

**CAIXABANK, S.A.**  
**(ABSORBING COMPANY)**

**BANKIA, S.A.**  
**(ABSORBED COMPANY)**

**Announcement of merger by absorption**

Pursuant to Article 43 of Law 3/2009 of 3 April, on corporate restructurings ("**Law on Restructurings**"), it is hereby announced that the general meeting of shareholders of CaixaBank, S.A. ("**CaixaBank**"), held in the city of Valencia at second call on 3 December 2020, and the general meeting of shareholders of Bankia, S.A. ("**Bankia**"), held in the city of Valencia at first call on 1 December 2020, approved the joint draft terms of merger drawn up and signed by their respective boards of directors on 17 September 2020. The shareholders of both companies likewise approved the merger by absorption of Bankia by CaixaBank, which will entail the extinction, via dissolution without liquidation, of Bankia and the universal transfer of all of its assets to CaixaBank, which shall acquire all of the rights and obligations of Bankia by universal succession. As a result of the merger, the shareholders of Bankia will receive shares in CaixaBank as consideration for their stake under the terms of the joint draft terms of merger and as set out in the merger resolution.

The merger was ratified via the approval, at CaixaBank's general meeting of shareholders, of the balance sheet at 30 June 2020, as the merger balance sheet, and via the approval at Bankia's general meeting of shareholders of the half-yearly financial report required by applicable securities market law, said balance sheet also at 30 June 2020 and publicly disclosed by Bankia in accordance with Article 36.3 of the Law on Restructurings.

The effectiveness of the merger is conditional on fulfilment of the condition precedents that are set out in the joint draft terms of merger.

The joint draft terms of merger were posted on the websites of CaixaBank ([www.CaixaBank.com](http://www.CaixaBank.com)) and Bankia ([www.bankia.com](http://www.bankia.com)) on 18 September 2020 and could be downloaded and printed. The posting of the draft terms was recorded through two announcements published in the Official Gazette of the Companies Registry on 1 October 2020. A copy of the joint draft terms of merger was also voluntarily filed at the Companies Registry of Valencia on 2 October 2020. The filing at the Companies Registry was announced in the Official Gazette of the Companies Registry on 9 October 2020.

In accordance with Article 43 of the Law on Restructurings, the shareholders and creditors of each of the companies involved in the merger are reminded of their right to request and obtain the full text of the resolutions adopted, of Bankia's half-yearly financial report and of CaixaBank's merger balance sheet. All such documents are available at the respective registered offices of the companies and on the websites of CaixaBank ([www.CaixaBank.com](http://www.CaixaBank.com)) and Bankia ([www.bankia.com](http://www.bankia.com)).

Likewise, CaixaBank and Bankia creditors whose claims have not been sufficiently guaranteed under the terms of Article 44 of the Law on Restructurings may exercise their right to challenge the merger resolution during a period of one month running from publication of the last notice of merger.

In Valencia, on 3 December 2020. Jordi Gual Solé, Chairman of the Board of Directors of CaixaBank, S.A. and José Ignacio Goirigolzarri Tellaeche, Chairman of the Board of Directors of Bankia, S.A.