



**REPORT BY THE BOARD OF DIRECTORS OF CAIXABANK, S.A.  
ON THE PROPOSAL FOR RE-ELECTION AND APPOINTMENT OF  
DIRECTORS**

**Board of Directors – February 16, 2023**

## I. PURPOSE OF THE REPORT

This report was drawn up by the Board of Directors of CaixaBank, S.A. (hereinafter referred to as “CaixaBank” or the “Company”), in accordance with Article 529.*decies* of the Spanish Corporation Law (*Ley de Sociedades de Capital*), which requires an explanatory report to be drawn up evaluating the skill, experience and merits of the persons whose re-election or appointment is submitted for approval by the Company's General Shareholders' Meeting, called for 30 March 2023 on first call and for the following day on second call, under Agenda items 6.1<sup>º</sup>, 6.2<sup>º</sup>, 6.3<sup>º</sup> y 6.4<sup>º</sup>.

In accordance with the provisions of Article 529.*decies* of the Spanish Corporation Law, the re-election of Mr. Gonzalo Gortázar Rotaèche as an executive Director for a period of 4 years is submitted to the General Shareholders' Meeting, following a favourable report by the Appointments and Sustainability Committee.

Secondly, on proposal by the Appointments and Sustainability Committee, the re-election to the Board of Directors of Ms. Cristina Garmendia Mendizábal and Ms. María Amparo Moraleda Martínez, in the category of independent Directors, for a period of four years, is submitted to the General Meeting.

Also, the appointment of Mr. Peter Löscher, in the category of independent Director, is submitted to the General Shareholders' Meeting on proposal by the Appointments and Sustainability Committee, in order to fill the vacancy arising from the non-renewal of the directorship of Mr. John S. Reed, who is about to complete the 12 year continued term as independent Director.

Both the reports and the proposals of the Appointments and Sustainability Committee are included as annexes to this report.

Additionally, for the purposes of Article 518 e) of the Spanish Corporation Law, this report contains information on the identity, curriculum and category of each of the Directors whose appointment or re-election is proposed, and it will be published together with the annexed proposals and report by the Appointments and Sustainability Committee on the Company's website as part of the documentation on the General Meeting.

Lastly, in accordance with Article 540.4.c) 8 of the Spanish Corporation Law, it is hereby informed that the re-election proposals submitted for approval by the General Meeting have taken into consideration and valued the diversity targets established in the *Policy for Selection, Diversity and Suitability Assessment of Directors and Senior Management Members and Other Key Function Holders of Caixabank and its Group*, attributing special weight to the aim of favouring diversity of gender, knowledge, training and professional experience, age and geographical origin in the overall composition of the Board, avoiding any kind of discrimination.

In particular, the target of the number of female Directors always accounting for at least 40% of the total members of the Board of Directors was taken into consideration in the proposals for appointment and re-election, as established in Recommendation 15 of the current Code of Good Governance for Listed Companies. Specifically, the re-election proposals submitted to the General Meeting determine that the percentage of female Directors will continue to account for 40% of the total members of the Board of Directors.

Also, the proposals submitted maintain the current proportion of independent Directors, accounting for 60% of the total members of the Board of Directors of CaixaBank, in accordance with best corporate governance practices and as stipulated in recommendation 16 of the Code of Good Governance, by virtue of which the number of independent Directors must represent at least half the total number of Directors.

## II. RE-ELECTION OF MR. GONZALO GORTÁZAR ROTAECHE (AGENDA ITEM 6.1<sup>º</sup>)

### **Professional profile and biographical data**

Gonzalo Gortázar was born in Madrid in 1965 and has been the Chief Executive Officer of CaixaBank since June 2014.

He has a Degree in Law and Business Studies from the Pontifical University of Comillas (ICADE) and a Master's degree in Business Administration with distinction from INSEAD.

He is currently also a Director of Banco BPI, S.A. (Portugal). Likewise, he has recently been appointed the non-executive Chairman of CaixaBank Payments & Consumer, E.F.C., E.P., S.A., this appointment being subject to verification of his suitability as a Director by the competent banking supervisor. Both companies form part of the CaixaBank Group and are subsidiaries wholly owned by the parent company, CaixaBank.

He was CaixaBank's Managing Director of Finance until his appointment as Chief Executive Officer in June 2014. Prior to this, he was the Senior Managing Director of Criteria CaixaCorp from 2009 to June 2011. From 1993 to 2009 he worked at Morgan Stanley in London and Madrid, holding several positions in the Investment Banking Division, heading the Financial Institutions Group in Europe until he joined Criteria in mid-2009. Before this he held several positions at Bank of America in Corporate and Investment Banking.

He has been the Chairman of VidaCaixa, the First Vice-Chairman of Repsol and a Director of Grupo Financiero Inbursa, Erste Bank, SegurCaixa Adeslas, Abertis, Port Aventura and Saba.

### **Directorship category**

With regard to his classification on the Board of Directors of CaixaBank, Gonzalo Gortázar has the status of Executive Director, as he performs senior management functions at the company.

### **Assessment of experience, skill and merit**

The Appointments and Sustainability Committee has verified that Gonzalo Gortázar meets the suitability requirements referred to in Article 24 of Law 10/2014, Articles 30, 31 and 32 of Royal Decree 84/2015, of 13 February, implementing Law 10/2014 and article 32 of Bank of Spain Circular 2/2016, of February 2: business and professional integrity, appropriate knowledge, skills and experience and readiness to exercise good governance of the Company, and he is not subject to any incompatibilities, prohibitions or conflicts of interest.

The Board of Directors endorses the report issued by the Appointments and Sustainability Committee and considers that Gonzalo Gortázar has suitable experience, skill and merits to hold the position of Director. Special consideration is given to his sound financial knowledge, his extensive professional experience in the banking sector in Spain and abroad and, especially, the performance of his duties as the Chief Executive Officer of CaixaBank since his appointment in June 2014. Having held this position continuously for more than eight years, Gonzalo Gortázar has shown his leadership and management skills, as the main person responsible for the day-to-day management of the CaixaBank Group.

### **Proposal**

To re-elect Mr. Gonzalo Gortázar Rotaecche as a member of the Board of Directors, as an executive Director, for the statutory period of four (4) years, following a favourable report by the Appointments and Sustainability Committee.

### **III. RE-ELECTION OF MS. CRISTINA GARMENDIA MENDIZÁBAL (ITEM 6. 2º)**

#### **Professional profile and biographical data**

Cristina Garmendia was born in San Sebastián in 1962 and has been a member of the Board of Directors of CaixaBank since June 2019.

She has a degree in Biological Sciences, specialising in Genetics, and a PhD in Molecular Biology from the Severo Ochoa Molecular Biology Centre of the Autonomous University of Madrid. She also has an MBA from the IESE Business School of the University of Navarra.

She is currently a Director of Ysios Capital and an independent Director of Compañía de Distribución Integral Logista Holdings, S.A. and Mediaset.

She is the Chairwoman of the COTEC Foundation and as such she is a member of the Board of Trustees of the Pelayo, España Constitucional and SEPI Foundations and a member of the Advisory Board of the Spanish Association against Cancer, the Women for Africa Foundation, the UNICEF Spanish Committee, also being a member of the Advisory Board at Integrated Service Solutions, S.L. and S2 Grupo de Innovación en Procesos Organizativos, S.L.U., among others.

She was formerly the Executive Vice-Chairwoman and Finance Manager of the Amasua Group. She has also been a member of the governing bodies of companies including Genetrix, S.L. (Executive Chairwoman), Sygnis AG (Chairwoman of the Supervisory Board), Satlantis Microsats (Chairwoman) and Science & Innovation Link Office, S.L. (Director), and an Independent Director at Naturgy Energy Group, S.A. (formerly Gas Natural, S.A.) and Corporación Financiera Alba and Pelayo Mutua de Seguros.

She was the Minister of Science and Innovation of the Spanish Government throughout the whole of the 9th Parliamentary Term, from April 2008 to December 2011, and Chairwoman of the Association of Biotechnology Companies (ASEBIO) and a member of the Managing Board of the Spanish Confederation of Business Organisations (CEOE).

#### **Directorship category**

As to her classification on the Board of Directors of CaixaBank, Cristina Garmendia has the status of independent Director, as she meets the requirements established in section 4 of Article 529 *duodecies* of the Spanish Corporation Law.

#### **Assessment of experience, skill and merit**

The Appointments and Sustainability Committee has verified that Cristina Garmendia meets the suitability requirements referred to in Article 24 of Law 10/2014, Articles 30, 31 and 32 of Royal Decree 84/2015, of 13 February, implementing Law 10/2014 and article 32 of Bank of Spain Circular 2/2016, of February 2: business and professional integrity, appropriate knowledge, skills and experience and readiness to exercise good governance of the Company, and he is not subject to any incompatibilities, prohibitions or conflicts of interest.

The Board of Directors endorses the proposal by the Appointments and Sustainability Committee and considers that Cristina Garmendia has suitable experience, skill and merits to hold the position of Director. In particular, the Committee highly values the Ms. Garmendia's performance of her duties as an independent Director since her appointment on 21 February 2019, especially her involvement and performance as a member of the Audit and Control Committee, the Remuneration Committee and the Innovation, Technology and Digital Transformation Committee, and also her professional career in the field of scientific research, her public sector experience at the Ministry of Science and Innovation of the Spanish

Government and in positions on the governing bodies of various companies in different sectors.

### **Proposal**

To re-elect Ms. Cristina Garmendia Mendizábal as a member of the Board of Directors, as an independent Director, for the statutory period of four (4) years, on proposal by the Appointments and Sustainability Committee.

## **IV. RE-ELECTION OF MS. MARÍA AMPARO MORALEDA MARTÍNEZ (ITEM 6. 3º)**

### **Professional profile and biographical data**

María Amparo Moraleda was born in Madrid in 1964 and has been a member of the Board of Directors of CaixaBank since 2014.

She has a degree in Advanced Industrial Engineering from ICAI and in General Management from IESE.

She is an independent Director at several companies: Airbus Group, S.E. (since 2015), Vodafone Group (since 2017) and A.P. Møller-Mærsk A/S A.P. (since 2021).

She is also a member of the Advisory Board of the following companies: SAP Ibérica (since 2013), Spencer Stuart (since 2017), Kearney (since 2022) and ISS Spain. She was formerly a member of the Governing Council of Spain's Higher Scientific Research Council (CSIC), from 2011 to 2022.

Between 2012 and 2017 she was a member of the Board of Directors of Faurecia, S.A. and a member of the Advisory Board of KPMG Spain (since 2012), and between 2013 and 2021 she was a member of the Board of Directors of Solvay, S.A.

She was Chief Operating Officer for the International Division of Iberdrola with responsibility for the United Kingdom and the United States, between January 2009 and February 2012. She also managed Iberdrola Ingeniería y Construcción from January 2009 to January 2011.

She was Executive Chairperson of IBM for Spain and Portugal between July 2001 and January 2009, extending the area under her responsibility to Greece, Israel and Turkey from July 2005 to January 2009. Between June 2000 and 2001 she was a deputy executive to the Chairman of IBM Corporation. From 1998 to 2000 she was the Managing Director of INSA (a subsidiary of IBM Global Services). From 1995 to 1997 was HR Director for EMEA at IBM Global Services and from 1988 to 1995 she held various professional and management positions at IBM Spain.

She is a member of various Boards of Trustees and Boards of Directors of different institutions and bodies, including the Andalusian Academy of Social Sciences and the Environment, the Board of Trustees of MD Anderson International Spain, the Vodafone Foundation, the Airbus Foundation and the Curarte Foundation.

In December 2015, she was appointed a full member of the Royal Spanish Academy of Economic and Financial Sciences.

In 2005 she became a member of the Hall of Fame of the organisation Women in Technology International (WITI), which acknowledges the people in business and technology who have contributed the most to women's incorporation and contribution to technology development worldwide. She has also received several awards: the Leadership through Values Award (Fundación FIGEVA - 2008), the Javier Benjumea Award (Association of Engineers ICAI - 2003) and the Excellence Award (the Spanish Federation of Women Managers, Executives, Professionals and Businesswomen - Fedepe - 2002).

**Directorship category**

As to her classification on the Board of Directors of CaixaBank, María Amparo Moraleda has the status of independent Director, as she meets the requirements established in section 4 of Article 529 *duodecies* of the Spanish Corporation Law.

It is hereby noted that on April 24, 2026, Ms. Moraleda will have completed 12 years since her first appointment as director of CaixaBank, therefore, in the case that, by that time, she maintains her post as member of de Board of Directors, she will be reclassified to the category of “other external” director.

**Assessment of experience, skill and merit**

The Appointments and Sustainability Committee has verified that María Amparo Moraleda meets the suitability requirements referred to in Article 24 of Law 10/2014, Articles 30, 31 and 32 of Royal Decree 84/2015, of 13 February, implementing Law 10/2014 and article 32 of Bank of Spain Circular 2/2016, of February 2: business and professional integrity, appropriate knowledge, skills and experience and readiness to exercise good governance of the Company, and she is not subject to any incompatibilities, prohibitions or conflicts of interest.

The Board of Directors endorses the proposal by the Appointments and Sustainability Committee and considers that María Amparo Moraleda has suitable experience, skill and merits to hold the position of Director. Her knowledge and experience in the business world, especially at technology companies, are of particular note, as is her proven track record as an independent Director at several companies in Spain and abroad. Ms. Moraleda’s excellent performance of her duties as an independent Director of CaixaBank since her appointment on 24 April 2014 is also highly valued, particularly her current work as the Chairwoman of the Remuneration Committee and a member of the Executive Committee, the Appointments and Sustainability Committee and the Innovation, Technology and Digital Transformation Committee, together with her work in the past as a member of the Risk Committee and the former Appointment Committee.

**Proposal**

To re-elect Ms. Amparo Moraleda Martínez as a member of the Board of Directors, as an independent Director, for the statutory period of four (4) years, on proposal by the Appointments and Sustainability Committee.

**V. APPOINTMENT OF MR. PETER LÖSCHER (ITEM 6.4º)****Professional profile and biographical data**

Peter Löscher was born in Austria in 1957. He studied Economy and Finance at the University of Vienna and Business Administration at the Chinese University of Hong Kong. He obtained a Master’s Degree in Business Management and Administration from the University of Vienna and completed the Advanced Management Program at Harvard Business School.

He is currently an independent non-executive Director of Telefonica, S.A. (Spain) and Chairman of the Supervisory Board of Telefónica Deutschland Holding AG (Germany), a member of the Supervisory Board of Royal Philips (the Netherlands), a non-executive Director of Thyssen-Bornemisza Group AG (Switzerland) and a non-executive member of the Board of Directors of Doha Venture Capital LLC (Qatar).

Prior to this he held the positions of Chairman of the Board of Directors of Sulzer AG (Switzerland) and Chairman of the Supervisory Board of OMV AG (Austria). From March 2014 to March 2016 he was the CEO of Renova Management AG (Switzerland), and he was Chairman and Chief Executive Officer of Siemens AG (Germany) between 2007 and 2013. He

was also the Chairman of Global Human Health and a member of the Executive Board of Merck & Co., Inc. (USA), Chairman and Chief Executive Officer of GE Healthcare BioSciences and a member of the Corporate Executive Board of General Electric (USA), and Chief Operating Officer and a member of the Board of Directors of Amersham Plc (UK). He has held hierarchical leadership positions at Aventis (Japan) and Hoechst (Germany and the UK).

Additionally, he held the position of Chairman of the Board of Directors of the Siemens Foundation and is a Member Emeritus of the Singapore Economic Development Board's Advisory Council. He is also a member of the Bocconi University International Advisory Council. He is an Honorary Professor at the University of Tongji (Shanghai), he has received an Honorary Doctorate in Engineering from the Michigan State University and also has an Honorary Doctorate from the Slovak University of Engineering of Bratislava. He holds the Grand Decoration of Honour in Gold for Services to the Republic of Austria and is a Knight Commander of the Order of Civil Merit of Spain.

### **Directorship category**

As to his classification on the Board of Directors of CaixaBank, Peter Löscher will have the status of independent Director, as he meets the requirements established in section 4 of Article 529 *duodecies* of the Spanish Corporation Law.

### **Assessment of experience, skill and merit**

The Appointments and Sustainability Committee has verified that Peter Löscher meets the suitability requirements referred to in Article 24 of Law 10/2014, Articles 30, 31 and 32 of Royal Decree 84/2015, of 13 February, implementing Law 10/2014 and article 32 of Bank of Spain Circular 2/2016, of February 2: business and professional integrity, appropriate knowledge, skills and experience and readiness to exercise good governance of the Company, and he is not subject to any incompatibilities, prohibitions or conflicts of interest.

The Board of Directors endorses the proposal by the Appointments and Sustainability Committee and considers that Peter Löscher has suitable experience, skill and merits to hold the position of Director. In particular, the Board very highly values his extensive career in prestigious multinational companies in the fields of industry, energy, telecommunications, banking and health.

Consequently, on the basis of the proposal by the Appointments and Sustainability Committee, the Board of Directors considers that Peter Löscher has suitable experience, skill and merits to hold the position of Director.

### **Proposal**

To appoint Mr. Peter Löscher as a member of the Board of Directors, as an independent Director, for the statutory period of four (4) years, on proposal by the Appointments and Sustainability Committee, in order to fill the vacancy arising from John S. Reed submitted resignation as Board member, effective at the conclusion of the Annual Shareholders Meeting.

Peter Löscher's appointment is subject to verification of his suitability as a Director by the competent banking supervisor. If this verification is not obtained, or by any other reason access to the post would not be possible, it is envisaged that the existing vacancy on the Board will be filled by either co-option of another candidate by the Board of Directors itself after the General Meeting has been held, or by appointing another candidate at a subsequent General Meeting, it is the will of the Shareholders Meeting to maintain the number of Board members in fifteen (15).

Valencia, February 16, 2023

## Annex 1

**Report submitted to the Board of Directors by the Appointments and Sustainability Committee of CaixaBank, S.A., in accordance with the provisions of Article 529. *decies* of the Spanish Corporation Law (*Ley de Sociedades de Capital*), regarding the proposal to re-elect Mr. Gonzalo Gortázar Rotaeche as an executive Director of CaixaBank S.A.**

Article 529. *decies* of the Spanish Corporation Law establishes that proposals to re-elect members of the Board of Directors must be accompanied by an explanatory report from the Board assessing the skill, experience and merits of the proposed candidate. In the case of non-independent Directors, such proposals must also be preceded by a report from the Appointments and Sustainability Committee.

In compliance with the above requirement, the Appointments and Sustainability Committee has agreed to the submission to the Board of Directors of this report on the re-election of **Gonzalo Gortázar Rotaeche** as a member of the Board of Directors of CaixaBank, S.A. (hereinafter referred to as “**CaixaBank**” or the “**Company**”), under the category of executive Director.

For this purpose, the Appointments and Sustainability Committee has studied the current composition of the Board of Directors and has determined that the Board in general has the sufficient knowledge, skill and experience in the governance of credit institutions to adequately understand the activities of CaixaBank with regard to which decisions must be made and its main risks, and to ensure the capacity for autonomous, independent decision-making in the interests of the Company.

In particular, the Committee very highly values Mr. Gortázar's performance of his duties as Chief Executive Officer of CaixaBank since his appointment in June 2014, which have shown his leadership and management skills as the as the main person responsible for the day-to-day management of the CaixaBank Group.

In accordance with this assessment and the provisions of Law 10/2014 of 26 June on regulation, supervision and solvency of credit institutions (hereinafter referred to as "Law 10/2014"), Royal Decree 84/2015, of 13 February, implementing Law 10/2014 of 26 June on regulation, supervision and solvency of credit institutions (hereinafter referred to as "RD 84/2015"), Bank of Spain Circular 2/2016 of February 2, regarding credit institutions' solvency and supervision completing the adaptation of Spanish legislation to Directive 2013/36/UE and Regulation (UE) nº 575/2013, and the *Protocol on procedures for suitability assessment and appointment of Directors and senior management members and other key function holders at CaixaBank*, the Appointments and Sustainability Committee also assessed Mr. Gortázar's suitability for holding the position of Director.

### **Education and professional experience**

Gonzalo Gortázar was born in Madrid in 1965 and has been the Chief Executive Officer of CaixaBank since June 2014.

He has a Degree in Law and Business Studies from the Pontifical University of Comillas (ICADE) and a Master's Degree in Business Administration with distinction from INSEAD.

He is also currently a Director of Banco BPI, S.A. and has recently been appointed the non-executive Chairman of CaixaBank Payments & Consumer, E.F.C., E.P., S.A., this appointment being subject to verification of his suitability as a Director by the competent banking supervisor.



He was CaixaBank's Managing Director of Finance until his appointment as Chief Executive Officer in June 2014. Prior to this, he was the Senior Managing Director of Criteria CaixaCorp from 2009 to June 2011. From 1993 to 2009 he worked at Morgan Stanley in London and Madrid, holding several positions in the Investment Banking Division, heading the Financial Institutions Group in Europe until he joined Criteria in mid-2009. Before this he held several positions at Bank of America in Corporate and Investment Banking.

He has been the Chairman of VidaCaixa, the First Vice-Chairman of Repsol and a Director of Grupo Financiero Inbursa, Erste Bank, SegurCaixa Adeslas, Abertis, Port Aventura and Saba.

### **Suitability assessment**

The Appointments and Sustainability Committee has evaluated the content and validity of the responses on the Suitability Assessment Questionnaire filled in by Mr. Gortázar at the time of his suitability assessment for appointment as a Director by co-option on 30 June 2014. This Questionnaire is used to collect information on the three areas contemplated for assessment of the Directors' suitability, i.e. business and professional integrity, knowledge, skills and experience and readiness to exercise good governance of the Company.

The Appointment Committee also took into account the Suitability Assessment Report issued by the Board of Directors at its meeting of 30 June 2014, prior to his appointment as a Director by co-option, together with the Assessment Report confirming Mr. Gortázar's suitability to continue to hold the position of Director issued by the Board of Directors at its meeting of 12 March 2015, on submission to the 2015 General Shareholders' Meeting of the ratification of Mr. Gortázar's appointment by co-option and his appointment by the General Meeting as a member of the Board of Directors, and the Report issued by the Board of Directors on 21 February 2019 on submitting the proposal for his re-election to the General Shareholders' Meeting. Likewise, it took into account the Continuous Assessment Reports issued by the Appointments and Sustainability Committee at its meetings held in December 2015, 2016, 2017, 2018, 2019, 2020, 2021 and 2022, at which it was concluded that Mr. Gortázar fulfilled the suitability requirements for continuing to hold the position of Chief Executive Officer of the Board of Directors of CaixaBank. The conclusion is that Mr. Gortázar met and continues to meet the suitability requirements to hold a position on the Board of Directors of CaixaBank, as he complies with the legal requisites set forth in the applicable Spanish legislation and the criteria established in the European Banking Authority Guidelines on the assessment of the suitability of members of the management body and key function holders (EBA/GL/2021/06).

Furthermore, Mr. Gortázar complies with the maximum limit of positions established in Article 26 of Law 10/2014, there are no notable conflicts of interest that may generate undue influence by third parties and he has stated that he has sufficient time to perform the functions of the position of member of the Board of Directors of CaixaBank.

### **Directorship category**

As to his classification on the Board of Directors of CaixaBank, Gonzalo Gortázar performs senior management functions within the Company and this Committee therefore considers that in accordance with Section 1 of Article 529. *duodecies* of the Spanish Corporation Law, the category that should be assigned to him is executive Director.

### **Conclusion**

As a result of the foregoing and in view of the current requirements of the Board of Directors of CaixaBank, the Appointments and Sustainability Committee considers that Gonzalo Gortázar Rotaeché has the appropriate knowledge, experience and merit to hold a position on the Board of Directors, also meeting the suitability requirements for this post, and it has therefore agreed to recommend that the Board of Directors approve the proposal to the

CaixaBank General Shareholders' Meeting for his re-election as a Director the statutory period of four (4) years, in the category of executive Director.

February 14, 2023

## Annex 2

**Proposal for the re-election of Ms. Cristina Garmendia Mendizábal as an independent Director of CaixaBank, S.A., submitted by the Appointments and Sustainability Committee of CaixaBank, S.A. in accordance with the provisions of Article 529. *decies* of the Spanish Corporation Law (*Ley de Sociedades de Capital*).**

Section 4 of Article 529. *decies* of the Spanish Corporation Law establishes that proposals for re-election of independent Directors are to be made by the Appointments and Sustainability Committee.

In compliance with the above requirement, the Appointments and Sustainability Committee has drawn up this proposal for the re-election of Cristina Garmendia Mendizábal as a member of the Board of Directors of CaixaBank, S.A. (hereinafter referred to as “**CaixaBank**” or the “**Company**”), as an independent Director.

For this purpose, the Appointments and Sustainability Committee has studied the current composition of the Board of Directors and has determined that the Board in general has the sufficient knowledge, skill and experience in the governance of credit institutions to adequately understand the activities of CaixaBank, including its main risks, and to ensure the capacity for autonomous, independent decision-making in the interests of the Company.

Specifically, the Committee highly values Ms. Garmendia’s performance of her duties as a Director, particularly her involvement and performance as a member of the Audit and Control Committee, the Remuneration Committee and the Innovation, Digital Transformation and Technology Committee, and the powers and responsibilities she has assumed in executive positions throughout her professional career, especially in the field of scientific research, as well as positions on the governing bodies of various companies in different sectors, including the financial sector, and her public sector experience, especially her experience in a position of great importance and responsibility, having been the Minister of Science and Innovation for the Spanish Government.

In accordance with this assessment and the provisions of Law 10/2014 of 26 June on regulation, supervision and solvency of credit institutions (hereinafter referred to as “Law 10/2014”), Royal Decree 84/2015, of 13 February, implementing Law 10/2014 of 26 June on regulation, supervision and solvency of credit institutions, Bank of Spain Circular 2/2016 of February 2, regarding credit institutions’ solvency and supervision completing the adaptation of Spanish legislation to Directive 2013/36/UE and Regulation (UE) nº 575/2013 and the *Protocol on procedures for suitability assessment and appointment of Directors and senior management members and other key function holders at CaixaBank*, the Appointments and Sustainability Committee also assessed Ms. Garmendia’s suitability for holding the position of Director.

### **Education and professional experience**

Cristina Garmendia Mendizábal was born in San Sebastián in 1962. She has been a member of the Board of Directors of CaixaBank since June 2019.

She has a degree in Biological Sciences, specialising in Genetics, and a PhD in Molecular Biology from the Severo Ochoa Molecular Biology Centre of the Autonomous University of Madrid. She also has an MBA from the IESE Business School of the University of Navarra.

She is currently a Director of Ysios Capital and an independent Director of Compañía de Distribución Integral Logista Holdings, S.A. and Mediaset.

She is the Chairwoman of the COTEC Foundation and as such she is a member of the Board of Trustees of the Pelayo, España Constitucional and SEPI Foundations and a member of the Advisory Board of the Spanish Association against Cancer, the Women for Africa Foundation,

the UNICEF Spanish Committee, also being a member of the Advisory Board at Integrated Service Solutions, S.L. and S2 Grupo de Innovación en Procesos Organizativos, S.L.U., among others.

She was formerly the Executive Vice-Chairwoman and Finance Manager of the Amasua Group. She has also been a member of the governing bodies of companies including Genetrix, S.L. (Executive Chairwoman), Sygnis AG (Chairwoman of the Supervisory Board), Satlantis Microsats (Chairwoman) and Science & Innovation Link Office, S.L. (Director), and an Independent Director at Naturgy Energy Group, S.A. (formerly Gas Natural, S.A.), Corporación Financiera Alba and Pelayo Mutua de Seguros.

She was the Minister of Science and Innovation of the Spanish Government throughout the whole of the 9th Parliamentary Term, from April 2008 to December 2011, and Chairwoman of the Association of Biotechnology Companies (ASEBIO) and a member of the Managing Board of the Spanish Confederation of Business Organisations (CEOE).

### **Suitability assessment**

The Appointments and Sustainability Committee has assessed the content and validity of the CaixaBank Repute and Good Governance Questionnaire filled in by Ms. Garmendia at the time of her appointment as a Director on 5 April 2019. This Questionnaire is used to collect information on the three areas contemplated for assessment of the Directors' suitability, i.e. business and professional integrity, knowledge, skills and experience and readiness to exercise good governance of the Company.

The Appointments and Sustainability Committee also took into account the Suitability Assessment Report issued by the Board of Directors at its meeting of 15 February 2019, prior to her appointment as a Director at the 2019 General Shareholders' Meeting.

Likewise, it took into account the Continuous Assessment Reports issued by the Appointments and Sustainability Committee at its meetings held in December 2019, 2020, 2021 and 2022, at which it was concluded that Ms. Garmendia fulfilled the suitability requirements for continuing to be a member of the Board of Directors of CaixaBank.

The conclusion is that Cristina Garmendia Mendizábal met and continues to meet the suitability requirements to hold a position on the Board of Directors of CaixaBank, as she complies with the legal requisites set forth in the applicable Spanish legislation and the criteria established in the European Banking Authority Guidelines on the assessment of the suitability of members of the management body and key function holders (EBA/GL/2021/06).

Furthermore, Ms. Garmendia complies with the maximum limit of positions established in Article 26 of Law 10/2014, there are no notable conflicts of interest that may generate undue influence by third parties and she has stated that she has sufficient time to perform the functions of the position of member of the Board of Directors of CaixaBank.

### **Directorship category**

As to her classification on the Board of Directors of CaixaBank, this Committee considers that Cristina Garmendia should be assigned the status of independent Director, in view of the personal and professional characteristics enabling her to perform her duties without being conditioned by the relationship she has with the Company or its Group, its significant shareholders or its managers, and in accordance with the provisions of Section 4 of Article 529. *duodecies* de la Spanish Corporation Law.

**Proposal**

Consequently, and in view of the CaixaBank Board of Directors' current requirements, the Appointments and Sustainability Committee hereby makes the following proposal for submission to the General Shareholders' Meeting:

To re-elect Ms. Cristina Garmendia Mendizábal as a member of the Board of Directors, as an independent Director, for the statutory period of four (4) years, on proposal by the Appointments and Sustainability Committee.

February 14, 2023

### Annex 3

**Proposal for the re-election of Ms. María Amparo Moraleda Martínez as an independent Director of CaixaBank, S.A., submitted by the Appointments and Sustainability Committee of CaixaBank, S.A. in accordance with the provisions of Article 529. *decies* of the Spanish Corporation Law (*Ley de Sociedades de Capital*).**

Section 4 of Article 529. *decies* of the Spanish Corporation Law establishes that proposals for re-election of independent Directors are to be made by the Appointments and Sustainability Committee

In compliance with the above requirement, the Appointments and Sustainability Committee has drawn up this proposal for the re-election of María Amparo Moraleda Martínez as a member of the Board of Directors of CaixaBank, S.A. (hereinafter referred to as “**CaixaBank**” or the “**Company**”), as an independent Director.

For this purpose, the Appointments and Sustainability Committee has studied the current composition of the Board of Directors and has determined that the Board in general has the sufficient knowledge, skill and experience in the governance of credit institutions to adequately understand the activities of CaixaBank, including its main risks, and to ensure the capacity for autonomous, independent decision-making in the interests of the Company.

Specifically, the Committee highly values Ms. Moraleda’s performance of her duties as a Director since her appointment on 24 April 2014, particularly her past work and involvement as a member of the Risk Committee and the Appointment Committee, and also her current work as a member of the Executive Committee, the Appointments and Sustainability Committee and the Innovation, Technology and Digital Transformation Committee and as the Chairwoman of the Remuneration Committee. Her knowledge and experience in the business world, especially at technology companies, are also of note, as is her proven track record as an independent Director at several companies in Spain and abroad.

In accordance with this assessment and the provisions of Law 10/2014 of 26 June on regulation, supervision and solvency of credit institutions (hereinafter referred to as “Law 10/2014”), Royal Decree 84/2015, of 13 February, implementing Law 10/2014 of 26 June on regulation, supervision and solvency of credit institutions (hereinafter referred to as “RD 84/2015”), Bank of Spain Circular 2/2016 of February 2, regarding credit institutions’ solvency and supervision completing the adaptation of Spanish legislation to Directive 2013/36/UE and Regulation (UE) nº 575/2013 and *the Protocol on procedures for suitability assessment and appointment of Directors and senior management members and other key function holders at CaixaBank*, the Appointments and Sustainability Committee also assessed Ms. Moraleda’s suitability for holding the position of Director.

#### **Education and professional experience**

María Amparo Moraleda was born in Madrid in 1964 and has been a member of the Board of Directors of CaixaBank since 2014.

She has a degree in Advanced Industrial Engineering from ICAI and in General Management from IESE.

She is an independent Director at several companies: Airbus Group, S.E. (since 2015), Vodafone Group (since 2017) and A.P. Møller-Mærsk A/S A.P. (since 2021).

She is also a member of the Advisory Board of the following companies: SAP Ibérica (since 2013), Spencer Stuart (since 2017) Kearney (since 2022) and ISS Spain. She was formerly a member of the Governing Council of Spain’s Higher Scientific Research Council (CSIC), from 2011 to 2022.

Between 2012 and 2017 she was a member of the Board of Directors of Faurecia, S.A. and a member of the Advisory Board of KPMG Spain (since 2012), and between 2013 and 2021 she was a member of the Board of Directors of Solvay, S.A.

She was Chief Operating Officer for the International Division of Iberdrola with responsibility for the United Kingdom and the United States, between January 2009 and February 2012. She also managed Iberdrola Ingeniería y Construcción from January 2009 to January 2011.

She was Executive Chairperson of IBM for Spain and Portugal between July 2001 and January 2009, extending the area under her responsibility to Greece, Israel and Turkey from July 2005 to January 2009. Between June 2000 and 2001 she was a deputy executive to the Chairman of IBM Corporation. From 1998 to 2000 she was General Manager of INSA (a subsidiary of IBM Global Services). From 1995 to 1997 she was Human Resources Manager for EMEA at IBM Global Services, and from 1988 to 1995 she held various professional and management positions at IBM Spain.

She is a member of various Boards of Trustees and Boards of Directors of different institutions and bodies, including the Andalusian Social and Environmental Sciences Academy, the Board of Trustees of MD Anderson International Spain, the Vodafone Foundation, the Airbus Foundation and the Curarte Foundation.

In December 2015, she was appointed a full member of the Royal Academy of Economic and Financial Sciences.

In 2005 she became a member of the Hall of Fame of the organisation Women in Technology International (WITI), which acknowledges the people in business and technology who have contributed the most to women's incorporation and contribution to technology development worldwide. She has also received several awards: the Leadership through Values Award (Fundación FIGEVA - 2008), the Javier Benjumea Award (Association of Engineers ICAI - 2003) and the Excellence Award (the Spanish Federation of Women Managers, Executives, Professionals and Businesswomen - Fedepe - 2002).

### **Suitability assessment**

The Appointments and Sustainability Committee has assessed the content and validity of the CaixaBank Repute and Good Governance Questionnaire filled in by Ms. Moraleda at the time of her appointment as a Director on 24 April 2014. This Questionnaire is used to collect information on the three areas contemplated for assessment of the Directors' suitability, i.e. business and professional integrity, knowledge, skills and experience and readiness to exercise good governance of the Company.

The Appointments and Sustainability Committee also took into account the Suitability Assessment Report issued by the Board of Directors at its meeting of 13 March 2014, prior to her appointment as a Director at the 2014 General Shareholders' Meeting, and the report issued by the Board of Directors on 21 February 2019, issued on submitting the proposal for her re-election as a Director to the General Meeting. Likewise, it took into account the Continuous Assessment Reports issued by the Committee at its meetings held in December 2015, 2016, 2017, 2018, 2019, 2020, 2021 and 2022, at which it was concluded that Ms. Moraleda fulfilled the suitability requirements for continuing to be a member of the Board of Directors of CaixaBank.

The conclusion is that María Amparo Moraleda Martínez met and continues to meet the suitability requirements to hold a position on the Board of Directors of CaixaBank, as she complies with the legal requisites set forth in the applicable Spanish legislation and the criteria established in the European Banking Authority Guidelines on the assessment of the suitability of members of the management body and key function holders (EBA/GL/2021/06).

Furthermore, Ms Moraleda complies with the maximum limit of positions established in Article 26 of Law 10/2014, there are no notable conflicts of interest that may generate undue influence by third parties and she has stated that she has sufficient time to perform the functions of the position of member of the Board of Directors of CaixaBank.

#### **Directorship category**

As to her classification on the Board of Directors of CaixaBank, this Committee considers that María Amparo Moraleda Martínez should be assigned the status of independent Director, in view of the personal and professional characteristics enabling her to perform her duties without being conditioned by the relationship she has with the Company or its Group, its significant shareholders or its managers, and in accordance with the provisions of Section 4 of Article 529. duodecies de la Spanish Corporation Law.

It is hereby noted that on 24 April 2026, Ms. Moraleda will have completed 12 years since her first appointment as director of CaixaBank, therefore, in the case that, by that time, she maintains her post as member of de Board of Directors, she will be reclassified to the category of “other external” director.

#### **Proposal**

Consequently, and in view of the CaixaBank Board of Directors' current requirements, the Appointments and Sustainability Committee hereby presents the following proposal for submission to the General Shareholders' Meeting:

To re-elect Ms. Amparo Moraleda Martínez as a member of the Board of Directors, as an independent Director, the statutory period of four (4) years, on proposal by the Appointments and Sustainability Committee.

February 14, 2023



#### Annex 4

**Proposal for the appointment Mr. Peter Löscher as an independent Director of CaixaBank, S.A., submitted by the Appointment Committee of CaixaBank, S.A. in accordance with the provisions of Article 529. *decies* of the Spanish Corporation Law (*Ley de Sociedades de Capital*).**

Section 4 of Article 529. *decies* of the Spanish Corporation Law establishes that proposals for appointment of independent Directors are to be made by the Appointments and Sustainability Committee.

In compliance with the above requirement, the Appointments and Sustainability Committee has drawn up this proposal for the appointment of Peter Löscher as a member of the Board of Directors of CaixaBank, S.A. (hereinafter referred to as “CaixaBank” or the “Company”), as an independent Director.

For this purpose, the Appointments and Sustainability Committee has studied the current composition of the Board of Directors and has determined that the Board in general has the sufficient knowledge, skill and experience in the governance of credit institutions to adequately understand the activities of CaixaBank, including its main risks, and to ensure the capacity for autonomous, independent decision-making in the interests of the Company.

Specifically, the Committee very highly values the fact that Peter Löscher’s incorporation will contribute to the ideal composition of the Board of Directors as a whole, strengthening its overall knowledge and experience, particularly regarding the skills, experience and knowledge in top executive management positions. In this regard, his extensive career in prestigious multinational companies in the fields of industry, energy, telecommunications, banking and health were considered.

In accordance with this assessment and the provisions of Law 10/2014 of 26 June on regulation, supervision and solvency of credit institutions (hereinafter referred to as "Law 10/2014"), Royal Decree 84/2015, of 13 February, implementing Law 10/2014 of 26 June on regulation, supervision and solvency of credit institutions"), Bank of Spain Circular 2/2016 of February 2, regarding credit institutions’ solvency and supervision completing the adaptation of Spanish legislation to Directive 2013/36/UE and Regulation (UE) n° 575/2013 and the *Protocol on procedures for suitability assessment and appointment of Directors and senior management members and other key function holders at CaixaBank*, the Appointments and Sustainability Committee also assessed Mr. Löscher’s suitability for holding the position of Director.

#### **Education and professional experience**

Peter Löscher was born in Austria in 1957. He studied Economy and Finance at the University of Vienna and Business Administration at the Chinese University of Hong Kong. He obtained a Master’s Degree in Business Management and Administration from the University of Vienna and completed the Advanced Management Program at Harvard Business School.

He is currently an independent non-executive Director of Telefonica, S.A. (Spain) and Chairman of the Supervisory Board of Telefónica Deutschland Holding AG (Germany), a member of the Supervisory Board of Royal Philips (the Netherlands), a non-executive Director of Thyssen-Bornemisza Group AG (Switzerland) and a non-executive member of the Board of Directors of Doha Venture Capital LLC (Qatar).

Prior to this, he held the positions of Chairman of the Board of Directors of Sulzer AG (Switzerland) and Chairman of the Supervisory Board of OMV AG (Austria). From March 2014 to March 2016 he was the CEO of Renova Management AG (Switzerland), and he was Chairman and Chief Executive Officer of Siemens AG (Germany) between 2007 and 2013. He

was also the Chairman of Global Human Health and a member of the Executive Board of Merck & Co., Inc. (USA), Chairman and Chief Executive Officer of GE Healthcare BioSciences and a member of the Corporate Executive Board of General Electric (USA), and Chief Operating Officer and a member of the Board of Directors of Amersham Plc (UK). He has held hierarchical leadership positions at Aventis (Japan) and Hoechst (Germany and the UK).

Additionally, he held the position of Chairman of the Board of Directors of the Siemens Foundation and is a Member Emeritus of the Singapore Economic Development Board's Advisory Council. He is also a member of the Bocconi University International Advisory Council. He is an Honorary Professor at the University of Tongji (Shanghai), he has received an Honorary Doctorate in Engineering from the Michigan State University and also has an Honorary Doctorate from the Slovak University of Engineering of Bratislava. He holds the Grand Decoration of Honour in Gold for Services to the Republic of Austria and is a Knight Commander of the Order of Civil Merit of Spain.

### **Suitability assessment**

The Appointments and Sustainability Committee has evaluated the content of the responses on the Suitability Assessment Questionnaire filled in by Mr. Löscher at the time of his suitability assessment for appointment as a Director, verifying that he meets the suitability requirements referred to in Article 24 of Law 10/2014 and Articles 30, 31 and 32 of RD 84/2015, of 13 February, implementing Law 10/2014 and Article 32 of Bank of Spain Circular 2/2016 of February 2: business and professional integrity, appropriate knowledge, skills and experience and readiness to exercise good governance of the Company, and he is not subject to any incompatibilities, prohibitions or conflicts of interest.

The conclusion is that Peter Löscher meets the suitability requirements to hold a position on the Board of Directors of CaixaBank, as he complies with the legal requisites set forth in the applicable Spanish legislation and the criteria established in the European Banking Authority Guidelines on the assessment of the suitability of members of the management body and key function holders (EBA/GL/2021/06).

Furthermore, Mr. Löscher complies with the maximum limit of directorships established in article 26 of Law 10/2014, there are no potential conflicts of interest that could generate undue influence from third parties, and he states that he has sufficient time to carry out the duties inherent to the position of member of the CaixaBank Board of Directors.

### **Directorship category**

As to his classification on the Board of Directors of CaixaBank, this Committee considers that Peter Löscher should be assigned the status of independent Director, in view of the personal and professional characteristics enabling him to perform his duties without being conditioned by the relationship he has with the Company or its Group, its significant shareholders or its managers, and in accordance with the provisions of Section 4 of Article 529. *duodecies* de la Spanish Corporation Law.

### **Proposal**

Consequently, and in view of the CaixaBank Board of Directors' current requirements, the Appointments and Sustainability Committee hereby presents the following proposal for submission to the General Shareholders' Meeting:

To appoint Mr. Peter Löscher as a member of the Board of Directors, as an independent Director, for the statutory period of four (4) years, on proposal by the Appointments and Sustainability Committee, in order to fill the vacancy arising from John S. Reed submitted resignation as Board member, effective at the conclusion of the Annual Shareholders Meeting

Peter Löscher's appointment is subject to verification of his suitability as a Director by the competent banking supervisor. If this verification is not obtained, or by any other reason access to the post would not be possible, it is envisaged that the existing vacancy on the Board will be filled by either co-option of another candidate by the Board of Directors itself after the General Meeting has been held, or by appointing another candidate at a subsequent General Meeting, it is the will of the Shareholders Meeting to maintain the number of Board members in fifteen (15).

February 14, 2023