



Report on the activities of the CaixaBank, S.A. Appointments and Sustainability Committee for the 2022 financial year

December 2022

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This Activity Report was drawn up by the Appointments and Sustainability Committee of CaixaBank, S.A. (hereinafter referred to as the "Committee") on 15 December 2022, in compliance with the provisions of the Company's By-laws and Regulations of the Board of Directors, submitted for approval by the Board of Directors of CaixaBank, S.A. (hereinafter, "CaixaBank" or the "Company") at its meeting on 22 December 2022.

This Report will be available for consultation on CaixaBank's corporate website (www.caixabank.com) together with all other documentation made available to the shareholders by the Company for the 2023 Ordinary General Meeting.

During 2022, the Committee has furthered and consolidated the performance of its functions, acting within the scope of its responsibility at all times, adopting all the necessary resolutions and issuing all the relevant reports in accordance with current legislation or which have been expressly requested.

1. Regulation

The Appointments and Remuneration Committee was created on 20 September 2007 by a resolution of the Board of Directors. On 25 September 2014, the Board of Directors decided to separate this Committee, renaming it the Appointments Committee and creating a separate Remuneration Committee.

Subsequently, on 14 May 2021, the Ordinary General Shareholders' Meeting of CaixaBank resolved to amend the Company's By-Laws, changing the name of the Committee (renamed the "Appointments and Sustainability Committee") and strengthening its powers with regard to matters of sustainability and assuming new functions to oversee sustainability aspects in the entity's activities, as well as approving CaixaBank's sustainability policy.

The powers attributed to the Committee and its rules of procedure are set out in article 40.5 of the Company's By-Laws and article 15 of the Regulations of the CaixaBank Board of Directors.

Until now it has not been deemed necessary for the Committee to have its own regulations, as the Committee's rules of procedure are sufficiently detailed in the Rules of Procedure of the Board of Directors.

2. Composition

As of December 2022, the Committee's composition was as follows:

Member	Position	Type	Date of first appointment to the Committee
Mr. John S. Reed	Chairman	Independent	01-02-2018 ¹
Mr. Francisco Javier Campo García	Committee Member	Independent	30-03-2021
Mr. Eduardo Javier Sanchiz Irazu	Committee Member	Independent	22-05-2020 ²
Ms. María Amparo Moraleda Martínez	Committee Member	Independent	17-02-2022

Mr. Fernando Maria Costa Duarte Ulrich	Committee Member	Other external	30-03-2021
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¹ Appointed Chairman on 1 February 2018.

² Re-elected on 8 April 2022.

Table 1: Members of the Appointments and Sustainability Committee

The Appointments and Sustainability Committee currently consists of a total of 5 members, 4 of whom are independent directors and 1 of whom is an external director. On 17 February 2022, Ms Amparo Moraleda joined as a member of the Committee, increasing the number of its members by one, in recognition of her recognised track record, as well as her previous experience as a member of appointments committees and her cross-participation with the Remuneration Committee, of which she is Chairwoman.

As of December 2022, the diversity of the Committee’s composition is as shown in the following charts:

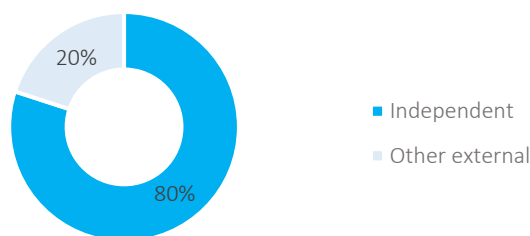


Chart 1: Category of directors on the Appointments and Sustainability Committee

The Committee members were chosen in accordance with their knowledge and experience. Overall, the Committee members have the necessary expertise to perform their duties therein. For information purposes, the Company's website, www.caixabank.com, includes the professional background of each member of the Committee.

With regard to gender diversity, the percentage of women on the Committee is currently 20% of the members:

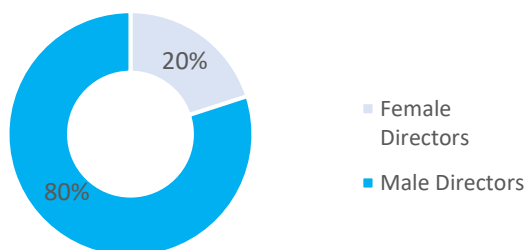


Chart 2: Gender diversity on the Appointments and Sustainability Committee

Also, the Directors’ seniority on the Committee as of 31 December 2022 is as follows:

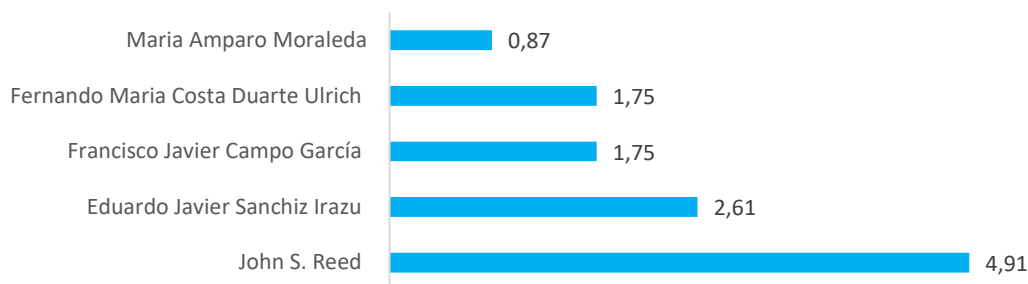


Chart 3: Years in office as members of the Appointments and Sustainability Committee

With regard to the cross-participation of members of the Committee on other Board committees, Mr Francisco Javier Campo García is also a member of the Audit and Control Committee; Mr Fernando Maria Costa Duarte Ulrich is also a member of the Risk Committee; Mr Eduardo Javier Sanchiz Irazu is both Chairman of the Risk Committee and a member of the Audit and Control Committee; and Ms María Amparo Moraleda is also Chair of the Remuneration Committee, a member of the Executive Committee and a member of the Innovation, Technology and Digital Transformation Committee. Furthermore, the Chairman of the Appointments and Sustainability Committee, Mr. John. S. Reed also holds the position of Coordinating Independent Director of the CaixaBank Board of Directors.

Member	Executive Committee	Audit and Control C.	Remuneration Committee	Risks C.	Innovation, Technology and Digital Transformation Committee
Mr. John S. Reed					
Mr. Francisco Javier Campo García		Committee Member			
Mr. Eduardo Javier Sanchiz Irazu		Committee Member		Chairman	
Ms. María Amparo Moraleda	Committee Member		Chairwoman		Committee Member
Mr. Fernando Maria Costa Duarte Ulrich				Committee Member	

Table 2: Cross-participation members of the Appointments and Sustainability Committee

In accordance with Article 15.4.(i) of the Rules of Procedure of the Board of Directors, the position of Secretary and Deputy Secretary of the Committee is held by the Secretary of the Board of Directors of CaixaBank and the First Deputy Secretary of the Board of Directors of CaixaBank, respectively, with the right to speak but not to vote.

3. The Committee's Functioning

(i) Preparation

In order to prepare the Committee's meetings, its members are provided with the documentation for the meeting (draft agenda, presentations, reports, minutes of the previous meetings and any

other supporting documentation) sufficiently in advance of each meeting, using specially designed computer tools to ensure the confidentiality of the information.

In addition, the Committee establishes an annual planification which is adapted to the needs that arise during the year, providing documentation at each session related to the monitoring of such planning, keeping track of requests for information from its members, as well as, monitoring the agreements and decisions made.

(ii) Attendance

In accordance with its regulations, the Committee meets as necessary for the correct performance of its functions. Its meetings are convened at the initiative of its Chairman or at the request of two of the members of the same Committee or whenever the Board of Directors or its Chairman request the submission of a report or the adoption of a proposal.

During the 2022 financial year, the Committee held 11 meetings, conducted entirely via telematic means. In addition, a written, out-of-session meeting of the Committee took place on 6 April 2022.

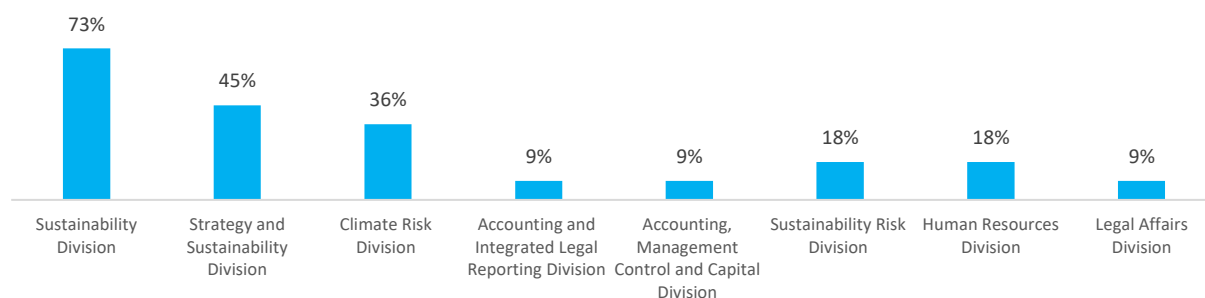
More specifically, the attendance of its members by telematic means at the meetings of the Committee during 2022 was as follows:

Members	Attendance/Number of meetings	Delegations
Mr. John S. Reed	11/11	-
Mr. Francisco Javier Campo García	10/11	1
Mr. Fernando Maria Costa Duarte Ulrich	11/11	-
Ms. María Amparo Moraleda	9/11 ¹	-
Mr. Eduardo Javier Sanchiz Irazu	10/11	1

Table 3: Attendance of the members of the Appointments and Sustainability Committee

During the sessions, limiting their presence to those items on the agenda within their sphere of competence and in order to inform the members of the Committee, the Director of Sustainability (member of the Management Committee) and members of his team (Director of Strategy and Sustainability, Director of Sustainability Risks, Director responsible for Climate Risk); the Director of Accounting, Management Control and Capital (member of the Management Committee) and members of his team (Director of Accounting and Integrated Legal Reporting); the Director of Human Resources (member of the Management Committee) and the Director of Legal Advisory Services, all attended as guests. The following chart reflects the areas that regularly attend the Committee meetings.

¹ Ms. María Amparo Moraleda joined the Appointments Committee on 17/03/2022.



Graph 4: Attendance by CaixaBank's departments

(iii) Conduct of meetings

The Committee's regime considers that it shall be validly constituted with the attendance, present or represented, of the majority of its members, who may delegate representation to another member. Resolutions are adopted by majority vote of the members attending in person or by proxy, and minutes of the resolutions adopted at each meeting are taken.

The Committee may request the attendance at its meetings of persons who, within the organization, have duties related to its functions, in order to receive the necessary advice to form its' opinion on matters within its competence. Such attendances are channelled through the Secretary of the Board of Directors.

There is constant involvement, discussion and debate between the Committee members on all the items dealt with at the Committee meetings, counting with the Directors providing different views on each matter.

(iv) Reporting to the Board of Directors

The Committee, via its Chairman, reports on its activities and work during the meetings of the Board of Directors and, where appropriate, makes recommendations to the Board of Directors on policies or other specific issues.

Likewise, the minutes of the Committee meetings along with the appended documents are made available to all Directors, therefore providing all pertinent explanations at the Board of Directors' meetings.

4. Fulfilment of Duties

The Committee has carried out the following activities in compliance with the basic functions established in Article 15.2 of the Regulations of the Board of Directors of CaixaBank:

(i) Selection, diversity and evaluation of the suitability of directors, members of senior management and other key positions.

- At the beginning of the year, the Committee reported favourably and submitted an update to the Board with minor changes to the *Policy on Selection, Diversity and Evaluation of the suitability of directors and members of senior management and other*

holders of key positions in CaixaBank and its Group, as well as the Procedural Protocol for evaluating the suitability and appointments of directors and members of senior management and other holders of key positions.

- Also, as a result of the self-assessment exercise on the operation of the Board and its Committees for the 2021 financial year, and in accordance with the improvements in the operation of the Board and its Committees to be implemented during 2022, an agreement was reached to improve gender diversity in the composition of the Appointments and Sustainability Committee, with a proposal to appoint Ms Maria Amparo Moraleda Martinez, and the other improvements were monitored during the financial year.
- In relation to the proposals for the re-election of Mr Tomás Muniesa Arantegui and Mr Eduardo Javier Sanchiz Irazu to be submitted to the General Shareholders' Meeting held on 8 April 2022, it concluded that both directors continued to meet the necessary conditions of suitability to hold their posts, evaluating in particular their performance since their initial appointment as directors of CaixaBank, agreeing to propose to the Board, for submission to the General Shareholders' Meeting, the re-election of Mr Eduardo Javier Sanchiz Irazu as an independent director of CaixaBank and, at the proposal of the "la Caixa" Banking Foundation and Criteria Caixa S. A.U., issued a favourable report on the re-election of Mr Tomás Muniesa Arantegui as proprietary director.
- In accordance with the *Policy for the Selection, Diversity and Assessment of the Suitability of Directors, Senior Management and Other Key Positions in CaixaBank and its Group*, during the year the Committee followed the procedure for the appointment of a new director at the next General Shareholders' Meeting in 2023, to fill the vacancy on the Board of Directors, which arises due to the expiry next year of John Reed's current term as a director of CaixaBank, twelve years after his initial appointment. The Committee also submitted a proposal to the Board for the appointment of a new Lead Independent Director with effect from the end of John Reed's current term of office.
- The annual self-assessment exercise on the functioning of the Board and its Committees for 2022, in accordance with recommendation 36 of the *Code of Good Governance for Listed Companies* of the CNMV, was carried out with the assistance of external advisor Korn Ferry. The conclusions, set out in the pertinent self-assessment report, have been submitted to the Board for approval, together with the Improvement Plan to be implemented during the next financial year 2023. At the same time, the Committee analysed the qualitative and quantitative composition and diversity of the Board, verifying annual compliance with the Selection and Diversity Policy and reviewing the matrix of knowledge and experience of the members of the Board of Directors, agreeing to introduce the evaluation of experience and knowledge in environmental matters.
- In addition, the Committee carried out a continuous individual periodic assessment of the suitability of all the directors, as well as of the senior management of the Bank and other holders of key positions, concluding that all of them continued to be suitable for the exercise of their corresponding duties and functions.

- Lastly, the CaixaBank Executive Committee, in accordance with its Protocol on the appointment of directors in subsidiaries of the CaixaBank Group, informed the Committee of the resolutions adopted regarding appointments, terminations and re-elections in the Group's most significant subsidiaries.

(ii) Succession Plans

- During the year, the Succession Plans for the Chairman and CEO and the Coordinating Independent Director and other key positions on the Board, as well as for the members of the Management Committee, were reviewed and updated.

(iii) Corporate governance, annual verification of directors' status

- In compliance with its duty to supervise and control the proper functioning of the Company's corporate governance system, the Appointments and Sustainability Committee examined the draft Annual Corporate Governance Report (ACGR) for the year 2022 and reported it favourably to the Board. It also analysed and confirmed the classification of directors in accordance with article 529-twelfth of the Capital Companies Act (executive, independent, proprietary or other external). The Committee subsequently reviewed the response to the request received from the Spanish Securities and Exchange Commission regarding the ACGR.
- The Committee was also informed that CaixaBank had obtained the Good Corporate Governance Index Certification issued by AENOR, with the maximum rating of G++.
- The Committee also examined and submitted to the Board the proposal to amend the Articles of Association and the Rules of Procedure for the General Meeting of Shareholders, which was approved by the General Meeting of Shareholders held on 8 April 2022. It also agreed to make a proposal to the Board to amend the Board of Directors' Regulations in order to, among other things, limit the term of office of the Lead Independent Director, allowing only one re-election.

(iv) Non-financial information

- The Committee agreed upon the 2021 Sustainability Report, Socio-economic impact and contribution to the SDGs (Sustainable Development Goals) of the United Nations and submitted it to the Board of Directors. This report is a dissemination report with an infographic approach that summarises the main non-financial information included in the CaixaBank Group's Consolidated Management Report, with the aim of being useful to the Company's stakeholders.
- It also reviewed the non-financial information included in the *2021 Consolidated Management Report*, which was verified by Internal Audit.

(v) Sustainability / Corporate Social Responsibility Policies and Sustainability Master Plan

- In this area, the Commission has reported favourably on the proposal to update the *CaixaBank Human Rights Principles*, which were first adopted in 2019. The *Corporate Sustainability/Corporate Social Responsibility Policy*, was also submitted to the Board for approval, combining the *Corporate Social Responsibility Policy* and the *Environmental and*

Energy Management Principles into a single document. The *Corporate Sustainability Risk Management Policy/ESG* was also favourably reviewed and submitted to the Board for approval. In the area of investment services and, more specifically, discretionary portfolio management and investment advisory services, the *Long-term engagement policy in relation to discretionary portfolio management* and the *Corporate framework for the integration of ESG risks in discretionary portfolio management and investment advisory services* and the Statement of significant adverse investment events in discretionary portfolio management were approved and submitted to the Board of Directors. Lastly, the Committee reported on the update of CaixaBank's 2019 climate change statement.

- Sustainability Master Plan 2022-2024. Throughout the year, the Committee has been briefed on compliance with the Plan that was approved in December 2021 and which is part of the Company's Strategic Plan.

(vi) Climate and environmental risks

- The Committee has monitored and reported favourably on the decarbonisation commitments undertaken as a member of the Net Zero Banking Alliance (NZBA) since April 2021, with a commitment to achieve net zero emissions by 2050. To this end, the Company has established decarbonisation targets for the loan portfolio, prioritising two of the most CO₂-intensive sectors: electricity and oil and gas.
- In this area, the Committee reported on and submitted to the Board for approval the first CaixaBank climate report containing CaixaBank's environmental strategy and the first sectoral decarbonisation targets for its loan portfolio. The report is available on the Company's website.
- The Commission has also been informed of all interactions with the ECB within the framework of the thematic review of climate and environmental risks.
- Lastly, the Committee was informed of the positive results obtained by the Company in the first Climate Stress Test exercise carried out by the ECB, although it is committed to continue to make further progress in this area.

5. Annual assessment of the Committee's functioning

This report was drawn up in accordance with Article 529 *nonies* of the Spanish Capital Companies Act (*Ley de Sociedades de Capital*), as part of the Board of Directors' obligatory annual assessment of its operation and that of its Committees.

During the 2022 financial year, the Committee considers that the frequency and duration of the meetings held were generally appropriate for its correct performance and for advising the Board of Directors.