



CaixaBank + Bankia

Creating value for all stakeholders

18 September **2020** 

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The proposed transaction relates to the securities of CaixaBank and Bankia, S.A. ("Bankia"), both companies incorporated in Spain. Information distributed in connection with the proposed transaction and the related shareholder vote is subject to Spanish disclosure requirements that are different from those of the United States. Financial statements and financial information included herein are prepared in accordance with Spanish accounting standards that may not be comparable to the financial statements or financial information of United States companies.

It may be difficult for you to enforce your rights and any claim you may have arising under the U.S. federal securities laws in respect of the proposed transaction, since the companies are located in Spain and some or all of their officers and directors are residents of Spain. You may not be able to sue the companies or their officers or directors in a Spanish court for violations of the U.S. securities laws. Finally, it may be difficult to compel the companies and their affiliates to subject themselves to a U.S. court's judgment.

You should be aware that the companies may purchase shares otherwise than under the proposed transaction, such as in open market or privately negotiated purchases, at any time during the pendency of the proposed transaction.

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Strategic rationale

Proposed transaction: description, impacts & timetable

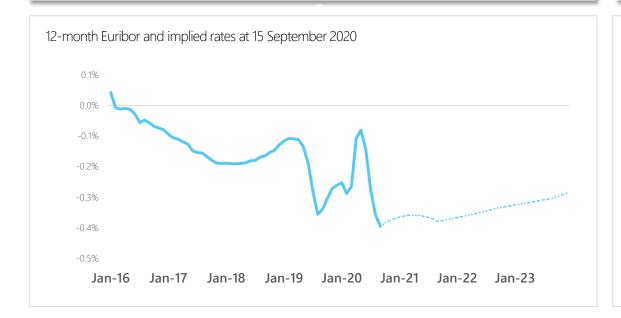
**II.** Key takeaways



# The European financial sector is facing important strategic challenges

#### Impact of the tech revolution

#### Low profitability



#### COVID-19



#### **Short-term reaction required: ANTICIPATION**

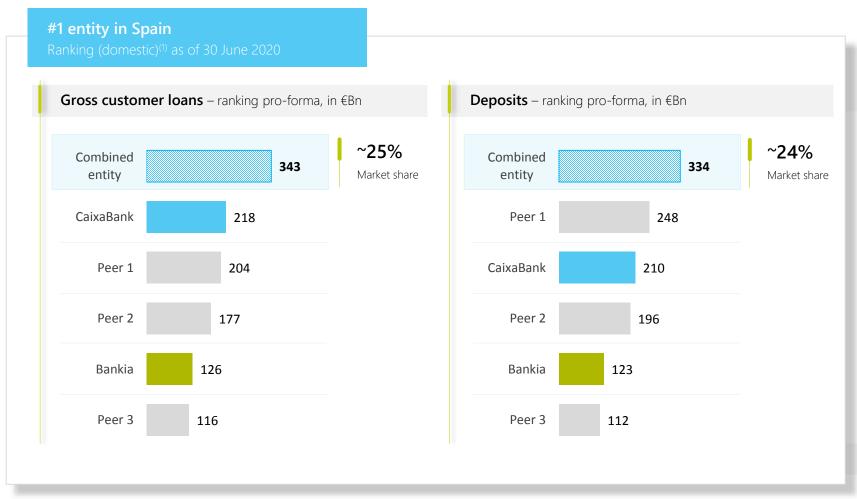


# Anticipation looking to...

Scale	Improve efficiency and reinforce capacity to invest in technology and innovation
Robust financials	Sound credit-metrics and solid capital and liquidity
Sustainable profitability	Income diversification, improved capacity to generate revenues and balanced portfolio mix
	with shared VALUES ————————————————————————————————————



# The new group will give rise to a domestic leader – in line with other European leaders





<sup>(1)</sup> Sources: Quarterly financial reports and Bank of Spain. Peer group includes: Banco Sabadell ex TSB, Banco Santander Spain and BBVA Spain.

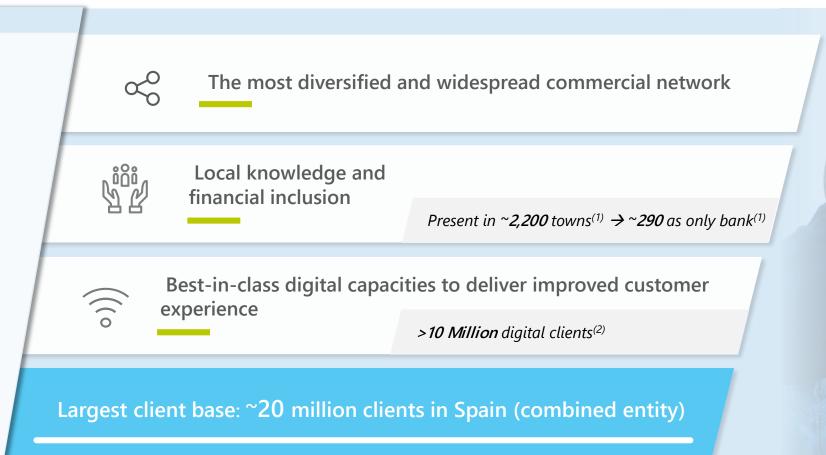
<sup>(2)</sup> Based on reported market share when available, and internal estimates based on publicly available information in other cases.



# Single distribution platform

Distinctive distribution model and specialised value proposition

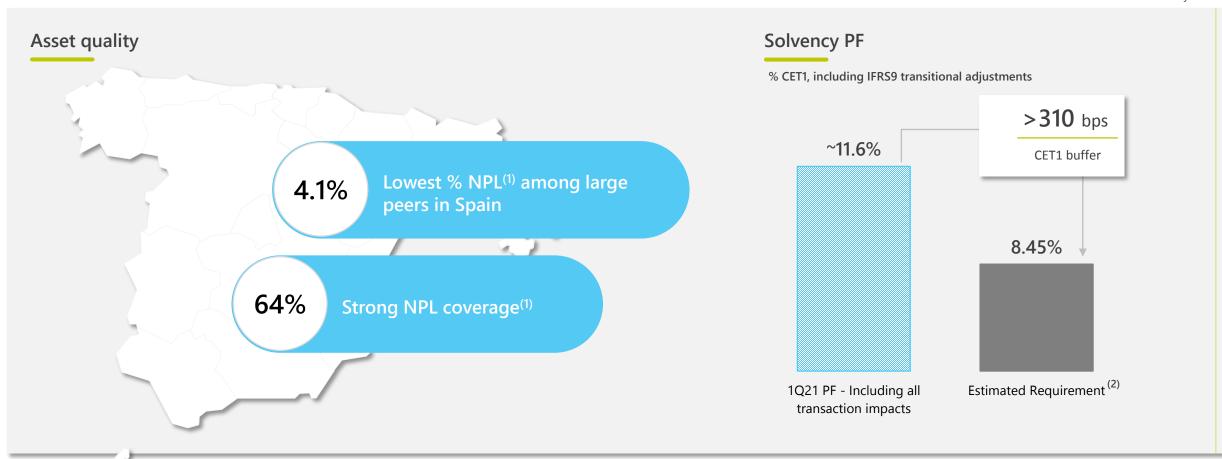
With access to a comprehensive and fully integrated offering





# Showing strong credit and solvency metrics

Combined entity PF

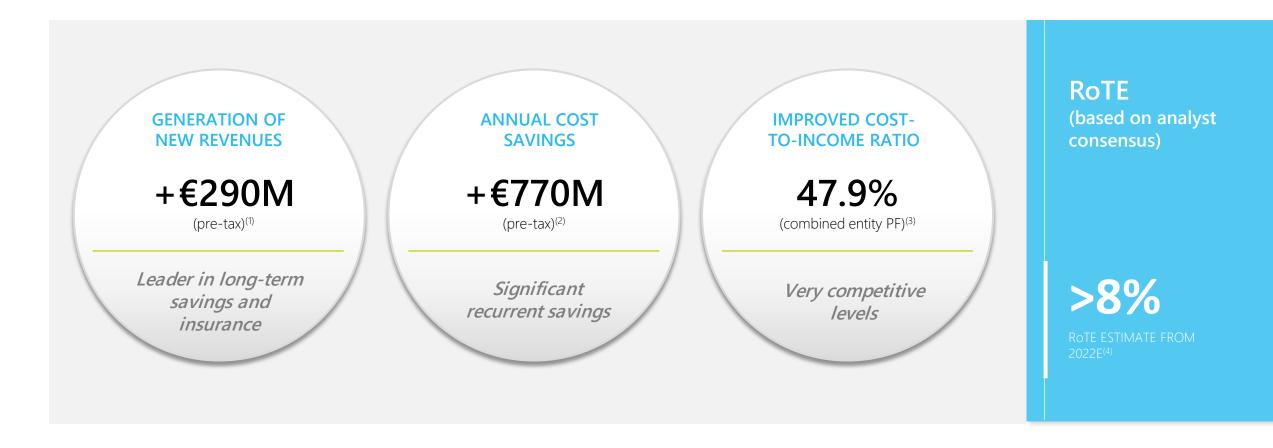


<sup>(1)</sup> NPL and coverage ratios ex BPI. Coverage ratio PF for PPA adjustments (c.€0.8Bn pre-tax). Including BPI, NPL and coverage ratios for combined entity PF for PPA adjustments at 4.0% and 65% respectively.

<sup>(2)</sup> CET1 SREP, assuming P2R equivalent to weighted average of CaixaBank and Bankia P2R (considering benefit of CRR II article 104a) and O-SII buffer at 0.50%.



# With capacity to generate sustainable profitability



<sup>(1)</sup> Including fully-phased revenue synergies in long-term saving and insurance (2025E) plus revenue recovery from Bankia JVs.

<sup>(2)</sup> Fully phased from 2023E.

<sup>(3)</sup> Including fully phased-in revenue and cost synergies.

<sup>(4) 2022</sup>E net income projections based on consensus published by CaixaBank and Bankia in their respective websites (c.€1.5Bn for CaixaBank and c.€0.4Bn for Bankia). Combined entity PF 2022E net income includes ~90% of cost savings (post tax), ~33% of revenue synergies (post tax), 100% of revenue recovery from Bankia's JV (post tax) and lower CoR and other impacts post FV adjustments. Tangible equity estimated based on Bloomberg payout ratio.



# Creating value for our shareholders

0.6845x

#### Agreed exchange ratio

# CaixaBank shares
/ 1 Bankia share

20% | 28%

#### Premium

Over unaffected prices (1) over 3 month average (2)

~28% | ~69%

#### **EPS** accretion

2022E<sup>(3)</sup> for CaixaBank Bankia

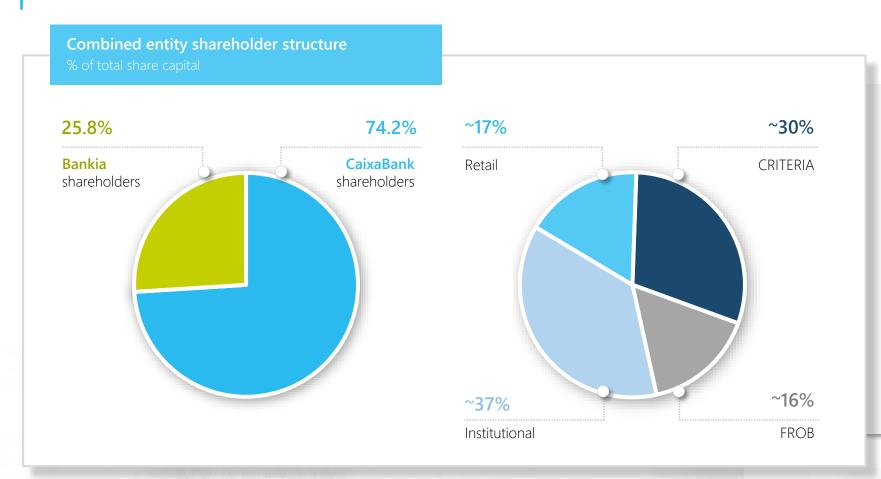
<sup>(1)</sup> Agreed exchange ratio of 0.6845x over the unaffected exchange ratio at closing of 3 September 2020 of 0.5704x (prior to Inside Information filing to CNMV). Unaffected exchange ratio based on CABK and BKIA share prices at closing of 3 September 2020 of €1.816/share and €1.036/share, respectively.

<sup>(2)</sup> Based on 3 months average exchange ratio prior to closing of 3 September 2020 (prior to Inside Information notices to CNMV).

<sup>(3) 2022</sup>E net income projections based on consensus published by CaixaBank and Bankia in their respective websites (c.€1.5Bn for CaixaBank and c.€0.4Bn for Bankia). Combined entity PF 2022E EPS includes ~90% of cost savings (post tax), ~33% of revenue synergies (post tax), 100% of revenue recovery from Bankia's JV (post tax), lower CoR and FV reversals.



### Solid and balanced shareholding structure

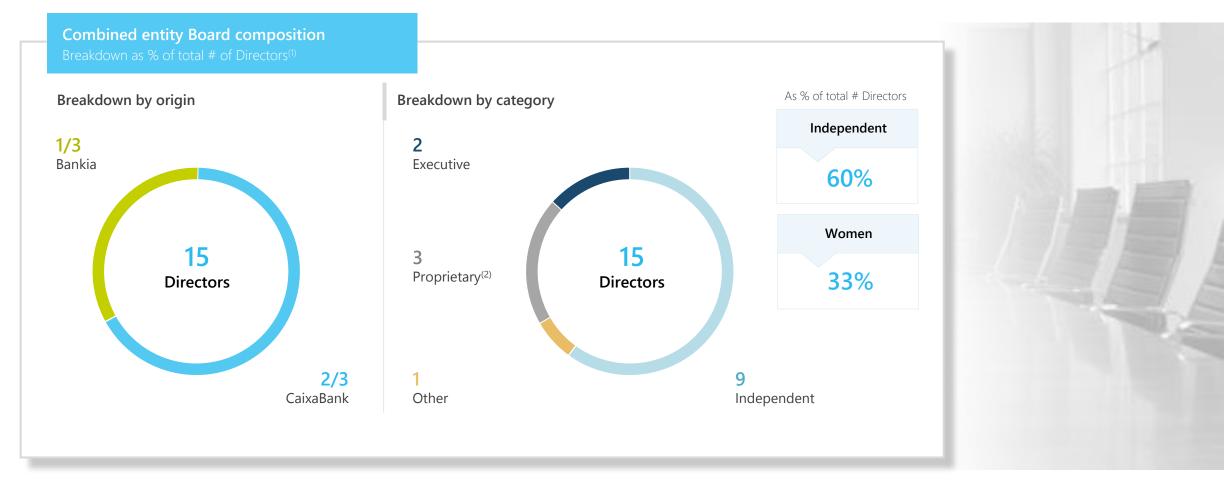


Shareholder structure balanced between core, institutional and c.750,000 retail shareholders<sup>(1)</sup>

(1) CaixaBank plus Bankia without taking into consideration possible overlap.



## Best-in-class governance to remain a corporate priority



Majority-independent Board composed of highly reputable and experienced Directors

2) 2 representing Criteria, 1 representing FROB.

<sup>(1)</sup> Board composition approved by CaixaBank and Bankia BoDs for proposal to AGMs.



# Corporate governance – other issues

CaixaBank will remain as the brand

Registered address to be in Valencia

Joint operational HQ in Barcelona and Madrid



# Working under a common culture to create value for our stakeholders and support the economic recovery of our country

#### Customers

Our customers remain the main focus of our strategy

# CaixaBank Bankia

#### Shareholders

Value creation and increased profitability of the Bank

### **Employees**

New professional growth opportunities based on meritocracy

#### Society

Opportunity to maximise our contribution to society





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**Contents** 

Proposed transaction: description, impacts & timetable

III. Key takeaways



### Description of the proposed transaction

#### **Transaction summary**

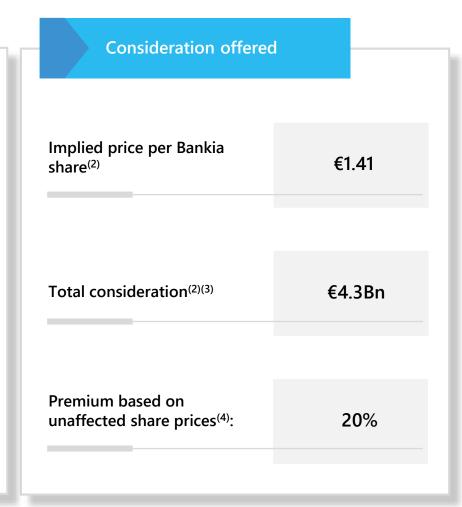
Merger by absorption of Bankia into CaixaBank

**Agreed exchange ratio**: CaixaBank to offer **0.6845x** newly issued ordinary shares for every Bankia share tendered

Reciprocal due diligence satisfactorily completed

Subject to approvals by both General Meetings and to regulatory approvals(1)

Expected closing of the transaction: 1Q 2021



<sup>(1)</sup> Ministry of Economic Affairs and Digital Transformation (with a previous report from ECB/BoS) and Spanish Competition Authority. Other authorisations are required for the indirect acquisition of significant stakes of BKIA in certain regulated entities.

<sup>(2)</sup> Based on agreed exchange ratio of 0.6845x and the CABK share price at close 17 September 2020 of €2.065/share.

<sup>(3)</sup> Total consideration for 100% of Bankia shares (2,079M new CABK shares, taking into consideration that Bankia will maintain its treasury shares (32 million shares) until closing).

Agreed exchange ratio of 0.6845x over the unaffected exchange ratio at closing of 3 September 2020 of 0.5704x (prior to Inside Information filling to CNMV). Unaffected exchange ratio based on CABK and BKIA share prices at closing of 3 September 2020 of €1.816/share and €1.036/share, respectively.



### Combined entity to hold more than €660Bn in assets

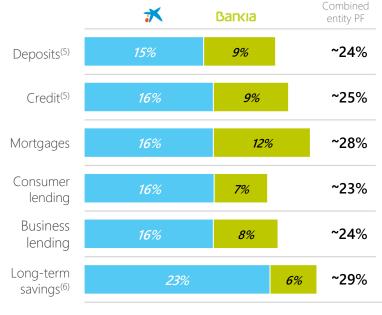
#### #1 entity in Spain

Data as of 30 June 2020

#### CaixaBank + Bankia

Total assets (€Bn)	664.0
Gross customer loans (€Bn)	368.5
Customer funds <sup>(1)</sup> (€Bn)	555.4
AuM <sup>(2)</sup> (€Bn)	128.9
Shareholders' Equity (€Bn)	38.9
Clients - Spain (Million)	~20
Branches–Spain <sup>(3)</sup> (Thousand)	6.3
Employees (Thousand)	51.5

#### Market share in key retail products (Spain)(4)



Consolidating market position in high-value-added products



Creating a leader in Spanish banking and insurance

<sup>(1)</sup> Including on-balance sheet funds and off-balance sheet AuM. (2) Off-balance sheet AuM, including pension plans and mutual funds. (3) Including retail branches and specialized centers. (4) Sources: quarterly reports, INVERCO, ICEA and Bank of Spain. Latest available data. (5) Total deposits and credit in Spain. Numerator as reported by CaixaBank and Bankia in their respective quarterly report and denominator corresponding to system deposits and credit published by Bank of Spain. (6) Including mutual funds, pension plans and saving insurance. Bankia's market share in savings insurance corresponds to ICEA data for Bankia Mapfre Vida. (7) Total assets CaixaBank + Bankia pre-transaction in Spain at €627Bn vs. €419Bn 2<sup>nd</sup> ranked peer (BBVA).



### A unique opportunity to create value

1. Opportunity to generate significant revenue synergies



- Reinforced leadership position in the Spanish financial sector
- Opportunity to generate significant revenue synergies (~€215M by 2025E) given CaixaBank's long-term savings and insurance capabilities
- M&A exit and renegotiation mechanisms provided in Bankia's insurance agreements expected to be implemented (~€75M in recovered revenues expected from 2022E)

2. Excess capital reinvested in business enhancing efficiency and credit metrics



- ~€770M expected in annual costsynergies by 2023E
- Restructuring charges fully covered by excess capital at closing
- Sound asset quality metrics in absolute and relative terms with increased provisioning levels to result from transaction

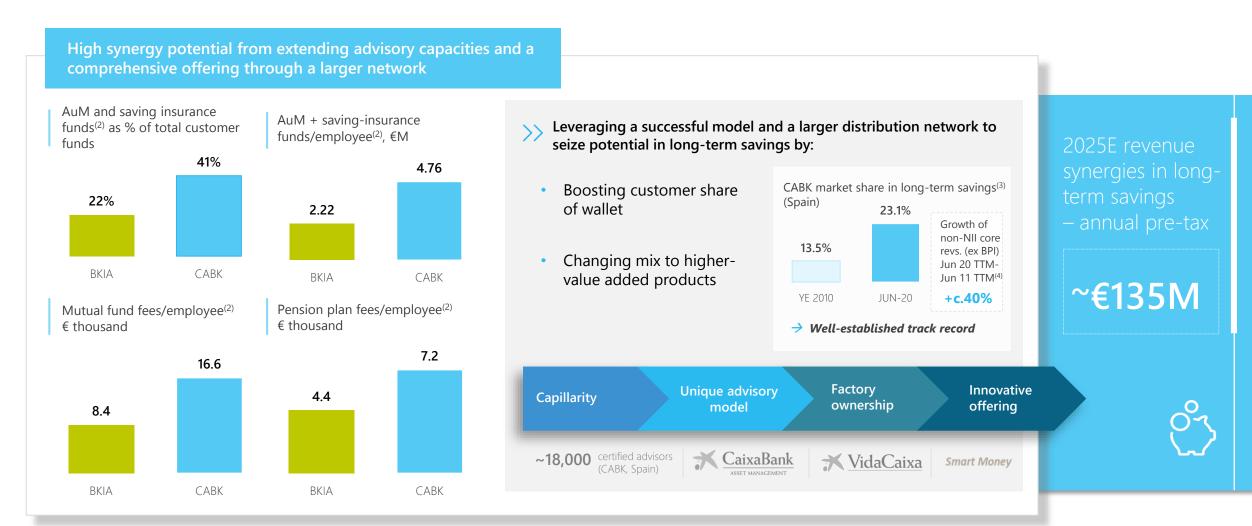
3. Solid solvency and liquidity position to be maintained post transaction



- Solid solvency position maintained post transaction:
  - with excess over 250-300 bps CET1 managementbuffer target post merger
  - within 11-11.5% target post merger for CET1 ex IFRS9 transitional
- Strong liquidity position to be maintained post merger with comfortable MREL issuance needs



# ~€135M expected in synergies from long-term savings<sup>(1)</sup> by 2025E

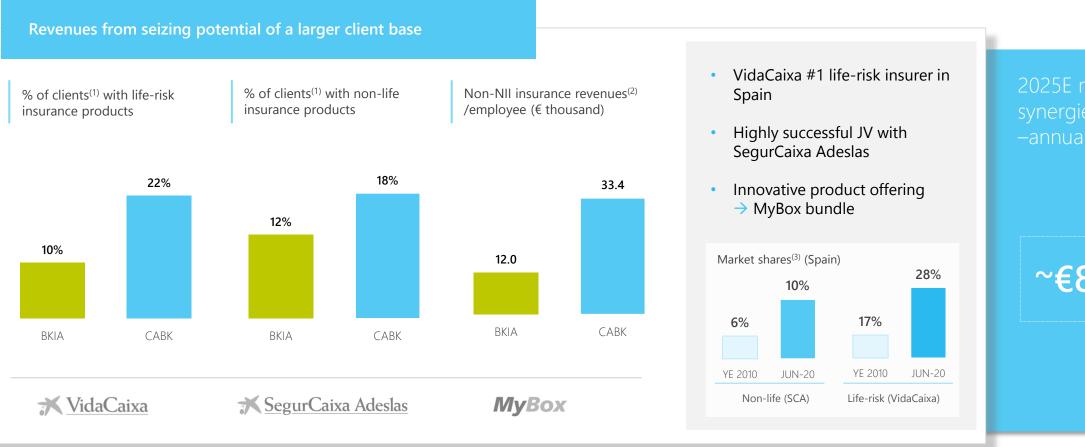


- (1) Including mutual funds, pension plans and savings insurance funds.
- (2) CaixaBank ex BPI vs. Bankia. Sources: own calculations based on information reported by companies and ICEA.
- (3) Market share in mutual funds (managed by CaixaBank AM), pension plans and saving insurance. Own calculations based on INVERCO and ICEA data.
- CaixaBank ex BPI. Non-NII core revenues include fees and other insurance revenues from life-risk and equity accounted income.





# Additionally **~€80M** in revenues from protection insurance by 2025E



2025E revenue synergies –annual pre-tax

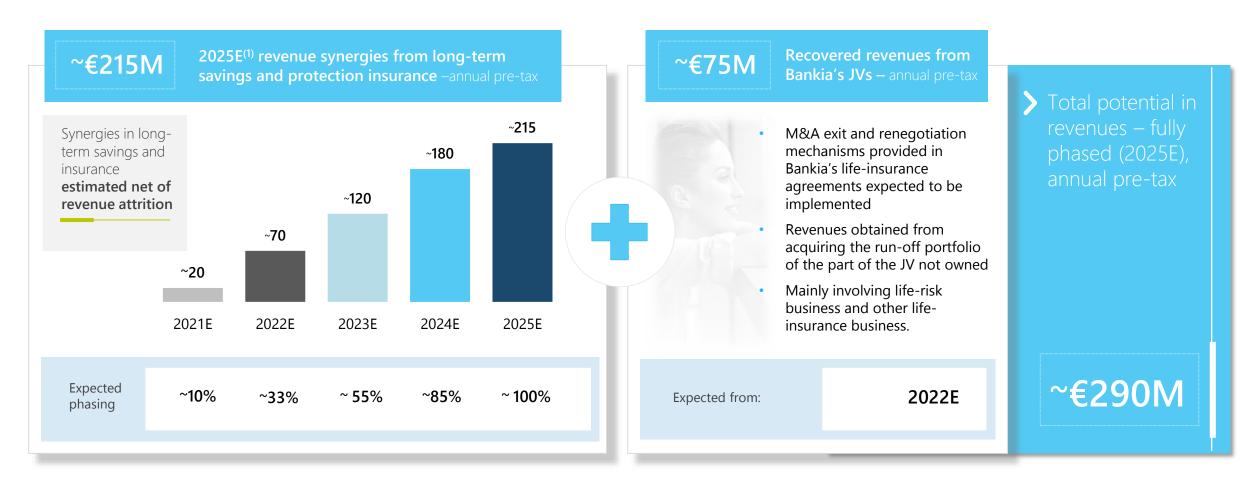




- (1) Internal estimates considering active individual clients 18+ years old and business clients.
- 2) Based on information reported by CaixaBank and Bankia. Including fees, equity accounted income (Bankia and CaixaBank) and other income/expenses on insurance contracts (CaixaBank).
- (3) Source: ICEA



# Revenue synergies from long-term savings and insurance to be complemented by recovered revenues from Bankia's JVs

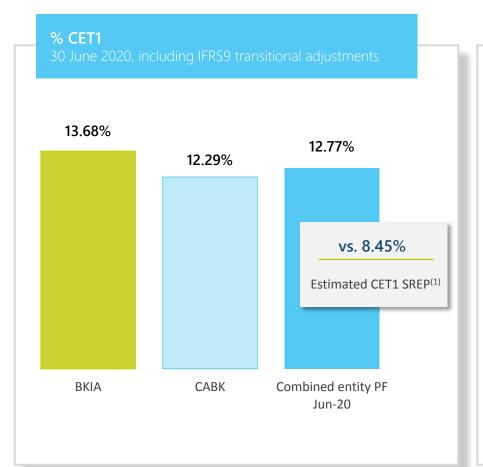


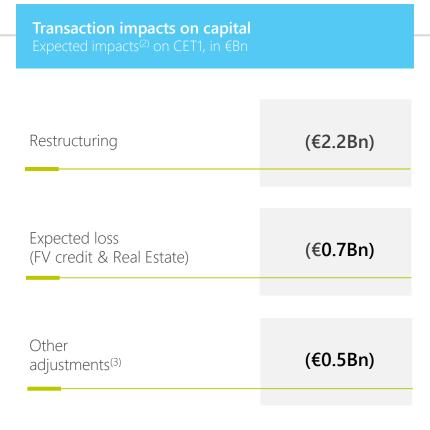
<sup>(1)</sup> Including synergies in long-term savings and protection insurance (net of estimated revenue attrition). It does not include synergies in other businesses such as payments, consumer lending, among others, that would offset other revenue attrition.





# Excess capital reinvested in business -enhancing efficiency and credit metrics





>> Significant future efficiency improvement and reinforced provisions

<sup>(1)</sup> CET1 SREP, assuming P2R equivalent to weighted average of CaixaBank and Bankia P2R (considering benefit of CRR II article 104a) and O-SII buffer at 0.50%.

<sup>(2)</sup> Estimates for expected loss and other fair value adjustment impacts, to be re-evaluated at closing.

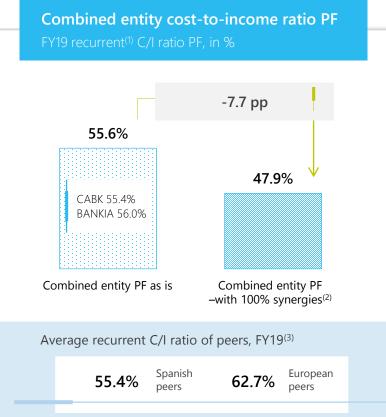
<sup>3)</sup> Mainly includes other FV adjustments, Bankia JV restructuring costs and benefits of renegotiation of CaixaBank distribution agreements.





# ~€770M expected in annual cost-savings by 2023E —with restructuring charges to be fully covered with badwill





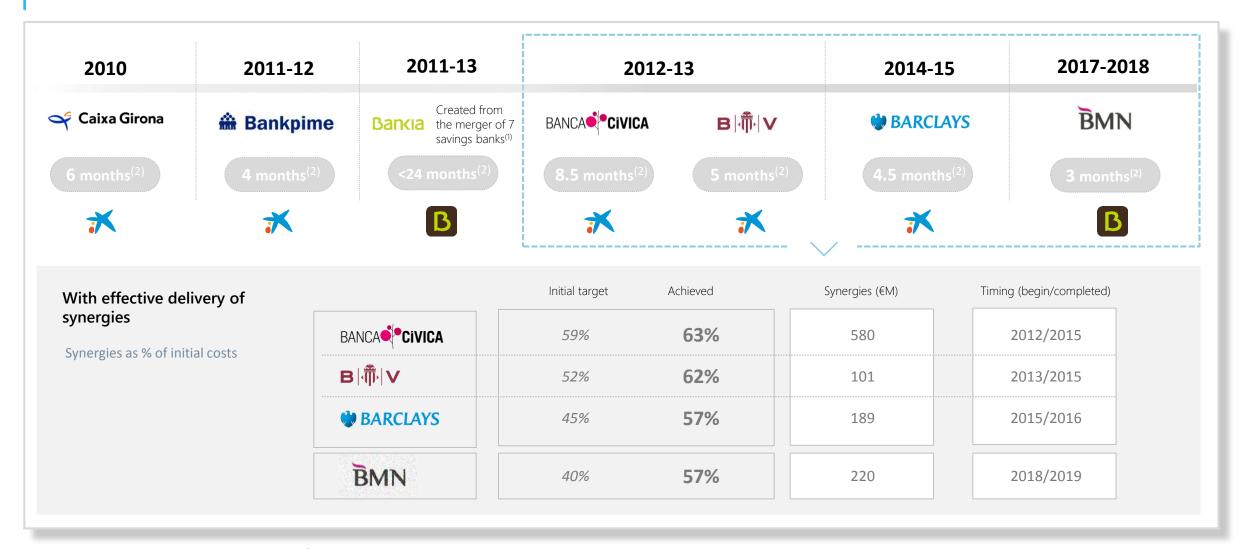
- c.€770M in expected annual recurrent cost savings (c.€540M post-tax) equivalent to ~42% of Bankia's 2019 cost base → to be fully achieved by 2023E
- Restructuring charges capital impact estimated at c.€2.2Bn<sup>(4)</sup> (2.86x cost synergies) → the bulk of it expected to be charged in 2021E P&L and to be fully covered by badwill
- Expected to boost future efficiency metrics and complemented by ongoing cost-saving initiatives at both CaixaBank and Bankia

- (1) Excluding extraordinary restructuring expenses.
- 2) Including fully phased revenue synergies (including recovered revenues from JVs) and cost savings.
- Recurrent C/I ratio. Based on FY19 cost and income data as reported by entities. Spanish peer group includes: BBVA Spain, B. Sabadell ex TSB, B. Santander Spain+SGP+Portugal. European Peer group includes top 10 in Eurostoxx Banks (SX7E) index: B. Santander, BBVA, BNP Paribas, Crédit Agricole Group, Société Générale, Intesa Sanpaolo, UniCredit, ING Groep, KBC Group and Deutsche Bank.
- (4) Accounting impact pre-tax: €2.4Bn.





# Proven integration track-record in Spain



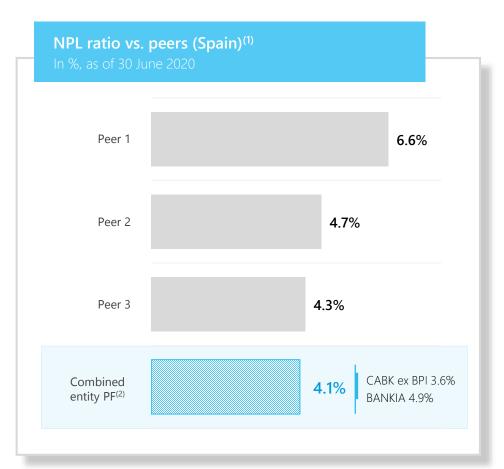
<sup>(1)</sup> Caja Madrid, Bancaja, Caja Insular de Canarias, Caja Ávila, Caixa Laietana, Caja Segovia and Caja Rioja.

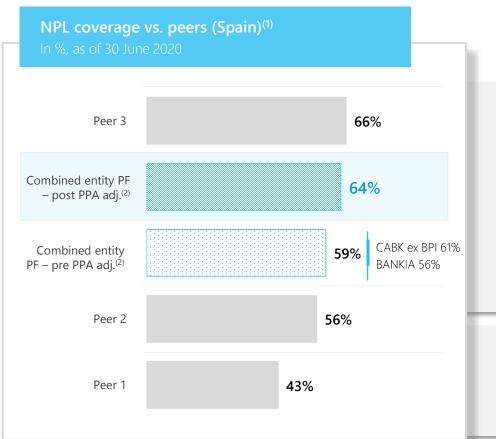
<sup>(2)</sup> Time lapsed from closing, legal merger or acquisition agreement until completion of IT integration. The integration of Banca Civica involved completing 4 sequential integrations.





# Sound asset quality metrics in absolute and relative terms with significantly increased provisioning levels





Combined entity PF post clean-up:

The lowest NPL ratio amongst main peers in Spain, with a strong coverage

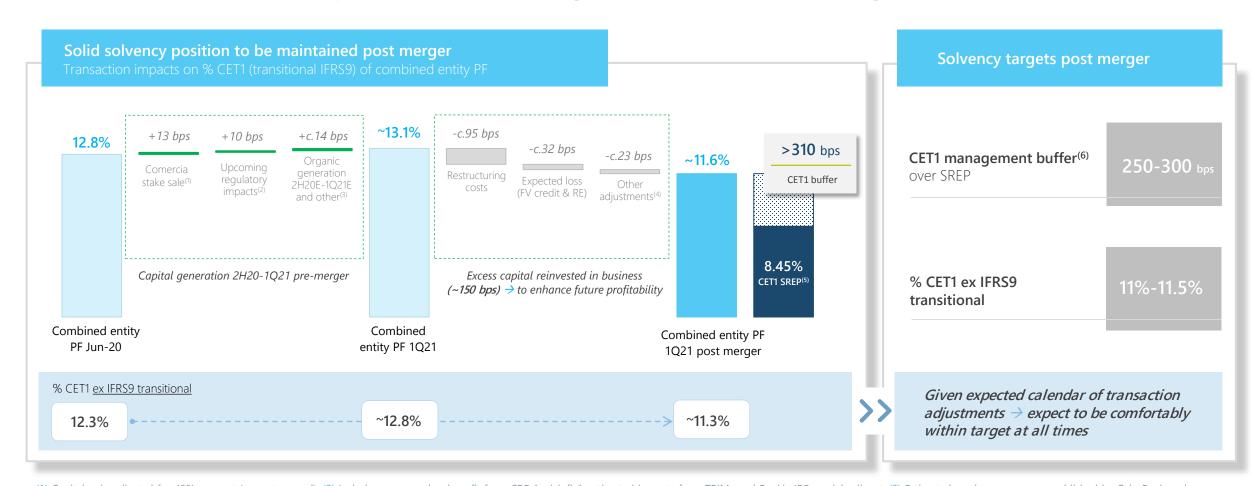
Combined entity PF post clean-up **NPA** ratio at **4.9%** with **59%** coverage<sup>(3)</sup>

- (1) Peer group includes B. Santander Spain, BBVA Spain and B. Sabadell Spain. Ratios as reported by entities.
- (2) NPL and coverage ratios ex BPI. Coverage ratio PF post PPA adjustments (c.€0.8Bn pre-tax). Including BPI, NPL ratio and coverage ratio for combined entity PF post PPA adjustments at 4.0% and 65% respectively.
- NPLs (including contingent liabilities) and OREO assets. Coverage ratio PF post PPA adjustments.





# Solid solvency position maintained post-transaction with a 250-300 bps CET1 management-buffer target

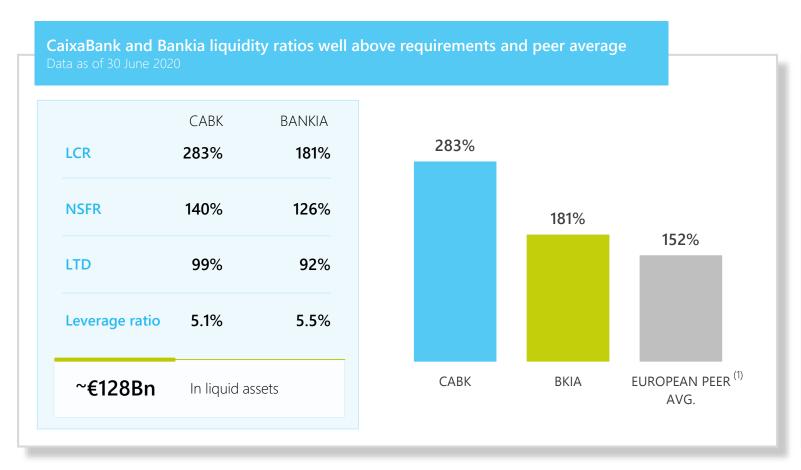


<sup>(1)</sup> Capital gain adjusted for 43% pay-out (current accrual). (2) Includes among other benefit from CRR "quick fix", estimated impacts from TRIMs and Bankia IRB model roll-out. (3) Estimate based on: consensus published by CaixaBank and Bankia pre-2Q for 20E and 21E net income; Bloomberg consensus for 20E and 21E payout (estimated as DPS/EPS); €70M in AT1 coupons 2H20-1Q21E for CaixaBank and €40M for Bankia; and no organic RWA growth. "Other" include estimated change in IFRS9 transitional adjustments. (4) Mainly includes other FV adjustments, Bankia JV restructuring costs and benefits of renegotiation of CaixaBank distribution agreements. (5) CET1 SREP, assuming P2R equivalent to weighted average of CaixaBank and Bankia P2R (considering benefit of CRR II article 104a) and O-SII buffer at 0.50%. (6) Buffer to include transitional IFRS9 adjustments.





# Strong liquidity position to be maintained post merger



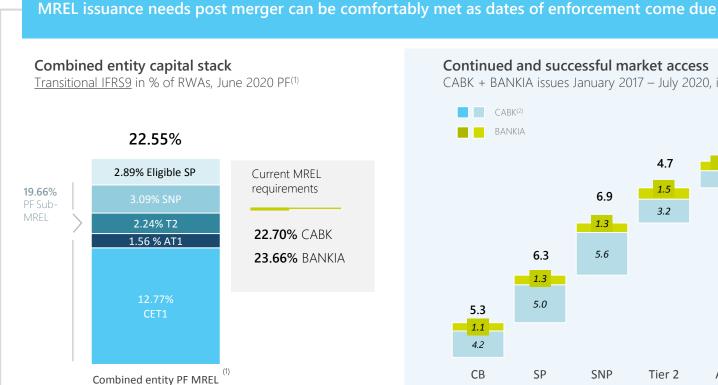


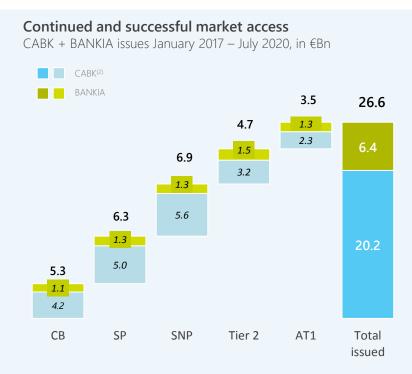
<sup>(1)</sup> Source: based on information reported by companies. Peer group includes top 10 in Eurostoxx Banks (SX7E) index: Banco Santander, BBVA, BNP Paribas, Crédit Agricole Group, Société Générale, Intesa Sanpaolo, UniCredit, ING Groep, KBC Group and Deutsche Bank.





# Comfortable timetable to meet MREL issuance needs





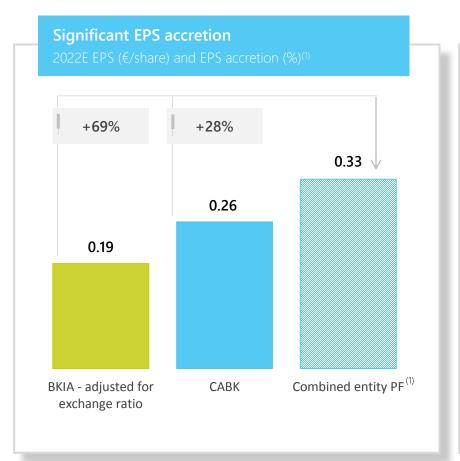
- Ambition to comply with the MREL requirement of the combined entity mainly with subordinated instruments...
- ...using non subordinated instruments as a buffer
- For the 2020 resolution cycle, the SRB has stated that MREL decisions will be made considering 2022-24 transitional periods set out in BRRD2(3)

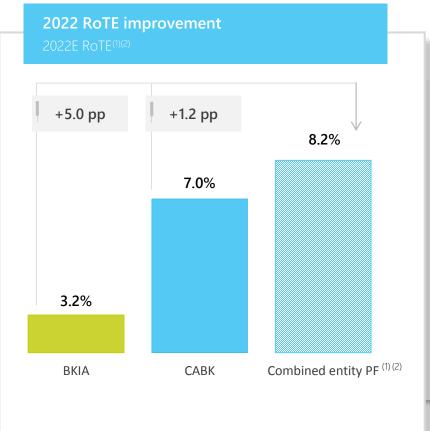
- (1) PF €1Bn CaixaBank Social bond issuance in July 2020. Total MREL ratio excluding other eligible instruments.
- Issues by CaixaBank (ex BPI) in Euro equivalent figures, including private placements.
- Under the final SRB MREL policy paper under BRRD 2 and industry dialogue for the 2020 resolution planning cycle, the SRB reiterated its intention to respect to a linear build-up of MREL when setting the intermediate targets.





## c.28% EPS accretion in 2022E with RoTE above 8%



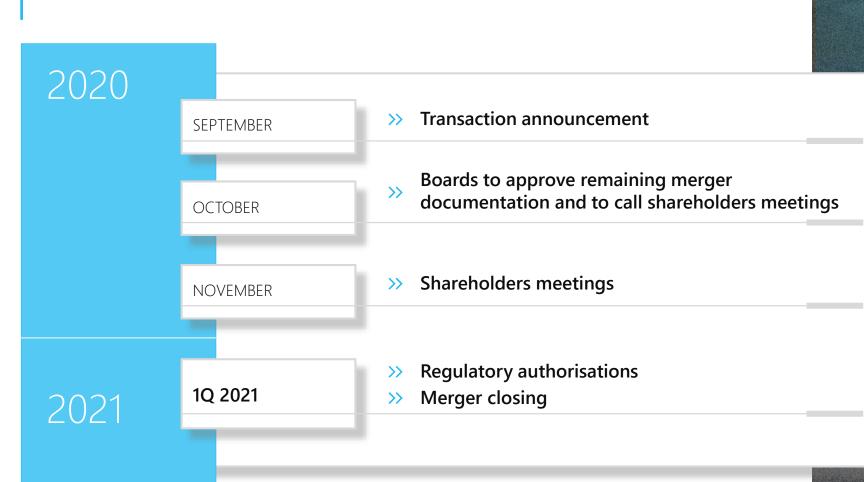


> Enhanced profitability to allow for higher cash dividends—once macro uncertainties reduced and synergies achieved

- (1) 2022E net income projections based on consensus published by CaixaBank and Bankia in their respective websites (c.€1.5Bn for CaixaBank and c.€0.4Bn for Bankia). Combined entity PF 2022E EPS includes ~90% of cost savings (post tax), ~33% of revenue synergies (post tax), 100% of revenue recovery from Bankia's JV (post tax) and lower CoR and FV reversals.
- (2) Tangible equity estimated based on Bloomberg payout ratio.



### Indicative timetable of the transaction







• Strategic rationale

Proposed transaction: description, impacts & timetable

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Key takeaways



# Creating value for all our stakeholders and committed to support clients and the economic recovery

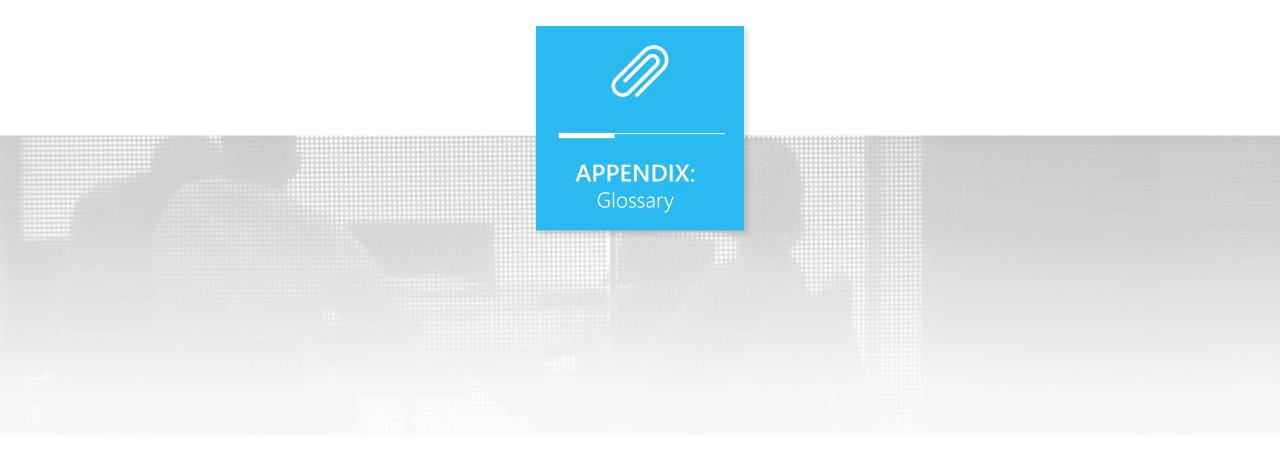


Execution risk limited by proven track-record in managing integrations, compatible organisation models and shared corporate values











### Glossary (I/III)

In addition to the financial information prepared in accordance with International Financial Reporting Standards (IFRS), this document includes certain Alternative Performance Measures (APMs) as defined in the guidelines on Alternative Performance Measures issued by the European Securities and Markets Authority on 30 June 2015 (ESMA/2015/1057) (the "ESMA Guidelines"). CaixaBank uses certain APMs, which have not been audited, for a better understanding of the company's financial performance. These measures are considered additional disclosures and in no case replace the financial information prepared under IFRS. Moreover, the way the Group defines and calculates these measures may differ to the way similar measures are calculated by other companies. Accordingly, they may not be comparable. ESMA guidelines define an APM as a financial measure of historical or future performance, financial position, or cash flows, other than a financial measure defined or specified in the applicable financial reporting framework. In accordance with these guidelines, following is a list including APMs used, along with a reconciliation between certain management indicators and the indicators presented in the consolidated financial statements prepared under IFRS.

Term	Definition
AGM	Shareholders' Annual General Meeting.
AT1	Additional Tier 1: capital instruments that are continuous (no fixed maturity), including preferred shares and high contingent convertible securities.
AuM / AM	Assets under Management include mutual funds and pension plans.
BoD	Board of Directors.
BKIA	Bankia.
BRRD / BRRD2	Bank Recovery and Resolution Directive 2014/59/EU.
CABK	CaixaBank
СВ	Covered bonds.
CET1	Common Equity Tier 1.
Consumer Loans	Unsecured loans to individuals, excluding those for home purchases.
CoR	Cost of risk: total allowances for insolvency risk divided by average lending, gross, plus contingent liabilities, using management criteria.
Core revenues	Sum of NII, Fees and other revenues from insurance (life-risk premia and equity accounted income).
C/I ratio	Cost-to-income ratio: operating expenses (administrative expenses, depreciation and amortisation) divided by gross income for the last 12 months.
CRR Quick Fix / CRR II	Capital requirements regulation. Regulation 2020/873 ("CRR Quick Fix"), which amends both Regulation 575/2013 (Capital Requirement Regulation ("CRR")) and Regulation 2019/876 (Capital Requirement Regulation 2 "CRR2") with measures applied as of 30 June 2020, among which stand out, new factors to support SMEs and infrastructure, new software treatment, and the extension of transitional IFRS9 treatment.
DPS	Dividend per share.
ECB	European Central Bank.



# Glossary (II/III)

Term	Definition
EPS	Earnings per share: net income for the last 12 months divided by the average number of shares outstanding. The average number of shares outstanding is calculated as average shares issued less the average number of treasury shares.
FROB	Fondo de Reestructuración Ordenada Bancaria.
GDP	Gross Domestic Product.
FV	Fair Value.
ICO	Instituto de Crédito Oficial.
IFRS9	International Financial Reporting Standards.
IRB	Internal rated based. Method based on internal credit risk ratings that allows banks, under certain conditions, to use their internal models to estimate credit risk and their RWAs.
JV	Joint Venture.
LCR	Liquidity coverage ratio: High quality liquid asset amount (HQLA) / Total net cash outflow amount.
LTD	Loan to deposits: net loans and advances to customers using management criteria excluding brokered loans (funded by public institutions) over customer deposits on the balance sheet.
Long-term savings	Also referred to as AuM and insurance funds, include mutual funds (with SICAVs and managed portfolios), pension plans, unit linked and saving insurance.
MREL	Minimum Requirement for own funds and Eligible Liabilities to absorb losses, includes instruments eligible for total capital, senior debt non-preferred, senior debt preferred and other instruments ranking pari-passu with the latter, at Single Resolution Board's criteria.
NII	Net interest income.
NPA ratio	Quotient between non-performing assets (non-performing loans including contingent liabilities plus repossessed real estate assets available for sale) over total gross loans to customers and contingent liabilities (using management criteria) plus repossessed real estate assets available for sale (gross).
NPA coverage ratio	Quotient between: sum of impairment allowances on loans to customers and contingent liabilities, using management criteria, plus total accounting provisions of OREO assets over sum of total gross loans to customers and contingent liabilities, using management criteria, plus gross book value of OREO assets.
NPL coverage ratio	Quotient between: total credit loss provisions for loans to customers and contingent liabilities, using management criteria; over non-performing loans and advances to customers and contingent liabilities, using management criteria.
NPL ratio	Non-performing loan ratio. Quotient between: non-performing loans and advances to customers and contingent liabilities, using management criteria; over total gross loans to customers and contingent liabilities, using management criteria.
NPLs	Non-performing loans including non-performing contingent liabilities.
NSFR	Net stable funding ratio.



# Glossary (III/III)

Term	Definition
O-SII	Other Systemically Important Institutions.
OREO	Other Real Estate Owned: repossessed real estate assets available for sale.
P2R	Pillar 2 Requirement.
PF	Pro Forma.
PPA	Price Purchase Allocation.
RE	Real Estate.
ROTE	Return On Tangible Equity. Quotient between: profit attributable to the Group (adjusted by the amount of the Additional Tier 1 coupon, registered in shareholder equity) over 12-month average shareholder equity plus valuation adjustments deducting intangible assets using management criteria (calculated as the value of intangible assets in the public balance sheet, plus the intangible assets and goodwill associated with investees, net of provisions, recognised in Investments in joint ventures and associates in the public balance sheet).
RWAs	Risk Weighted Assets.
SCA	SegurCaixa Adeslas.
SNP / SP	Senior non preferred debt / Senior preferred debt.
SRB	Single Resolution Board.
SREP	Supervisory Review and Evaluation Process.
Sub – MREL	Subordinated MREL: Minimum Requirement for own funds and Eligible Liabilities to absorb losses, includes instruments eligible for total capital and senior debt non-preferred.
TBVPS	Tangible book value per share: a quotient between: equity less minority interests and intangible assets over the number of fully-diluted shares outstanding at a specific date.
T2 / Tier 2	Tier 2 capital includes revaluation reserves, hybrid capital instruments and subordinated term debt, general loan-loss reserves, and undisclosed reserves.
Transitional IFRS9	IFRS 9's transitional provisions allows for partially mitigating in its capital adequacy calculations the pro-cyclicality associated with the provisions model under IFRS 9 throughout the established transitional period.
TRIM	Targeted Reviewed of Internal Models. ECB project aimed at assessing whether the internal models that banks currently use meet regulatory requirements and whether their results are reliable and comparable.
TTM	Trailing 12 months.



www.CaixaBank.com



investors@caixabank.com



+34 93 411 75 03



www.Bankia.com





+34 91 423 94 20



