

Other relevant information

CaixaBank, S.A. (“**CaixaBank**”) hereby reports that it has decided to issue perpetual preferred securities contingently convertible into newly issued ordinary shares (Additional Tier 1) with exclusion of pre-emption rights for a nominal value of €750 million (the “**Issue**”) which terms have been determined on the date hereof.

The preferred securities will be issued at par value and their remuneration, which is discretionary and subject to certain conditions, has been fixed at an annual 8.25% until 13 September 2029. Thereafter, it will be revised every five years by applying a spread of 514.2 basis points to the 5-year Mid Swap Rate. Such distributions will be payable quarterly in arrears.

The preferred securities are perpetual, although they may be redeemed in certain circumstances at CaixaBank’s option, and, in any case, are to be converted into newly issued ordinary shares of CaixaBank if the common equity Tier 1 (CET1) ratio of CaixaBank or of the CaixaBank Group falls below 5.125%. CET1 ratios are calculated in accordance with Regulation (EU) No 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms. The conversion price of the Preferred Securities would be the highest of: (i) the average of the daily volume-weighted average prices of an ordinary share of CaixaBank on each of the five consecutive business days ending on the date on which the conversion event is announced, (ii) €2.701 (the Floor Price), and (iii) the nominal value of an ordinary share of CaixaBank at the time of conversion (as of today, the nominal value of an ordinary share is €1).

The Issue has been offered exclusively to professional investors and eligible counterparties, expressly excluding retail investors.

Application for admission to trading on AIAF Mercado de Renta Fija will be submitted.

The preferred securities shall be included as Additional Tier 1 capital of CaixaBank and CaixaBank Group in accordance with the applicable solvency regulation.

Capital ratios of CaixaBank Group as of 31 December 2022 as a percentage of risk-weighted assets, and pro-forma the Issue are as follows:

	Capital Position 31 December 2022	—	Capital Position Post AT1 issue⁽¹⁾
CET1	12.8%		12.8%
Tier 1	14.8%		15.1%
Total capital	17.3%		18.0%
MREL	25.9%		27.1%

(1) These ratios include both the Issue, as well as the following two January 2023 issuances: a 1,250 million US dollars senior non-preferred debt issuance, as well as a 500 million pound sterling subordinated debt (Tier 2) issuance.

CaixaBank informs that, following the approval and registration by the CNMV of the prospectus for the admission to trading of the preferred securities, the directors’ report referred to in article 511 of the Spanish Companies Act, will be on display at CaixaBank’s corporate website (www.caixabank.com). This report will be released in the next General Shareholders’ Meeting of CaixaBank.

1 March 2023

IMPORTANT INFORMATION

This notice does not constitute an offer to sell, or the solicitation of an offer to buy any securities, nor shall there be any sale of such securities in any state of the United States or in another jurisdiction in which such offer, solicitation or sale would not be permitted before registration or qualification under the securities laws of such state or jurisdiction. The securities described above have not been registered under the U.S. Securities Act of 1933, as amended, or any applicable securities laws of any other jurisdiction. Unless so registered, such securities may not be offered or sold in the United States or any other jurisdiction except pursuant to an exemption from the registration requirements of the U.S. Securities Act of 1933, as amended, and any applicable securities laws of such other jurisdiction.

As included in the documentation related to the offer of the securities, other restrictions apply in certain jurisdictions, such as the United States of America, United Kingdom, Spain, Singapore, Italy, Hong Kong, Switzerland, Belgium, Canada and Australia.

PRIIPs Regulation / Prohibition of sales to EEA retail investors – The securities are not intended to be offered, sold or otherwise made available to and shall not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the "**EEA**"). For these purposes, a "retail investor" means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(l) of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU (as amended, "**MiFID II**"); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the "**Insurance Distribution Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(l) of MiFID II. Consequently, no key information document (KID) required by Regulation (EU) No. 1286/2014 on key information documents for packaged and retail and insurance-based investment products (the "**PRIIPs Regulation**") for offering or selling the securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the securities or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

UK PRIIPs Regulation / Prohibition of sales to UK retail investors – The securities are not intended to be offered, sold or otherwise made available to and shall not be offered, sold or otherwise made available to any retail investor in the United Kingdom (the "**UK**"). For these purposes, a "retail investor" means a person who is one (or more) of: (i) a retail client as defined in point (8) of Article 2 of Regulation (EU) 2017/565 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act of 2018 ("**EUWA**"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (the "**FSMA**") and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client as defined in point (8) of Article 2(l) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the EUWA ("**UK MiFIR**"). Consequently, no key information document (KID) required by the PRIIPs Regulation as it forms part of UK domestic law by virtue of the EUWA (the "**UK PRIIPs Regulation**") for offering or selling the securities or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Preferred Securities or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.