



**RESOLUTIONS APPROVED BY THE ORDINARY SHAREHOLDERS  
MEETING HELD ON 22 MARCH 2024**

## ONE. ANNUAL ACCOUNTS AND CORPORATE MANAGEMENT

### ONE 1. Corresponding to Agenda Item 1.1

#### **Approval of the individual and consolidated annual accounts and the respective management reports for the year ending on 31 December 2023.**

Approval of the individual annual accounts of CaixaBank, S.A. (comprising the balance sheet, the profit and loss account, statement of changes in net assets – which includes the statement of recognised income and expenses and the total statement of changes in net assets – cash flow statement and notes to the annual accounts), for the year ended on 31 December 2023, as well as the corresponding management report (which includes, in separate sections, the Annual Corporate Governance Report and the Annual Report on Directors' Remuneration), all such documents drawn up in European single electronic format (ESEF) to form an eXtensible HyperText Markup Language (XHTML) electronic file, in accordance with Directive 2004/109/EC and Commission Delegated Regulation (EU) 2019/815, and bearing the signatures and signature authentications of the signatory directors.

The individual annual accounts, together with the management report, have been audited by the auditors of CaixaBank, S.A. (hereinafter referred to also as “CaixaBank” or the “Company”).

Approval of the consolidated annual accounts of the CaixaBank Group (comprising the balance sheet, statement of profit and loss, statement of recognised income and expenses, statement of changes in net assets, statement of cash flows and notes to the annual accounts) for the year ended on 31 December 2023, as well as the corresponding consolidated management report (which includes the consolidated non-financial statement and the information contained in the Annual Corporate Governance Report and the Annual Report on Directors' Remuneration), all such documents drawn up in single European electronic format (ESEF) to form an eXtensible HyperText Markup Language (XHTML) electronic file, which includes the consolidated financial statements tagged using the eXtensible Business Reporting Language (XBRL) standard, in accordance with the provisions of Directive 2004/109/EC and Commission Delegated Regulation (EU) 2019/815, and containing the signatures and signature authentications of the signatory directors.

The consolidated annual accounts, together with the management report, have been audited by the Company's auditors.

### ONE 2. Corresponding to Agenda Item 1.2

#### **Approval of the consolidated non-financial information statement for the year ended on 31 December 2023.**

Approval of the consolidated non-financial information statement for the year ended on 31 December 2023, which is part of the consolidated management report.

The statement on non-financial information has been subject to verification in accordance with the legislation in force.

### ONE 3. Corresponding to Agenda Item 1.3

#### Approval of the Board of Directors' management during the year ended on 31 December 2023.

To approve the management carried out by the Board of Directors during the financial year 2023.

### TWO. Corresponding to Agenda Item 2

#### Approval of the proposed allocation of profit for the year ended on 31 December 2023.

Approval of the allocation of the individual net profit of EUR 4,304,442,873 as follows:

Total profit	EUR 4,304,442,873
<b>To dividends:</b>	<b>EUR 2,889,371,854 (1)</b>
<b>Reserves:</b>	<b>EUR 1,415,071,019 (2)</b>
To legal reserve	EUR 0 (3)
To voluntary reserve	EUR 1,415,071,019 (2) (4)

- (1) *Estimated amount corresponding to the payment of a dividend of EUR 39.19 per share, to be paid in cash. This amount is equivalent to 60% of the consolidated net profit, in line with the dividend policy currently in force. It is hereby stated that the amount of the dividend of EUR 39.19 per share has been calculated taking into account: (a) that the Company currently holds 129,404,256 treasury shares acquired within the framework of the buyback programme, the approval and commencement of which was announced in a communication of Inside Information dated 18 September 2023, and which ended on 3 January 2024, as announced in a communication of Other Relevant Information of the same date, (b) that the purpose of the aforementioned buyback programme was to reduce CaixaBank's share capital through the redemption of the treasury shares acquired within the framework of the programme, i.e. 129,404,256 shares, the proposed resolution to reduce capital being submitted to this Annual General Meeting under item 5.1 on the agenda, as reported in the Inside Information communication of 18 September 2023, (c) that, in view of the above, the aforementioned 129,404,256 treasury shares must necessarily be redeemed, and (d) that, as required by the Corporate Enterprises Act, the treasury shares are not entitled to receive a dividend. In the event that the Company holds more treasury shares in addition to these 129,404,256 shares at the dividend payment date, the amount of the dividend corresponding to these additional treasury shares shall be applied to voluntary reserves.*
- (2) *Estimated amount to be allocated to voluntary reserve. This amount will be increased by the same amount by which the amount allocated to payment of the dividend is reduced (see Note 1 above).*
- (3) *It is not necessary to transfer part of the 2023 profit to the legal reserve. Subject to the approval of the proposed capital reduction resolution submitted to the General Meeting under item 5.1 on the agenda and to the formalisation and effectiveness of such reduction, the amount equivalent to 20% of the share capital after the capital reduction shall be considered a legal reserve, with the surplus being considered an available reserve.*
- (4) *The remuneration payable on the AT1 equity instruments for 2023, amounting to EUR 276,694,081.95, will be paid out of this amount of voluntary reserves.*

The dividend out of 2023 profit amounting to EUR 39.19 per share will be paid to shareholders from 3 April 2024. The dividend will be paid through the entities participating in the clearing house Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR). Any tax withholding required by applicable legislation for the gross amount paid will be made, as the case may be.

### **THREE. Corresponding to Agenda Item 3**

#### **Re-election of the accounts auditor of the Company and its consolidated group for financial year 2025.**

To re-elect PricewaterhouseCoopers Auditores, S.L. with registered office at Paseo de la Castellana 259 B, Torre PwC, 28046 Madrid, filed with the Companies' Registry of Madrid under Volume 9,267, Book 8,054, Sheet 75, Section 3, Page 87250-1, bearing Tax ID No. B-79031290 and registered in the Official Register of Accounts Auditors held by the Spanish Accounting and Auditing Institute under number S0242, as the accounts auditor of the Company and of its consolidated group for the 2025 financial year in line with the recommendation of the Audit and Control Committee.

### **FOUR. Corresponding to Agenda Item 4**

#### **Re-election of Ms. María Verónica Fisas Vergés.**

To re-elect Ms. María Verónica Fisas Vergés as a member of the Board of Directors, as independent director, for a term of four (4) years, at the proposal of the Appointments and Sustainability Committee.

### **FIVE. SHARE CAPITAL AND CONVERTIBLE SECURITIES:**

#### **FIVE 1. Corresponding to Agenda Item 5.1**

##### **Share capital reduction of a nominal amount of EUR 129,404,256, through the redemption of 129,404,256 treasury shares.**

To reduce CaixaBank's share capital by ONE HUNDRED AND TWENTY-NINE MILLION, FOUR HUNDRED AND FOUR THOUSAND, TWO HUNDRED AND FIFTY-SIX EUROS (EUR 129,404,256) nominal value through the redemption of ONE HUNDRED AND TWENTY-NINE MILLION, FOUR HUNDRED AND FOUR THOUSAND, TWO HUNDRED AND FIFTY-SIX (129,404,256) CaixaBank treasury shares with a nominal value of ONE EURO (EUR 1) each, acquired within the framework of the share buyback programme whose approval and commencement was announced in a communication of Inside Information dated 18 September 2023, and which ended on 3 January 2024, as announced in a communication of Other Relevant Information on the same date (the "**Buyback Programme**"). It is hereby stated that the Buyback Programme was implemented in accordance with the provisions of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 on conditions for buyback programmes and stabilisation measures.

As a consequence of the reduction, to set the share capital at SEVEN BILLION, THREE HUNDRED AND SEVENTY-TWO MILLION, SEVEN HUNDRED AND TWENTY-SEVEN THOUSAND, THREE HUNDRED AND SIXTY-THREE EUROS (EUR 7,372,727,363), i.e. SEVEN BILLION, THREE HUNDRED AND SEVENTY-TWO MILLION, SEVEN HUNDRED AND TWENTY-SEVEN THOUSAND, THREE HUNDRED AND SIXTY-THREE (7,372,727,363) shares of ONE EURO (EUR 1) nominal value each, all belonging to the same class and series.

The purpose of the capital reduction is to redeem all of the treasury shares acquired under the Buyback Programme, as announced at the launch of the programme on 18 September 2023, as a complementary shareholder remuneration scheme.

The treasury shares acquired by CaixaBank under the Buyback Programme will be redeemed after approval of this resolution by the General Shareholders' Meeting and, at the latest, within two months from the date of approval.

The capital reduction does not entail the return of contributions to shareholders as the Company itself is the owner of the shares being redeemed.

The capital reduction is charged to the share premium account or to other unrestricted reserve accounts. Pursuant to article 335 c) of the Corporate Enterprises Act, an amount equivalent to the par value of the redeemed shares, i.e. one hundred and twenty-nine million, four hundred and four thousand, two hundred and fifty-six euros (EUR 129,404,256) shall be transferred to a reserve, which may only be drawn down under the same conditions as those required for the reduction of share capital. Consequently, the company's creditors will not have the right of objection referred to in article 334 of the Corporate Enterprises Act.

It is hereby stated that the consent of bondholder syndicates for outstanding debenture and bond issues provided for in article 411 of the Corporate Enterprises Act is not required, pursuant to the provisions of Additional Provision One of Law 10/2014, of 26 June, on the regulation, supervision and solvency of credit institutions.

As a consequence of the capital reduction, to amend articles 5 and 6 of the By-laws regarding share capital and number of shares, which shall read as follows:

#### ARTICLE 5. SHARE CAPITAL

*The share capital is set at SEVEN BILLION, THREE HUNDRED AND SEVENTY-TWO MILLION, SEVEN HUNDRED AND TWENTY-SEVEN THOUSAND, THREE HUNDRED AND SIXTY-THREE EUROS (EUR 7,372,727,363) and is fully subscribed and paid up.*

#### ARTICLE 6. THE SHARES

- 1. The share capital consists of SEVEN BILLION, THREE HUNDRED AND SEVENTY-TWO MILLION, SEVEN HUNDRED AND TWENTY-SEVEN THOUSAND, THREE HUNDRED AND SIXTY-THREE (7,372,727,363) shares with a par value of ONE EURO (EUR 1) each, which are recorded in book-entry form and belong to the same class and series. The shares representing the share capital are considered transferable securities and are governed by the provisions of the Securities Market Act and other applicable provisions.*
- 2. The shares, their transfer and the creation of real rights or any other encumbrances on them must be registered in the relevant book entry, pursuant to the Securities Market Act and concordant provisions.*
- 3. However, on the basis of the ownership of shares in banks, the Company shall keep its own register of shareholders with the effects and efficiency attributed to it by the prevailing regulations in each case. For this purpose, in the event that the formal status of the shareholder corresponds to persons or organisations which, in accordance with their own legislation, exercise such status by way of trust, fiduciary or any other equivalent title, the Company may require the aforementioned persons or organisations to inform it of the actual holders of such shares, including the addresses and means of contact available to them, as well as the acts of transfer and encumbrance relating thereto.*

Agree to de-list the ONE HUNDRED AND TWENTY-NINE MILLION, FOUR HUNDRED AND FOUR THOUSAND, TWO HUNDRED AND FIFTY-SIX (129,404,256) CaixaBank shares being redeemed

from trading on the Spanish stock exchanges and/or the markets on which the Company's shares are listed, and cancel the corresponding accounting records and effectively redeem the treasury shares, once this resolution to reduce share capital has been implemented and formalised.

Once the capital reduction is fully effective, the amount of ONE BILLION, FOUR HUNDRED AND SEVENTY-FOUR MILLION, FIVE HUNDRED AND FORTY-FIVE THOUSAND, FOUR HUNDRED AND SEVENTY-TWO EUROS AND SIXTY CENTS (EUR 1,474,545,472.60), equal to 20% of the share capital resulting from the capital reduction, shall be considered a legal reserve. The surplus of 20% of the share capital of the legal reserve account, i.e. an amount of TWENTY-FIVE MILLION, EIGHT HUNDRED AND EIGHTY THOUSAND, EIGHT HUNDRED AND FIFTY-ONE EUROS AND TWENTY CENTS (EUR 25,880,851.20), will be reclassified to the voluntary reserves account and will therefore be considered an available reserve from that moment onwards.

To empower the Board of Directors, to the fullest extent as required by law, and with express powers to delegate to the Executive Committee, the Chairman of the Board of Directors, the Deputy Chairman, the Chief Executive Officer, the Secretary and the First Deputy Secretary of the Board of Directors, in addition to the Chief Financial Officer and the Head of Accounting, Management Control and Capital, so that any of these, jointly and severally, may perform the actions required or appropriate for the execution and completion of this resolution, having the power to determine those points which have not been expressly set out in this resolution or which are the consequence of this resolution, including but not limited to:

- (i) Undertake any actions, declarations or procedures that are necessary or appropriate in relation to the public information on the capital reduction and its execution (including any announcements that are required or appropriate), and any actions that should be carried out before the CNMV, Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (Iberclear), the Spanish stock exchanges and/or the regulators and stock exchange management companies of the markets in which the Company's shares are listed.
- (ii) Execute the corresponding deed for the reduction of share capital and, in general, to negotiate, agree and sign all such public and/or private documents as may be necessary or advisable to execute and bring the capital reduction to a successful conclusion, including, without limitation, such acts, legal transactions, contracts, declarations and operations as may be necessary.
- (iii) Undertake all the procedures and actions that are necessary or appropriate, and present all required documents before the competent bodies, so that, once the redemption of the Company's shares has taken place and the corresponding capital reduction deed has been awarded and filed in the Companies' Registry, the redeemed shares may be delisted from the Spanish stock exchanges and/or markets in which the Company's shares are traded, and cancelled in the corresponding accounting records and the redemption of its treasury shares will be effectively carried out.
- (iv) Perform all tasks that may be required or advisable vis-à-vis any public or private bodies or organisations, whether Spanish or foreign, to obtain the consent and authorisations required to ensure the effectiveness of these resolutions and complete and formalise the capital reduction, including to declare, provide complementary information or correct defects or omissions that may impair or impede the full effectiveness of the aforementioned resolution.

It is hereby stated that the Company received authorisation for the capital reduction and the consequent amendment of articles 5 and 6 of the By-laws, in relation to the share capital and



number of shares, in accordance with the provisions of article 10 of Royal Decree 84/2015, of 13 February, implementing Law 10/2014, of 26 June, on the regulation, supervision and solvency of credit institutions.

## **FIVE 2. Corresponding to Agenda Item 5.2**

### **Capital reduction by a maximum amount equivalent to 10% of the share capital through the redemption of treasury shares, subject to obtaining the relevant regulatory authorisations.**

Reduce the share capital of CaixaBank up to a maximum amount equivalent to 10% of the resulting share capital after completing the execution of the capital reduction submitted for approval under agenda item 5.1 above, i.e. up to a maximum nominal amount of SEVEN HUNDRED AND THIRTY-SEVEN MILLION, TWO HUNDRED AND SEVENTY-TWO THOUSAND, SEVEN HUNDRED AND THIRTY-SIX EUROS (EUR 737,272,736), i.e. SEVEN HUNDRED AND THIRTY-SEVEN MILLION, TWO HUNDRED AND SEVENTY-TWO THOUSAND, SEVEN HUNDRED AND THIRTY-SIX (737,272,736) shares with a nominal value of ONE EURO (EUR 1), after obtaining, where applicable, the corresponding regulatory authorisations, through the redemption of the treasury shares acquired by CaixaBank under the authorisation granted by the General Shareholders' Meeting of the Company held on 22 May 2020 under agenda item 8, all in accordance with the provisions of the applicable legislation and regulations, as well as with the limitations that may be established by any competent authorities.

This resolution will be executed up until the date of the next Ordinary General Shareholders' Meeting, and the unexecuted portion will be considered to be invalid as of that date.

The final amount of the capital reduction will be set by the Board of Directors, within the maximum limit indicated above, based on the number of shares acquired and that the Board of Directors resolves to redeem in accordance with the delegation of powers approved below.

The capital reduction does not entail the refund of contributions to the shareholders since the Company itself is the owner of the shares to be redeemed, and it will be charged to the share premium account or, where applicable, to other unrestricted reserve accounts, through the allocation of a restricted reserve for amortised capital for an amount equal to the nominal amount of the redeemed shares, which may only be used under the same requirements as those stipulated for a share capital reduction, in accordance with the provisions of Article 335 c) of the Corporate Enterprises Act. Therefore, the Company's creditors will not have the right of opposition referred to in Article 334 of said Act.

It is hereby stated that the consent of bondholder syndicates for outstanding debenture and bond issues provided for in article 411 of the Corporate Enterprises Act is not required, pursuant to the provisions of Additional Provision One of Law 10/2014, of 26 June, on the regulation, supervision and solvency of credit institutions.

Once the implementation of each reduction of share capital is fully effective, an amount equal to 20% of the share capital resulting from the reduction of share capital shall be deemed to be a legal reserve. Any surplus of 20% of the share capital in the legal reserve account will be reclassified to the voluntary reserves account and will therefore be considered as an available reserve.

Likewise, and without prejudice to the specific powers established above, to empower the Board of Directors, to the full extent required by law, with no power of delegation, so that it can fully or partially execute the capital reduction, on one or more occasions, within the established execution period and in the manner it deems most suitable, in particular and without limitation, with the power to:

- (i) Specify and implement this resolution, setting the terms and conditions of the capital reduction in all aspects not covered by the resolution, including, but not limited to, establishing the date or dates on which the capital reduction resolution must be carried out, which must be before the Company's Ordinary General Meeting.
- (ii) Establish the number of shares to be redeemed in each execution, and it may resolve not to fully or partially execute the resolution if no acquisition of treasury shares is made for the purposes of redemption, or when shares have been acquired for that purpose, market conditions, the Company's situation or any significant corporate or economic event so advise, for reasons of corporate interest, or prevent the execution from being carried out. Such a decision must be reported to the next Ordinary General Shareholders' Meeting.
- (iii) Agree on the de-listing of the CaixaBank shares to be redeemed on the Spanish stock exchanges and/or on the markets on which the Company's shares are listed, and the cancellation of the corresponding accounting records and the effective redemption of the treasury shares, once this resolution to reduce capital has been implemented and formalised.

Furthermore, without prejudice to the specific powers established above, it is resolved to empower the Board of Directors, to the fullest extent as required by law, and with express powers to delegate to the Executive Committee, the Chairman of the Board of Directors, the Deputy Chairman, the Chief Executive Officer, the Secretary and the Deputy Secretary or the Deputy Secretaries of the Board of Directors, in addition to the Chief Financial Officer and the Head of Accounting, Management Control and Capital, so that any of these, jointly and severally, may perform the actions required or appropriate for the execution and completion of this resolution or that may result from it, including but not limited to:

- (i) Declare each of the executions of the capital reduction finally resolved upon as closed, establishing, as the case may be, the definitive number of shares to be redeemed in each execution and, therefore, the amount by which the share capital of the Company must be reduced in each execution, in accordance with the limits established in this resolution, as well as the share premium account or available reserves against which each capital reduction is to be made.
- (ii) Undertake any actions, declarations or procedures that are necessary or appropriate in relation to the public information on the capital reduction and each of its executions, including any announcements that are required or appropriate, and any actions that should be carried out before the National Securities Market Commission (CNMV), Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (Iberclear), the Spanish stock exchanges and/or the regulators and stock exchange management companies of the markets in which the Company's shares are listed.
- (iii) Restate the text of Articles 5 and 6 of the By-laws to reflect the new capital figure and the number of outstanding shares after the completion of each approved capital reduction.
- (iv) Grant the corresponding deed(s) of reduction of share capital and, in general, negotiate, agree and sign all such public and/or private documents as may be necessary or advisable to execute and successfully complete the capital reduction, including, without limitation, all such acts, legal transactions, contracts, declarations and operations as may be necessary.



- (v) Undertake all the procedures and actions that are necessary or appropriate, and present all required documents before the competent bodies, so that, once the redemption of the Company's shares has taken place and the corresponding capital reduction deed has been awarded and filed in the Companies' Registry, the redeemed shares may be delisted from the Spanish stock exchanges and/or markets in which the Company's shares are traded, and cancelled in the corresponding accounting records and the redemption of its treasury shares will be effectively carried out.
- (vi) Perform all tasks that may be required or advisable vis-à-vis any public or private bodies or institutions, whether Spanish or foreign, to obtain the consent and authorisations required to ensure the effectiveness of these resolutions and complete the capital reduction, including duties to declare, provide complementary information or correct defects or omissions that may impair or impede the full effectiveness of the aforementioned resolution.

### **FIVE 3. Corresponding to Agenda Item 5.3**

**Authorisation for the Board of Directors, pursuant to the provisions of Article 297.1.b) of the Corporate Enterprises Act, to increase the capital on one or more occasions and at any time, within a term of five years, through monetary contributions and to a maximum nominal amount of EUR 3,686,363,681, all of which within the terms and conditions that the Board deems appropriate, revoking the authorisation currently in force. Delegation for the exclusion of pre-emptive subscription rights, in accordance with the provisions of Article 506 of the Corporate Enterprises Act, in which case the capital increases will be limited, in general, to the maximum amount of EUR 737,272,736.**

To authorise the Board of Directors, as broadly as is legally necessary, to increase the share capital, in accordance with the provisions of article 297.1.b) of the Corporate Enterprises Act, on one or more occasions and at any time, within a period of five years from the date of this General Meeting, by a maximum amount of THREE BILLION, SIX HUNDRED AND EIGHTY-SIX MILLION, THREE HUNDRED AND SIXTY-THREE THOUSAND, SIX HUNDRED AND EIGHTY-ONE EUROS (EUR 3,686,363,681) (i.e. a figure equivalent to 50% of the share capital after implementation of the capital reduction submitted for approval by the General Meeting under item 5.1 on the agenda, rounded down), by issuing new shares – with or without a premium and with or without voting rights – the consideration for the new shares to be issued consisting of cash contributions, with the power to set the terms and conditions of the capital increase and the characteristics of the shares, as well as freely offering the new shares not subscribed for within the preferential subscription period or periods, establishing that, in the event of incomplete subscription, the capital shall be increased only by the amount of the subscriptions made and redrafting the articles of the By-laws relating to capital and shares. It shall be deemed to include within the limit available from time to time of the maximum amount of THREE BILLION, SIX HUNDRED AND EIGHTY-SIX MILLION, THREE HUNDRED AND SIXTY-THREE THOUSAND, SIX HUNDRED AND EIGHTY-ONE EUROS (EUR 3,686,363,681) the amount of the capital increases that, if applicable, are made in order to cover the conversion of securities issued under the terms of the resolution submitted for the approval of this Ordinary General Shareholders' Meeting under item 5.4 on the agenda below or any other resolution on the matter that may be adopted in the future by the General Shareholders' Meeting.

The Board is also hereby authorised to exclude, in whole or in part, pre-emptive subscription rights under the terms of article 506 of the Corporate Enterprises Act, although capital increases with the suppression of pre-emptive subscription rights shall be limited, in general, to a maximum amount of SEVEN HUNDRED AND THIRTY-SEVEN MILLION, TWO HUNDRED AND

SEVENTY-TWO THOUSAND, SEVEN HUNDRED AND THIRTY-SIX EUROS (EUR 737,272,736) (i.e. a figure equivalent to 10% of the share capital after the implementation of the capital reduction submitted for approval by the General Meeting under item 5.1 above on the agenda). This limit shall not apply, by way of exception, to increases in share capital that the Board may approve to cover the conversion of securities issued, with suppression of pre-emptive subscription rights, under the resolution submitted to this Ordinary General Shareholders' Meeting under item 5.4 on the agenda or any other resolution on the matter that may be adopted by the General Meeting in the future, and the general limit of THREE BILLION, SIX HUNDRED AND EIGHTY-SIX MILLION, THREE HUNDRED AND SIXTY-THREE THOUSAND, SIX HUNDRED AND EIGHTY-ONE EUROS (EUR 3,686,363,681) shall apply to such capital increases.

By virtue of this authorisation, the Board of Directors is also authorised to apply for admission to trading of the new shares that may be issued on the stock exchanges on which the Company's shares are listed, under the terms of the applicable regulations, and the Board of Directors is also authorised to take such steps and actions as may be necessary before the competent bodies and authorities.

The Board of Directors is also authorised to delegate to the Executive Committee and, where appropriate, to the Chairman of the Board of Directors, the Deputy Chairman, the Chief Executive Officer, the Secretary and Deputy Secretary or Deputy Secretaries of the Board of Directors, as well as to the Chief Financial Officer and the Director of Accounting, Management and Capital Control, the powers conferred by this resolution that may be delegated.

This delegation replaces and repeals the prior delegation in effect, approved at the Company's Annual General Meeting held on 22 May 2020, in terms of the undrawn amount.

#### **FIVE 4. Corresponding to Agenda Item 5.4**

**Delegation to the Board of Directors of the power to issue securities contingently convertible into shares of the Company, or instruments of a similar nature, for the purpose of or to meet regulatory requirements for their eligibility as additional Tier 1 regulatory capital instruments in accordance with applicable capital adequacy regulations, for a maximum total amount of EUR 3,500,000,000 (or the equivalent in other currencies); as well as the power to increase share capital by the necessary amount, including power to exclude, where appropriate, pre-emptive subscription rights. Establishment of the criteria for determining the bases and modalities of conversion.**

It is resolved to delegate powers to the Board of Directors, to the fullest extent required by law, to issue securities contingently convertible into newly issued shares of CaixaBank, or instruments of a similar nature, for the purpose of or to meet regulatory requirements for their eligibility as additional Tier 1 regulatory capital instruments ("CoCos"), in accordance with prevailing capital adequacy regulations, all this subject to the terms of this resolution and in compliance with applicable law and the By-laws and after obtaining any authorisations that may be required.

For clarification purposes, it is hereby stated that the issuance of fixed-income securities exchangeable for existing shares of the Company or other companies in which CaixaBank may or may not hold a stake, or which are merely settled net, fall outside the scope of this delegation of powers and shall be governed instead by applicable law and the Company's By-laws.

The delegation is made in accordance with the following conditions:

1. The Board of Directors is empowered by virtue of this resolution to issue securities on one or more occasions, at any time, within a maximum of three years from the date this resolution is passed.
2. The maximum total amount of the issuance or issuances of securities envisaged under this delegation of powers will be THREE BILLION FIVE HUNDRED MILLION EUROS (EUR 3,500,000,000), or equivalent value in another currency.
3. Issues made by virtue of this delegation may be for Spanish or foreign investors of all kinds.
4. By virtue of the powers hereby delegated, the Board of Directors shall be responsible for determining each and every one of the terms, characteristics and conditions of each of the issues of securities effected under the terms of this resolution, including, without limitation, the amount thereof, though always subject to the aforementioned total quantitative limit, place of issue – national or foreign – and currency, including, if issued in foreign currency, the equivalent value in euros; the name or type, for the purposes of its eligibility as regulatory capital instruments in accordance with applicable capital adequacy regulations; the date or dates of issuance; the form, time and events of conversion; whether the securities are contingently convertible; the number of securities and their nominal value, which shall not be less than the nominal value of the shares; the issue price; the form and conditions of the remuneration, whether the interest rate is fixed or variable and the dates and procedures for payment of interest; the maturity date or whether the issuance is perpetual in nature; if applicable, the terms and conditions of early redemption (total or partial); the form of representation of the securities; anti-dilution clauses; pre-emptive subscription rights, if any, and the subscription regime; the rank or seniority of the securities and any subordination clauses; and the legislation applicable to the issuance, whether domestic or foreign. The Board shall likewise request, where appropriate, admission to trading (and, where appropriate, de-listing) of the issued securities on official or unofficial secondary markets, whether or not organised and whether domestic or foreign, in accordance with applicable legal requirements in each case; and, in general, any other term or condition of the issuance. It shall likewise establish the relevant body, form and mechanisms to allow for the association, collective organisation and/or representation and protection of the holders of the securities and, where applicable, shall appoint their representatives, if necessary or if it is decided that such representatives should exist.

This delegation of powers also includes authority for the Board of Directors to decide the terms of redemption of the securities issued, with authority to use, to the extent applicable, the redemption methods envisioned in the Corporate Enterprises Act or any others that may apply. Likewise, the Board of Directors is empowered to, when deemed appropriate, and subject to obtaining any approval or consent that may be required from the syndicates or bodies representing the holders of the securities, modify the terms of redemption of the issued securities and their respective terms and any yield or remuneration that may accrue in relation to each of the issuances made under this authorisation.

5. For the purpose of determining the basis and modalities of the conversion, it is agreed to establish the following criteria:
  - i. The securities issued under this resolution shall be contingently convertible into newly issued shares of the Company, at a fixed (determined or determinable) or variable conversion ratio (which may include maximum and/or minimum limits on the conversion price), with the Board of Directors being given the power to

establish the terms of such conversion, including manner, time and conversion events or whether the conversion is to be contingent or conditional.

- ii. If it is resolved to issue the convertible securities with a fixed conversion ratio, the securities will be valued at their nominal value and the shares at the fixed exchange rate stipulated in the resolution of the Board of Directors made further to this delegation of powers, or at the exchange rate to be determined on the date or dates close to the issuance as indicated in the Board resolution itself, and based on the stock market value of the Company's shares on the date/s or period/s taken as the reference point in that same resolution, with or without discount or premium, with the Board of Directors being authorised to establish any conversion criteria it deems appropriate.
- iii. It may also be agreed to issue the convertible securities with a variable conversion ratio. In the latter case, the price of the shares for the purposes of the conversion will be determined by the Board of Directors, which may apply a premium or discount on the share price in accordance with the relevant rules and criteria. The premium or discount may be different for each date taken as the reference for the conversion of each issuance (or, where applicable, each tranche of an issuance). In addition, a minimum and/or maximum reference price for the shares may be established for the purposes of their conversion, on such terms as the Board of Directors may deem appropriate.
- iv. Where conversion is applicable, any fractions of a share to be delivered to the holder of the securities shall be rounded down to the next whole number. The Board will be responsible for deciding whether each holder should be paid the resulting difference in cash, where the case may be.

When approving an issuance of securities pursuant to the powers set out in this resolution, the Board of Directors shall issue a report specifying the terms and conditions of the issuance. This report may be accompanied by the corresponding report of an auditor other than the Company's own auditor, all the foregoing in accordance with the provisions of the Corporate Enterprises Act.

6. To the extent that the conversion into shares of the securities that may be issued under this delegation is possible, their holders shall have all the rights recognised to them by applicable legislation.
7. This delegation to the Board of Directors also includes the following powers, by way of example but without limitation:
  - i. The power for the Board of Directors to exclude, in whole or in part, the pre-emptive subscription rights of shareholders, when doing so is required in order to raise funds on national or international markets and is to be carried out through the use of book building or for any other reason deemed to be in the Company's interest. If the Board decides to exclude the pre-emptive subscription rights of shareholders in relation to an specific issue it decides to make under this authorisation, it shall, at the time of approving the issue, elaborate a specific report, when necessary and accordingly with the terms required by the applicable regulations, which, when applicable, will be subject of a consecutive report issued by an independent expert, in accordance with the Corporate Enterprises Act. These reports shall be made available to shareholders in due course in the terms provided for by law.

- ii. The power to increase capital by the amount necessary to meet requests for conversion and/or where shareholders exercise their right to subscribe for shares, subject to any limits in force and available from time to time. It is hereby stated for the record that the increases in share capital that the Board may approve under this authorisation to cover the conversion of convertible securities or instruments of a similar nature that meet the regulatory requirements for their eligibility as additional tier 1 capital instruments in accordance with applicable solvency regulations, the issuance of which has excluded pre-emptive subscription rights, shall not be subject to the maximum limitation of 10% of share capital set forth in the proposed resolution submitted for approval of this General Meeting under item 5.3 of the agenda, or that which may be approved in the future by the General Shareholders' Meeting, nor to the limitation set forth in article 511 of the Corporate Enterprises Act, in accordance with the fifteenth additional provision of the Corporate Enterprises Act, which excludes the application of this limit to credit institutions. This capital increase authorisation includes the authorisation to issue and put into circulation, on one or more occasions, the shares representing it that are required for the conversion and/or exercise of the share subscription right, and the authorisation to redraft the articles of the Company By-laws concerning the amount of capital and shares and, where the case may be, to cancel the part of the said capital increase that is not necessary for the conversion and/or exercise of the share subscription right.
- iii. The power to draw up and specify the terms and modalities of the conversion and/or exercise of the rights to subscribe for shares by virtue of the securities to be issued, taking into account the criteria set out in point five above and, in general and in the broadest terms, the power to determine such aspects and conditions as may prove necessary or appropriate for the issuance.
- iv. To request, when deemed appropriate, the admission to (or, as the case may be, the de-listing from) trading of the securities issued under this delegation of powers on/from official or unofficial secondary markets, whether or not organised and whether national or foreign. For such purposes, the Board of Directors will be authorised to conduct such business as may be necessary or fitting in order to arrange the admission to trading of the issued securities vis-à-vis the competent bodies of different national or foreign securities markets, subject to the rules that currently exist or may apply in the future on matters relating to listing and, especially, trading, continuity of trading and de-listing from official trading.

The delegation of powers in the Board of Directors – with express authority to sub-delegate such powers to the Executive Committee of the Board of Directors or to one or more Board members or senior officers – includes the broadest powers required by law for the interpretation and effective application, implementation and enforcement of the resolutions concerning the issuance of the securities. Likewise, the Board is granted powers to correct and further specify such resolutions as and when necessary and to comply with any legal requirements when implementing and acting upon such resolutions. It may also remedy omissions or defects in such resolutions, as indicated by any national or foreign authorities, officials or bodies, and may adopt such further resolutions and implement such public or private documents as it deems necessary or advisable in order to adjust or amend the aforementioned resolutions for the issue of securities and the corresponding capital increase accordingly to reflect the verbal or written opinion of the Companies Registrar or, in general, of any other competent national or foreign authorities, officials or institutions.

This delegation replaces and renders ineffective, in the unused amount, the previous delegation in force, approved at the General Meeting of 14 May 2021.

## SIX. REMUNERATION

### SIX 1. Corresponding to Agenda Item 6.1

#### **Approval of the amendment of the policy on directors' remuneration.**

In accordance with the provisions of article 529 novodecies of the Corporate Enterprises Act, to approve the modification of the current remuneration policy for CaixaBank directors initially approved at the Ordinary General Meeting held on 8 April 2022, amended by the Ordinary General Meeting held on 31 March 2023 and applicable from the date of its initial approval up to and including the financial year 2025.

The amended directors' remuneration policy is included as part of the documentation made available to shareholders in the announcement of this General Meeting, together with the reasoned proposal approved by the Board of Directors, accompanied by the mandatory report of the Remuneration Committee.

### SIX 2. Corresponding to Agenda Item 6.2

#### **Delivery of shares to the Company's executive directors as payment of the variable components of their remuneration.**

Within the framework of the variable remuneration systems and components provided for in CaixaBank's directors' remuneration policy, and especially the variable remuneration scheme with multi-year metrics described in section 5.4, to approve the delivery of shares to the Company's executive directors in the terms indicated below:

Direct payment: Payment of 40% of the variable remuneration (50% cash and 50% in shares) corresponding to 2024 will be made before the end of the first quarter of 2025.

Deferred payment: Payment of 60% of the variable remuneration (30% in cash and 70% in shares) corresponding to 2024 will be deferred over 5 years and paid in fifths before the end of the first quarter of all years from 2026 to 2030.

For deferred amounts payable in 2028, 2029, and 2030, payment will also be subject to compliance with multi-year metrics that could reduce (but never increase) the payment of the deferred amounts.

Amount: The maximum amount distributable in shares to executive directors in 2025 and the following five years, corresponding to their variable remuneration for 2024, according to the previous calendar for each year, is estimated at one million, one hundred and forty-four thousand, two hundred and seventy-two euros (EUR 1,144,272), before taxes and withholdings, assuming that this group and the target variable remuneration amount remain unchanged.

The maximum number of shares to be delivered, after tax and withholdings, will be the ratio between the estimated maximum amount and the average value of the closing prices on the trading days between 1 January and 31 January each year.

Delegation of powers: delegate to the Board of Directors, with express powers to sub-delegate, in turn, the Executive Committee of the Board of Directors, the Remuneration Committee or any Director it deems appropriate, the necessary authority under the fullest



extent permitted by law to develop, formalise, implement and settle this resolution, where the case may be, adopting any resolutions and signing any public or private documents that may be necessary or appropriate to ensure its full effectiveness, also being empowered to remedy, rectify, amend or complement this resolution and, in particular and for illustrative purposes only, to carry out the following actions:

- (i) To develop and establish the specific terms of the share-based variable remuneration system, with regard to any aspects not contemplated in the resolution.
- (ii) To draft, subscribe and submit any notices and documentation that may be necessary or appropriate, before any public or private body, for the implementation, execution and payment of the share-based variable remuneration system, including the corresponding prospectuses where the case may be.
- (iii) To determine the exact number of shares corresponding to each of the beneficiaries of the resolution, respecting the established maximum limitations.
- (iv) To carry out any action or procedure or make any statement before any Spanish or foreign, public or private body, entity or register, in order to obtain any authorisation or verification required for the implementation, execution and payment of the share-based variable remuneration system.
- (v) To negotiate, agree on and sign compensation and settlement contracts with financial institutions which it may freely appoint, under the terms and conditions it deems appropriate.
- (vi) To draw up and publish any announcements that may be required or appropriate.
- (vii) To draw up, sign and execute and, where applicable, certify whatsoever type of document connected with the share-based variable remuneration system.
- (viii) To adapt the content of the system to any requirements or observations made by the competent supervisory authorities.
- (ix) And, in general, to perform any actions and sign any documents necessary or advisable to ensure the validity, efficacy, implementation, development, execution, settlement and success of the share-based variable remuneration system and of the resolution.

### **SIX 3. Corresponding to Agenda Item 6.3**

#### **Approval of the maximum level of variable remuneration payable to employees whose professional activities have a significant impact on the Company's risk profile.**

To approve that the variable remuneration for the one hundred and ninety-nine (199) positions of the employees whose professional activities have a significant impact on the Company's risk profile ("Identified Staff") referred to in the 'Board of Directors' Detailed Recommendation on the proposal to approve the maximum amount of variable remuneration payable to members of the Identified Staff', may reach up to two hundred per cent (200%) of the fixed component of their total remuneration, by virtue of and subject to the provisions of Article 34 of Law 10/2014 of 26 June, on the regulation, supervision and solvency of credit institutions.

The purpose of the approval of this resolution is (i) to meet the market conditions in the case of the twenty-eight (28) positions included in section I of the appendix to the aforementioned Detailed Recommendation, or (ii) for all the positions included in sections I and II of the aforementioned appendix, expand the Company's capacity to meet the individual and collective commitments acquired in terms of variable remuneration in equal conditions for all members of its Identified Staff and the rest of its staff who have recognised variable

remuneration components, without this implying a general change in the remuneration practices and policies in force in the Company.

Likewise, to approve that the Company may exercise its voting rights in the subsidiaries subject to a maximum variable remuneration ratio by approving the maximum limit allowed, following the same principles applicable to the Company.

#### **SIX 4. Corresponding to Agenda Item 6.4**

##### **Consultative vote on the Annual Report on Directors' Remuneration for the financial year 2023.**

To approve the Annual Report on Directors' Remuneration for the financial year 2023.

#### **SEVEN. Corresponding to Agenda Item 7**

**Authorisation and delegation of powers to interpret, correct, supplement, implement and develop the resolutions adopted by the General Meeting, and delegation of powers to notarise those resolutions in public deeds, register them and, where the case may be, correct them.**

To delegate to the Board of Directors, with express authority to sub-delegate to the Executive Committee of the Board of Directors, or to the director or directors it deems appropriate, or to the Secretary, Deputy Secretary or Deputy Secretaries of the Board, such powers as may be considered necessary to interpret, rectify, further specify, implement and carry out any of the resolutions adopted by the General Meeting. This vesting of powers includes authority to carry out any modifications, amendments and additions as may be necessary or appropriate to ensure the full effectiveness and implementation of these resolutions.

To delegate powers to the Chairman of the Board of Directors, the Deputy Chairman, the Chief Executive Officer, the Secretary and the Deputy Secretary or Deputy Secretaries of this body, without distinction, to sign any private documents and to execute before a Notary of their choice any public documents that may be necessary or appropriate for execution of the aforementioned resolutions or their entry in the corresponding registers, with express powers to rectify any errors or omissions.

#### **EIGHT. INFORMATIONAL ITEMS**

##### **EIGHT 1. Corresponding to Agenda Item 8.1**

###### **Information on the amendment to the Board of Directors' Regulations agreed by the Board of Directors at its meeting of 31 March 2023.**

Take notice of the amendment to the Regulations of the Company's Board of Directors approved by the Board of Directors at its meeting held on 31 March 2023. The purpose of said amendment was to strengthen the composition of the Innovation, Technology and Digital Transformation Committee, increasing the maximum number of members of this Committee from six (6) to seven (7), in order to adequately address the workload and develop its functions, taking into account the growing importance that this Committee has been acquiring within the Board and the advisory functions it performs, in line with the growing importance of technological advances in all areas, especially in the area of financial digital innovation, as well as the new trends that are constantly emerging with the aim of adapting to the changes in customer expectations.

The amendment of the Regulations of the Board of Directors is explained in detail in the explanatory report issued by the Board of Directors in accordance with articles 528 and 518.d) of the Corporate Enterprises Act.

## **EIGHT 2. Corresponding to Agenda Item 8.2**

**Notification of the report of the Board of Directors for the purposes of the provisions of article 511 of Royal Legislative Decree 1/2010, of 2 July, approving the revised text of the Corporate Enterprises Act.**

In accordance with the provisions of article 511 of the Corporate Enterprises Act, the General Meeting is hereby informed of the directors' report on the issue of preference shares contingently convertible into shares for a total nominal amount of SEVEN HUNDRED AND FIFTY MILLION EUROS (EUR 750,000,000) and excluding pre-emptive subscription rights. This issue was approved by the Board of Directors under the delegation granted in its favour by the Ordinary Annual General Meeting held on 14 May 2021, the definitive terms being fixed on 3 January 2024, as published in a communication of Other Relevant Information on the same date.

The directors' report on this issue has been made available to shareholders as part of the documentation for this General Meeting.

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