

Other relevant information

CaixaBank, S.A. hereby reports that, having set up a competitive bidding process for an owned building located in Paseo de la Castellana 51 of Madrid, the Board of Directors has agreed its sale to Inmo Criteria Patrimonio, S.L.U. (a 100% subsidiary of Criteria Caixa S.A.U.), which presented the best bid. The transaction is expected to close during the second half of the 2022 fiscal year.

The sale price for the building is €238.5 million and entails booking a capital gain of approximately €98 million (c.€69 million post tax) under “Gains/losses on disposals and others”, with a positive impact of c. +4 bps in the CET1 capital ratio reported as at 31 March 2022.

The agreement with Inmo Criteria Patrimonio has been reached in compliance with the provisions under the Related Party Protocol which was signed between “la Caixa” Banking Foundation, Criteria Caixa S.A.U and CaixaBank S.A.

The report of the Audit and Control Committee is hereby attached.

29 July 2022

REPORT ISSUED BY THE AUDIT AND CONTROL COMMITTEE OF CAIXABANK, S.A. FOR THE PURPOSES PROVIDED FOR IN ARTICLE 529.DUOVICIES.3 OF THE SPANISH CAPITAL COMPANIES ACT IN CONNECTION WITH AN SPECIFIC RELATED-PARTY TRANSACTION

1. REGULATORY FRAMEWORK

This report (hereinafter the “**Report**”) is issued by the Audit and Control Committee of CaixaBank, S.A. (hereinafter the “**CAC**” and “**CaixaBank**” or the “**Company**”, respectively) in accordance with the provisions laid down in paragraph 3 of Article 529 duovicies of the revised text of the Spanish Capital Companies Act (Ley de Sociedades de Capital) approved by Royal Legislative Decree 1/2010, of July 2 (hereinafter the “**LSC**”), which provides as follows:

“The general meeting or the board of directors may only approve a related-party transaction upon a prior report by the audit committee. In such report, the committee must assess whether the transaction is fair and reasonable from the point of view of the company and, if applicable, of the shareholders other than the related party, and explain the assumptions on which such assessment is based and the methods used. The directors affected may not participate in the preparation of the report”.

In accordance with the provisions of article 529 duovicies of the LSC, the General Shareholders' Meeting is responsible for approving related-party transactions whose amount or value is equal to or greater than 10% of the total assets according to the latest annual balance sheet as approved by the Company. The Company's Board of Directors holds the power to approve any other related-party, without prejudice to its power of delegation in the terms established in the Law. Likewise, the Board of Directors may only approve related-party transactions upon a prior report by the Audit Committee (pursuant to Article 529 duovicies of the LSC), except in the case of transactions whose approval has been delegated by the Board.

CaixaBank's Board of Directors, at its meeting held on October 28, 2021, agreed to delegate the approval of related-party transactions with significant shareholders, provided that they are arranged under contracts whose standardized terms are applied en masse to a large number of customers, are carried out at prices or rates generally established by the relevant supplier of the goods or services in question and do not individually exceed the amount of EUR 5 million, nor, computed in an aggregate manner together with all other transactions carried out with the same counterparty during the last twelve months, 0.35% of the net amount of the Company's turnover as recorded in its latest consolidated annual accounts.

In view of the foregoing, the CAC has issued this Report to assess whether the transaction described in section 2. below is fair and reasonable from the point of view of CaixaBank and, if applicable, of the shareholders other than the related party, including the assumptions on which the assessment is based and the methods used,

since it is a transaction with a significant shareholder whose approval has not been delegated for exceeding the amount of EUR 5 million, as discussed below.

In addition to the provisions of the LSC on related-party transactions, due regard is to be given to CaixaBank's Articles of Association (Article 40.3.vii), CaixaBank's Board of Directors Regulations (Articles 4, 14 and 38), CaixaBank's Protocol on Related-Party Transactions as approved by the Board of Directors on October 28, 2021, which establishes the internal procedure for the identification, analysis, approval, monitoring and supervision of related-party transactions, and the agreement dated October 28, 2021 executed by and between Fundació Bancaria Caixa d'Estalvis i Pensions de Barcelona, "la Caixa" (hereinafter "**Fundació la Caixa**"), Criteria Caixa, S.A.U. (hereinafter "**Criteria**") and CaixaBank by way of an internal relationship protocol (hereinafter the "**Protocol**"). The purpose of such Protocol is, inter alia, to provide general rules on related-party transactions between the signatory parties. Such documents and their content have been considered in connection with the transaction that is the subject-matter of this Report.

2. MAIN DETAILS OF THE TRANSACTION

Related Party:	Fundació "la Caixa" through Inmo Criteria Patrimonio, S.L.U. (hereinafter " InmoCriteria "), a company wholly owned by Fundació "la Caixa" through its wholly owned subsidiary, Criteria.
Relation with CaixaBank:	Fundació "la Caixa", through Criteria, is a significant indirect shareholder in the Company.
Nature of the Transaction:	Sale to InmoCriteria of a property owned by CaixaBank and located at Paseo de la Castellana nº51 in Madrid (the " Transaction ").
Amount of the Transaction:	EUR 238.5 million.
Closing of the Transaction:	Upon satisfaction of the condition precedent to which the Transaction is subject, which is expected to occur on or before December 30, 2022. Specifically, the sale is conditional on the termination and vacation of the property by the current tenants and CaixaBank itself.

3. IDENTIFICATION OF THE RELATED PERSON

Fundació "la Caixa", through its wholly-owned subsidiary Criteria, owns 30.012% of CaixaBank's share capital. Likewise, two (2) members of the Board of Directors of

CaixaBank, i.e. Mr Tomás Muniesa Arantegui (Vice-Chairman) and Mr José Serna Masiá (member), hold the position of proprietary directors representing Fundación “la Caixa”.

In view of the foregoing, any transactions that CaixaBank may conclude with Fundación “la Caixa”, directly or through InmoCriteria (its wholly-owned indirect subsidiary), are considered related-party transactions in accordance with the provisions of Article 529 vicies of the LSC to the extent that the exceptions set forth in such Article do not apply.

4. CONTEXT AND NATURE OF THE TRANSACTION

After the merger of Bankia into CaixaBank on March 26, 2021 (hereinafter, the “**Merger**”) and the reorganization undertaken in that context both in terms of people and infrastructure, an opportunity of concentrating in the building located at Paseo de la Castellana nº 189 and other corporate buildings, a relevant part of the units and affiliates that to date had been occupying a “prime asset” such as the building owned by CaixaBank at Paseo de la Castellana, nº51 in Madrid (the “**Building**”).

In addition to the employees of CaixaBank itself and its group companies, the Building also houses the Madrid headquarters of Fundación “La Caixa” and Criteria, which are currently using, as tenants, a significant part of the 6th floor of the Building and the entire 2nd floor thereof, together with several parking spaces in its basement.

Against this background, in March of this year, the CaixaBank’s Executive Committee decided to start the process of selling the Building and began to design, together with the legal and real estate advisors hired for such purpose, a process for a potential sale of the Building which, in the course of a highly competitive process, would obtain a market benchmark under which, if applicable, the divestment would be carried out, thus maximizing the return for the shareholder. Such a market benchmark had to be formed in the course of a proper and highly competitive process, without any interference from any related party, so that agents specialized in this kind of transactions and independent agents were to provide insight on what the market would be willing to pay for the Building.

Upon such process, with a significant involvement of third parties not linked to CaixaBank, a price was determined which was attractive and interesting to close the transaction, but has been, however, surpassed by InmoCriteria, which has submitted the best offer not only in terms of price but also of additional value for CaixaBank in matters such as the trademarks or distinctive signs existing in the Building and the proper management of the company's commercial office in that location.

Therefore, the advisors believe that the sale or divestment process has complied with the highest standards of competition and organization, has made it possible to gain insight on an unrelated and specialized market and finally, has enabled to compare the (legitimate) offer of a related party with that result.

As customary in this kind of process, the legal structure of the proposed Transaction involves the execution of a private purchase agreement which will be closed and granted as a public deed upon satisfaction of the conditions for closing the Transaction agreed upon by the parties, i.e., the orderly vacation of the Building by a specific date by the CaixaBank Group.

5. ASSESSMENT OF THE TRANSACTION

In accordance with the applicable regulations, the CAC must assess whether the Transaction under this Report to be approved, if applicable, by CaixaBank's Board of Directors, is fair and reasonable from the point of view of the Company and its shareholders other than the related party, and discuss the assumptions on which such assessment is based and the methods used.

Firstly, with respect to the Company, the Transaction is considered not only fair and reasonable, but also necessary in view of CaixaBank's excess capacity in Madrid once Bankia's premises were acquired by reason of the Merger. The Transaction monetizes a non-essential asset following the company's integration with Bankia in order to carry out CaixaBank's banking business. Its sale has maximized its value and produced a high return, which leads to the conclusion that the Transaction is appropriate.

As to shareholders who are not related parties, the Transaction is considered fair and reasonable. This is, firstly, because anything that is in the Company's interest is also in all its shareholders' interest; and secondly, because the significant capital gain mentioned above improves the Company's position as regards the remuneration paid to shareholders and CaixaBank's stock market value, both of which generate wealth for shareholders through - we repeat - a non-essential asset that has already fulfilled its function.

Furthermore, the fairness of the Transaction must be assessed based on the fact that it must not result in better treatment being given to the related shareholder than to an independent third party with an interest in the same asset. This is because such better treatment would involve a transfer of wealth or value from the unrelated shareholders to the related shareholder, resulting in unequal treatment.

This Committee considers that the Transaction also fulfils this second requirement of fairness because, as explained in section 4 above, the price benchmark was not established by InmoCriteria but by real estate market specialists who set a price for the Building as part of a competitive bidding process, thus establishing how much a third party would be willing to pay for the asset. And, more importantly, this market benchmark, which is so relevant that it has been described as historic by the real estate consultant, is lower than the final price in the related party's bid.

The fairness of the Transaction lies in the fact that, although CaixaBank could use the market benchmark itself as the Building's sale price, there is nothing to prevent it from selling it at a better price to any party - related or unrelated - who is willing to pay more

than this already attractive benchmark. What would be unfair to unrelated shareholders, and most definitely not in the company's interest, would be not to sell at the best price offered (even if the bid was from a related party) if that price is higher than the benchmark obtained from independent parties.

As to the terms and conditions of the Transaction, as mentioned above, CaixaBank has been assisted in the competitive bidding process by external advisers specialising in both real estate and legal matters in order to ensure the successful completion of the process in accordance with market standards. Over fifty (50) entities have taken part in the bidding process, and their variety in terms of nature (funds, real estate companies, private equities, family offices, etc.) and origin (domestic and international) has ensured a more than reasonable: (i) amount of interest in the proposed sale by the real estate market; and (ii) range of terms and conditions under which the major real estate operators were willing to carry out the transaction.

Therefore, out of all the entities that submitted a bid in the process, InmoCriteria's bid was not only the highest in terms of price but also clearly had, as mentioned above, the best terms in terms of both quantity and quality than the second best bid analyzed and all the other bids received as regards: (i) the temporary use of the Building by CaixaBank for the purpose of carrying out its banking business; and (ii) the foreseeable continuity of at least the "la Caixa" brand (held by CaixaBank as licensee) as the visible image of the Building and an inseparable part of it.

The best way to analyze the fairness and reasonableness of the Transaction available to this Committee is therefore, as mentioned above, to compare InmoCriteria's bid with the bid resulting from a competitive bidding process for the sale of the Building, bearing in mind that the Transaction should be carried out for the best price even if that bid was made by a related party.

We can therefore conclude that the terms of the Transaction are fair and adequate market conditions.

Furthermore, since CaixaBank's Audit and Control Committee is composed of six non-executive directors (four independent directors, one director representing the significant shareholders FROB and BFA Tenedora de Acciones S.A.U., and one director representing the significant shareholder Criteria/Fundación Bancaria "La Caixa"), it is worth noting that Mr José Serna Masiá, the director representing the significant shareholder Criteria/Fundación Bancaria "La Caixa" under Article 529 duovicies.3 of the Limited Liability Company Law (LSC) was not involved in the preparation of this Report.

6. CONCLUSION

In view of the legal and commercial terms of InmoCriteria's proposed Transaction, we can assert that, even if it is carried out with a related party, the Transaction has been reasonably defined and is being carried out for the best price offered (leading to significant capital gains for CaixaBank) and under a set of terms and conditions that not only could have been agreed by independent parties but are even better than those that would have been agreed with such parties and that, despite being agreed by related parties, they do not result in any benefit - much less one that is unwarranted or disproportionate - for InmoCriteria to the detriment of CaixaBank.

The Audit and Control Committee has therefore reached the conclusion that the sale of the Building under the proposed terms to a fully owned subsidiary indirectly owned by Fundación "la Caixa" is fair and reasonable from CaixaBank's point of view, as no objective aspects suggesting that the Transaction is anything other than fair and reasonable from the other shareholders' point of view have been identified.

In view of the foregoing, the Audit and Control Committee has issued a favourable report in relation to the Transaction and resolved to submit it to the Board of Directors of CaixaBank for its consideration and, if appropriate, its approval.