



## **AMENDMENT TO THE UNIVERSAL REGISTRATION DOCUMENT OF CAIXABANK, S.A. REGISTERED WITH THE OFFICIAL REGISTRIES OF THE COMISIÓN NACIONAL DE MERCADO DE VALORES ON 19 APRIL 2022**

This amendment (hereinafter, the "**Amendment**") to the Universal Registration Document of CaixaBank, S.A. (hereinafter, the "**Issuer**"), which has been drafted in accordance with Annex II of Regulation (EU) 2017/1129 of the European Parliament and of the Council and Annex 2 of Commission Delegated Regulation (EU) 2019/980 and registered with the Official Register of the Comisión Nacional del Mercado de Valores (hereinafter, the "**CNMV**") on 19 April 2022 under official entry 11225, has been prepared in accordance with article 9 of Regulation (EU) 2017/1129 of the European Parliament and of the Council.

This Amendment must be read jointly with the Universal Registration Document —its amendment registered with the CNMV on 3 May 2022, under official entry 11225-1— and, where applicable, with any amendment or supplement to such Universal Registration Document that the Issuer may publish in the future.

This Amendment was approved by the CNMV, acting as the competent authority by virtue of Regulation (EU) 2017/1129. The CNMV only approves this Amendment provided that it reaches the requirements of Regulation (EU) 2017/1129.

### **1. PERSONS RESPONSIBLE FOR THE INFORMATION**

Matthias Bulach, Head of Accounting, Control and Capital, for and on behalf of the Issuer, by virtue of the resolution adopted by the Board of Directors on 27 January 2022, assumes responsibility for the content of this Amendment.

Matthias Bulach declares that the information contained in this Amendment is, to the best of his knowledge, accurate and truthful and does not omit anything likely to affect its import.

### **2. AMENDMENT TO THE TABLE OF REFERENCES**

The table of references included in pages 3 to 7 of the URD has been subject to the following amendments:

- (i) The content of Chapter 5.3 (IMPORTANT EVENTS IN THE DEVELOPMENT OF THE ISSUER'S BUSINESS) is completed with the information included in subsection 4.1 of the section Supplementary Information to the URD
- (ii) In Chapter 18.6 (LEGAL AND ARBITRATION PROCEEDINGS), (a) the following reference has been eliminated "*From 31 December 2021 to the date of register of this document, there have been no changes or updates in the procedures reported in the consolidated financial statements that can have or have had in the recent past significant effects on the financial profitability or position of the issuer and/or of the Group.*"

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### **3. AMENDMENT TO SUBSECTION 4.1 OF THE SECTION SUPPLEMENTARY INFORMATION TO THE UNIVERSAL REGISTRATION DOCUMENT**

The following text is added to the end of subsection 4.1 of the section Supplementary Information to the URD:

#### **"2022-2024 Strategic Plan**

On 17 May 2022, CaixaBank presented its Strategic Plan 2022-2024 approved by the Board of Directors. This three-year strategic plan is structured around three strategic pillars: driving business growth; offering the best service quality and customer experience irrespective of the distribution channel; and strengthening CaixaBank's position as a European benchmark for sustainability.

These three strategic pillars will be carried out through two parallel channels which are referred to as "implementation enablers": (i) people and (ii) technology and operations.

With the new Strategic Plan 2022-2024, CaixaBank aims to achieve a level of profitability that exceeds its cost of capital, leveraging its leadership in retail banking in Iberia and resilience of core income during recent years of negative interest rates, supported by revenue diversification.

#### *Growing the business*

The first pillar of the Strategic Plan 2022-2024 is to drive business growth, both by widening and deepening relationships with customers, as well as via the build-up of so-called "ecosystems" which is how CaixaBank has rearranged its retail offering over the past few years (divided based on customer experiences, as opposed to the more traditional product focus).

The Strategic Plan 2022-2024 aims to maintain CaixaBank market leadership in Savings and Investment Solutions (the "Think of the Future" ecosystem, based on the provision of long-term savings solutions, where the Group has a 29.6% combined market share in mutual funds, pension plans and insurance as of March 2022, according to Inverco and ICEA data) and Protection Solutions (the "Sleep Soundly" ecosystem, for insurance products, where the Group had a 23.3% market share in life-risk insurance in 2021, according to ICEA data). In these two areas, CaixaBank is well positioned to continue to gain market share and to capture synergies, especially now that the value proposition can be extended to customers coming from Bankia.

When it comes to financing products (the "Enjoy Life" ecosystem), the Strategic Plan 2022-2024 envisions an improvement in new mortgage and consumer credit loan production compared to the 2019–2021 period. The levers to grow and strengthen these businesses include developing the offering and upgrading digital channels, and in addition:

- Mortgage loans: developing the "MyHome" ecosystem, which encompasses all the services associated with the homebuyer's experience, from the mortgage application to the post-purchase phase.
- Consumer financing: promoting own and third-party solutions; and leveraging on customer insights from proprietary data and analytics.

CaixaBank has a leading position in a dedicated "senior" ecosystem offering protection and savings solutions to senior citizens (45%/43% of Spanish residents aged 60 to 69 years/70 years or older are CaixaBank customers (source: *calculations by CaixaBank based on the Spanish census data compiled by the Instituto Nacional de Estadística*)). As longer life expectancy creates a need for a wider range of solutions, CaixaBank expects to meet the growing needs of this demographic group by strengthening its solutions offering, for instance in wealth protection or succession planning.

Moreover, the Strategic Plan 2022-2024 sets the objective of achieving leadership in the corporate, companies and SMEs segments, with specialized value propositions by business and sector, greater focus on financing working capital and transactional banking, and growth in international banking and CIB. In Portugal the ambition is to converge with the Group's profitability and efficiency

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targets. This involves a multi-faceted approach aimed at continuing to gain market share and maintaining the strong operating performance CaixaBank had since BPI's takeover, underpinned by several levers including: evolving the commercial model towards a more tailored offering with a focus on improving the customer experience; and stepping-up the digital transformation.

#### *Offering the best service quality and customer experience*

The second pillar of the Strategic Plan 2022-2024 is to offer the best service quality and customer experience irrespective of the distribution channel. This strategic pillar aims to drive operational and commercial efficiency.

CaixaBank has in recent years promoted its omni-channel distribution model, which combines in-person and remote customer service into an offering that is adapted to its clients' needs, both in terms of service quality and customer experience.

The key strategic initiatives around this strategic pillar for the years 2022-2024 include:

- To evolve the customer service model and the resources assigned to the various channels to adapt to new customer habits and trends.
- To offer the best customer experience by continuing to focus on the branch model in urban areas and maintaining the presence in rural areas more efficiently, and promoting remote (*inTouch*) and digital (*Now, imagin*) customer service to drive onboarding and digital sales among retail customers and businesses.
- To develop a new omni-channel measurement system for the management of the customer experience (NPS real-time, a "net promoter score" which is measured near real-time) that CaixaBank believes will allow it to better prioritise commercial initiatives.

#### *A benchmark in sustainability in Europe*

A number of initiatives will seek to strengthen CaixaBank's position as a European benchmark for sustainability, in particular:

- Leading and promoting the energy transition of companies and society by:
  - Mobilising €64 billion in sustainable financing which includes (i) new production of sustainable financing to customers; (ii) participation in sustainable bonds in which the Bank acts as placement agent (excluding own issues); and (iii) growing ESG assets under management; and
  - Disclosing 2030 decarbonisation targets for carbon-intensive sectors (as prioritised by the Net Zero Banking Alliance) by October 2022.
- Leading the way in generating positive social impact and in fostering financial inclusion by promoting microfinance solutions – mainly through Microbank – and by maintaining the commitment to rural areas.
- Promoting a culture of responsibility within the Group to remain a benchmark in corporate governance.

#### *The "implementation enablers" of people and technology*

These three strategic pillars will be carried out through two parallel channels which are referred to as "implementation enablers": (i) people and (ii) technology and operations.

#### *People: the best workplace in financial services*

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CaixaBank aims to continue promoting new ways of collaborative working and to strengthen remote working, focusing on further customer orientation and growth opportunities and increasing the number of specialists in all of its business segments. At the same time, CaixaBank aims to continue helping employees develop their potential with equality of opportunities while promoting a culture of meritocracy and diversity.

#### *Evolving the IT infrastructure to maintain operational excellence*

The second "implementation enabler" focuses on evolving technology and operations for both regulatory and business purposes with the objective of maintaining the flexibility, scalability and robustness of the IT architecture. The 2022-2024 priorities related to this "implementation enabler" include:

- To continue to pursue the application of advanced analytics across the organization to deploy faster, cheaper and more standardised solutions to (i) process ever-increasing volumes transactions and data more efficiently; (ii) develop new revenue models; and (iii) improve risk management processes; and
- To continue the steady migration of solutions and processes to the cloud network with the aim of (i) improving the time-to-market of projects and overall efficiency; and (ii) promoting the development of new capabilities, for instance digital marketing or advanced analytics.

#### **Share Buy-back Programme**

On 17 May 2022, CaixaBank announced the approval and initiation of a share buy-back programme (hereinafter, the "**Share Buy-back Programme**" or the "**Programme**"). The Share Buy-back Programme will be conducted pursuant to article 5 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (the "**Market Abuse Regulation**") and in the Commission Delegated Regulation (EU) 2016/1052 (the "**Delegated Regulation**") and pursuant to the resolutions adopted by the Ordinary General Shareholders' Meeting of 22 May 2020 and 8 April 2022, and will have the following characteristics:

- Purpose of the Share Buy-back Programme: reduce CaixaBank's share capital by redeeming treasury shares acquired under the Share Buy-back Programme
- Maximum investment: The Share Buy-back Programme will have a maximum monetary amount of €1,800 million
- Maximum number of shares: the maximum number of shares to be acquired during the execution of the programme will depend on the average price at which purchases take place, but will not exceed 10% of CaixaBank's share capital (806,064,703 shares)
- Term of the programme: The programme will have a maximum duration of 12 months from the date of this announcement. Nevertheless, CaixaBank reserves the right to terminate the Share Buy-back Programme if the maximum monetary amount is reached earlier or if any circumstance arises which should so advise or require
- Programme execution: Morgan Stanley Europe SE has been designated as Programme manager and will take its own decisions as to the timing in which it purchases shares, independently of the Company, complying at all times with the limits and conditions set out in the Regulations. More specifically, no more than 25% of the average daily volume of shares in the venue where the purchase takes place can be purchased on any given trading day, with the average daily trading volume of each trading venue corresponding to that of the 20 trading days prior to the date of each purchase
- Trading venues: The purchases will be carried out on the "Sistema de Interconexión Bursátil Español – Mercado Continuo" as well as in DXE Europe, Turquoise Europe and Acquis Exchange

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For the purpose of calculating the regulatory capital, and in accordance with the applicable prudential regulation, CaixaBank deducts the maximum monetary amount of €1,800 million from the moment it received approval from the supervisor. Solvency ratios as of 31 December 2021 and 31 March 2022, both historical and proforma for the Share Buy-back Programme, are set forth below:

	Close		Proforma with Share Buy-back Programme		Impact of the Share Buy-back Programme	
	31 December 2021	31 March 2022	31 December 2021	31 March 2022	31 December 2021	31 March 2022
<b>CET1 ratio</b>	13.14%	13.42%	12.31%	12.58%	-0.83%	-0.84%
<b>Tier 1 Ratio</b>	15.45%	15.75%	14.62%	14.91%	-0.83%	-0.84%
<b>Total Capital Ratio</b>	17.86%	17.94%	17.02%	17.09%	-0.83%	-0.84%
<b>Subordinated MREL Ratio (*)</b>	22.79%	23.06%	21.95%	22.22%	-0.83%	-0.84%
<b>MREL Ratio (*)</b>	25.75%	26.51%	24.91%	25.67%	-0.83%	-0.84%
<b>CET1 Ratio exIFRS9 TA</b>	12.82%	13.18%	11.98%	12.34%	-0.83%	-0.84%

Note: Regulatory ratios (including IFRS9 transitional arrangement), unless otherwise indicated.

(\*) March 2022 data includes, on a proforma basis, the two Senior Non-Preferred issuances issued in April (approx. €1,600 million).

The share repurchase transactions, as well as any amendment, temporary suspension, definitive interruption, or termination of the Share Buy-back Programme will be duly reported to the CNMV and to other authorities, as the case may be, in accordance with applicable regulations.

As a result of the execution of the Share Buy-back Programme, by 20 June 2022, CaixaBank acquired 135,888,468 shares for €451,595,181, equivalent to 25.1% of the maximum monetary amount.

#### **Early redemption call of Bankia, S.A. EUR 750,000,000 Perpetual Non-Cumulative Contingent Convertible Additional Tier 1 Preferred Securities**

On 24 May 2022 CaixaBank informed of its irrevocable decision to redeem early in whole the "Bankia, S.A. EUR 750,000,000 Perpetual Non-Cumulative Contingent Convertible Additional Tier 1 Preferred Securities", issued by Bankia (currently CaixaBank) on 18 July 2017, for an initial amount equal to the current outstanding principal amount of SEVEN HUNDRED AND FIFTY MILLION EUROS (€750,000,000), with ISIN code XS1645651909, admitted to trading on the Global Exchange Market of Euronext Dublin (the "Issue"), that qualified as Additional Tier 1 capital of CaixaBank and the Group, in accordance with the provisions set out in its terms and conditions, after the relevant consent from the ECB has been obtained.

The shares will be redeemed early in whole on 18 July 2022, coinciding with the First Remuneration Review Date, at 100% of their outstanding principal amount (€200,000 each), together with any accrued and unpaid remuneration, as set out in their terms and conditions."

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#### **4. INCORPORATION OF A NEW SUBSECTION 4.3 IN THE SECTION SUPPLEMENTARY INFORMATION TO THE UNIVERSAL REGISTRATION DOCUMENT**

A new subsection 4.3 is added in the section supplementary information to the URD with the following content:

##### **"4.3 Legal and arbitration proceedings**

The legal or arbitration proceedings that CaixaBank and the Group face are described in Notes 23.3 and 23.5 to the 2021 Consolidated Financial Statements. The information included therein in connection with certain proceedings is updated with the following information:

##### ***IRPH (Mortgage Loan Reference Index)***

"The criterion of the Spanish Supreme Court was endorsed by the Court of Justice of the European Union in two consecutive orders on 17 November 2021 (Cases C-655/20 and C-79/21).

Further, on 27 January 2022, the Spanish Supreme Court issued new decisions following the approach described above concerning clauses incorporating IRPH as the reference index for mortgages. These rulings once again confirm the Spanish Supreme Court's criterion in favour of the validity of these clauses and further clarified the controversy.

Two preliminary rulings have been recently handed down by the First Instance Court of Palma de Mallorca number 18, including one concerning CaixaBank and registered as Case 254/22. The European Court of Justice shall first decide if it admits the preliminary rulings handed down by the First Instance Court of Palma de Mallorca number 18 and then confirm the criterion established in the Judgement of 4 March 2020, and the orders of 17 November 2021 or otherwise establish a new criterion."

##### ***Litigation linked to consumer credit contracts ("revolving" cards) through the application of the Usury Repression Act of 1908, as a result of the Spanish Supreme Court Judgment dated 4 March 2020.***

"The ruling issued by the Valencia Provincial Court on 3 October 2021, by virtue of which it dismissed ASUFIN's appeal and upheld CaixaBank Payments and Consumer's appeal (consequently dismissed ASUFIN's claim in its entirety, partially overturning the first instance judgment), has been appealed to the Spanish Supreme Court.

On 4 May 2022, the Spanish Supreme Court issued a ruling confirming that a determination of usury requires comparing the agreed rate with the average rate expected for the specific product type. The ruling upholds the assessment made by the Provincial Court that deemed a rate of 24.5% not to be usury, since the record showed that on the contract date, rates similar to the one agreed were usual."

##### ***Ongoing investigation in Central Investigation Office No. 2 (PD 16/18)***

"The proceedings have been closed with respect to four CaixaBank employees. The investigation period finished on 29 January 2022, but the procedure is still in the pre-trial phase, and on 21 February 2022, two CaixaBank employees were examined as witnesses before the Central Investigation Court No. 2 (National High Court). The Judge has asked the public prosecutor to define the next steps to be taken. Once the public prosecutor lodges its petition, the Court will deliberate and rule. A new assessment shall be made following the decision of the Court."

##### ***Ongoing investigation in Central Investigation Office No. 6 (PD 96/17) Separate records No. 21***

"From CaixaBank's side, the Compliance Officer and the Head of Internal Audit recently provided depositions and clarified rules, procedures and controls applicable to the case, evidencing transparency and traceability of the records available.

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In light of the actions taken, on 2 June 2022 the Court again agreed to dismiss the case against CaixaBank. This ruling has been appealed by the parties to the action."

***Class action brought by the ADICAE association (floor clauses)***

"On 12 November 2018 the Provincial Court of Madrid issued a ruling ordering financial institutions to cease the application of floor clauses in consumer mortgage loans. This ruling has been appealed to the Spanish Supreme Court, which has agreed to submit several requests for a preliminary ruling, raising the point of whether the abusive nature of the floor clause due to a lack of transparency can be analysed in a class action."

**3. VALIDITY OF THE REST OF TERMS OF THE REGISTRATION DOCUMENT**

The incorporation of the changes set out in section 2 above does not entail the amendment to any other part of the Universal Registration Document of CaixaBank, S.A.

The Issuer declares that, as of the date of the first amendment to the Universal Registration Document, which was registered with the CNMV on 3 May 2022, there are no other events than those included in this Universal Registration Document that can significantly impact the Issuer.

In Barcelona, on 22 June 2022

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Matthias Bulach

On behalf of the Issuer