

## CAIXABANK, S.A. AUDIT AND CONTROL COMMITTEE

### ANNUAL REPORT ON THE 2022 MONITORING OF COMPLIANCE WITH THE INTERNAL PROTOCOL ON RELATIONSHIPS BETWEEN FUNDACIÓN BANCARIA CAIXA D'ESTALVIS I PENSIONS DE BARCELONA "LA CAIXA", CRITERIA CAIXA, S.A. SOCIEDAD UNIPERSONAL AND CAIXABANK, S.A

#### 1. Introduction

Article 43 of the Law on Savings Banks and Banking Foundations stipulates that any banking foundation with a share equal to or greater than 30% of a credit institution's capital, or a lesser holding enabling it to exercise control of the said credit institution in accordance with any of the terms of Article 42 of the Commercial Code, must draw up a protocol for managing the financial holding in the corresponding credit institution.

Fundación Bancaria Caixa d'Estalvis i Pensions de Barcelona "la Caixa" (hereinafter referred to as "Fundación Bancaria "la Caixa"") has an indirect holding in the share capital of CaixaBank, S.A. (hereinafter referred to as "CaixaBank" or "the Company") amounting to this percentage, and therefore has a Protocol for managing the financial holding.

This protocol envisages that Fundación Bancaria "la Caixa" must sign an internal protocol with CaixaBank establishing the relations framework between Fundación Bancaria "la Caixa" and Criteria Caixa, S.A., Sociedad Unipersonal (hereinafter referred to as "Criteria") as one party and CaixaBank as the other party. An Internal Relations Protocol was accordingly signed on 28 October 2021, with Fundación Bancaria "la Caixa" and Criteria as one party and CaixaBank as the other (hereinafter referred to as the "Relations Protocol" or the "Protocol"), substituting the previous protocol of 22 February 2018.

#### 2. Purpose of the Report

In accordance with Clause 7.2 (ii) of the Relations Protocol, the purpose of this Report is to describe the work carried out by CaixaBank's Audit and Control Committee (the "Committee") throughout the financial year 2022 with regard to the Relations Protocol. The aim of this is to achieve adequate coordination and transparency in CaixaBank's relationship with Criteria and Fundación Bancaria "la Caixa", particularly with regard to the services provided by the Fundación Bancaria "la Caixa" Group Companies to the CaixaBank Group Companies and vice versa.

#### 3. Work done by the Committee

##### 3.1. Non-financial services

The Audit and Control Committee has been regularly informed of the total amounts and breakdown of the non-financial services or transactions conducted in the financial year 2022, in line with section 3 of the Relations Protocol between Fundación Bancaria "la Caixa" and the CriteriaCaixa Group and the CaixaBank Group and in accordance with the internal approval framework established by CaixaBank for this type of transactions. In this regard, on exercising its supervisory functions the Committee has reviewed the provision of this type of services, their scope, description and amounts and, particularly, that they have been carried out under standard terms and with prices and/or fees established in general according to market conditions.

Also, during the 2022 financial year, on exercising its powers and in accordance with the Protocol, the Committee reported favourably to the Board of Directors on two transactions, one for the sale of a property and the other for rental services.

### 3.2. Financial services

With regard to the financial services with an impact on the profit and loss account of the CaixaBank Group, as presented in the CaixaBank Group's consolidated annual accounts for 2022, amounts of less than one million euros have been accrued as a result of standard transactions, in line with previous years.

## 4. Information Flows

The information submitted to Criteria and Fundación Bancaria "la Caixa" by CaixaBank has been drawn up in accordance with the provisions of the Relations Protocol and the Management Protocol, to enable them to carry out their management planning and control functions and fulfil their obligations as supervised entities.

These legal obligations include drawing up their financial statements, compliance with their regular reporting and supervisory obligations with regard to the European Central Bank, the Bank of Spain, the Spanish Securities Market Commission and other supervisory authorities, analysis and monitoring of fiscal aspects deriving from the fact that they belong to the same tax group, Fundación Bancaria "la Caixa"'s obligation to draw up a financial plan, analysis of compliance with the prudential deconsolidation conditions and CaixaBank's monitoring of the risk concentration limit with regard to the associate companies of the Fundación Bancaria "la Caixa" Group.

## 5. CaixaBank Group and Fundación Bancaria "la Caixa" Group companies

Within the framework of the corporate transactions conducted by the CaixaBank Group and the Fundación Bancaria "la Caixa" Group in 2022, some companies have entered or left the respective scopes, due to acquisitions, transfers, mergers, demergers, dissolutions or company restructuring operations of any other type. Other companies have adapted their corporate names.

Annex 1 and Annex 2 are therefore attached to this document, the former containing the directory of companies making up the CaixaBank Group and the latter the directory of companies making up the Fundación Bancaria "la Caixa" Group, both at 31 December 2022. Both annexes were drawn up in accordance with the concept of a Group as set forth in Article 42 of the Code of Commerce.

Companies over which the CaixaBank Group has joint control or a significant influence have been excluded from Annex 1.

Barcelona, 22 March 2023

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Annex 1

CAIXABANK GROUP COMPANIES<sup>i</sup>

Company name	Shareholding (%) at 31/12/2022
Abside Capital SICAV S.A.	91
Alicante Capital SICAV S.A.	100
Aris Rosen, S.A.U.	100
Arquitrabe Activos, S.L.	100
Arrendadora de Equipamientos Ferroviarios, S.A.	85
BPI (Suisse), S.A.	100
BPI Gestão de Activos - Sociedade Gestora de Fundos de Investimento Mobiliário, S.A.	100
BPI Vida e Pensões - Companhia de Seguros, S.A.	100
Banco BPI, S.A.	100
Bankia Habitat, S.L.U.	100
Bankia Mediación, Operador de Banca de Seguros Vinculado, S.A.U.	100
BuildingCenter, S.A.U.	100
Caixa Capital Biomed S.C.R. S.A.	91
Caixa Capital Fondos Sociedad De Capital Riesgo S.A.	100
Caixa Capital Micro SCR S.A.	100
Caixa Capital Tic S.C.R. S.A.	81
Caixa Corp, S.A.	100
Caixa Emprendedor XXI, S.A.U.	100
CaixaBank Asset Management, SGIIC, S.A.U.	100
CaixaBank Brasil Escritório de Representação Ltda.	100
CaixaBank Equipment Finance, S.A.U.	100
CaixaBank Facilities Management, S.A.	100
CaixaBank Notas Minoristas, S.A.U.	100
CaixaBank Titulizacion S.G.F.T., S.A.U.	100
CaixaBank Wealth Management Luxembourg, S.A.	100
Caixabank Asset Management Luxembourg, S.A.	100
Caixabank Business Intelligence, S.A.U.	100
Caixabank Operational Services, S.A.	100
Caixabank Payments & Consumer, E.F.C., E.P., S.A.	100
Caixabank Tech, S.L.	100
Centro de Servicios Operativos e Ingeniería de Procesos, S.L.U.	100

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Coia Financiera Naval, S.L.	76
Corporación Hipotecaria Mutua, E.F.C., S.A.	100
El Abra Financiera Naval, S.L.	76
Estugest, S.A.	100
Gestión y Recaudación Local, S.L.	100
Gestión y Representación Global, S.L.U.	100
Grupo Aluminios de Precisión, S.L.U.	100
HipoteCaixa 2, S.L.	100
Hiscan Patrimonio II, S.A.U.	100
Hiscan Patrimonio, S.A.	100
Imaginersgen, S.A.	100
Inter Caixa, S.A.	100
Inversiones Coridith SICAV S.A.	100
Inversiones Corporativas Digitales, S.L.	100
Inversiones Inmobiliarias Teguse Resort, S.L.	60
Inversiones y Desarrollos 2069 Madrid, S.L.U., in liquidation	100
Livingcenter Activos Inmobiliarios, S.A.U.	100
Líderes de Empresa Siglo XXI, S.L.	100
Naviera Cata, S.A.	100
Negocio de Finanzas e Inversiones II, S.L.	100
Nuevo Micro Bank, S.A.U.	100
OpenWealth, S.A.	100
Participaciones y Cartera de Inversión, S.L.	100
PremiaT Comunidad Online, S.L.	100
Puertas de Lorca Desarrollos Empresariales, S.L.U., in liquidation	100
Puerto Triana, S.A.U.	100
Sa Nostra Compañía de Seguros de Vida, S.A.	100
Sercapgu, S.L.	100
Silc Inmobles, S.A.	100
Telefónica Consumer Finance E.F.C., S.A.	50
Tenedora Fintech Venture, S.A.U.	100
Unión de Crédito para la Financiación Mobiliaria e Inmobiliaria, E.F.C., S.A.U.	100
Valenciana de Inversiones Mobiliarias, S.L.U.	100
VidaCaixa Mediació, Sociedad de Agencia de Seguros Vinculada, S.A.U.	100
VidaCaixa, S.A. de Seguros y Reaseguros Sociedad Unipersonal	100
Wivai Selectplace, S.A.U.	100

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Annex 2

FUNDACIÓN BANCARIA "LA CAIXA" GROUP COMPANIES

Company name	Shareholding (%) at 31.12.2021
GrupCaixa, S.A.U.	100%
Saba Infraestructuras	100%
Infinitum Resort, S.A.U.	100%
Els Arbres de la Tardor	100%
CAIXAFORUM FILMS, S.L.	100%
CRITERIA CAIXA, S.A.U.	100%
Caixa Assistance, S.A.	100%
Club Caixa I, S.A.	100%
Caixa Podium I, S.A.	100%
Criteria Venture Capital	100%
Caixa Capital Risc SGEIC S.A.	100%
Inmo Criteria Arrendamiento, S.L.U.	100%
Inmo Criteria Arrendamiento II, S.L.U.	100%
Inmo Criteria Patrimonio, S.L.	100%
Inmo Criteria Caixa	100%
Inmo Criteria Arrendamiento III, S.L.U.	100%
Caixa Invierte Industria SCR	47%
Lumine Travel	100%
Caixa Invierte Biomed II	45%
Caixa Capital Micro II	57%
Caixa Capital TIC II	55%
Criteria Bio Ventures SICCC S.A.	100%
Criteria Venture Tech SICCC S.A.	100%
Caixa Invierte Start	42%
Criteria Industrial Ventures S.A.	100%
Clever Wave S.A.	100%
Proyecto Luciernaga S.A.	100%
Green Smoke S.L.	100%

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<sup>ii</sup> Note: In addition to the companies detailed in the Annex, the Group also has a 100% share capital holding in the following companies, which are inactive: Cestainmob, S.L.U.; GDS Grupo de Servicios I, S.A.; Tot Caixa, S.A.; Web Gestión 1, S.A.; Web Gestión 2, S.A.; Web Gestión 3, S.A.; Web Gestión 4, S.A.; Cartera de Participaciones SVN, S.L.; Web Gestión 7, S.A.; Gestión Global de Participaciones, S.L.U.; Inmogestión y Patrimonios, S.A., Valoración y Control, S.L. and Telefónica Renting, S.A. Similarly, the following companies in which the Group has a 100% share capital holding are currently in liquidation: Inmobiliaria Piedras Bolas, S.A. de C.V.; Playa Paraíso Maya, S.A. de CV.; Inmacor Desarrollos, S.A. de C.V.; Proyectos y Desarrollos Hispanomexicanos, S.A. de CV.; Grand Coral Property and Facility Management. S.A., de CV; Tubespa, S.A., Costa Eboris, S.L.U. and Encina de los Monteros, S.L.U. Another subsidiary of the company is the holding Habitat Dos Mil Dieciocho, S.L., which is currently in liquidation. Finally, CaixaBank and other holdings of the CaixaBank Group are joint entities participating in the “La Caixa” Group Joint Prevention Service.