

## Other relevant information

Regarding CaixaBank S.A.'s Ordinary General Shareholders' Meeting, to be held in Valencia on 7 April 2022 at 11:00 am on first call, and if it cannot be held on first call, to be held on 8 April 2022 on second call, the proposed resolutions the Board of Directors will submit to the Meeting are appended hereto.

**The General Meeting is expected to be held on second call, i.e. on 8 April 2022, at 11.00 am.**

The Board of Directors has also agreed to enable **online attendance** for the Ordinary General Shareholders' Meeting, allowing those shareholders who wish to attend and participate in it to do so via a remote connection and in real time, in accordance with the provisions of the Articles of Association and the Regulation on the Annual General Meeting.

The proposals together with the remaining documentation relative to the 2022 Ordinary General Meeting, including the individual and consolidated financial statements for 2021, will also be available for shareholders and investors on the corporate webpage: [www.CaixaBank.com](http://www.CaixaBank.com).

1 March 2022



**FULL TEXT OF THE RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS REGARDING ITEMS ON THE AGENDA OF THE ANNUAL GENERAL MEETING CALLED FOR 7 APRIL 2022, AT FIRST CALL, AND 8 APRIL 2022, AT SECOND CALL**

**Board of Directors – 17 February 2022**

## **ONE.– Corresponding to Agenda Item 1**

### **Approval of the individual and consolidated financial statements and their respective management reports for the year ended on 31 December 2021.**

Approval of the individual financial statements of CaixaBank, S.A. (comprising the balance sheet, the statement of profit and loss, statement of changes in net assets—which includes the statement of recognised income and expenses and the statement of changes in net assets—, statement of cash flows and notes to the financial statements), all for the year ended on 31 December 2021, 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 financial statements 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 financial statements 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 financial statements) for the year ended on 31 December 2021, 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 and their respective management reports have been audited by the Company auditors.

## **TWO.- Corresponding to Agenda Item 2**

### **Approval of the consolidated non-financial information statement for the year ended on 31 December 2021.**

Approval of the consolidated non-financial statement for the year ended on 31 December 2021, 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.

### THREE.- Corresponding to Agenda Item 3

#### Approval of the Board of Directors' management during the year ended on 31 December 2021.

Approval of the Board of Directors' management performance during the financial year 2021.

### FOUR.- Corresponding to Agenda Item 4

#### Approval of the proposed allocation of profit for the year ended on 31 December 2021.

Approval of the allocation of the individual net profit of EUR 4,215,072,239.83, as follows:

Total profit	EUR 4,215,072,239.83
<b>To dividends:</b>	<b>EUR 1,179,272,660.93 (1)</b>
<b>Reserves:</b>	<b>EUR 3,035,799,578.90 (2)</b>
To legal reserve	EUR 0 (3)
To voluntary reserve	EUR 3,035,799,578.90 (2) (4)

- (1) *Estimated amount pertaining to the payment of a dividend of EUR 0.1463 per share, to be paid in cash. This amount is equivalent to 50% of the consolidated net profit adjusted for the extraordinary impacts related to the merger with Bankia, S.A., in line with the dividend policy currently in force. The amount of EUR 1,179,272,660.93 will also be reduced in accordance with the number of treasury shares held by CaixaBank at the date of payment of the dividend as, in accordance with the Spanish Corporate Enterprises Act, treasury shares are not entitled to receive dividends.*
- (2) *Estimated amount 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 2021 profit to the legal reserve, as this reserve currently accounts for 20% of the share capital (article 274 of the Spanish Corporate Enterprises Act).*
- (4) *The remuneration payable on the AT1 equity instruments for 2021, amounting to EUR 244,129,302.54, will be paid out of this amount of voluntary reserves.*

The dividend out of 2021 profit amounting to EUR 0.1463 per share will be paid to shareholders from 20 April 2022.

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. If the Company holds any shares without dividend rights on the date of payment of the additional dividend, the corresponding amount will be allocated to voluntary reserves.

### FIVE.- Corresponding to Agenda Item 5

#### Re-election of the Company's accounts auditor and its consolidated group for 2023.

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 in volume 9,267, book 8,054, folio 75, section 3, page 87250-1, bearing tax number B-79031290 and entered on the Official Register of Auditors kept by Instituto de Contabilidad y Auditoría de Cuentas under number S0242, as the accounts auditor of the Company and its consolidated

group for the financial year 2023, in line with the recommendation issued by the Audit and Control Committee.

## **SIX.- Corresponding to Agenda Item 6**

**Re-election of directors.**

### **SIX 1.- Corresponding to Agenda Item 6.1**

**Re-election of Tomás Muniesa Arantegui.**

To re-elect Tomás Muniesa Arantegui as a member of the Board of Directors, as proprietary director, at the proposal of Fundació Bancaria Caixa d'Estalvis i Pensions de Barcelona, "la Caixa" (indirect shareholder of the Company through wholly-owned company Criteria Caixa, S.A.U.) and Criteria Caixa, S.A.U., for a term of four (4) years, following the favourable report on this appointment issued by the Appointments and Sustainability Committee.

### **SIX 2.- Corresponding to Agenda Item 6.2**

**Re-election of Eduardo Javier Sanchiz Irazu.**

To re-elect Eduardo Javier Sanchiz Irazu 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.

## **SEVEN. - Corresponding to Agenda item 7**

**Amendment of the Company's By-laws.**

### **SEVEN 1. – Corresponding to Agenda item 7.1**

**Amendment of Article 7 ("The Position of Shareholder") of Title II ("Share Capital and Shares").**

To amend article 7 of the Company's By-laws, which will now be worded as follows:

#### **ARTICLE 7.- THE POSITION OF SHAREHOLDER**

- 1. Shares grant their lawful owners the position of shareholders, which grants them the individual, legal and statutory rights stipulated in law - in particular, the right to share in company profits and the assets remaining when the Company is liquidated; the right of pre-emptive subscription to issues of new shares or convertible bonds; the right to attend and vote at General Shareholders' Meetings; the right to challenge corporate resolutions; and information. The scope of all shareholder rights is determined by law and in these by-laws.*
- 2. The Company, or a third party appointed by it, will have the right to know at all times the information that allows it to establish the identity of its shareholders and their final beneficiaries, under the terms determined by law, in order to communicate with them to facilitate the exercise of their rights and encourage their engagement with the Company.*

*The Company's knowledge of the identity of the final beneficiaries will under no circumstances affect the ownership or the exercise of the economic and political rights of the legitimate owners according to the corresponding book-entry registers, pursuant to the applicable regulations.*

The approval of the proposal to amend this article is subject to the authorisation regime provided for in Article 10 of Royal Decree 84/2015 of 13 February, implementing Law 10/2014 of 26 June, on the organisation, supervision and solvency of credit institutions.

## **SEVEN 2. – Corresponding to Agenda item 7.2**

**Amendment of Articles 19 (“Call for General Meeting”), 22 (“Right of Attendance”), 22 bis (“General Meeting held exclusively using Remote Means”), 24 (“Appointing Proxies and Voting through Means of Remote Communication prior to the General Meeting”) and 29 (“Minutes of the General Meeting and Certifications”) under Section I (“The General Meeting”) of Title V (“The Company’s Governing Bodies”).**

To amend Articles 19, 22, 22 bis, 24 and 29 of the Company's By-laws, which will now have the following wording:

### **ARTICLE 19.- CALL FOR GENERAL MEETING**

- 1. The General Shareholders' Meetings, whether Ordinary or Extraordinary, will be convened by the Board of Directors by means of a notice published in the Companies' Registry Gazette or in one of the newspapers of broad circulation in Spain, on the Company's corporate website, and on the website of the National Securities Market Commission, at least one month prior to the date of the meeting. Nevertheless, in those cases in which the law so permits, Extraordinary General Meetings may be called a minimum of fifteen (15) days in advance. The call supplement is not subject to this rule.*
- 2. Without prejudice to the physical attendance of shareholders and their representatives at the General Shareholders' Meeting, the Board of Directors may authorise their remote attendance or allow the Meeting to be held exclusively through remote means, in accordance with the law, these By-Laws and the Regulations of General Shareholders' Meeting.*
- 3. The convening notice will state the name of the Company, the date, time and location of the meeting, and will list all the items on the agenda and the position of the person or persons sending the notice. The date, if any, on which the Meeting will be held on second call may also be stated. At least 24 hours must elapse between scheduled first and second meetings.*
- 4. The notice of call will also state the date by which a shareholder must have registered its shares in its name in order to participate and vote at the General Meeting, the URL of the Company's website on which the information will be available and the place and manner for obtaining the full text of the documents and proposed resolutions. In addition, the notice must contain clear and accurate information on the steps the shareholders must take to participate and cast their votes at the General Meeting, in person or by proxy, on the day of the General Meeting or prior to it, including the matters required by the applicable regulations and, where applicable, refer to the regulations that may be approved by the Board of Directors on the calling of the General Meeting, which will be published on the Company's website.*

5. *In case the Board of Directors has authorised attendance of the meeting using remote means or has called the General Meeting to be held exclusively through remote means, this must be expressly stated in the call notice, which will also contain information on the processes and procedures that must be followed for the registration to the Meeting and drawing up the list of attendees, in addition to the terms, forms and manner in which shareholders may exercise their rights, to properly reflect it in the minutes of the General Meeting, all in accordance with the law, with these by-laws, and with the Regulations of the General Shareholders' Meeting, as well as with the additional regulations that me be approved by the Board of Directors on occasion of the call of the General Meeting, which will be published on the Company's website.*
6. *Shareholders who represent at least 3% of share capital may request publication of supplementary information to the call to an Ordinary General Shareholders' Meeting, to include one or more items on the agenda, provided that the new points are accompanied by a justification or, if applicable, a justified proposed resolution. That right may in no case be exercised in respect of the call of an Extraordinary General Meeting. To exercise this right, the shareholder must duly notify the Company, with said notification to be received at the Company's registered office within five (5) days following publication of the call.*
7. *The call supplement must be published at least fifteen (15) days prior to the date stipulated for the General Meeting. Failure to publish the call supplement within the legally stipulated term legally stipulated term will be a cause for challenging the General Meeting.*
8. *Shareholders representing at least 3% of capital may present supported proposed resolutions regarding matters already included or that should be included on the agenda for the Meeting called. Exercise of this right must be by certifiable notice, which must be received at the registered office within the five (5) days following publication of the call.*
9. *The Company will see to dissemination of these proposed resolutions and such documentation as may be attached thereto to the other shareholders, in accordance with the requirements of law.*
10. *The Board of Directors may call an Extraordinary General Meeting of shareholders whenever it deems appropriate to do so in the Company's interests.*  
*It must also call this Meeting when requested to do so by shareholders who own at least 3% of the share capital. The request must state the items to be discussed at the Meeting. In this case, a call must be issued to hold the General Meeting within the period stipulated in law. The Board of Directors will draw up the agenda, which must include the items mentioned in the request.*
11. *The contents of this article are deemed as without prejudice to the provisions established by law for specific cases.*

**ARTICLE 22.- RIGHT OF ATTENDANCE**

1. *All shareholders who, individually or in a group with other shareholders, own a minimum of one thousand (1,000) shares, may attend the General Meeting physically or remotely via a telematic connection.*

2. *In order to attend the General Meeting, it will be necessary for shareholders to have registered ownership of their shares in the relevant book-entry ledger at least five (5) days in advance of the date on which the General Meeting is to be held. This will not apply in any specific cases in which laws applicable to the Company establish an incompatible system. Shareholders entitled to attend in accordance with the above will be provided with the appropriate attendance card, which may only be replaced by a certificate of legitimacy to prove that the requirements for attendance have been met.*
3. *The Chairman of the General Meeting is authorized to determine compliance with the requirements for attendance at the General Meeting, but may delegate this task to the Secretary.*
4. *Members of the Board of Directors must attend any General Meetings, although not attending the Meeting, either physically or through remote means, for any reason will not under any circumstances prevent the General Meeting from being validly held.*
5. *The Chairman may authorize persons to attend who provide services at or to the Company. The Chairman may also invite any persons he should deem appropriate, in the terms and conditions laid down in General Meeting Regulations.*
6. *Remote attendance at the General Meeting in real time shall be governed by the Regulations of the Annual General Meeting and by any implementing rules the Board of Directors may approve to improve upon procedural aspects, which shall include, among other matters, requirements for registering and confirming the identity of attendees, the deadline for completing the registration process ahead of the meeting, and how and when shareholders attending the General Meeting remotely via a telematic connection may exercise their rights while the meeting is in progress.*

**ARTICLE 22 BIS. GENERAL MEETING HELD EXCLUSIVELY USING REMOTE MEANS**

1. *Without prejudice to the fact that, in accordance with the current By-laws, the General Meeting may be called with the physical attendance of shareholders and their proxies, and that they may exercise their rights using remote means prior to the meeting, and using telematic channels during the meeting, the General Meeting may be held exclusively using telematic means and therefore the physical presence of the shareholders, their proxies, and where applicable, members of the Board of Directors, may not be required.*
2. *The holding of the General Meeting exclusively using telematic means must comply with all legal and by-law requirements, and the implementing provisions contained in the General Meeting Regulations and, where applicable, in the rules that the Board of Directors may approve by the time the General Meeting is called, and in all cases, shall require the identification and legitimacy of the shareholders and their proxies to be duly ensured, and that all attendees are able to participate properly in the meeting using the remote channels specified in the meeting call notice, both in terms of exercising their rights in real time and following the speeches of the other attendees using the*



*indicated channels, taking into account the state of the art and the Company's and circumstances.*

**ARTICLE 24.- APPOINTING PROXIES AND VOTING THROUGH MEANS OF REMOTE COMMUNICATION PRIOR TO THE GENERAL MEETING**

1. *The appointment of a proxy for any kind of General Meeting, including, as the case may be, voting instructions, must be carried out by shareholders by delivery or post, or electronic means, provided the identity of the principal and the proxy is properly guaranteed, as is the security of the electronic communications. Likewise, this can be performed by any other means of remote communication whenever decided that way by the Board.*
2. *Shareholders may vote on the motions concerning the items on the agenda of any General Meeting by delivery or post or by electronic communication, if this duly guarantees the identity of the shareholder as well as the security of electronic communications. Likewise, the vote can be issued by any other means of remote communication whenever decided that way by the Board.*
3. *A postal vote will be cast by sending the Company the remote voting card issued, if necessary, by the Company, duly signed and completed, or some other reliable written document that duly confirms the identity of the shareholder exercising their right to vote, as decided by the Board of Directors in the form of a resolution to that effect.*
4. *Voting by sending an e-mail to the Company should only be performed in appropriate conditions of security and simplicity have been ensured that the Board of Directors so decides in a resolution, subsequently notified in the call to the Meeting concerned. In this resolution, the Board of Directors will define the applicable conditions for issuing the vote by remote means of communication by e-mail, necessarily including those that adequately guarantee the authenticity and identification of the voting shareholder, as well as the security of electronic communications.*
5. *In order to be counted as valid, a proxy granted and the vote cast through any of the remote means of communication referred to in the previous sections must have been received by the Company forty-eight (48) hours before the time of commencement of the General Meeting on first call. The Board of Directors may reduce the required notice, and must notify this to the same extent as in the call announcement.*
6. *The Board of Directors may develop and enhance the regulations on voting and delegation using remote means of communication laid down in these by/laws and according to the Regulations of the General Meeting, establishing the instructions, means, rules and procedures it deems appropriate to implement the casting of votes and appointment of proxies through remote communication means. The procedural rules adopted by the Board of Directors by virtue of the provisions of this section will be published on the Company's website.*
7. *Shareholders who cast their votes using remote means of communication in accordance with the provisions of this article will be considered present for the purposes of a quorum of the General Meeting concerned. As a result, appointments of proxies carried out before each vote will be considered to be*

*revoked, and appointments arranged subsequently will be assumed not to have been carried out.*

8. *A vote cast through means of remote communication will be voided by physical or telematic attendance of the meeting by the shareholder who cast it or by disposal of his shares brought to the knowledge of the Company.*

**ARTICLE 29.- MINUTES OF THE GENERAL MEETING AND CERTIFICATIONS**

1. *The minutes of the General Meeting may be approved by the General Meeting itself after it has been held, and signed by the Chairman and Secretary and, failing this, within a period of fifteen (15) days, by the Chairman and two (2) comptrollers, one representing the majority and the other representing the minority. The minutes approved in either of these formats will be enforceable from the date on which they are approved.*
2. *Certificates of the minutes will be issued by the Secretary or the Vice-Secretary of the Board of Directors with the approval of the Chairman or the Vice-Chairman, as the case may be, and the resolutions will be issued in a public deed by those authorized to do so.*
3. *The Board of Directors may request that a notary public attend to draw up the minutes of the Meeting, and must do this whenever requested to do so by shareholders representing at least 1% of share capital, or when the Meeting is called to be held exclusively remotely, five (5) days in advance of the date scheduled for the Meeting. In both cases, the notary public's attestation will not be submitted to the approval process, it will be treated as the Meeting's minutes and the agreements contained therein can be carried out as from the date of closing.*

The approval of the proposal to amend these articles is subject to the authorisation regime provided for in Article 10 of Royal Decree 84/2015 of 13 February, implementing Law 10/2014 of 26 June, on the organisation, supervision and solvency of credit institutions.

### **SEVEN 3. – Corresponding to Agenda item 7.3**

**Amendment of Articles 31 (“Functions of the Board of Directors”) and 35 (“Appointments to posts on the Board of Directors”) of Section II (“The Board of Directors”) of Title V (“Governing Bodies of the Company”).**

To amend Articles 31 and 35 of the Company's By-laws, which will now have the following wording:

**ARTICLE 31.- DUTIES OF THE BOARD OF DIRECTORS**

1. *Company representation in a court of law and outside court falls to the Board of Directors acting collectively and empowered to conduct and perform all duties envisaged within the scope of the corporate object, excepting those operations that according to law are reserved for the competence of the General Meeting.*
2. *The Board may also confer proxy powers to represent the Company on persons who are not members of said Board, by means of power of attorney, which will contain an itemized list of the powers granted.*

3. *Notwithstanding the broad powers and faculties that the Board of Directors holds to manage and represent the Company, the Board has the functions attributed by Law and, in particular, by way of illustration and not limitation, the following:*
- (i) Organizing, managing, governing and inspecting the performance of the Company's operations and businesses, legally representing the Company in all cases in which it is necessary or advisable.*
  - (ii) Directing and ordering personnel policy and making decisions involving the execution of said policy.*
  - (iii) Representing the Company before government authorities and agencies and in courts of law, of all orders, classes and levels, without exception, submitting requests, lawsuits, defenses and counterclaims, proposing exceptions and filing any necessary appeals, and empowered to settle all manner of issues whether in court or out of court.*
  - (iv) Buying, selling, reclaiming, exchanging or by any other means acquiring or disposing of directly or conditionally, at a deferred, stated or installment price, all manner of real property and other assets.*
  - (v) In connection with Company goods, in favor of third parties or in connection with the goods of others in favor of the Company, constituting, acknowledging, accepting, executing, transferring, dividing, modifying, terminating and cancelling in part or in full pledges, rights of use and residence, easements, liens, mortgages, antichreses, censuses, surface rights, and, in general, any in rem and personal rights.*
  - (vi) Purchasing, subscribing, selling, pledging and otherwise encumbering, transferring or acquiring, for a stated or installment price and under conditions deemed appropriate, government securities, shares, bonds, securities, converting, exchanging or disbursing them, making statements and filing claims.*
  - (vii) Appointing, accepting, removing and replacing management and executive positions and representatives, in each case determining the powers and scope of said power of attorney. Entering into any public or private document necessary for the discharge of these duties.*
  - (viii) Representing the Company organically when the Company is a shareholder or partner in other companies, both Spanish and foreign, attending and voting at partner or shareholder meetings, both Ordinary and Extraordinary, including general meetings, exercising all rights and meeting all obligations inherent to the role of partner. Approving or challenging Company resolutions, where necessary. Attending and voting on Boards of Directors, Committees or any other Corporate Body of which the Company is a member, approving or challenging resolutions where appropriate.*
  - (ix) Transferring in any gratuitous fashion to the State, Autonomous Community, Province, Municipality or public legal body belonging*

- to them, any manner of real property and other assets, government and private assets, securities, stocks and fixed income securities. Accepting any type of pure or conditional donation, including onerous ones, of any type of asset.*
- (x) Offer or contract leases for all manner of assets.*
  - (xi) Requesting and contracting securities on the Company's behalf from government and private banks, savings banks and other lending, financial or insurance institutions. Signing contracts for loans, credit lines and financial documents, with or without warranty of certificates or invoices for work and services rendered, and any other personal or collateral guarantee with government or private banks, savings banks and other financial credit institutions, and, in general, conducting any transactions with banking institutions and financial entities to facilitate the progress and development of the activities making up the corporate object.*
  - (xii) Providing guarantees on the Company's behalf, securing and giving guarantees on behalf of others, but only as required by the nature of the corporate business, and underwriting investee companies, directly or indirectly.*
  - (xiii) Requesting notary documents of all kinds, introducing, accepting and challenging notifications and notary requirements. Formalizing notices on clarifications, rectifications or corrections of errors.*
  - (xiv) Requesting all manner of permits for building, activities, facilities or inaugurations.*
  - (xv) Endowing attorneys and lawyers with general powers of attorney for litigation or other special powers deemed appropriate, including powers to substitute or revoke said processes when considered necessary and suitable.*
  - (xvi) Performing any incidental or complementary duties to those enumerated above.*
  - (xvii) Supervising of the effective operation of the Committees it has formed and of the actions of the delegated bodies.*
  - (xviii) Effective supervision of senior management and of the executives appointed.*
  - (xix) Its own organization and particularly the approval and modification of its own Regulations.*
  - (xx) Preparation of the annual accounts and their presentation to the General Meeting.*
  - (xxi) Preparation of any type of report required by Law from the Board of Directors if the operation referred to in the report cannot be delegated.*
  - (xxii) The appointment and separation of the Director or executive Director of the Company, as well as establishing their contract conditions.*

- (xxiii) *The appointment and separation of the Directors that directly dependant on the Board of Directors or any of its members, as well as establishing the basic conditions for their contracts, including the remuneration.*
- (xxiv) *The decisions related to the remuneration of the Directors, within the framework of the By-laws and of the remuneration policy approved by the General Meeting.*
- (xxv) *The authorization or exemption of the obligations derived from the due loyalty of the Directors according to that established in Law*
- (xxvi) *The call for the General Shareholders Meeting and the preparation of the agenda and proposal of agreements.*
- (xxvii) *The powers that the General Meeting has delegated on the Board of Directors, except if being expressly authorized by the General Meeting to sub-delegate them.*
- (xxviii) *The determination of the general policies and strategies of the Company and, particularly, of the risk management and control policy, including tax risks, the corporate governance policy, the policy related to its own shares, the investment and financing policy, the sustainability/corporate responsibility policy and the dividends policy. Considering its duties to define strategic and management guidelines for the companies within CaixaBank's Group, as well as to supervise and monitor the implementation of such guidelines, the Board will establish systems for communicating and exchanging the necessary information, while safeguarding the scope of each company's ordinary management and administration, pursuant to their corporate interest.*
- (xxix) *Monitoring, control and periodical evaluation of the corporate governance system efficiency and the adoption of adequate measures to resolve, if applicable, its deficiencies*
- (xxx) *The responsibility of the Company administration and management, the approval and monitoring of the strategic or business plan, as well as the application of strategic and management objectives, and its risks strategy and internal governance.*
- (xxxi) *Guarantee the integrity of the accounting and financial information systems, including the financial and operational control and compliance with applicable legislation.*
- (xxxii) *Supervise the information distribution process and the communications derived from its condition as a credit entity.*
- (xxxiii) *Supervision of internal information and control systems.*
- (xxxiv) *Supervision of the process of drawing up and presenting the financial information and management report, which, where applicable, will include the required non-financial information.*

- (xxxv) *Approval, with the previous report from the Audit and Control Committee, of the financial information that, due to its condition as listed company, the Company should periodically make public.*
- (xxxvi) *Approval of the annual budget.*
- (xxxvii) *Definition of the structure of the Group of companies of which the Company is the dominant company.*
- (xxxviii) *Approval of all types of investments or operations that due to their elevated amounts or special characteristics are strategic or have special tax risk, except when their approval corresponds to the General Meeting.*
- (xxxix) *Determination of the Company tax strategy, the approval, with the previous report from the Audit and Control Committee, of the incorporation or acquisition of shares of special purpose entities or those resident in countries or territories considered tax havens, as well as the approval of any other analogue transactions or operations that, due to their complexity, could undermine the Company and Group transparency.*
- (xl) *Approval where applicable and under the terms specified by law, of the transactions carried out by the Company with parties considered to be related parties in accordance with applicable regulations.*

*The Board of Directors cannot delegate the powers and functions contained in sections (xvii) to (xl), both included, or any other powers or functions that could be considered as non delegable by the applicable regulations. Nevertheless, when duly justified urgency circumstances concur, the decisions corresponding to the subjects previously classified as non delegable can be adopted by delegated persons or bodies, with the exception of those indicated in sections (xvii), (xviii) and from (xx) to (xxxii), both included, that cannot be delegated in any case.*

*The decisions that under urgent circumstances may be adopted by delegated persons or bodies in relation to any of the matters considered as non-delegable should be ratified in the first Board of Directors held after the adoption of the decision.*

#### **ARTICLE 35.- APPOINTMENT TO POSTS ON THE BOARD OF DIRECTORS**

1. *The Board of Directors will appoint from among its number, after a report from the Appointments and Sustainability Committee, a Chairman and one or more Vice-Chairmen.*
2. *The Chairman will represent the Company on behalf of the Board and the General Meeting, and is its highest representative for the purposes of any actions of the Company or bodies in which it holds ownership interests.*
3. *The Vice-Chairman will substitute the Chairman when this latter is absent, as in the case of vacancies, absence or impossibility. In the case of the appointment of additional Vice-Chairmen, in which case the duties described will fall to the First Vice-Chairman, who will be replaced in turn, if necessary, by the Second Vice-Chairman, and so on successively, and in the absence of*

*these, by the Coordinating Director and, in case of vacancies, leave or impossibility of the Coordinating Director, by the oldest member of the Board of Directors.*

4. *The Chairman, who has maximum responsibility for the efficient operation of the Board, will be responsible for providing support to the Board in the performance of its powers and for promoting the coordination with its Committees in order to guarantee the best performance of the Board's functions, and, amongst others, will carry out the following powers, notwithstanding those of the Chief Executive Officer and any powers of attorney or representations by proxy that have been established:*
  - (i) *Represent institutionally the Company and any entities dependent on the Company, without prejudice to the functions attributed in this area to the Board of Directors.*
  - (ii) *Chair and direct General Shareholders' Meetings, establishing limits on remarks for and against all proposals and also establishing their duration.*
  - (iii) *Call, fix the agenda and chair meetings of the Board of Directors, directing the discussions and deliberations, with the same powers as stipulated in the preceding paragraph. He may also enact any resolutions by this body, with no need for any special delegation format.*
  - (iv) *Ensure that the Directors receive in advance sufficient information to deliberate about the points of the agenda and stimulate the debate and active participation of the Directors during the sessions, safeguarding their free taking of position.*
  - (v) *Act on behalf of the Company vis-à-vis corporate bodies and other bodies in the sector, pursuant to the provisions of these By-laws.*
  - (vi) *Authorize the minutes, certifications and other documents concerning resolutions by the General Meeting, the Board of Directors and, where applicable, any Committees he chairs, and act on behalf of the Company to implement such resolutions vis-à-vis regulatory bodies, notwithstanding attributions to other bodies.*
  - (vii) *Be responsible for the official signature of the Company, and thus sign on behalf of the Company, following any agreements that are necessary for legal or statutory reasons, contracts, accords or other legal instruments with public bodies and other entities.*
  - (viii) *Ensure compliance with current legal stipulations, the precepts of these By-laws and of the Regulations and resolutions by the collegiate bodies over which he presides.*
  - (ix) *Official representation of the Company vis-à-vis authorities, entities and third-party Spanish or foreign bodies. He may delegate this representative function to other members of the Board, to the Chief Executive Officer, or to a member of the Company's management staff.*
5. *Upon receipt of the relevant report from the Appointments and Sustainability Committee and with the abstention of the executive directors, the Board of Directors shall appoint a Coordinating Director, that shall be one of the*

- independent directors, who will have the powers attributed to such position by these By-Laws and the Regulations of the Company's Board of Directors. In any event, when the Chairman of the Board has the status of executive director, the Board of Directors shall necessarily appoint a Coordinating Director who will have the powers set forth by the Law.*
6. *The Board will appoint a Secretary and may appoint a Vice-Secretary, after a report from the Appointments and Sustainability Committee, who need not be Directors. The Secretary will attend Board meetings with the right to speak but not to vote, unless he is a Director.*
  7. *The Vice-Secretary, if any, will replace the Secretary if the latter is not present, as may occur in cases of vacancy, leave or impossibility and, unless the Board decides otherwise, may attend meetings of the Board of Directors to assist the Secretary. The Board may also appoint more than one Vice-Secretary, in which case the duties described will fall to the First Vice-Secretary, who will be replaced in turn by the Second Vice-Secretary in the case of this latter also not being present, like in the cases of vacancy, impossibility or leave, and so on successively, and if none of these are present, like in the mentioned cases, by the youngest member of the Board of Directors.*
  8. *The separation of the Secretary and the Vice-secretary will likewise require a previous report from the Appointments and Sustainability Committee.*
  9. *Among others, the following functions, correspond to the Secretary of Board of Directors:*
    - (i) *Call the Board, executing the decision of the Chairman.*
    - (ii) *Keep the documentation of the Board of Directors, making note in the book of minutes of the sessions and giving testimony of its contents and the adopted resolutions.*
    - (iii) *Ensuring that the actions of the Board of Directors are in line with applicable regulations and comply with the Corporate By-laws and other internal regulations.*
    - (iv) *Assist the chair so that all the Directors receive the relevant information for exercising their functions with sufficient advance and in adequate format.*
  10. *The Board of Directors, in consideration of the special relevance of its mandate, may appoint as Honorary Chairmen persons who have held the position of Chairman of the Board, and may attribute to them duties of honorific representation of the Company and for such acts as are expressly entrusted to them by the Chairman of the Board. Honorary Chairmen may exceptionally attend Board meetings when invited to do so by the Chairman and, in addition to the duties of honorific representation, will give advice to the Board and its Chairman, and will assist in maintaining the best possible relations of shareholders with the Company's governing bodies and among the shareholders themselves. The Board of Directors will make available to Honorary Chairmen such technical, material and human resources as it deems appropriate to enable them to perform their duties in the most adequate terms, and through the most appropriate formulae.*



The approval of the proposal to amend these articles is subject to the authorisation regime provided for in Article 10 of Royal Decree 84/2015 of 13 February, implementing Law 10/2014 of 26 June, on the organisation, supervision and solvency of credit institutions.

#### **SEVEN 4. – Corresponding to Agenda item 7.4**

**Amendment of Article 40 (“Audit and Control Committee, Risks Committee, Appointments and Sustainability Committee and Remuneration Committee”) under Section III (“Delegation of powers – Board committees”) of Title V (“The Company’s Governing Bodies”).**

Amendment of Article 40 of the Company's By-laws, which will now be worded as follows:

**ARTICLE 40. - AUDIT AND CONTROL COMMITTEE, RISK COMMITTEE, APPOINTMENTS AND SUSTAINABILITY COMMITTEE AND REMUNERATION COMMITTEE**

1. *In all cases, the Board of Directors will designate from within its members an Audit and Control Committee, a Risk Committee, an Appointments and Sustainability Committee and a Remuneration Committee, and can create other Committees formed by Directors with the functions they consider opportune.*
2. *The previously mentioned Committees will be governed by that established in Law, in these By-laws and in the Company Board of Directors Regulations.*
3. *The Audit and Control Committee:*
  - a) *The Board of Directors will create from among its members an Audit and Control Committee composed of a minimum of three (3) and a maximum of seven (7) members that must be non-executive Directors. The majority of the members of the Audit and Control Committee will be independent Directors, and one (1) of them will be appointed on the basis of knowledge and experience of accounting or auditing, or both. The members of the Audit and Control Committee as a whole must have the relevant technical knowledge with regard to the entity’s business. In any case, they shall be appointed by the Board of Directors.*
  - b) *The Chairman of the Audit and Control Committee shall be appointed by the Committee itself from among the independent Directors forming part of the same and must be replaced every four (4) years. He/she may be reappointed once one (1) year has elapsed from the time he/she ceased to be Chairman.*
  - c) *The number of members, the responsibilities and the operating rules of this Committee will be included in the Board of Directors’ Regulations, and must encourage its independent operation.*
  - d) *Notwithstanding the other functions attributed in Law, these By-laws, the Board Regulation or others that could be assigned by the Board of Directors, the Audit and Control Committee will have, at least, the following basic functions:*
    - (i) *Informing the General Meeting concerning the issues raised in relation to those matters of its responsibility and, in particular, about the audit results, explaining the audit’s contribution to the integrity of the financial reporting and the role undertaken by the Committee in this process.*

- (ii) *Overseeing the effectiveness of the Company's internal control environment, internal audit and risk management systems, and discussing with the auditor of accounts any significant weaknesses in the internal control system identified during the course of the audit, all without jeopardising its independence. For such purposes, where the case may be, they may submit recommendations or proposals to the Board of Directors and the corresponding follow-up periods.*
- (iii) *Overseeing the process for preparing and submitting regular prescriptive financial information and submitting recommendations or proposals to the Board of Directors with the purpose of safeguarding its integrity.*
- (iv) *Making proposals to the Board of Directors concerning the selection, appointment re-election and replacement of the accounts auditor, being responsible for the selection process in accordance with legislation applicable to the Company, as well as the contracting conditions and regularly recompile from him/her information about the auditing plan and its progress, as well as maintaining independence while exercising his/her functions.*
- (v) *Establishing appropriate relationships with the external auditor in order to receive information, for examination by the Audit and Control Committee, on matters which may threaten their independence and any other matters relating to the audit process and, where the case may be, the authorisation of any services other than those that are prohibited, under the terms set forth in the applicable regulations in relation to their independence, and any other communications provided for in audit legislation and audit regulations.*

*In any event, on an annual basis the Committee must receive from the external auditors the declaration of their independence vis-à-vis the Company or entities related to it directly or indirectly, in addition to detailed, personalised information on additional services of any kind rendered and the corresponding fees perceived from these entities by the external auditor or persons or entities related to it as stipulated by the regulations governing auditing activity.*

- (vi) *Issuing annually, prior to the audit report, a report containing an opinion regarding whether the independence of the auditor has been compromised. This report must contain in all cases the reasoned evaluation of providing each and all of the additional services referred to in the preceding section, individually considered and as a group, different to the legal audit and related to the independence or the regulations governing auditing activity.*
- (vii) *Report on related-party transactions that must be approved by the General Meeting or the Board of Directors, and supervise the internal procedure established by the Company for those transactions that have been delegated by the Board in accordance with the Board Regulations and applicable legislation.*

- (viii) *Previously, report, to the Board of Directors about any matters established in the Law, these By-laws and in the Board Regulations and particularly, about:*
- a) *the financial information and the management report, including, where applicable, the required non-financial information, that the company should periodically make public,*
  - b) *and the creation or acquisition of shares in entities with special purposes or resident in countries or territories considered as tax havens.*
- e) *That established in sections (iv), (v) and (vi) of the previous section are understood notwithstanding the regulatory account auditing regulations.*
- f) *Quorum will be valid for the Audit and Control Committee when a majority of its members attend in person or are represented by proxy.*
- The resolutions passed by this Committee shall be passed by a majority of the members attending in person or represented by proxy.*
- g) *The Audit and Control Committee should prepare a report about its activity in the year that will be the base among others, as the case may be, for evaluation of the Board of Directors.*
4. *The Risk Committee:*
- a) *The Board of Directors will create from among its members a Risk Committee formed by members of the Board of Directors who do not perform executive functions and that have the opportune knowledge, capability and experience to fully understand and control the risk strategy and risk propensity to risk of the Company, in the amount considered by the Board of Directors, with a minimum of three (3) and a maximum of six (6) members, the majority of whom shall be independent directors..*
  - b) *The Chairman of the Risk Committee will be designated by the Committee itself from among the independent Directors forming part of the same.*
  - c) *The amount of members, the powers and the operational regulations of the Committee will be developed in the Board of Directors Regulation, and should favour the independence of its operation.*
  - d) *Notwithstanding the other function attributed in Law, these By-laws, the Board of Directors regulation or other functions that could be assigned by the Board of Directors, the Risk Committee will have the following basic functions:*
    - (i) *Assess the Board of Directors about the current and future global propensity to risk of the Company and its strategy in this field, reporting about the risk appetite, assisting in ensuring the application of that strategy, making sure that the Group actions are consistent with the level of tolerance of the previously decided risk and monitoring the suitability level of the assumed risks to the established profile.*
    - (ii) *Proposing the Group Risks Policy to the Board, which should particularly identify or establish:*

- a) *the different types of risk (operational, technological, including those related to cybersecurity, financial, legal and reputational, including those related to corruption, among others) which the Company faces, including the contingent liabilities and others not in the balance.*
  - b) *a risk control and management model based on various levels of risk, which will belong to the Risks Committee.*
  - c) *the information and internal control systems that will be used to control and manage the mentioned risks.*
  - d) *fixing the risk level considered acceptable by the Company; and*
  - e) *the foreseen measures to mitigate the impact of the identified risks in the case that these materialized.*
- (iii) *Ensure that price policy of assets and liabilities offered to the clients fully takes into account the business model and risk strategy of the Company, Otherwise, the Risk Committee will present to the Board of Directors a plan for tackling it.*
- (iv) *Determine, together with the Board of Directors, the nature, quantity, format, and frequency of the information about risks that the Board of Directors should receive and establish that to be received by the Committee.*
- (v) *Regularly revise expositions with main clients, economic activity sectors, geographical areas and types of risk.*
- (vi) *Examine the information and risk control processes as well as the information system and indicators that should allow:*
- a) *the suitability of the structure and operation of risk management in the entire Group;*
  - b) *knowing the risk exposition in the Group to evaluate if it adapts to the profile decided by the institution;*
  - c) *have sufficient information for precisely knowing about the risk exposition for taking decisions, and;*
  - d) *adequate operation of the policies and procedures mitigating operational risks.*
- (vii) *Evaluate the regulatory compliance risk in the field of application and decision, understanding how risk management of legal or regulatory sanctions, financial, material or reputational losses that the Company may sustain as a result of non-compliance of laws, regulations, ruling standards and codes of conduct, detecting any risk of non-compliance and, monitoring the same and examining possible deficiencies with deontology principles.*
- (viii) *Report about new products and services or of significant changes in the existing ones, in order to determine:*
- a) *the risks faced by the Company with the emission of the same and their commercialization on the markets, as well as the significant changes in already existing ones;*

- b) *information and internal control systems for managing and controlling these risks;*
  - c) *corrective measures to limit impact of the identified risks, in the case that they materialize; and*
  - d) *adequate means and channels for their commercialization in order to minimize reputational and defective commercialization risks.*
- (ix) *Collaborate with the Remuneration Committee to establish rational remuneration policies and practices. To this effect, the Risk Committee will examine, notwithstanding the functions of the Remuneration Committee, if the policy for incentives foreseen in the remuneration systems take into consideration the risk, capital and liquidity and the probability and opportunity of the benefits.*

*The delegated Risk Committee may have access to the information about the risk situation of the Company so it can adequately carry out its functions and, if necessary, specialized external assessment, including that of the external auditors and regulatory bodies.*

- e) *The Risk Committee will be validly formed when the majority of its members concur in person or by representation.*

*The majority of the concurrent members, present or represented, will adopt the agreements taken by the mentioned Committee.*

- f) *The Risk Committee will prepare a report about its activity in the year that will serve as a base among others, as the case may be, for evaluation of the Board of Directors.*

5. *The Appointments and Sustainability Committee:*

- a) *The Appointments and Sustainability Committee will be exclusively formed by Directors who do not perform executive functions, in the amount determined by the Board of Directors, with a minimum of three (3) and maximum of five (5) members. The majority of the members of the Appointments and Sustainability Committee shall be independent Directors.*
- b) *The Committee itself from among the independent Directors forming part of the same will designate the Chair of the Appointments and Sustainability Committee.*
- c) *The amount of members, the powers and the operational regulations of the mentioned Committee will be developed in the Board of Directors Regulation and should favour the independence of its operations.*
- d) *Notwithstanding the other functions attributed in Law, these By-laws, the Board Regulations, or other functions that may be assigned by the Board of Directors, the Appointments and Sustainability Committee will have the following basic responsibilities:*
- (i) *Evaluate and propose to the Board of Directors the evaluation of the necessary powers, knowledge, diversity and experience of the Board of Directors members and the key personnel of the Company.*

- (ii) Propose to the Board of Directors the appointment of independent Directors for their designation by co-option or for their submission to the General Shareholders Meeting, as well as the proposals for re-election or separation of the mentioned characters by the General Meeting.*
- (iii) Report the proposals for appointment of the remaining Directors for their designation by co-option or for their submission to the decision of General Shareholders Meeting as well as the proposals for their re-election or separation by the General Shareholders Meeting.*
- (iv) Report the appointment and, if applicable, dismissal of the Coordinating Director, and of the Secretary, and the Vice-secretaries of the Board, for their submission for the approval of the Board of Directors.*
- (v) Evaluate the profile of the most suitable persons to form part of all the Board Committees, according to the knowledge, aptitudes, experience of the same, and present the corresponding proposals to the Board for the appointment of the members of the Committees.*
- (vi) Report the proposals for appointment or separation of the senior management, being able to make the mentioned directly when this is for senior Directors that due to their functions either for control, either for support to the Board or its Committees, the Committees consider that it should take the mentioned initiative. Propose, if it considers opportune, basic conditions in the contracts of senior Directors, outside of the remunerative aspects, and report them when it is established.*
- (vii) Examine and organize, where appropriate, under the coordination of the Coordinating Director, and in collaboration with the Chairman of the Board of Directors, the succession of the Chairman, as well as examine and organize, in collaboration with the Chairman of the Board, the first executive of the Company and, if applicable, prepare proposals to the Board of Directors so that the mentioned succession is produced in an orderly and planned manner.*
- (viii) Notify the Board about the questions of diversity of gender, ensuring that the selection procedures of its members favour the diversity of experiences, knowledge, and facilitates the selections of female Directors, and establish an objective of representation of the gender less represented in the Board of Directors as well as preparing the guidelines of how that objective should be reached.*
- (ix) Periodically evaluate, and at least once a year, the structure, the size, the composition and action of the Board of Directors and of its Committees, its Chair, Executive Director and Secretary, making recommendations to the same about possible changes, led by the Coordinating Director, when applicable, with regard to the evaluation of the Chairman. Evaluate the composition of Board of Directors, as well as its tables of replacements for an adequate prevision of the transactions.*

- (x) *Periodically evaluate, and at least once a year the suitability of the diverse members of the Board of Directors and of this latter as a group, and consequently notify the Board of Directors.*
- (xi) *Periodically revise the Board of Directors policies regarding the selection and appointment of senior management members and make recommendations.*
- (xii) *Consider the suggestions it receives from the Chair, the members of the Board, the Directors or shareholders of the Company.*
- (xiii) *Supervise and control the good performance of the corporate governance system of the Company, making, if applicable, any proposals it considers necessary.*
- (xiv) *Supervise the independency of the independent Directors.*
- (xv) *Propose to the Board of Directors the Annual Corporate Governance Report.*
- (xvi) *Supervise the action of the Company related to sustainability and submit the sustainability/corporate responsibility policies to the Board for approval.*
- (xvii) *Supervise and review the non-financial information included in the annual management report, the socio-economic impact report and the socially responsible banking master plan to ensure the integrity of its content and compliance with applicable regulations and international benchmarks and present to the Board the proposals it considers opportune in this matter.*
- (xviii) *Evaluate the balance of knowledge, powers, capabilities, diversity and experience of the Board of Directors and define the necessary functions and aptitudes to cover each vacancy, evaluating the specific time and dedication needed to develop the position efficiently.*

*The Appointments and Sustainability Committee can use the resources it considers appropriate to develop its functions, including external assessment, and can have adequate funds for this.*

- e) *The Appointments and Sustainability Committee will be validly formed when the majority are concurrent in person or by representation.*

*The agreements taken by the mentioned Committee will be adopted by the majority of the concurrent members, present or represented.*

- f) *The Appointments and Sustainability Committee will prepare a report about its activity during the year that will serve as a base among others, as the case may be, for evaluation of the Board of Directors.*

6. *The Remuneration Committee:*

- a) *The Remuneration Committee will be exclusively formed by Directors not performing executive functions, in the amount determined by the Board of Directors, with a minimum of three (3) and a maximum of five (5) members. The majority of the members of the Remuneration Committee shall be independent directors.*

- b) *The Committee itself from among the independent Directors forming the same will designate the Chair of the Remuneration Committee.*
- c) *The amount of members, the powers and the operational regulations of the mentioned Committee will be developed in the Board of Directors Regulations, and should favour the independence of its operations.*
- d) *Notwithstanding the other functions attributed in Law, these By-laws, the Board of Direction Regulation, or others that may be assigned by the Board of Directors, the Remuneration Committee will have the following basic responsibilities:*
  - (i) *Prepare the decisions related to the remunerations and, particularly, report and propose to the Board of Directors the remunerations policy, the system and amounts of the yearly remunerations of the Directors and Senior Directors as well as the individual remuneration of the executive Directors and Senior Directors, and the other conditions of their contracts, especially of economic type and notwithstanding the powers of the Appointments and Sustainability Committee in that referring to the conditions that this latter had proposed and outside of the remuneration aspect, understanding as Senior Directors for the effects of these By-laws, the general Directors or whoever develop senior management functions under direct dependency of the Board, of Executive Committees or of the Executive Director and, in all cases, the internal auditor of the Company.*
  - (ii) *Ensure by observance of the remunerations policy of Directors and Senior Directors as well as reporting about the basic conditions established in the contracts subscribed with these.*
  - (iii) *Report and prepare the general remunerations policy of the Company and especially the policies referring to the categories of personnel whose professional activities significantly affect the Company risk profile, and to those who have the objective of avoiding or managing conflictive interests with Company clients.*
  - (iv) *Analyse, prepare and revise the remuneration programmes weighing-up their adaptation and their performance and ensuring they are observed.*
  - (v) *Propose to the Board the approval of the reports or remuneration policies that this latter has to submit to the General Shareholders Meeting as well as reporting to the Board about the proposals related to remuneration that if applicable this latter will propose to the General Meeting.*
  - (vi) *Consider the suggestions it receives from the Chair, the members of the Board, the Directors or the Company shareholders.*
- e) *The Remuneration Committee will be validly formed when the majority of its members concur in person or by representation.*

*The agreements taken by the mentioned Committee will be adopted by the majority of the concurrent members, present or represented.*



- f) *The Remuneration Committee will prepare a report about its activity during the year that will serve as a base among others, as the case may be, for evaluation of the Board of Directors.*

The approval of the proposal to amend this articles is subject to the authorisation regime provided for in Article 10 of Royal Decree 84/2015 of 13 February, implementing Law 10/2014 of 26 June, on the organisation, supervision and solvency of credit institutions.

## **EIGHT.- Corresponding to Agenda Item 8**

**Amendment of Articles 5 ("Call to General Meetings"), 7 ("Right of Information before the General Meeting"), 8 ("Right of Attendance"), 10 ("Right of Representation"), 13 ("Chairman, Secretary and Head Table"), 14 ("Attendance Register"), 15 ("Calling the Meeting to Order"), 16 ("Participation"), 17 ("Right of Information during the General Meeting"), 19 ("Voting on Resolutions") and 21 ("Minutes of the General Meeting") and deletion of the additional provision ("Telematic Attendance at the General Meeting via Remote Connection in Real Time") of the Regulations of the Annual General Meeting of the Company.**

To amend Articles 5, 7, 8, 10, 13, 14, 15, 16, 17, 19 and 21 of the Regulations of the Annual General Meeting of the Company, which will now have the following wording, and deletion of the additional provision of the same Regulation.

### **ARTICLE 5. CALL TO GENERAL MEETINGS**

- 1. General Meetings will be announced in accordance with the terms of the Law and Article 19 of the by-laws.*
- 2. Without prejudice to the physical attendance of shareholders and their representatives at the General Shareholders' Meeting, the Board of Directors may authorise their remote attendance or allow the Meeting to be held exclusively through remote means, in accordance with the law, the By-laws and this Regulations.*
- 3. If case the Board of Directors has authorised attendance of the meeting using remote means or has called the General Meeting to be held exclusively using remote means, this must be expressly stated in the call notice, which will inform of the processes and procedures that must be followed to be registered and to draw up the list of attendees, in addition to the terms, formats and manner in which shareholders may exercise their rights, and to properly reflect this in the minutes of the Meeting, in accordance with the law, the by-laws and this Regulations, and the implementing regulations, if applicable, approved by the Board of Directors on occasion of the call of the General Meeting, which will be published on the Company's website.*

### **ARTICLE 7. RIGHT OF INFORMATION BEFORE THE GENERAL MEETING**

- 1. From the time the notice of the General Meeting is published, and at least up until it is held, the Company must continuously publish on its website the text of the proposed resolutions, in addition to the reports and other documentation which must be made available by law and under the by-laws. In addition, when legally applicable, shareholders may examine the full text of these documents in the registered office, or request it be delivered to them free of charge.*

2. *Up until the fifth day leading up to the scheduled date for the General Meeting, shareholders may request from the Company's directors any information or clarification they deem necessary, regarding the items included on the agenda, or raise in writing any questions they deem salient. They may likewise request information or clarifications or send written questions in relation to any public information that the Company may have disclosed to the Spanish National Securities Market Commission (Comisión Nacional del Mercado de Valores) since the date of the immediately preceding General Meeting, and regarding the audit reports.*

*Requests for information may be made by delivering the request in person at the Company's registered office or by sending it to the Company by post or by electronic means of communication to the postal or electronic addresses provided for this purpose, subject to the identification requirements, procedure and deadlines prescribed by the Board of Directors, thus ensuring that the shareholder can be duly identified and authenticated through this system for requesting information. The shareholder will have the burden of proving that the request has been sent to the Company in due time and following proper procedure. The Company's website will explain the requirements for exercising the rights of shareholders to obtain information, in accordance with the law, the By-laws, these Regulations and the any implementing rules approved by the Board of Directors.*

*Directors shall provide the requested information described in this section in writing before the date on which the General Meeting in question is to be held. The valid requests for information, clarifications or questions made in writing and the answers provided in writing by the Directors will be included on the Company's website ([www.caixabank.com](http://www.caixabank.com)).*

3. *Directors must provide shareholders with any information requested under section 3 above, unless that information is unnecessary for the safeguarding of the rights of the shareholders or there are objective reasons to consider that it could be used for extra-business aims or its disclosure may be used to harm the Company or its related companies. Directors may discharge this obligation during the meeting through the Company's management team, or through any employee or expert on the matter in question. This refusal of information may not proceed when the corresponding request is supported by shareholders representing at least 25% of the share capital.*
4. *The Directors may restrict their response to a reference to the information provided under the question-response format when, prior to any specific question, the requested information is clearly, expressly and directly available to all shareholders on the Company's website ([www.caixabank.com](http://www.caixabank.com)) under the mentioned format.*

#### **ARTICLE 8. RIGHT OF ATTENDANCE**

1. *Shareholders who own at least one thousand (1,000) shares, whether individually or when pooled with other shareholders will be entitled to attend the General Meeting in person or remotely via a telematic connection.*
2. *To attend the General Meeting the shareholder will have the shares recorded in the appropriate register of dematerialized shares at least five days ahead*

*of the scheduled date for the meeting. This will not apply in any specific cases in which laws applicable to the Company establish an incompatible system.*

- 3. All shareholders attending the General Shareholders' Meeting physically on the day the meeting is called must prove their identity using the personal attendance card, which will show the number of shares they own. Attendance cards will be issued by the Company itself or by the entities in which the shareholders have deposited their shares, although both ownership and the number of shares owned may also be proved using any other legally valid form accepted by the Company. If, for any reason, these cards are not available to shareholders, the attendance card model that will be published on the Company's website at the time of the meeting call may be used.*
- 4. If the Board of Directors has authorised the attendance of the meeting using remote means, or has called the General Meeting to be held exclusively remotely, shareholders and proxies who have the right to attend the Meeting may do so using telematic means that allow them to connect in real time to the location where the General Meeting is being held and that also ensure the attendees are properly identified, can properly exercise their rights, interact in real time and, in general, ensure that the meeting runs properly. The Company will under no circumstances be held liable for any claims or damages caused to the shareholders in the event its website becomes temporarily unavailable, or for any faults, overloading, line disconnections, connection errors or any other similar incident that is beyond the Company's control, without prejudice to the appropriate measures being implemented to address the situation, including the temporary suspension or extension of the Meeting, if this is deemed necessary to ensure that the shareholders and proxies can fully exercise their rights.*
- 5. The Chairman of the General Meeting is authorized to determine compliance with the requirements for attendance at the General Meeting, but may delegate this task to the Secretary.*
- 6. Members of the Board of Directors must attend General Meetings, although under no circumstances not attending the Meeting, physically or remotely, for any reason will not prevent the General Meeting in question from being validly held.*

#### **ARTICLE 10. RIGHT OF REPRESENTATION**

- 1. Without prejudice to the right of legal entity shareholders to attend through their chosen representative, any shareholder may grant a proxy authorizing another person, whether or not a shareholder, to represent them at the General Meeting. In order to attend the General Meeting in person or via a telematic connection, the proxy holder must be a shareholder and/or represent one or more shareholders on a combined basis holding a minimum of one thousand (1,000) shares.*
- 2. Representation may always be revoked. As a general rule, the most recent action performed by the shareholder ahead of the General Meeting shall be valid, in the sense that the last delegation revokes all previous ones. In any case, the proxy will be deemed revoked if the principal attends the General Meeting in person or remotely. In addition, prior proxies shall be deemed revoked and subsequent proxies shall be deemed as no effected.*

3. *Proxies must be appointed specifically for each meeting, in writing or by means of remote communication that duly guarantees the identity of the principal and the security of the electronic communications, in accordance with the procedures established in the by-laws, in these General Meeting Regulations and in any rules the Board of Directors may approve, which will be posted on the Company's corporate website.*
4. *Proxies may represent an unlimited number of shareholders. When proxies represent more than one shareholder they may vote in different ways according to the instructions received from each one.*
5. *Any shareholder wishing to be represented by proxy at the General Meeting must have registered ownership of its shares in the relevant book-entry ledger at least five (5) days in advance of the date on which the General Meeting is to be held. This will not apply in any specific cases in which laws applicable to the Company establish an incompatible system.*
6. *The Chairman of the General Meeting is authorized to determine whether proxies have been validly conferred and, particularly, to verify the identity of the shareholders and their representatives, to check the ownership and legitimacy of their rights and the validity of the attendance card, and may delegate this task to the Secretary.*
7. *If there are conflicts of interest, the provisions in the Law and by-laws will apply. In any event, in contemplation of the possibility that a conflict may exist, proxies may be granted subsidiarily to another person. The rules approved by the Board of Directors for delegating remote voting and the vote delegation card may provide the identity of the proxy and the substitute or substitutes of the proxy in the event of a conflict of interest, unless expressly designated by the represented shareholder.*
8. *If a public request for representation is effected as prescribed by Law, the Director that obtains such representation will be subject to the limitation on voting rights corresponding to the shares subject to the proxy as established in Law. The vote delegation card will contain the request for instructions for the exercise of the voting right and an indication of how the representative should vote in the event that no specific instructions are given, without prejudice to the regulations on remote delegation using electronic means that may be approved by the Board of Directors at the time the General Meeting is called and published on the Company's website.*
9. *The previous regulations about the exercising of the proxy's representational powers are understood without prejudice to legal provisions concerning cases of family representation and the granting of general powers of attorney.*

#### **ARTICLE 13. CHAIRMAN, SECRETARY AND HEAD TABLE**

1. *General Meetings will be chaired by the Chairman of the Board of Directors and, in the absence thereof, as in cases of vacancy, absence or impossibility, by the corresponding Vice-Chairman in order of priority. In the absence of both, the oldest director will act as Chairman.*
2. *The Secretary will be the Secretary to the Board of Directors, and in the absence thereof, as in cases of vacancy, absence or impossibility, the Vice-*

*Secretary in order of priority, if any, and in the absence thereof, as in cases of vacancy, absence or impossibility, the youngest director.*

3. *If the Chairman or the Secretary leaves the meeting for any reason and at any point during the proceedings, their replacement for the meeting in question will be determined in accordance with the preceding sections.*
4. *The Chairman is charged with calling the meeting to order, coordinating and passing the floor and speaking times in accordance with the provisions of these Regulations, concluding discussions when he/she deems the matter to have been sufficiently discussed and organize votings. The Chairman shall also clarify any doubts concerning the agenda and the list of attendees, declare resolutions as approved, adjourn the meeting and, in general, exercise any such powers as may prove necessary, including disciplinary powers, to ensure the smooth running of the meeting, with entitlement to expel anyone intending to disturb the normal course of the meeting. The Chairman is likewise vested with powers to interpret the provisions of these Regulations.*
5. *The head table of the General Meeting will comprise the Chairman and the Secretary of the General Meeting, along with any members of the Board of Directors who may be in attendance physically or remotely.*

#### **ARTICLE 14. ATTENDANCE REGISTER**

1. *The admission point at the place where the General Meeting is to be held where attendance and proxy cards may be handed in will open one hour before the scheduled start time for the meeting, unless the notice of meeting dictates otherwise, and will close immediately before the list of attendees is drawn up. All shareholders and proxies attending the General Meeting using remote means, when this has been approved by the Board of Directors in the call notice, may register on the remote voting platform from the time indicated in the call notice and in the instructions for remote attendance of the General Shareholders' Meeting that will be published on the Company's website at the time the call notice is released.*
2. *The register of shareholders present and represented by proxy in attendance at the meeting will be kept by the person/s designated for such purpose by the Secretary, using, where applicable, any technical equipment deemed appropriate.*
3. *The attendance register will include the full name of those shareholders present in person, and of those represented by proxy and the names of their proxies, as well as the number of shares they directly or indirectly represent at the meeting.*
4. *The total number of shareholders present or represented by proxy will be displayed at the end of the list, together with the amount of share capital they hold or represent by proxy, including the amount thereof belonging to shareholders with voting rights.*
5. *The Chairman shall resolve any questions that may arise relating to attendance and preparation of the attendance register, but may delegate this task to the Secretary.*

6. *If the attendance register does not appear at the beginning of the minutes of the General Meeting, it will be attached by means of an annex signed by the Secretary with the approval of the Chairman. The attendance register may also be drawn up in the form of a file, or introduced electronically. In these cases, the means used will be stated in the minutes, and the sealed cover of the file or media will bear the relevant identification note signed by the Secretary with the approval of the Chairman.*
7. *Any shareholder entitled to attend may confirm their attendance by checking the attendance register, provided that this does not delay or slow down proceedings once the Chairman has called the meeting to order. The head table will be under no obligation to read out the register or provide copies thereof during the meeting itself.*
8. *Once the registration of attendance and proxy cards has been completed at the location of the General Meeting and/or, where applicable, the remote registration period has ended, and once a sufficient quorum has been established, the General Shareholders' Meeting will be deemed valid and a list of attendees will be drawn up. The Chairman may extend the process of drawing up the attendance register by a few minutes should certain shareholders decide to pool their shares at the last minute. Should this situation arise, the Chairman may provisionally close the attendance register in order to confirm that there is a sufficient quorum for the meeting to be validly held, and, where applicable, the remote attendance of shareholders and proxies has been verified.*
9. *Shareholders or proxies who arrive late at the General Meeting after the cut-off point for handing in attendance cards and proxies will be allowed in as guests at the meeting, should they so wish (either in the meeting room/hall itself, or, should the Company so decide in order to avoid possible confusion during the meeting, in an adjacent room/hall from which they can follow the meeting), although neither such shareholders nor their proxies will be included on the attendance register.*

#### **ARTICLE 15. CALLING THE MEETING TO ORDER**

1. *At the start of the meeting, the Chairman or, by delegation, the Secretary will discuss the notice of meeting and read out the information relating to the number of shareholders with voting rights in attendance at the meeting (either in person, or through proxy), likewise stating the number of shares they represent and their percentage of the share capital. If appropriate, the Chairman will declare the meeting validly convened on first or second call, as applicable, and will state whether the meeting is able to address and carry resolutions on all items included on the agenda, or whether the agenda must be shortened.*
2. *If the situation envisaged in section 8 of the Article above materializes, the aforementioned information relating to the provisional closing of the attendance register may be read out, and the Chairman may declare the meeting validly convened and determine the items on the agenda that can be heard in accordance with such information. Once the attendance register has been closed definitively, and, where applicable, the remote attendance of shareholders and proxies has been verified, the Chairman will then declare*

*the meeting validly convened and determine the items on the agenda that can be addressed. This information will be deemed final for all applicable purposes.*

3. *Once the General Meeting has been declared validly convened, shareholders and proxies in attendance may voice their concerns or challenge such a finding.*
4. *When established by the Chairman, and in any case if the General Meeting has been called with the option to attend using remote means, the meeting may be broadcast in real time using any online channel or other means that are deemed to be appropriate.*

#### **ARTICLE 16. PARTICIPATION**

1. *Once the General Meeting has been declared validly convened, the Chairman and/or the Board members and/or the persons designated for such purpose by the Chairman, will address those attending the meeting to present the corresponding reports on the items included on the agenda.*

*Once these reports have been presented, the Chairman shall open the floor over to the shareholders for discussion.*

2. *The contributions made by shareholders or proxies attending the Meeting physically as well as those made by shareholders or proxies attending remotely, who have previously requested to speak in the period and manner required, will take place in the order established by the Chairman.*
3. *The Chairman will respond directly or through any person he or she may designate, either after each contribution, or after all or some contributions have been made, whichever the Chairman deems most convenient with a view to ensuring the successful development of the deliberation and taking into consideration the content of the various contributions.*
4. *The time initially allotted for each contribution will be five minutes, although the Chairman of the General Meeting will be entitled to extend or shorten use of the floor in accordance with the provisions of section 8 below.*
5. *During their contribution, shareholders or proxies may exercise their right to information pursuant to article 17 of this Regulation, or make proposals, provided that this is possible according to the Law, on any item on the agenda.*

*Shareholders may similarly propose motions on any issues the General Meeting is able to address and vote on without the need for these to be included on the agenda for the meeting.*

6. *Shareholders and proxies wishing for their contribution to be recorded in the minutes, along with their final voting decision and possible objection to the resolution, must make an express request to such effect. Should they wish for their address to be transcribed verbatim, they must furnish the Secretary or the notary (if the presence of the latter is required for the purpose of drawing up the minutes) with the written text of their address before they read it out so that it may be verified and subsequently attached to the minutes, if it is not to be transcribed directly into the body of the minutes. Further, all shareholders and proxies attending the General Meeting using remote means*

*who wish to include in the minutes their contribution, how they have voted, and where applicable, their opposition to the resolution, must indicate this in their contribution in accordance with the instructions for remote attendance of the General Meeting that have been approved by the Board of Directors at the call of the General Meeting, which will be published on the Company's website.*

- 7. Before starting their address, those shareholders or proxies attending the meeting physically that previously requested the floor must identify themselves by stating their name, confirming whether they act on their own behalf or on behalf of a shareholder -in which case they must likewise identify their principal- and specifying the number of shares they hold for the purposes of the meeting, and likewise the number or reference listed on their attendance card, if any. Further, all shareholders and proxies attending the General Meeting remotely who have asked to make a contribution must identify themselves in accordance with the instructions for remote attendance that have been approved by the Board of Directors at the call of the General Meeting.*
- 8. In exercise of his/her duty to organize and chair the General Meeting, and without prejudice to other duties, the Chairman will be vested with the following powers, who may be assisted to these effects by the head table:*
  - i. passing the floor over to shareholders and proxies in accordance with the terms of the preceding sections;*
  - ii. extending, where appropriate, the time initially assigned for his/her contribution;*
  - iii. limiting shareholders' use of the floor or extending their contribution when the Chairman believes that they have expressed and argued their point in sufficient detail, or when the item in question has been sufficiently discussed;*
  - iv. moderating the contributions of shareholders and proxies, and demanding that they address solely those items included on the agenda and conduct themselves appropriately during their address;*
  - v. calling shareholders to order when their addresses are deemed inappropriate, are made with the clear intention of obstructing proceedings, or are intended to disrupt the smooth running of the meeting;*
  - vi. ending the contribution when the allotted time for each address has ended or when, despite the Chairman having issued the warnings envisaged under sections (iv) and (v) above, the shareholder or proxys' offending conduct remains unabated. In furtherance of this power, the Chairman may expel from the meeting room any shareholder who repeatedly fails to heed his requests and warnings, and may likewise take the appropriate steps to enforce this by calling in security staff or, where appropriate, ending the contribution;*
  - vii. requesting speakers to clear up any questions that may not have been sufficiently explained during their address; and*



- viii. *resolving any questions that may arise over the course of the General Meeting in relation to the points set forth in these Regulations.*

**ARTICLE 17. RIGHT OF INFORMATION DURING THE GENERAL MEETING**

1. *During the discussion round, all shareholders and proxies attending the General Meeting physically may verbally request any information or clarifications they deem necessary in relation to the items included on the agenda, the public information provided by the Company to the National Securities Market Commission since the holding of the most recent General Meeting, and the audit reports. For such purpose, shareholders must have identified themselves in advance pursuant to Article 16 above. Further, shareholders and proxies attending the Meeting remotely may ask for any information or clarification they consider appropriate relating to the matters discussed in the terms set out in the meeting call, and, where applicable, in the remote attendance rules approved by the Board of Directors and published at the call of the General Meeting.*

*The Board of Directors must provide the requested information under the preceding paragraph unless, that information is unnecessary for the safeguarding of the rights of the shareholders or there are objective reasons to consider that it could be used for extra-business aims or its disclosure may be used to harm the Company or its related companies. This refusal of information may not proceed when the corresponding request is supported by shareholders representing at least 25% of the share capital. The directors may restrict their response to make a reference to the information provided under the question-response format when, prior to any specific question, the requested information is clearly, expressly and directly available to all shareholders on the Company's website ([www.caixabank.com](http://www.caixabank.com)) under the mentioned format.*

2. *The requested information or clarification will be provided by the Chairman, or, should the Chairman so state, by the Chief Executive Officer, the respective Chairmen of the Committees attached to the Board, the Secretary or Vice-secretaries, any Board member or, if deemed advisable, any employee or expert on the matter. The Chairman shall decide on a case-by-case basis, and depending on the nature of the requested information or clarification, whether it would be better to provide individual responses or responses grouped by subject-matter.*
3. *If the right to information cannot be satisfied during the meeting itself, the Board of Directors shall send the requested information to the interested shareholder or proxy in writing within the term of seven (7) days running the date of the General Meeting.*

**ARTICLE 19. VOTING ON RESOLUTIONS**

1. *Once the contributions have been completed and the responses provided in accordance with this Regulation, the items on the agenda will be put to the vote, in addition, where appropriate, to any other items put forward by the shareholders according to the law.*

2. *The Chairman is responsible for implementing the voting system he/she deems most appropriate and for heading the corresponding voting process, with due heed paid, where appropriate, to any complementary rules set forth in these Regulations.*
3. *The shareholder may not exercise the voting rights corresponding to his shares in the cases of conflict of interests in which the Law expressly establishes such prohibition, his shares being deducted from the share capital for calculating the majority of the votes necessary in each case.*

*In the cases of conflict of interests of the shareholder other than those foreseen in the previous paragraph, the shareholders will not be denied of their right to vote, notwithstanding the legal provisions established in this regard.*
4. *Items will be voted on in the order stipulated in the notice of meeting, starting with the motions presented by the Board of Directors, and continuing with the proposals, if any, presented by shareholders of the Company in exercise of the rights recognized by law. In the event that motions that the General Meeting is able to vote on, but which are not included on the agenda are submitted during the meeting, the Chairman shall decide on the order in which they are to be voted on.*
5. *The General Meeting will vote separately on all items deemed materially independent, although they are included in the same point of the agenda and, in particular:*
  - (a) *The appointment, the ratification, the reelection or the separation of each Director.*
  - (b) *In the amendments of the by-laws, that of each article of group of articles deemed materially independent.*
  - (c) *Those subjects in which the Company By-laws establish likewise.*
6. *The same procedure as described in the preceding paragraph will apply to voting on motions proposed by shareholders but not included on the agenda. In all cases, once a motion has been approved, all others motions relating to the same matter and which are incompatible with the approved motion will be automatically disregarded and, therefore, need not be voted on.*
7. *The Secretary need not present or read out any motions the written contents of which were available to shareholders prior to the General Meeting, unless any shareholder requests all or part of any of such motions to be read out, or if the Chairman deems this advisable.*
8. *As a general rule, to ensure the smooth functioning of the General Meeting, voting on items of the agenda will be carried out according to the following procedure and voting system:*
  - (a) *The vote of any shareholder attending the meeting, physically or remotely, that leaves the meeting before the voting, without providing prior notice of his/her absence and the item on the agenda that he/she is to miss, in accordance with section 9 below, will be deemed cast in favor of the motions presented or approved by the Board of Directors in relation to the items included on the agenda, and will be deemed*

*cast against motions on matters that are not included on the agenda or which have not been assumed by the Board.*

- (b) In the case of voting on resolutions on items included on the agenda, the votes attaching to all shares represented at the meeting, whether present or represented by proxy in accordance with the attendance register, will be deemed as cast in favor of motions put forward or assumed by the Board of Directors, minus: 1) votes attaching to shares whose holders or representatives have formally stated their will of being absent from the meeting according to the procedure mentioned in section 9 below, before having expressly voted; 2) votes against and 3) abstentions.*
- (c) In the case of voting on resolutions on items not included on the agenda or motions on items included on the agenda but not assumed by the Board of Directors, the votes attaching to all shares represented at the meeting, whether present or represented by proxy in accordance with the attendance register, will be deemed as cast against the item or motion, minus: 1) votes attaching to shares whose holders or representatives have stated their intention of leaving the meeting in the manner indicated in section 9 below, before having expressly voted; 2) votes for; and 3) abstentions.*

*For the adoption of resolutions relating to items not included on the agenda, the shares held by shareholders who cast their vote via remote channels of communication ahead of the General Meeting shall not be counted as present and, therefore, those shareholders shall not take part in the voting.*

- 9. For the purposes of this article, shareholders or proxies attending the General Meeting physically, who wish to leave the meeting must communicate their intention to the Secretary (or the person/s designated by the Secretary to such end) in writing. The notification must also be signed by the shareholder or his/her representative, indicating the number of shares owned and/or represented and the item on the agenda the shareholder intends to miss prior to voting. For the foregoing purposes, the card furnished to the shareholder or representative at the time they registered their name on the attendance register in preparation for written voting may be used. Further, if a shareholder or proxy attending the General Meeting remotely wishes to leave, they must communicate their intention to do so through the remote attendance platform in the terms set out in the implementing rules approved by the Board of Directors at the time of the General Meeting call, which will be published on the Company's website.*
- 10. Notwithstanding the provisions of the sections above, the Chairman, if he or she considers it advisable, may establish any other voting system that enables the Company to calculate the votes for required to approve a resolution and keep minutes of the results of the voting. In all cases, and regardless of the voting system employed, shareholders may insist that their objection to a particular resolution be recorded in the minutes.*
- 11. The Chairman and the Secretary will be responsible for counting the votes, unless the General Meeting previously designates two scrutinizing shareholders to carry out this task.*

12. *If the directors have made a public solicitation of proxies in order to carry any of the resolutions in which a conflict of interest is found to exist, except when the shareholder has conferred the delegation alternatively in favor of another person or has given specific instructions for voting, the shares with respect to which a director cannot exercise the voting right will not be calculated for purposes of determining the quorum for voting thereon, by application of the provisions of Law.*
13. *In accordance with the provisions of the by-laws, the exercise of voting rights may be delegated or exercised by the shareholder prior to the General Meeting, by delivery in person, regular post, electronic communication or any other means of absentee voting, provided that, for such cases, the Company has procedures in place that duly guarantee the identity of the shareholder exercising its right to remote vote, and record the identity and status (shareholder or proxy holder) of the voters, along with the number of shares with which they are voting, the direction of their vote or, as the case may be, any abstention, as well as the security of electronic communications.*

*The Board of Directors may approve any instructions, rules, means and procedures for the purpose of implementing the distance voting and proxy measures prior to the General Meeting, in accordance with the prevailing state of the art and, with any related rules or provisions contained in the By-laws and these Regulations. In all cases, the procedures in place for exercising proxy rights or voting remotely shall be published in the notice of the General Meeting and on the Company's website ([www.caixabank.com](http://www.caixabank.com)).*
14. *Shares of shareholders who have voted using remote means of communication prior to the General Meeting will be considered as present.*
15. *When a vote has been made using remote means, the Company will send the shareholder issuing the vote an electronic confirmation that the vote has been received as stipulated by law. Further, one month after the General Meeting, the shareholder or proxy and the final beneficiary may request confirmation that the votes corresponding to their shares have been correctly registered and accounted for by the Company pursuant to applicable regulations.*

#### **ARTICLE 21. MINUTES OF THE GENERAL MEETING**

1. *Minutes will be taken of resolutions adopted at the General Meeting, and will be transcribed in a minutes book. The minutes of the Meeting must be approved by the Meeting after it has been held, being signed by the Chairman and the Secretary or, failing this, within the following term of fifteen (15) days, by the Chairman and two (2) inspectors, one representing the majority and the other representing the minority, all of them having to sign the minutes. The minutes approved in any of these ways will have executive powers as from the date of their approval.*
2. *The Board of Directors may request the presence of a notary to draw up the minutes of the meeting, and will be under the obligation to do so following a request to such effect made by shareholders representing at least 1% of share capital or a Meeting has been called to be held exclusively using remote means, five (5) days in advance of the date scheduled for the meeting. In both cases, the notary's record will not be submitted for approval, it will be treated*

*as the minutes for the meeting and the agreements included therein will be effective as from the date of closing.*

## **NINE.- Corresponding to Agenda Item 9**

### **Capital reduction by means of the cancellation of treasury shares to be acquired for that purpose.**

To approve the capital reduction of CaixaBank up to a maximum amount corresponding to 10% of the share capital as of the date of this resolution (that is, up to a maximum nominal amount of EIGHT HUNDRED AND SIX MILLION, SIXTY-FOUR THOUSAND, SEVEN HUNDRED AND THREE THOUSAND EUROS (EUR 806,064,703), corresponding to EIGHT HUNDRED AND SIX MILLION, SIXTY-FOUR THOUSAND, SEVEN HUNDRED AND THREE (806,064,703) shares of ONE EURO (EUR 1) par value), subject to the obtaintion, where appropriate, of the corresponding regulatory authorisations, by means of the cancellation of treasury shares that may have been acquired by CaixaBank under the authorisation granted by the Company's Annual General Meeting held on 22 May 2020 under the eighth item on the agenda, with the objective or purpose of being cancelled, all in accordance with the provisions of applicable legislation and regulations, as well as the limitations that may be established by any competent authorities.

For this purpose, the Company plans to draw up a share buy back programme in 2022 in accordance with the provisions of Regulation (EU) No 596/2014 of the European Parliament and of the Council, of 16 April 2014, and Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016.

The term for completion of this resolution will finish on the date of the next Ordinary Annual General Meeting, and as of that date it will have no further effects with respect to the non-completed portion.

The final amount of the capital reduction will be set by the Board of Directors, within the maximum limit indicated above, based on the final number of shares that are acquired and that the Board of Directors resolves to cancel 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 cancelled, and it will be carried out against unrestricted reserves through the allocation of a restricted reserve for amortised capital for an amount equal to the nominal amount of the cancelled 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.

Likewise, and without prejudice to the specific powers established above, to empower the Board of Directors, to the full extent as required by law, with no power of delegation, so that it can resolve on the full or partial completion of the capital reduction, in one or several times, within the established completion period and in the manner it deems most suitable, in particular and without limitation, with the power to:

- (i) Specify and develop 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 must be carried out, which must be before the Company's Ordinary General Meeting.
- (ii) Establish the number of shares to be cancelled each time, being empowered not to fully or partially complete the capital reduction if no acquisition of treasury shares is made

for the purposes of cancellation, or when shares have been acquired for that purpose, market conditions, the Company's situation or any significant corporate or economic event so advise based on the corporate interest, or prevent the cancellation from being carried out. Such a decision must be reported to the next Ordinary Annual General Meeting.

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 the Managing Director (CEO), 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 for the execution and completion of these resolutions, including but not limited to:

- (i) Declare the completion of each capital reduction eventually approved establishing, where applicable, the definitive number of shares that must be cancelled each time and, therefore, the amount by which the Company's share capital must be reduced each time, in accordance with the limits established in this resolution.
- (ii) Undertake any actions, declarations or procedures that are necessary or appropriate in relation to the public information on the capital reduction and the completion of each cancellation (including any announcements that are required or appropriate), and any actions that should be carried out before the National Securities Market Commission (CNMV), the 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) Negotiate, agree on and sign all public and/or private documents that are necessary or appropriate to ensure the capital reduction is carried out properly, including, without limitation, as many acts, legal transactions, contracts, declarations and transactions as may be required.
- (v) Undertake all the procedures and actions that are necessary or appropriate, and submit all required documents before the competent bodies, so that, once a cancellation of Company's shares has taken place and the corresponding capital reduction deed has been executed and filed with the Companies' Registry, the cancelled 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 amortisation of the treasury shares is effective.
- (vi) 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 resolutions.

## **TEN.- Corresponding to Agenda Item 10**

### **Approval of the remuneration policy of the Board of Directors.**

In accordance with the provisions of Article 529 novodecies of the Corporate Enterprises Act, to approve a new remuneration policy for the Board members of CaixaBank, which will fully replace the current remuneration policy for the Board of Directors for the years 2020 to 2022, inclusive, and which was amended in 2021, all without prejudice to any effects occurred and consolidated during its term.

The new remuneration policy of the Board of Directors will be applicable from the date of its approval at this General Meeting until the financial year 2025, inclusive.

The new remuneration policy of the Board of Directors is included as part of the documentation made available to the shareholders on the occasion of the call for this General Meeting, together with the reasoned proposal approved by the Board of Directors, and the required report from the Remuneration Committee.

Likewise, to empower the Board of Directors, as broadly as necessary under law, to interpret, develop and execute the remuneration policy of the Board of Directors, implementing the resolutions and approving and signing all public or private documents that may be necessary or appropriate, to ensure its full application and effect.

## **ELEVEN.- Corresponding to Agenda Item 11**

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

Within the framework of the variable remuneration systems and components provided for in the CaixaBank's Board of Directors remuneration policy, the approval of which is submitted for consideration by the General Meeting under item ten of the Agenda, 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 2022 will be made before the end of the first quarter of 2023.

Deferred payment: Payment of 60% of the variable remuneration (30% in cash and 70% in shares) corresponding to 2022 will be deferred over five years and paid in fifths before the end of the first quarter of all years from 2024 to 2028.

For deferred amounts payable in 2026, 2027, and 2028, 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 2023 and the following five years, corresponding to their variable remuneration for 2022, according to the previous calendar for each year, is estimated at nine hundred and fourteen thousand two hundred and twenty-seven (914,227) euros, 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 agreements and signing any public or private documents that may be necessary or appropriate to ensure its full effectiveness, also being authorised 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 systems, with regard to any aspects not contemplated in this 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 convenient to ensure the validity, efficacy, implementation, development, execution, settlement and success of the share-based variable remuneration system and of the resolution.

## **TWELVE.- Corresponding to Agenda Item 12**

### **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 eighty six (186) 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-seven (27) 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 and payments for



termination 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.

### **THIRTEEN.- Corresponding to Agenda Item 13**

**Authorisation and delegation of powers to interpret, correct, supplement, implement and develop the resolutions adopted by the 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 to the Chairman of the Board of Directors, the Vice-Chairman, the Managing Director (CEO), 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.

### **FOURTEEN. - Corresponding to Agenda item 14**

**Consultative vote on the Annual Report on Directors' Remuneration for the financial year 2021.**

To Approve the Annual Report on Directors' Remuneration for the financial year 2021.

### **FIFTEEN. - Corresponding to Agenda item 15**

**Information on the amendments to the Regulations of the Board of Directors approved by the Board of Directors at its meeting of 28 October 2021 and information on the amendments to the Regulations of the Board of Directors agreed by the Board of Directors at its meeting of 17 February 2022.**

To acknowledge the amendment to the Regulations of the Company's Board of Directors approved by the Board of Directors at its meeting on 28 October 2021. The purpose of this amendment was to adapt it to the new regime applicable to related-party transactions included in the Corporate Enterprises Act by Act 5/2021, of 12 April, relating to the encouragement of long-term shareholder engagement in listed companies, which transposes Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017, in addition to coordinating this system with the regulations on directors' conflicts of interest.

Likewise, to acknowledge the amendment of the Regulations of the Company's Board of Directors approved by the Board of Directors at its meeting on 17 February 2022 in order to

abolish the casting vote of the Chairman of the Board of Directors, adapt the powers and term of office of the Lead Independent Director and to complete the duties of the Risks Committee.

The amendments to the Regulations of the Board of Directors are explained at length in the explanatory report published by the Board of Directors in accordance with Articles 528 and 518 d) of the Corporate Enterprises Act.

## **SIXTEEN. - Corresponding to Agenda item 16**

**Notification of the report of the Board of Directors and the report of the independent expert for the purposes of Article 511 of Royal Legislative Decree 1/2010, of 2 July, approving the restated text of the Corporate Enterprises Act.**

Pursuant to article 511 of the Corporate Enterprises Act, the directors' report and the report issued by BDO Auditores S.L.P., independent expert appointed by the Companies' Registry of Valencia, relating to the issuance of securities contingently convertible into shares for a total nominal amount of EUR 750,000,000, with exclusion of pre-emptive subscription rights. This issuance was approved by the Board of Directors on 29 July 2021 by virtue of the powers vested in it by the Ordinary Annual General Meeting held on 14 May 2021, being the final terms and conditions set on 2 September 2021, in accordance with the disclosure published as Other Relevant Information on the same date.

The directors' report and the independent expert's report on this issuance have been made available to the shareholders as part of the documentation for this General Shareholders' Meeting.

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