

SUPPORTING REPORT OF THE PROPOSAL SUBMITTED BY THE APPOINTMENT AND REMUNERATION COMMITTEE OF TALGO, S.A. REGARDING THE RATIFICATION AND RE-ELECTION OF MRS. MARISA PONCELA GARCIA AS DIRECTOR OF TALGO, S.A. WITH THE CATEGORY OF EXTERNAL INDEPENDENT.

This justificatory report is submitted by the Appointment and Remuneration Committee of TALGO, S.A. (“**Talgo**” or the “**Company**”) pursuant to the provisions of section 529 decies of the Companies Act (Ley de Sociedades de Capital) regarding the ratification and re-election proposal of Mrs. Marisa Poncela García as director.

Pursuant to article 10.2 of the Company’s Regulations for the Board of Directors:

“The proposed appointments and re-elections of Directors that the Board of Directors presents for consideration by the General Shareholders’ Meeting and the appointment decisions of the Board of Directors, in its legally assigned powers of co-option, must be preceded by:

- (i) the corresponding proposal by the Appointment and Remuneration Committee in the case of Independent Directors, which must be accompanied by an explanatory statement evaluating the competence, experience and merits of the proposed candidate; or*
- (ii) the report of the Appointment and Remuneration Committee in the case of the remaining Directors, which must assign the new Director to one of the categories defined in these Regulations.”*

And in the subparagraph 5 of article 10:

“The appointment by co-option of Directors must respect the rules on the appointment of Directors established in law, the Articles of Association and these Regulations of the Board of Directors. If the vacancy arises after the General Shareholders' Meeting is called and before it is held, the Board of Directors may appoint a Director until the next General Shareholders' Meeting.”

In same sense, article 26 of the same Company’s Regulations, when describe the competences of the Appointment and Remuneration Committee, set forth in its subparagraph (ii) letter (c):

“Propose appointments of Independent Directors to the Board of Directors for appointment by co-option or for the decision of the General Shareholders' Meeting, and propose re-elections or removals of Independent Directors to the General Shareholders' Meeting.”

And in the letter (p) of same subparagraph (ii):

“On the appointment, ratification or re-election of Directors, draw up a report describing the result of the previous analysis of the needs of the Board of Directors, which will be published with the call for the General Shareholders' Meeting that will decide on the ratification, appointment or re-election of each director.”

In accordance with the provisions of Law and the Corporate Governance System, the ratification and re-election proposal of Mrs. Marisa Poncela García as director, who must be assigned to the class of external independent director, is submitted to the shareholders at the General Shareholders' Meeting upon a proposal of the Appointment and Remuneration Committee.

This supporting report assesses the qualification, experience, and merits of the proposed candidate as a whole to hold the office of director upon the terms of section 529 decies of the Companies Act.

The Appointment and Remuneration Committee deems appropriate for the Board of Directors to have members with extensive experience in the financial sector, in the field of technological innovation, issues surrounding the international marketing and the development of new markets abroad and in the corporate management. Along these lines, the Appointment and Remuneration Committee views quite favourably Mrs. Marisa Poncela García profile, aptitudes, and experience, which are conform to the Company's needs delineated in the prior analysis, as well as her knowledge of the railway sector

In preparing this ratification and re-election proposal, the Appointment and Remuneration Committee has taken into account the alignment of the professional profile of the candidate with the specific characteristics of the business carried out by the Company and the industry in which it does business, the international nature thereof, and especially his level of performance through the date hereof. In this regard, the Appointment and Remuneration Committee is of the opinion that all its members appropriately combine adequate qualifications and skills in the following areas: a) knowledge of the industry in which the Company does business; b) experience in and background knowledge of economic, financial and manufacturer matters, management of human teams, and legal and regulatory frameworks; c) international experience and background knowledge of the geographical markets that are most significant for the Company; and d) experience in and knowledge of management, leadership, and business strategy.

Mrs. Marisa Poncela curriculum vitae and the past performance whose re-election by co-option will be submitted to the next Board of Directors' Meeting shows his competencies as administrator, his merits to hold the position of director, his extensive experience in

industries relevant to the Company and its group, and his in-depth knowledge of various industrial, financial and business areas, which ensures the contribution of multiple viewpoints to the debate of matters within the Board of Directors. As a whole, the proposed re-election of director submitted to the shareholders at the General Shareholders' Meeting contributes to maintaining a high percentage of independent directors and entails a strengthening of the high qualitative level existing in the composition thereof.

Finally, the Appointment and Remuneration Committee has verified that Mrs. Marisa Poncela meets the requirements of respectability, capability, expertise, competence, experience, qualifications, training, availability, and commitment to the duties of the position of director and that he is not affected, directly or indirectly, by any of the instances of disqualification from or prohibition against holding such office or by having interests that conflict with or are contrary to the corporate interest.