transactions.

Complies [X] Complies partially [] Explain []

7. That the company should transmit in real time, through its website, the proceedings of the General Shareholders' Meetings.

And that the company should have mechanisms in place allowing the delegation and casting of votes by means of data transmission and even, in the case of large-caps and to the extent that it is proportionate, attendance and active participation in the General Meeting to be conducted by such remote means.

Complies [X] Complies partially [] Explain []

8. That the audit committee should ensure that the financial statements submitted to the General Shareholders' Meeting are prepared in accordance with accounting regulations. And that in those cases where the auditor has included a qualification or reservation in its audit report, the chair of the Audit Committee should clearly explain to the general meeting the opinion of the Audit Committee on its content and scope, making a summary of this opinion available to shareholders at the time when the meeting is called, together with the other Board proposals and reports.

Complies [X] Complies partially [] Explain []

9. That the company should permanently publish on its website the requirements and procedures for certification of share ownership, the right of attendance at the General Shareholders' Meetings, and the exercise of the right to vote or to issue a proxy.

And that such requirements and procedures promote attendance and the exercise of shareholder rights in a non-discriminatory fashion.

Complies [X] Complies partially [] Explain []

10. That when a duly authenticated shareholder has exercised their right to complete the agenda or to make new proposals for resolutions in advance of the General Shareholders' Meeting, the company:

- a) Should immediately distribute such complementary points and new proposals for resolutions.
- b) Should publish the attendance, proxy and remote voting card specimen with the necessary changes such that the new agenda items and alternative proposals can be voted on in the same terms as those proposed by the Board of Directors.
- c) Should submit all these points or alternative proposals to a vote and apply the same voting rules to them as to those formulated by the Board of Directors including, in particular, assumptions or default positions regarding votes for or against.
- d) That after the General Shareholders' Meeting, a breakdown of the voting on said additions or alternative proposals be communicated.

Complies [] Complies partially [] Explain [] Not applicable [X]

11. That if the company intends to pay premiums for attending the General Shareholders' Meeting, it should establish in advance a general policy on such premiums and this policy should be stable.

Complies [] Complies partially [] Explain [] Not applicable [X]

12. That the Board of Directors should perform its functions with a unity of purpose and independence of criterion, treating all similarly situated shareholders equally and being guided by the best interests of the company, which is understood to mean the pursuit of a profitable and sustainable business in the long term, promoting its continuity and maximising the economic value of the business.

And that in pursuit of the company's interest, in addition to complying with applicable law and rules and conducting itself on the basis of good faith, ethics and a respect for commonly accepted best practices, it should seek to reconcile its own company interests, when appropriate, with the interests of its employees, suppliers, clients and other stakeholders that may be affected, as well as the impact of its corporate activities on the communities in which it operates and on the environment.

Complies [X] Complies partially [] Explain []

13. That the Board of Directors should be of an appropriate size to perform its duties effectively and in a collegial manner, which makes it advisable for it to have between five and fifteen members.

Complies [X] Explain []

14. That the Board of Directors should approve a policy aimed at favouring an appropriate composition of the Board and that:

- a) Is concrete and verifiable;
- b) Ensures that proposals for appointment or re-election are based upon a prior analysis of the skills required by the Board of Directors; and
- c) Favours diversity of knowledge, experience, age and gender. For these purposes, it is considered that the measures that encourage the company to have a significant number of female senior managers favour gender diversity.

That the result of the prior analysis of the skills required by the Board of Directors be contained in the supporting report from the Appointments Committee published upon calling the General Shareholders' Meeting to which the ratification, appointment or re-election of each director is submitted.

The Appointments Committee will annually verify compliance with this policy and explain its findings in the Annual Corporate Governance Report.

Complies [X] Complies partially [] Explain []

15. That proprietary and independent directors should constitute a substantial majority of the Board of Directors and that the number of executive directors be kept to a minimum, taking into account the complexity of the corporate group and the percentage of equity participation of executive directors.

And that the number of female directors should represent at least 40% of the members of the Board of Directors before the end of 2022 and thereafter, and no less 30% prior to that date.

Complies [X]

Complies partially []

Explain []

16. That the number of proprietary directors as a percentage of the total number of non-executive directors cannot be greater than the proportion of the company's share capital represented by those directors and the rest of the capital.

This criterion may be relaxed:

- a) In large-cap companies where very few shareholdings are legally considered significant.
- b) In the case of companies where a plurality of shareholders is represented on the Board of Directors without ties among them.

Complies [X]

Explain []

17. That the number of independent directors should represent at least half of the total number of board members.

That, however, when the company does not have a high level of market capitalisation or in the event that it is a large-cap company with one shareholder or a group of shareholders acting in concert who together control more than 30% of the company's share capital, the number of independent directors should represent at least one third of the total number of directors.

Complies []

Explain [X]

As at 31 December 2025, the Board of Directors was composed of 10 members, three of whom are independent directors and three of whom are "other external" directors, each of these categories representing 30% of the total. As a result, the percentage of independent directors was slightly below the recommendation for non-large cap companies. Although the Company considers that the significant presence of external directors ensures the proper functioning of the Board, the Company intends to strengthen the presence of independent directors and to have the most appropriate composition on the Board, having for this purpose a vacancy arising from the resolutions adopted by the General Meeting during the year.

18. That companies should publish the following information on its directors on their website, and keep it up to date:

- a) Professional profile and biography.
- b) Any other Boards to which the directors belong, regardless of whether or not the companies are listed, as well as any other remunerated activities engaged in, regardless of type.
- c) Category of directorship, indicating, in the case of individuals who represent significant shareholders, the shareholder that they represent or to which they are connected.
- d) Date of their first appointment as a director of the company's Board of Directors, and any subsequent re-elections.
- e) Company shares and share options that they own.

Complies Complies partially Explain

19. That the annual corporate governance report, after verification by the Appointments Committee, should explain the reasons for the appointment of any proprietary directors at the proposal of shareholders whose holding is less than 3%. It should also explain, if applicable, why formal requests from shareholders for presence on the Board were not honoured, when their shareholding was equal to or exceeded that of other shareholders whose proposal for proprietary directors was honoured.

Complies Complies partially Explain Not applicable

20. That proprietary directors representing significant shareholders should resign from the Board when the shareholder they represent disposes of its entire shareholding. They should also resign, in a proportional fashion, in the event that said shareholder reduces its percentage interest to a level that requires a decrease in the number of proprietary directors.

Complies Complies partially Explain Not applicable

21. That the Board of Directors should not propose the dismissal of any independent director before the completion of the director's term provided for in the articles of incorporation unless the Board of Directors finds just cause and a prior report has been prepared by the Appointments Committee. Specifically, just cause is considered to exist if the director takes on new duties or commits to new obligations that would interfere with their ability to dedicate the time necessary for attention to the duties inherent to their post as a director, fails to complete the tasks inherent to their post, or is affected by any of the circumstances which would cause the loss of independent status in accordance with applicable law.

The dismissal of independent directors may also be proposed as a result of a public takeover bid, merger or other similar corporate transaction entailing a change in the shareholder structure of the company, provided that such changes in the structure of the Board are the result of application of the proportionate representation criterion provided in Recommendation 16.

Complies [X] Explain []

22. That companies should establish rules requiring that directors inform the Board of Directors and, where appropriate, resign from their posts, when circumstances arise which affect them, whether or not related to their actions in the company itself, and which may harm the company's standing and reputation, and in particular requiring them to inform the Board of any criminal proceedings in which they appear as suspects or defendants, as well as of how the legal proceedings subsequently unfold.

And that, if the Board is informed or becomes aware in any other manner of any of the circumstances mentioned above, it must investigate the case as quickly as possible and, depending on the specific circumstances, decide, based on a report from the Appointments and Remuneration Committee, whether or not any measure must be adopted, such as the opening of an internal investigation, asking the director to resign or proposing that they be dismissed. And that these events must be reported in the annual corporate governance report, unless there are any special reasons not to do so, which must also be noted in the minutes. The foregoing is without prejudice to the information that the Company must release, if required, at the time of the adoption of the corresponding measures.

Complies [X] Complies partially [] Explain []

23. That all directors clearly express their opposition when they consider any proposal submitted to the Board of Directors to be against the company's interests. This particularly applies to independent directors and directors who are unaffected by a potential conflict of interest if the decision could be detrimental to any shareholders not represented on the Board of Directors.

Furthermore, when the Board of Directors makes significant or repeated decisions about which the director has serious reservations, the director should draw the appropriate conclusions and, in the event the director decides to resign, explain the reasons for this decision in the letter referred to in the next recommendation.

This recommendation also applies to the secretary of the Board of Directors, even if they are not a director.

Complies [X] Complies partially [] Explain [] Not applicable []

24. That whenever a director leaves before the completion of their term of office, due to resignation or resolution of the General Shareholders' Meeting, the director should explain the reasons for this decision, or, in the case of non-executive directors, their opinion of the reasons for the cessation, in a letter addressed to all members of the Board of Directors.

And that, without prejudice to all this being reported in the annual corporate governance report, insofar as it is relevant to investors, the company must publish the cessation as quickly as possible, adequately referring to the reasons or circumstances adduced by the director.

Complies [X] Complies partially [] Explain [] Not applicable []

25. That the Appointments Committee should make sure that non-executive directors have sufficient time available in order to properly perform their duties.

And that the Board regulations establish the maximum number of company Boards on which directors may sit.

Complies [X] Complies partially [] Explain []

26. That the Board of Directors meet frequently enough to be able to effectively perform its duties, and at least eight times per year, following a schedule of dates and agendas established at the beginning of the year and allowing each director individually to propose other items that do not originally appear on the agenda.

Complies [X] Complies partially [] Explain []

27. That director absences occur only when absolutely necessary and be quantified in the annual corporate governance report. And when absences do occur, that the director appoint a proxy with instructions.

Complies [X] Complies partially [] Explain []

28. That when directors or the secretary express concern regarding a proposal or, in the case of directors, regarding the direction in which the company is headed and said concerns are not resolved by the Board of Directors, such concerns should be included in the minutes at the request of the director expressing them.

Complies [X] Complies partially [] Explain [] Not applicable []

29. That the company should establish adequate means for directors to obtain appropriate advice in order to properly fulfil their duties including, should circumstances warrant, external advice at the company's expense.

Complies [X] Complies partially [] Explain []

30. That, without regard to the knowledge necessary for directors to complete their duties, companies make refresher courses available to them when circumstances make this advisable.

Complies Explain Not applicable

31. That the agenda for meetings should clearly indicate those matters on which the Board of Directors is to make a decision or adopt a resolution so that the directors may study or gather all relevant information ahead of time.

When, in exceptional circumstances, the chairperson wishes to bring urgent matters for decision or resolution before the Board of Directors which do not appear on the agenda, prior express agreement of a majority of the directors shall be necessary, and said consent shall be duly recorded in the minutes.

Complies Complies partially Explain

32. That directors be periodically informed of changes in shareholding and of the opinions of significant shareholders, investors and rating agencies of the company and its group.

Complies Complies partially Explain

33. That the president, as responsible for the effective functioning of the board of directors, in addition to exercising the functions that are legally and statutorily attributed to him, prepare and submit to the board of directors a program of dates and matters to be discussed; organize and coordinate the periodic evaluation of the board, as well as, where appropriate, that of the company's chief executive; be responsible for the direction of the Board and the effectiveness of its work; ensuring that sufficient time is devoted to considering strategic issues and approve and supervise refresher courses for each director when circumstances warrant.

Complies Complies partially Explain

34. That when there is a coordinating director, the articles of incorporation or Board regulations should confer upon them the following powers in addition to those conferred by law: to chair the Board of Directors in the absence of the chairperson and deputy chairpersons, should there be any; to reflect the concerns of non-executive directors; to liaise with investors and shareholders in order to understand their points of view and respond to their concerns, in particular as those concerns relate to corporate governance of the company; and to coordinate a succession plan for the chairperson.

Complies Complies partially Explain Not applicable

35. That the secretary of the Board of Directors should pay special attention to ensure that the activities and decisions of the Board of Directors take into account such recommendations regarding good governance contained in this Good Governance Code as may be applicable to the company.

Complies Explain

36. That the Board of Directors meet in plenary session once a year and adopt, where appropriate, an action plan to correct any deficiencies detected in the following:

- a) The quality and efficiency of the Board of Directors' work.
- b) The workings and composition of its committees.
- c) Diversity in the composition and skills of the Board of Directors.
- d) Performance of the chair of the Board of Directors and of the chief executive officer of the company.
- e) Performance and input of each director, paying special attention to those in charge of the various Board committees.

In order to perform its evaluation of the various committees, the Board of Directors will take a report from the committees themselves as a starting point and for the evaluation of the Board, a report from the Appointments Committee.

Every three years, the Board of Directors will rely for its evaluation upon the assistance of an external advisor, whose independence shall be verified by the Appointments Committee.

Business relationships between the external adviser or any member of the adviser's group and the company or any company within its group must be specified in the annual corporate governance report.

The process and the areas evaluated must be described in the annual corporate governance report.

Complies Complies partially Explain

37. That if there is an executive committee, it must contain at least two non-executive directors, at least one of whom must be independent, and its secretary must be the secretary of the Board.

Complies Complies partially Explain Not applicable

38. That the Board of Directors must always be aware of the matters discussed and decisions taken by the executive committee and that all members of the Board of Directors receive a copy of the minutes of meetings of the executive committee.

Complies Complies partially Explain Not applicable

39. That the members of the audit committee, in particular its chairperson, be appointed in consideration of their knowledge and experience in accountancy, audit and risk management issues, both financial and non-financial.

Complies Complies partially Explain

40. That under the supervision of the audit committee, there should be a unit in charge of the internal audit function, which ensures that information and internal control systems operate correctly, and which reports to the non-executive chair of the Board or of the audit committee.

Complies [X]

Complies partially []

Explain []

41. That the person in charge of the unit performing the internal audit function should present an annual work plan to the audit committee, for approval by that committee or by the Board, reporting directly on its execution, including any incidents or limitations of scope, the results and monitoring of its recommendations, and present an activity report at the end of each year.

Complies [X]

Complies partially []

Explain []

Not applicable []

42. That in addition to the provisions of applicable law, the audit committee should be responsible for the following functions:
1. With regard to information systems and internal control:
 - a) Supervising and evaluating the process of preparation and the completeness of the financial and non-financial information, as well as the control and management systems for financial and non-financial risk relating to the company and, if applicable, the group - including operational, technological, legal, social, environmental, political and reputational risk, or risk related to corruption - reviewing compliance with regulatory requirements, the appropriate delimitation of the scope of consolidation and the correct application of accounting criteria.
 - b) Ensuring the independence of the unit charged with the internal audit function; proposing the selection, appointment and dismissal of the head of internal audit; proposing the budget for this service; approving or proposing its orientation and annual work plans for approval by the Board, making sure that its activity is focused primarily on material risks (including reputational risk); receiving periodic information on its activities; and verifying that senior management takes into account the conclusions and recommendations of its reports.
 - c) Establish and supervise a mechanism that allows employees and other people related to the company, such as directors, shareholders, suppliers, contractors or subcontractors, to report irregularities of potential significance, including financial and accounting ones, or of any other nature, related to the company that they notice within the company or its group. This mechanism must guarantee confidentiality and, in any case, provide for cases in which the communications can be made anonymously, respecting the rights of the whistleblower and the person reported.
 - d) Generally ensuring that internal control policies and systems are effectively applied in practice.
 2. With regard to the external auditor:
 - a) In the event that the external auditor resigns, examining the circumstances leading to such resignation.
 - b) Ensuring that the remuneration paid to the external auditor for its work does not compromise the quality of the work or the auditor's independence.
 - c) Making sure that the company informs the CNMV of the change of auditor, along with a statement on any differences that arose with the outgoing auditor and, if applicable, the contents thereof.
 - d) Ensuring that the external auditor holds an annual meeting with the Board of Directors in plenary session in order to make a report regarding the tasks performed and the development of the company's accounting situation and risks.
 - e) Ensuring that the company and the external auditor comply with applicable rules regarding the provision of services other than auditing, limits on the concentration of the auditor's business, and, in general, all other rules regarding auditors' independence.

Complies [X]

Complies partially []

Explain []

43. That the audit committee be able to require the presence of any employee or manager of the company, even stipulating that they appear without the presence of any other member of management.

Complies [X] Complies partially [] Explain []

44. That the audit committee be kept abreast of any corporate and structural changes planned by the company in order to perform an analysis and draw up a prior report to the Board of Directors on the economic conditions and accounting implications and, in particular, any exchange ratio involved.

Complies [X] Complies partially [] Explain [] Not applicable []

45. That the risk management and control policy identify or determine, as a minimum:

- a) The various types of financial and non-financial risks (including operational, technological, legal, social, environmental, political and reputational risks and risks relating to corruption) which the company faces, including among the financial or economic risks contingent liabilities and other off-balance sheet risks.
- b) A risk control and management model based on different levels, which will include a specialised risk committee when sector regulations so require or the company considers it to be appropriate.
- c) The level of risk that the company considers to be acceptable.
- d) Measures in place to mitigate the impact of the risks identified in the event that they should materialised.
- e) Internal control and information systems to be used in order to control and manage the aforementioned risks, including contingent liabilities or off-balance sheet risks.

Complies [X] Complies partially [] Explain []

46. That under the direct supervision of the audit committee or, if applicable, of a specialised committee of the Board of Directors, an internal risk control and management function should exist, performed by an internal unit or department of the company which is expressly charged with the following responsibilities:

- a) Ensuring the proper functioning of the risk management and control systems and, in particular, that they adequately identify, manage and quantify all material risks affecting the company.
- b) Actively participating in drawing up the risk strategy and in important decisions regarding risk management.
- c) Ensuring that the risk management and control systems adequately mitigate risks as defined by the policy laid down by the Board of Directors.

Complies [X] Complies partially [] Explain []

47. That in designating the members of the Appointments and Remuneration Committee – or of the Appointments Committee and the Remuneration Committee if they are separate – care be taken to ensure that they have the knowledge, aptitudes and experience appropriate to the functions that they are called upon to perform and that the majority of said members are independent directors.

Complies [X] Complies partially [] Explain []

48. That large-cap companies have separate Appointments and Remuneration Committees.

Complies [] Explain [] Not applicable [X]

49. That the Remunerations Committee consult with the chair of the Board of Directors and the Company's Chief Executive Officer, especially in relation to matters concerning executive directors.

And that any director can ask the Appointments Committee to consider potential candidates that they consider suitable to fill a vacancy on the Board of Directors.

Complies [X] Complies partially [] Explain []

50. That the remuneration committee exercise its functions independently and that, in addition to the functions assigned to it by law, it should be responsible for the following:

- a) Proposing the basic conditions of employment for senior management to the Board of Directors.
- b) Verifying compliance with the company's remuneration policy.
- c) Periodically reviewing the remuneration policy applied to directors and senior managers, including share-based remuneration systems and their application, as well as ensuring that their individual remuneration is proportional to that received by the company's other directors and senior managers.
- d) Making sure that potential conflicts of interest do not undermine the independence of external advice given to the committee.
- e) Verifying the information on remuneration of directors and senior managers contained in the various corporate documents, including the annual report on director remuneration.

Complies [X] Complies partially [] Explain []

51. That the remuneration committee should consult with the chairperson and the chief executive of the company, especially on matters relating to executive directors and senior management.

Complies [X] Complies partially [] Explain []

52. That the rules regarding the composition and workings of the supervision and control committees should appear in the regulations of the Board of Directors and that they should be consistent with those applying to legally mandatory committees in accordance with the foregoing recommendations, including:
- a) That they be composed exclusively of non-executive directors, with a majority of independent directors.
 - b) That their chairpersons be independent directors.
 - c) That the Board of Directors selects members of these committees taking into account their knowledge, skills and experience and the duties of each committee; discusses their proposals and reports; and requires them to render account of their activities and of the work performed in the first plenary session of the Board of Directors held after each committee meeting.
 - d) That the committees be allowed to avail themselves of outside advice when they consider it necessary to perform their duties.
 - e) That their meetings be recorded and their minutes be made available to all directors.
- Complies [X] Complies partially [] Explain [] Not applicable []

53. That verification of compliance with the company's policies and rules on environmental, social and corporate governance matters, and with the internal codes of conduct be assigned to one or divided among more than one committee of the Board of Directors, which may be the Audit Committee, the Appointments Committee, a specialised committee on sustainability or corporate social responsibility or such other specialised committee that the board of directors, in exercise of its powers of self-organisation, has decided to create. And that such committee be composed exclusively of non-executive directors, with a majority of these being independent directors, and that the minimum functions indicated in the next recommendation be specifically assigned to it.
- Complies [X] Complies partially [] Explain []

54. The minimum functions referred to in the foregoing recommendation are the following:

- a) Monitoring of compliance with the company's internal codes of conduct and corporate governance rules, also ensuring that the corporate culture is aligned with its purpose and values.
- b) Monitoring the application of the general policy on communication of economic and financial information, non-financial and corporate information and communication with shareholders and investors, proxy advisors and other stakeholders. The manner in which the entity communicates and handles relations with small and medium-sized shareholders must also be monitored.
- c) The periodic evaluation and review of the company's corporate governance system, and environmental and social policy, with a view to ensuring that they fulfil their purposes of promoting the interests of society and take account, as appropriate, of the legitimate interests of other stakeholders.
- d) Supervision of the company's environmental and social practices to ensure that they are in alignment with the established strategy and policy.
- e) Supervision and evaluation of the way in which relations with the various stakeholders are handled.

Complies [X]

Complies partially []

Explain []

55. That environmental and social sustainability policies identify and include at least the following:

- a) The principles, commitments, objectives and strategy relating to shareholders, employees, clients, suppliers, social issues, the environment, diversity, tax responsibility, respect for human rights, and the prevention of corruption and other unlawful conduct
- b) Means or systems for monitoring compliance with these policies, their associated risks, and management.
- c) Mechanisms for supervising non-financial risk, including that relating to ethical aspects and aspects of business conduct.
- d) Channels of communication, participation and dialogue with stakeholders.
- e) Responsible communication practices that impede the manipulation of data and protect integrity and honour.

Complies [X]

Complies partially []

Explain []

56. That director remuneration be sufficient in order to attract and retain directors who meet the desired professional profile and to adequately compensate them for the dedication, qualifications and responsibility demanded of their posts, while not being so excessive as to compromise the independent judgement of non-executive directors.

Complies [X]

Explain []

57. That only executive directors should receive variable remuneration linked to corporate results and personal performance, as well as remuneration in the form of shares, options or rights to shares or instruments referenced to the share price and long-term savings plans such as pension plans, retirement schemes or other provident schemes.

Consideration may be given to delivering shares to non-executive directors as remuneration providing this is conditional upon their holding them until they cease to be directors. The foregoing shall not apply to shares that the director may need to sell in order to meet the costs related to their acquisition.

Complies [X] Complies partially [] Explain []

58. That as regards variable remuneration, remuneration policies should incorporate the necessary limits and technical safeguards to ensure that such remuneration is in line with the professional performance of its beneficiaries and not based solely on general developments in the markets or in the sector in which the company operates, or other similar circumstances.

And, in particular, that variable remuneration components:

- a) Are linked to pre-determined and measurable performance criteria and that such criteria take into account the risk incurred to achieve a given result.
- b) Promote the sustainability of the company and include non-financial criteria that are geared towards creating long term value, such as compliance with the company's rules and internal operating procedures and with its risk management and control policies.
- c) Be configured on the basis of a balance between meeting short-, medium- and long-term objectives, allowing performance to be rewarded for sustained performance over a period of time sufficiently long to appreciate their contribution to sustainable value creation, so that the performance measures are not solely based on one-off, occasional or extraordinary events.

Complies [X] Complies partially [] Explain [] Not applicable []

59. That the payment of variable remuneration components be subject to sufficient verification that previously established performance or other conditions have effectively been met. Entities must include in their annual report on director remuneration the criteria for the time required and methods used for this verification depending on the nature and characteristics of each variable component.

That, additionally, companies consider the inclusion of a reduction ('malus') clause for the deferral of the payment of a portion of variable remuneration components that would imply their total or partial loss if an event were to occur prior to the payment date that would make this advisable.

Complies [X] Complies partially [] Explain [] Not applicable []

60. That remuneration related to company results should take into account any reservations that might appear in the external auditor's report and that would diminish said results.

Complies [] Complies partially [] Explain [] Not applicable []

61. That a material portion of executive directors' variable remuneration be linked to the delivery of shares or financial instruments referenced to the share price.

Complies [] Complies partially [] Explain [] Not applicable []

The CAF Directors' Remuneration Policy, approved by a large majority of votes at the Ordinary General Shareholders' Meeting held on 15 June 2024, allows the variable remuneration of executive directors to be linked to the delivery of shares or to financial instruments indexed to their value. However, since the executive directors of the Company currently participate in a long-term incentive plan, approved in the 2023 fiscal year (that is, prior to the amendment of the policy) and which runs until 31 December 2026, coinciding with the strategic cycle, it is not possible to apply this remuneration system to the current long-term incentive plan. The Company intends to submit to the General Meeting to be held in the financial year 2026 for approval a new Directors' Remuneration Policy that will include the possibility of linking variable remuneration to the delivery of shares or instruments indexed to their value. The Company also plans to approve a new long-term incentive plan in 2027, once the current plan expires, which will provide for at least partial payment of the variable remuneration accrued through the delivery of shares or instruments indexed to their value.

Notwithstanding the foregoing, the Company considers that the purpose of this recommendation to align the interests of the executive directors with the long-term sustainable corporate interest is fully safeguarded to the extent that such directors hold shares in the Company for a value equivalent to a significant percentage of their respective salaries and have held such shares since their acquisition more than three years ago.

62. That once shares or options or financial instruments have been allocated under remuneration schemes, executive directors be prohibited from transferring ownership or exercising options or rights until a term of at least three years has elapsed.

An exception is made in cases where the director has, at the time of the transfer or exercise of options or rights, a net economic exposure to changes in the share price for a market value equivalent to at least twice the amount of their fixed annual remuneration through the ownership of shares, options or other financial instruments.

The foregoing shall not apply to shares that the director may need to sell in order to meet the costs related to their acquisition or, following a favourable assessment by the Appointments and Remuneration Committee, to deal with such extraordinary situations as may arise and so require.

Complies [] Complies partially [] Explain [] Not applicable []

63. That contractual arrangements should include a clause allowing the company to demand reimbursement of the variable remuneration components in the event that payment was not in accordance with the performance conditions or when payment was made based on data subsequently shown to have been inaccurate.

Complies [] Complies partially [] Explain [] Not applicable []

64. That payments for contract termination should not exceed an amount equivalent to two years of total annual remuneration and should not be paid until the company has been able to verify that the director has fulfilled all previously established criteria or conditions for payment.

For the purposes of this recommendation, payments for contractual termination will be considered to include any payments the accrual of which or the obligation to pay which arises as a consequence of or on the occasion of the termination of the contractual relationship between the director and the company, including amounts not previously vested of long-term savings schemes and amounts paid by virtue of post-contractual non-competition agreements.

Complies [X]

Complies partially []

Explain []

Not applicable []

H. OTHER INFORMATION OF INTEREST

1. If there is any significant aspect regarding corporate governance in the company or other companies in the group that has not been included in other sections of this report, but which it is necessary to include in order to provide a more comprehensive and reasoned picture of the structure and governance practices in the company or its group, describe them briefly below.
2. This section may also be used to provide any other information, explanation or clarification relating to previous sections of the report, so long as it is relevant and not repetitive.

Specifically, indicate whether the company is subject to any corporate governance legislation other than that of Spain and, if so, include any information required under this legislation that differs from the data required in this report.

3. The company may also indicate whether it has voluntarily subscribed to other ethical or best practice codes, whether international, sector-based, or other. Where applicable, the code in question and the date of accession will be identified. Specific mention must be made as to whether the company adheres to the Code of Good Tax Practices of 20 July 2010:

The Company adhered to the UN Global Compact on 4 December 2020.

C.1.5 (continued)

In the 2025 financial year, the Board of Directors submitted to the General Shareholders' Meeting the proposal to re-elect Mr Julián Gracia Palacín (independent director), as well as to fix the number of directors at eleven (11) members, thus maintaining the number that had been previously fixed by the General Shareholders' Meeting.

During the aforementioned re-election processes, the provisions of the Policy were strictly complied with, both in relation to the diversity criteria, as well as in terms of the conditions that the candidate must meet in terms of honourability, suitability, recognised solvency, competence, experience, training, qualifications, dedication and commitment to the role of director. When the General Meeting was called, the shareholders were provided with the mandatory proposals and reports justifying the re-election of the director and the fixation of the number of members of the Board, which contained information on the director whose re-election was proposed to the General Meeting of Shareholders, i.e. his identity, curriculum vitae and category, assessing the competence, experience and merits of the proposed candidate.

The proposed resolutions presented to the General Meeting were approved with sufficient majorities in all cases.

On 15 December 2025, the Appointments and Remuneration Committee issued its Annual Report verifying compliance with the Diversity and Board Member Selection Policy in that year. The conclusions presented were favourable, as explained in greater detail in Section C.1.7 of this report.

At the end of the reporting year, the Board comprised ten (10) members. Its composition is balanced in terms of knowledge, experience, age and gender and is aligned with good governance recommendations and legal provisions on the percentage of female directors, enriched with skills that are relevant to the Company and in line with the diversity objectives set out in the Policy.

As pertains to their profile, directors have, as a whole, a variety of professional experience related to the Company's sectors, products and geographic locations, enriched with skills and competencies that are relevant to CAF's future strategy, as well as for the proper management and supervision of the company's material impacts, risks and opportunities in line with the objectives of diversity of training and professional experience set out in the Diversity and Board Member Selection Policy. It is also reported that the two executive directors are members of the CAF Group's Strategic Sustainability Committee.

C.1.16 (continued)

The Diversity and Board Member Selection Policy defines the conditions to be met by candidates, as indicated in section C.1.5 above. In particular, the Board shall ensure that the selection procedures of its members favour equality between women and men, as well as diversity with regard to issues such as age, disability or professional training and experience, and are free from implicit biases that may imply any discrimination and, in particular, facilitate the selection of female directors in a number that allows for a balanced presence of women and men. For further details, see section C.1.5 of this report.

Renewal of the members of the Board of Directors shall take place on the expiry of each director's tenure. (art. 30 of the Articles of Association). The General Meeting has the power to dismiss members of the Board of Directors (Article 13.1 of the Company's Articles of Association). Directors will be dismissed in accordance with prevailing legislation (article 18.1 of the Board of Directors' Regulations).

The Board Regulations establish the cases in which directors must make their position available to the Board of Directors and tender, if deemed appropriate by the Board, the corresponding resignation (see section C.1.19 of this Report).

Directors must inform the Board and, where appropriate, resign when situations arise that affect them, whether or not related to their performance in the Company itself, which may harm the credit and reputation of the Company and, in particular, in the event of any criminal case in which they appear as investigated, as well as any procedural developments. The Board of Directors, having been informed or having become aware of any of the situations mentioned in the previous paragraph, will examine the case as soon as possible and, taking into account the specific circumstances, will decide, following a report from the Appointments and Remuneration Committee, the measures to be adopted. All of this will be disclosed in the Annual Corporate Governance Report, unless there are special justifying circumstances, which must be recorded in the minutes. The foregoing is without prejudice to the information that the Company must release, if required, at the time of the adoption of the corresponding measures. The Board of Directors will not propose the dismissal of an independent director before the completion of the statutory period for which they were appointed, except when there is just cause, assessed by the Board of Directors following a report from the Appointments and Remuneration Committee. When a director resigns from their position before their tenure expires, they must sufficiently explain their reasons or, in the case of non-executive directors, their opinion on the reasons for removal by the General Shareholders' Meeting, in a letter sent to all members of the Board of Directors. (Article 18 of the Regulations of the Board of Directors).

C.1.30 (continued)

Mechanisms to preserve the independence of financial analysts, investment banks and rating agencies:

The principles underpinning the Company's relationship with analysts, investment banks and rating agencies are set out in the General Policy on Communication of Economic-Financial, Non-Financial and Corporate Information and Contact with Shareholders, Institutional Investors and Proxy Advisors and are those of transparency, equal treatment and non-discrimination, truthfulness, and reliability of the information provided.

The "Investor Relations" Department, attached to the Company's Financial and Strategy Department, is responsible for channelling communication between the Company and shareholders, investors, asset managers, financial intermediaries and analysts who cover the analysis of CAF as a listed company, respecting in all cases the general principles established in the aforementioned Policy, which guarantees its objective, equitable and non-discriminatory treatment.

C.2.1 (continued)

AUDIT COMMITTEE Operation:

The operating rules of the Audit Committee are detailed in articles 5 to 9 of its specific Regulations.

The Audit Committee shall meet whenever the Chairperson deems it to be appropriate so that it may perform its functions, and at least four times a year. As a minimum, the Committee shall meet when the annual or interim financial and sustainability information is published and, in these cases, the meeting shall be attended by the internal auditor and, if a review report is published, it shall be attended by the auditor and verifier of sustainability information with respect to those matters on the agenda in relation to which they were invited. At least a part of these meetings with the internal auditor, the auditor and the verifier must take place without the presence of Company management, so that the specific matters that arose in the reviews performed may be discussed with them exclusively. Likewise, the Committee will meet whenever required to do so by the Board of Directors (Article 5 of the Audit Committee Regulations).

The call will be communicated with a minimum of five days' notice by the Secretary of the Committee, in accordance with the instructions of its President, to each of its members by email or by any other means that allows proof of receipt, except for special reasons of urgency in the opinion of the President. The call notice shall include the meeting's agenda items. Without prejudice to the foregoing, the Audit Committee may also deliberate on and adopt resolutions regarding other matters not included on the agenda. Exceptionally, when circumstances so require, meetings of the Committee may be convened to be held by conference call, videoconference or by any other means of remote communication provided that the identity and participation of the attendees is duly guaranteed in real time. In this case, the meeting shall be understood to have been held at the registered office. Also, the Committee Chairperson may authorise the attendance of one or more directors at the meeting through remote connection systems that duly guarantee the identity and participation of the directors who, for all purposes, will be deemed to be attendees at the Committee meeting. In all cases, the Chairperson of the Committee shall, acting through the Secretary, channel and provide the necessary information and documentation to the other members of the Committee sufficiently in advance so that they are able to analyse it prior to the meeting in question (Article 6 of the Audit Committee Regulations). Committee meetings shall be held at the place indicated in the call notice except in the case of meetings held by conference call, video call or any other means of remote communication (Article 7 of the Audit Committee Regulations). The Audit Committee shall be validly convened where more than half of its members attend, either in person or by proxy. Proxy may only be granted to another director who is a Committee member. The positions of Chairperson and Secretary of the Board shall be held by those appointed to these positions. In the event of incapacity or absence, the Chairperson shall be substituted by the longest-serving Committee member and, in the event that various members have served for the same length of time, by the oldest Committee member. In the event of incapacity or absence, the Secretary shall be substituted by the youngest Committee member. Committee meetings may also be held without prior notice if all the members of the Committee are in attendance, in person or by proxy, and agree unanimously to hold the meeting (Article 8 of the Audit Committee Regulations). The Audit Committee shall adopt its resolutions by absolute majority of the directors attending the meeting in person or by proxy.

The Secretary shall issue minutes of each meeting which, following approval thereof either at the end of

the meeting or in the following meeting, shall be signed by the Chairperson and the Secretary. The minutes of the Committee meetings shall be made available to all members of the Board of Directors (Article 9 of the Audit Committee Regulations).

The most relevant activities carried out by this Committee in 2025 are described in the Activities Report to be published at the time of the announcement of the General Shareholders' Meeting on the corporate website www.cafmobility.com. Among these activities, the following are worth highlighting:

i. Financial and non-financial reporting and internal control mechanism activities

- Review, prior to their submission to the Board of Directors for their authorisation for issue, of the Individual and Consolidated Financial Statements and Management Reports of CAF, S.A. and the CAF Group, respectively, for 2024.
- Supervision of the integrity of non-financial information, in particular, that contained in the Management Report, which includes the Annual Corporate Governance Report, the Annual Directors' Remuneration Report and the Non-financial Statement, which includes non-financial indicators relating to environmental activity, social issues, human resources, respect for human rights and the fight against corruption and bribery.
- Examination, prior to its presentation to the Board of Directors for approval, of the semi-annual interim financial information and information on results for the first and third quarters.
- Analysis of the most important aspects of the Consolidated Statement of Non-Financial Information and Sustainability Information, in joint session with the Appointments and Remuneration Committee, as indicated below.

ii. Related-party transaction activities.

- Preparation of the mandatory report on related-party transactions subject to approval by the Board of Directors during the year.
- Reporting of the Economic-Financial and Strategy Department on related party transactions performed in 2025 that have been approved by delegation, within the framework of the agreement granted by the Board.

iii. Sustainability Activities

The supervision of the corporate policy and sustainability practices is the responsibility of the Appointments and Remuneration Committee, without affecting the competence of the Audit Committee to supervise sustainability reporting and the effectiveness of the control and risk management systems linked thereto. In order to properly perform their functions, the two Committees act in a coordinated manner.

iv. Activities regarding internal control and risk management

- Ongoing evaluation of the ICFR system and analysis of the recommendations and improvement plans proposed by Internal Audit.
- Supervision of the Risk Management Unit. In performing this function, the Committee received a report from the Risk Management Unit on the main risks and contingencies of the Company and its Group, with the head of this unit attending the Committee.
- Supervision of the activities of the Company's internal Tax Department, which is tasked with the control and management of the Group's tax risks, with the head of the area attending to report on current inspections, transactions carried out, changes in the risk matrix, monitoring of compliance with the Tax Policy and any developments in tax matters relevant to the Company.
- Supervision of the Cybersecurity Department's activities in the year.
- Supervision of compliance with internal codes of conduct and the Internal Information System.
- In particular, supervision of compliance with the Securities Market's Internal Conduct Regulations.
- Follow-up of relevant compliance issues.

v. Internal audit-related activities:

The Audit Committee analysed and oversaw, on a direct and ongoing basis, the actions taken by the company's internal audit area. Additionally, it has carried out the following actions:

- Review of the Annual Report on Internal Audit Activities corresponding to fiscal year 2024, which includes the monitoring of internal control recommendations made by Internal Audit through different reports.
- Approval of the Internal Audit Work Plan corresponding to the 2025 financial year.
- Monitoring the execution of the Internal Audit Work Plan throughout the year.
- Evaluation of the functioning of Internal Audit and the performance of the head of this area.
- Review of the Internal Audit Charter to update its content.

vi. External auditor-related activities:

- Analysis of the external auditor's reports relating to the individual and consolidated annual accounts of the Company, for the financial year 2024.
- Analysis of the limited review report on the 2025 semi-annual financial statements.
- Request for written confirmation of independence issued by the auditor, and preparation of the Report on the auditor's independence, in relation to the audit of the 2024 annual accounts.
- Evaluation of the external auditor's conduct.
- Approval of the proposal for non-audit services for the 2026 and its budget. Review of the actual fees incurred for services hired for 2025, verifying that the total amount budgeted has not been exceeded and that no services not approved by the Committee have been hired.

vii. Activities related to the sustainability information verifier

- Analysis of the Verifier's report on Sustainability Reporting for 2024.
- Request for written confirmation of independence issued by the Verifier, and preparation of the Report on the auditor's independence, in relation to the Sustainability Report of 2024.
- Evaluation of the performance of the Sustainability Information Verifier.
- Preparation of a proposal for the appointment of a Sustainability Information Verifier for 2025, for submission to the Board of Directors.

viii. Activities regarding financing:

Analysis of the proposed renewal of the annual commercial paper issuance programme on the Spanish Alternative Fixed Income Market (MARF), registered for the first time in December 2020, and proposed to the Board of Directors for its approval.

ix. Audit Committee action plan monitoring activities:

Throughout the reporting year, the Committee has continuously monitored the 2025 action plans, proposed in the Report on the annual evaluation of the functioning of the Board and its Committees in 2024, verifying that said plans had been satisfactorily implemented.

x. Other activities

- Approval of the Audit Committee's 2024 Activities Report. This report was made available to shareholders at the last General Shareholders' Meeting.
- Supervision of the application of the General Communication Policy.
- Supervision of the communication strategy and relations with shareholders and investors.
- Monitoring of the latest legislative developments and best practice recommendations in relation to the treatment of Sustainability Information, its verification, and the control of the risks associated with it. In particular, monitoring of the process of the draft law on corporate reporting on sustainability.
- Approval of a 2026 annual work plan, which includes the Committee's annual meeting schedule with the external auditors and with the sustainability information verifier.

In addition, within the framework of the Directors' Training Programme, the members of the Committee have attended training sessions on various matters of relevance to the Company and, in particular, on Sustainability, with a special focus on environmental and social issues, Artificial Intelligence, Cybersecurity and Anti-Corruption.

APPOINTMENTS AND REMUNERATION COMMITTEE:

Functioning:

The rules on the functioning of this committee are provided for in Article 12 of the Regulations of the Board of Directors and in Chapter V of the Regulations of the Appointments and Remuneration Committee, and can be summarised as follows:

The Appointments and Remuneration Committee meets on a periodic basis depending on need and, at least, three times a year. In particular, it shall meet when required by the Board of Directors. In addition, the Chairperson of the Board of Directors or the Chief Executive Officer may request the Committee to hold informative meetings on an extraordinary basis.

The call notice shall be issued, at least five days in advance, by the Committee Secretary, in accordance with the Chair's instructions, to each of the members by email or by any other channel that provides proof of receipt, unless the meeting is called on an exceptional basis due to an emergency by the Chairperson. The call notice shall include the meeting's agenda items. The Chairperson of the Committee, themselves or through the Secretary, shall channel and provide the necessary information and documentation to the other members of the Committee sufficiently in advance so that they are able to analyse it prior to the meeting in question. Exceptionally, when circumstances so require, meetings of the Committee may be convened to be held by conference call, videoconference or by any other means of remote communication provided that the identity and participation of the attendees is duly guaranteed in real time. In this case, the meeting shall be understood to have been held at the registered office. Also, the Committee Chairperson may authorise the attendance of one or more directors at the meeting through remote connection systems that duly guarantee the identity and participation of the directors who, for all purposes, will be deemed to be attendees at the Committee meeting.

The Committee shall be deemed to be convened when more than half of its members attend and pass its resolutions by absolute majority, either in person or by proxy. Proxy may only be granted to another director who is a member of the Committee. The positions of Chairperson and Secretary of the Board shall be held by those appointed to these positions. In the event of incapacity or absence, the Chairperson shall be substituted by the longest-serving Committee member and, in the event that various members have served for the same length of time, by the oldest Committee member. In the event of incapacity or absence, the Secretary shall be substituted by the youngest Committee member. Committee meetings may also be held without prior notice if all the members of the Committee are present and agree unanimously to hold the meeting.

The resolutions adopted shall be recorded by the Secretary in the related minutes, which shall be approved by the same meeting or at the immediately following meeting, and shall be signed by the Chairperson and the Secretary. The minutes of the Committee meetings shall be made available to all the Board members.

The most relevant activities carried out by this Committee in 2025 are described in the Activities Report to be published at the time of the announcement of the General Shareholders' Meeting on the corporate website www.cafmobility.com. Among these activities, the following are worth highlighting:

i. Appointment activities

- Issuance of reports on proposals for the appointment of senior executives reporting to the Chief Executive Officer, as well as the basic conditions of their contracts, for submission to the Board.
- Presentation to the Board, for submission to the General Meeting, of the proposal for re-election of Mr Julián Gracia Palacín (Independent Director), made in accordance with the provisions of section 4 of article 529 (10) and section 3 of article 529 (15) of the LSC, and articles 15.2 of the Board of Directors' Regulations and 3 of the Regulations of this Committee.
This document was made available to shareholders on the corporate website from the time the General Shareholders' Meeting was convened.
- Assessment of compliance with the Diversity and Board Member Selection Policy in 2025.
- Review of the Board's competency matrix with the aim of ensuring an adequate match between existing skills and required competencies and identifying possible areas of improvement to strengthen performance in the Board's different policy areas.

ii. Remuneration activities

- Submission of the proposed Directors' Remuneration Report for 2024 to the Board of Directors.
- Verification of compliance with the predetermined economic-financial and non-financial parameters for the accrual of the variable remuneration corresponding to 2024.
- Proposal to the Board of the Variable Remuneration Plan for the financial year 2025.
- Monitoring and proposals for review of the remuneration of executive directors and senior management.
- Submission to the Board of Directors of the proposal for provisions to the Long-Term Savings System for the financial year 2025.
- Follow-up of the strategic analyses commissioned from a specialised external consultancy, in the areas of organisational structure and positions, and remuneration of senior management.

iii. Corporate Governance and Sustainability activities

- Review of the consolidated Non-Financial Statement and Sustainability Report corresponding to the year 2024, for approval by the Board of Directors.
- Review of the Modern Slavery Declaration reports for 2024.
- Verification of the category to which each of the Directors is assigned as part of the preparation of the Annual Corporate Governance Report.
- Supervision of effective compliance with corporate governance rules and evaluation of the Corporate Governance System in 2025.
- Monitoring of the Sustainability Policy to verify that it promotes the social interest, taking into account the interests of the other affected groups, as well as the Company's sustainability practices in financial year 2025, in order to verify that they are in line with the strategy and policy.

In order to properly perform their sustainability functions, the two Committees act in a coordinated manner. Specifically, at the meeting held on 25 February 2025, the members of both Committees participated jointly in the presentation made by the Head of the Sustainability Function on the Statement of Non-Financial Information and Sustainability Information. This session allowed the sharing of criteria, alignment of approaches and strengthening of joint oversight on key aspects of sustainability, in line with corporate governance best practices.

- Preparation and presentation to the Board of the succession plan for the Chairperson and Chief Executive Officer.

iv. Other activities

- Approval of the Report on Activities of the Appointments and Remuneration Committee, corresponding to the year 2024. This report was made available to shareholders at the last General Shareholders' Meeting.
- Authorisation for the renewal of the D&O policy.
- Approval of the Committee's 2026 Activities Plan.

In addition, within the framework of the Directors' Training Programme, the members of the Committee have attended training sessions on various matters of relevance to the Company and, in particular, on Sustainability, with a special focus on environmental and social issues, Artificial Intelligence, Cybersecurity and Anti-Corruption.

v. Audit Committee action plan monitoring activities:

Throughout the year reported on, the Committee has continuously monitored the 2025 action plans, proposed in the Report on the annual evaluation of the functioning of the Board and its Committees in 2024, verifying that said plans had been satisfactorily implemented.

D.1 (continued)

At the same meeting, the Board approved the CAF Group's Related Party Transactions Manual (the "Manual"), which sets out the basic rules governing the management of the Group's related party transactions. In particular, the Manual addresses:

- (a) the procedure for approving related party transactions, in accordance with the following key steps: (i) Submission of a proposal for a related operation to the Economic-Financial and Strategy Director, accompanied by the corresponding documentary justification; and (ii) Analysis of the type of operation proposed and identification of the competent body for its approval.

(* In the case of a potential related party transaction subject to approval by the Board or the Committee: relaying the justified proposal to the Audit Committee so that it may issue its report on the matter.

Relaying the proposal and the Committee's report to the Board for approval or referring the matter to the General Meeting for a decision by shareholders, assuming the meeting is competent to decide on the matter.

(* In the case of delegable related party transactions: the delegated person shall assess and determine whether the objective requirements for approval of the transaction have been met. No report of the Audit Committee will be required in such cases. However, the reasons for approval or rejection of the transaction must be duly documented for the purpose of reporting to the Audit Committee as part of the periodic reporting and control procedure described in the following section.

(b) the internal procedure for reporting and regular monitoring of delegable related party transactions, as described below: The Company's Economic-Financial and Strategy Director shall submit to the Audit Committee, through the Committee's Secretary, a periodic report summarising the Related Party Transactions whose approval has been delegated by the Board of Directors and which have been approved during the period corresponding to that defined for reporting, the duration of which must allow the Company to comply with its legal obligations regarding Related Party Transactions.

The report shall include at least the following:

- (i) The number of transactions by type and related party;
- (ii) The following information in respect of each related party transaction: type of transaction, amount or consideration of the transaction and market price ranges for similar transactions, related party to which the transaction relates and other relevant terms of the transaction;
- (iii) Extent to which each transaction meets the requirements for approval by delegation.
- (iv) A summary of the rationale for approving each transaction, focusing on the fairness and transparency of the transactions.

The Chief Financial and Strategy Officer of the Company shall establish the necessary resources and mechanisms to ensure a permanent supply of up-to-date information:

- A register of proposed related party transactions.
- A record of completed related party transactions, which shall necessarily include the status of the applicable thresholds for approval and publication of related party transactions.

The Secretary to the Board shall provide the Economic-Financial and Strategy Director with a list of persons related to the directors who are to be considered Related Parties of the Company for the purpose of applying the regulations on Related Party Transactions. (Article 8 of the Manual on Related Party Transactions).

Intragroup transactions which, due to their characteristics, qualify as related party transactions are managed in accordance with the terms of the Manual. For the approval of intragroup transactions, from the perspective of the subsidiaries referred to in article 231 bis of the Spanish Corporate Enterprises Act, the provisions of said article apply.

E.1 (continued)

Determining the General Risk Control and Management Policy and supervising the internal information and control systems are two of the functions and competencies of our Board of Directors, with the Audit Committee being delegated the responsibility of supervising and evaluating the Group's risk control and management systems, as well as supervising the Company's internal risk control and management function.

Responsibility for all activities aimed at achieving the Organisation's objectives, including those related to risk and opportunity management, falls to the Company's Management, which promotes a culture sensitive to respect for risk appetite.

Every activity undertaken involves uncertainties. These can be risks that can hinder us achieving our objectives, or opportunities we can exploit to maximise them. For this reason, the functions that carry out activities at CAF, both in the provision of products and services and in support areas, always keep in mind the importance of anticipating and identifying uncertainty events, evaluating them and, if appropriate, managing them.

As new features in 2025 within the framework of the performance of the Risk Management System, we highlight the update of the Company's Assurance Map. This map consolidates and maps the organisation's main risks (identified in section E3 below) with the three organisational lines.

E.6. (continued)

In addition, CAF has analysed, and checked with external advisors, the national export regulations specifically affecting Israel and adapted the internal processes applicable to projects in that country, adding customs and export due diligence procedures, without finding any limitations or impediments to the development.

In September 2025, the United Nations High Commissioner for Human Rights (OHCHR) included CAF in the database of companies involved in the activities listed in the report A/HRC/60/19. Although CAF rejects the applicability of the database to its activities, it was aware of the impact that such inclusion could have. In this context, CAF published a specific Relevant Information in relation to the Jerusalem project and the due diligence applied therein, and addressed an extensive response to the OHCHR Office which was published on its website.

It should be noted that OHCHR itself has expressly stated in its report A/HRC/60/19 and previous reports that inclusion in the database is a factual finding of participation in a (non-exhaustive) list of activities and does not entail any legal qualification.

Inclusion in the database does not imply any presumption of illegality, malpractice or non-compliance, nor does it give rise to any legal consequence whatsoever. According to the same OHCHR report, the only consequence of a company's inclusion in the database is the obligation to take due diligence measures to address any potential Human Rights impacts, an obligation that CAF already fulfils, since: (i) CAF has a Compliance System that includes a specific Human Rights Due Diligence Policy adopted at the highest level. (ii) Since the award of the project and throughout its execution, CAF has been adopting specific due diligence measures, in accordance with the main international standards, analysing the risks associated with the project and establishing the necessary controls in the successive periodic reassessments. (iii) CAF is prepared to implement remedial actions; however, so far it has not been necessary to do so, as no adverse impacts on human rights have materialised.

In any case, CAF maintains – and will continue to maintain – a constructive and ongoing dialogue with the United Nations and will continue to apply the UN Guiding Principles on Business and Human Rights, the OECD Guidelines and the Ten Principles of the UN Global Compact, which are also integrated into CAF's internal rules and regulations.

The CAF Group's Reputational Risk Committee, which is responsible for analysing, on an ongoing basis, the different impacts that may arise from the different aspects, in particular, those of Communication, Risk or Compliance, has been tracking the reputational risk arising from the Project. It has concluded that no significant economic impacts or opportunities have been identified, concluding that reputational risk is not material. In any event, this risk is continuously monitored, prioritising early detection and mitigation mechanisms.

Regarding the management of Human Rights risks, the CAF Group has carried out several re-evaluations for this project, the most recent being in 2025. The stakeholders considered in the risk analysis are mainly the workers and the local civilian population, taking into account various aspects of the population and groups of transport users.

The most noteworthy risks of the project, both generalised by the nature of the activity and specific to the project are: (i) the geopolitical context and the evolution of the conflict, in particular in the light of its worsening, (ii) discrimination against minorities and (iii) free movement of people. CAF has analysed in detail the consequences of its business activities the context of the conflict, with no adverse impacts linked to these, in application of the Due Diligence for Business in Conflict-Affected Contexts guide. It has also adopted control measures to avoid any direct or indirect discrimination against the population concerned and to ensure compliance with the free movement of people as a Human Right.

In accordance with the above, and following the continuous monitoring of the project's due diligence measures and their verification by independent external expert reports, no deficiencies in the design and/or operational effectiveness of the control activities implemented have been identified to date. These reports also highlight the high level of compliance by CAF with the main international standards on corporate social responsibility and sustainability and compliance with Human Rights Due Diligence in accordance with United Nations Guiding Principles and the OECD Guidelines.

In particular in 2025, the risk analysis carried out by CAF and the control measures adopted in the project have been specifically validated.

In addition, the reports of the external experts, updated in 2025, confirm that the positive impacts of the project reported in previous years remain unchanged, despite the circumstances, among other reasons because the normal operation of the means of transport has been maintained, without access limitations, and the safeguards that prevent any discrimination, guaranteeing at all times the use of the tramway for the entire population, without distinction between groups of users and with a special benefit for the most vulnerable populations.

For further information regarding the monitoring of the project, please refer to section 1.2.4.4. of the consolidated Statement of Non-Financial Information and Sustainability Information for the financial year 2025.

After the application of the established internal procedures, throughout financial year 2025, no violation of Human Rights derived from the CAF Group's participation in any project has been detected.

For its part and on a regular basis, the Head of Internal Audit has reported to the Committee during this year on the degree of compliance and sufficiency of the Group's internal control and on the monitoring of the main financial and fiscal risks.

The matters discussed by the Audit Committee and, in particular, those relating to Company risks, are reported to the Board of Directors at its following meeting to keep it specifically informed in this regard and for it to adopt the appropriate resolutions within the scope of its powers.

This Annual Corporate Governance Report was approved by the Board of Directors of the company in its meeting held on 25/02/2021

27/02/2026



**ANNUAL CORPORATE GOVERNANCE REPORT
OF LISTED PUBLIC LIMITED COMPANIES**

Indicate whether any director voted against or abstained in relation to the approval of this Report.

- Yes
- No

Auditor´s report on the “Information
Related to the System of Internal Control
Over Financial Reporting (ICFR)” of
CONSTRUCCIONES Y AUXILIAR DE
FERROCARRILES, S.A. for the year 2025



The better the question.
The better the answer.
The better the world works.



Shape the future
with confidence

AUDITOR'S REPORT ON THE "INFORMATION RELATED TO THE SYSTEM OF INTERNAL CONTROL OVER FINANCIAL REPORTING (ICFR)"

Translation of a report and information originally issued in Spanish. In the event of discrepancy, the Spanish-language version prevails

To the Board of Directors of CONTRUCCIONES Y AUXILIAR DE FERROCARRILES, S.A.:

In accordance with the request from the Board of Directors of CONSTRUCCIONES Y AUXILIAR DE FERROCARRILES, S.A. (hereinafter the Entity) and our engagement letter dated September 23, 2025, we have performed certain procedures on the "ICFR related information" attached in section F of the Annual Corporate Governance Report of CONSTRUCCIONES Y AUXILIAR DE FERROCARRILES, S.A., which summarizes the internal control procedures of the Entity in relation to the annual financial information.

The Directors are responsible for adopting the appropriate measures in order to reasonably guarantee the implementation, maintenance and supervision of an adequate internal control system as well as developing improvements to that system and preparing and establishing the content of the accompanying ICFR related information attached.

It should be noted that irrespective of the quality of the design and operability of the internal control system adopted by the Entity in relation to its annual financial information, it can only provide reasonable, rather than absolute assurance with respect to the objectives pursued, due to the inherent limitations to any internal control system.

In the course of our audit work on the financial statements and pursuant to the Technical Auditing Standards, the sole purpose of our assessment of the entity's internal control was to enable us to establish the nature, timing and extent of the audit procedures to be applied to the Entity's financial statements. Therefore, our assessment of the internal control performed for the purposes of the audit of the financial statements was not sufficiently extensive to enable us to express a specific opinion on the effectiveness of the internal control over the regulated annual financial information.

For the purpose of issuing this report, we exclusively performed the specific procedures described below and indicated in the Guidelines on the Auditors' report relating to information on the Internal Control over Financial Reporting of Listed Companies, published by the Spanish National Securities Market Commission (CNMV) on its website, which establishes the work to be performed, the minimum scope thereof and the content of this report. Given that the scope of these procedures was limited and substantially less than that of an audit or a review of the internal control system, we do not express an opinion on the effectiveness thereof, or its design or operating effectiveness, in relation to Entity's annual financial information for 2025 described in the ICFR related information attached. Consequently, had we performed additional procedures to those established by the Guidelines mentioned above or had we carried out an audit or a review of the internal control over the regulated annual financial reporting information, other matters might have come to our attention that would have been reported to you.

Likewise, since this special engagement does not constitute an audit of the financial statements in accordance with prevailing audit regulations in Spain, we do not express an audit opinion in the terms provided for therein.

The procedures performed were as follows:

1. Read and understand the information prepared by the Entity in relation to the ICFR - which is provided in the Annual Corporate Governance Report disclosure information included in the Directors' Report- and assess whether such information addresses all the required information which will follow the minimum content detailed in section F, relating to the description of the ICFR, as per the model established by CNMV Circular n° 5/2013 dated June 12, 2013 and subsequent amendments, the most recent one being CNMV Circular 3/2021 of September 28, 2021 (hereinafter, the CNMV Circulars).
2. Make enquiries of personnel in charge of preparing the information described in point 1 above in order to: (i) Obtain an understanding of the process followed in its preparation; (ii) Obtain information which will allow us to assess whether the terminology used is adapted to the definitions provided in the reference framework; (iii) Obtain information on whether the control procedures described are implemented and in use by the Entity.
3. Review the explanatory documentation supporting the information described in point 1 above, which should basically include that which is provided directly to those responsible for preparing the ICFR descriptive information. In this respect, the aforementioned documentation includes related reports prepared by the Internal Audit Department, senior management, and other internal and external experts providing support to the Audit and Compliance Committee.
4. Compare the information described in point 1 above with our knowledge of Entity's ICFR obtained as a result of performing the external audit procedures within the framework of the audit of the financial statements.
5. Read the minutes of the meetings held by the Board of Directors, Audit and Compliance Committee and other Entity committees in order to assess the consistency between the ICFR issues addressed therein and the information provided in point 1 above.
6. Obtain the representation letter related to the work performed, duly signed by the personnel in charge of preparing the information discussed in point 1 above.

As a result of the procedures performed, no inconsistencies or issues were observed that might have an impact on ICFR related information.

This report was prepared exclusively within the framework of the requirements stipulated in article 540 of the Consolidated text of the Corporate Enterprises Act and CNMV Circulars on ICFR description in Annual Corporate Governance Reports.

ERNST & YOUNG, S.L.

The original signed in Spanish

February 27, 2026