



FULL TEXT OF THE RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS REGARDING ITEMS ON THE AGENDA OF THE ANNUAL GENERAL MEETING CALLED FOR 30 MARCH 2023, AT FIRST CALL, AND 31 MARCH 2023, AT SECOND CALL

Board of Directors – 16 February 2023

ONE. Corresponding to Agenda Item 1

Approval of the individual and consolidated financial statements and their respective management reports for the year ended on 31 December 2022.

Approval of the individual financial statements of CaixaBank, S.A. (comprising the balance sheet, the statement of profit and loss, statement of changes in net assets – which includes the statement of recognised income and expenses and the statement of changes in net assets – the statement of cash flows and notes to the financial statements), all for the year ended on 31 December 2022, as well as the corresponding management report (which includes, in separate sections, the Annual Corporate Governance Report and the Annual Report on Directors' Remuneration), all such documents drawn up in European single electronic format (ESEF) to form an eXtensible HyperText Markup Language (XHTML) electronic file, in accordance with Directive 2004/109/EC and Commission Delegated Regulation (EU) 2019/815, and bearing the signatures and signature authentications of the signatory directors.

The individual financial statements together with the management report have been audited by the auditors of CaixaBank, S.A. (hereinafter referred to also as “**CaixaBank**” or the “**Company**”).

Approval of the consolidated financial statements of the CaixaBank Group (comprising the balance sheet, statement of profit and loss, statement of recognised income and expenses, statement of changes in net assets, statement of cash flows and notes to the financial statements) for the year ended on 31 December 2022, as well as the corresponding consolidated management report (which includes the consolidated non-financial information statement and the information contained in the Annual Corporate Governance Report and the Annual Report on Directors' Remuneration), all such documents drawn up in single European electronic format (ESEF) to form an eXtensible HyperText Markup Language (XHTML) electronic file, which includes the consolidated financial statements tagged using the eXtensible Business Reporting Language (XBRL) standard, in accordance with the provisions of Directive 2004/109/EC and Commission Delegated Regulation (EU) 2019/815, and containing the signatures and signature authentications of the signatory directors.

The consolidated annual accounts and their respective management reports have been audited by the Company auditors.

TWO. Corresponding to Agenda Item 2

Approval of the consolidated non-financial information statement for the year ended on 31 December 2022.

Approval of the consolidated non-financial information statement for the year ended on 31 December 2022, which is part of the consolidated management report.

The statement on non-financial information has been subject to verification in accordance with the legislation in force.

THREE. Corresponding to Agenda Item 3

Approval of the Board of Directors' management during the year ended on 31 December 2022.

Approval of the Board of Directors' management during the financial year 2022.

FOUR. Corresponding to Agenda Item 4

Approval of the proposed allocation of profit for the year ended on 31 December 2022.

Approval of the allocation of the individual net profit of EUR 2,412,512,894.78, as follows:

Total profit	EUR 2,412,512,894.78
To dividends:	EUR 1,729,991,551.34 (1)
Reserves:	EUR 682,521,343.44 (2)
To legal reserve	EUR 0 (3)
To voluntary reserve	EUR 682,521,343.44 (2) (3)

- (1) *Estimated amount pertaining to the payment of a dividend of EUR 0.2306 per share, to be paid in cash. This amount is equivalent to 55% of the consolidated net profit, in line with the dividend policy currently in force. The amount of EUR 1,729,991,551.34 will also be reduced in accordance with the number of treasury shares held by CaixaBank at the date of payment of the dividend as, in accordance with the Spanish Corporate Enterprises Act, treasury shares are not entitled to receive dividends.*
- (2) *Estimated amount to be allocated to voluntary reserve. This amount will be increased by the same amount by which the amount allocated to payment of the dividend is reduced (see Note 1 above).*
- (3) *It is not necessary to transfer part of the 2022 profit to the legal reserve. The Company's legal reserve amounts to EUR 1,612,129,406.60, equivalent to 20% of the share capital required by article 274 of the Corporate Enterprises Act, before the capital reduction of EUR 558,515,414, through the cancellation of 558,515,414 shares acquired as part of the share buyback programme implemented by the Company during the 2022 financial year. Following the capital reduction, which was formalised in a public deed executed on 9 January 2023 and registered with the Commercial Registry on 13 January 2023, the amount of EUR 1,500,426,323.80, equivalent to 20% of the current share capital, shall be considered a legal reserve. The excess of 20% of the share capital, i.e. EUR 111,703,082.80, shall be considered an available reserve.*
- (4) *The remuneration payable on the AT1 equity instruments for 2022, amounting to EUR 260,828,804.53, will be paid out of this amount of voluntary reserves.*

The dividend out of 2022 profit amounting to EUR 0.2306 per share will be paid to shareholders from 12 April 2023. The dividend will be paid through the entities participating in the clearing house Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR). Any tax withholding required by applicable legislation for the gross amount paid will be made, as the case may be. If the Company holds any shares without dividend rights on the date of payment of the dividend, the corresponding amount will be allocated to voluntary reserves.

It is hereby stated for the record that, as shown in CaixaBank's financial statements for the year ended on 31 December 2022, submitted for approval at this General Meeting under item 1 of the agenda, the Company's current share capital amounts to EUR 7,502,131,619 following the reduction of share capital by EUR 558,515,414 through the acquisition of its own treasury shares acquired as part of a buyback programme carried out during the 2022 financial year, pursuant to the resolution approved by the Ordinary General Shareholders' Meeting on 8 April 2022, under item 9 on the agenda.

The Company's legal reserve amounts to EUR 1,612,129,406.60, equivalent to 20% of the share capital before the aforementioned capital reduction, as required by article 274 of the

Corporate Enterprises Act. After the implementation of the capital reduction, the amount of EUR 1,500,426,323.80, equivalent to 20% of the current share capital, will be considered a legal reserve. The excess of 20% of the share capital, i.e. EUR 111,703,082.80, shall be considered an available reserve.

FIVE. Corresponding to Agenda Item 5

Re-election of the Company's accounts auditor and its consolidated group for 2024.

To re-elect PricewaterhouseCoopers Auditores, S.L., with registered office at Paseo de la Castellana 259 B, Torre PWC, 28046 Madrid, filed with the Companies' Registry of Madrid in volume 9,267, book 8,054, folio 75, section 3, page 87250-1, bearing tax number B-79031290 and entered on the Official Register of Auditors kept by Instituto de Contabilidad y Auditoría de Cuentas under number S0242, as the accounts auditor of the Company and its consolidated group for the financial year 2024, in line with the recommendation issued by the Audit and Control Committee.

SIX. Corresponding to Agenda Item 6

Re-election and appointment of directors.

SIX 1. Corresponding to Agenda Item 6.1

Re-election of Gonzalo Gortázar Rotaeché.

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

SIX 2. Corresponding to Agenda Item 6.2

Re-election of Cristina Garmendia Mendizábal.

To re-elect Cristina Garmendia Mendizábal as a member of the Board of Directors, as independent director, for a term of four (4) years, at the proposal of the Appointments and Sustainability Committee.

SIX 3. Corresponding to Agenda Item 6.3

Re-election of María Amparo Moraleda Martínez.

To re-elect María Amparo Moraleda Martínez as a member of the Board of Directors, as independent director, for a term of four (4) years, at the proposal of the Appointments and Sustainability Committee.

SIX 4. Corresponding to Agenda Item 6.4

Appointment of Peter Löscher.

To appoint Peter Löscher as a member of the Board of Directors, as independent director, for a term of four (4) years, at the proposal of the Appointments and Sustainability Committee, to fill the vacancy left by John S. Reed who has resigned as a director effective at the conclusion of the Ordinary General Shareholders' Meeting.

The appointment of Mr Peter Löscher is subject to verification of his suitability as a director by the competent banking supervisor. In the event that such verification is not obtained or if for any other reason, he would not assume the position, the vacancy on the Board will be filled either by co-option of another candidate by the Board of Directors itself following the General Meeting, or by appointment of another candidate at a subsequent General Meeting, being the intention of the General Meeting to maintain the number of members of the Board of Directors at fifteen (15).

SEVEN. Corresponding to Agenda Item 7

Approval of the amendment to the remuneration policy of the Board of Directors.

In accordance with the provisions of article 529 novodecies of the Corporate Enterprises Act, to approve the modification of the current Remuneration Policy for the CaixaBank Board of Directors approved at the Ordinary General Shareholders' Meeting of 8 April 2022 and applicable from the date of its approval until the financial year 2025, included.

The modified Remuneration Policy of the Board of Directors is included as part of the documentation made available to the shareholders on the occasion of the call for this General Meeting, together with the reasoned proposal approved by the Board of Directors, and the required report from the Remuneration Committee.

EIGHT. Corresponding to Agenda Item 8

Setting of the remuneration of directors.

For the purposes of the provisions of Article 34 (2) and (3) of the Company's By-laws, to set at EUR 3,071,250 (three million, seventy-one thousand two hundred and fifty euros) the maximum annual fixed amount of remuneration for all directors in their capacity as such and without taking executive functions into account. This amount shall remain in force until the General Shareholders' Meeting resolves to amend it.

NINE. Corresponding to Agenda Item 9

Delivery of shares to executive directors as payment of the variable components under the Company's remuneration system.

Within the framework of the variable remuneration systems and components provided for in the CaixaBank's Board of Directors remuneration policy, and especially the Variable Remuneration Scheme with Multi-Year Metrics described in section 5.4, to approve the delivery of shares to the Company's executive directors in the terms indicated below:

Direct payment: Payment of 40% of the variable remuneration (50% cash and 50% in shares) corresponding to 2023 will be made before the end of the first quarter of 2024.

Deferred payment: Payment of 60% of the variable remuneration (30% in cash and 70% in shares) corresponding to 2023 will be deferred over 5 years and paid in fifths before the end of the first quarter of all years from 2025 to 2029.

For deferred amounts payable in 2027, 2028 and 2029, payment will also be subject to compliance with multi-year metrics that could reduce (and never increase) the payment of the deferred amounts.

Amount: The maximum amount distributable in shares to executive directors in 2024 and the following five years, corresponding to their variable remuneration for 2023, according to the

previous calendar for each year, is estimated at EUR 959,939 (nine hundred and fifty-nine thousand nine hundred and thirty-nine euros), before taxes and withholdings, assuming that this group and the target variable remuneration amount remain unchanged.

The maximum number of shares to be delivered, after tax and withholdings, will be the ratio between the estimated maximum amount and the average value of the closing prices on the trading days between 1 January and 31 January each year.

Delegation of powers: delegate to the Board of Directors, with express powers to sub-delegate, in turn, the Executive Committee of the Board of Directors, the Remuneration Committee or any Director it deems appropriate, the necessary authority under the fullest extent permitted by law to develop, formalise, implement and settle this resolution, where the case may be, adopting any agreements and signing any public or private documents that may be necessary or appropriate to ensure its full effectiveness, also being authorised to remedy, rectify, amend or complement this resolution and, in particular and for illustrative purposes only, to carry out the following actions:

- (i) To develop and establish the specific terms of the share-based variable remuneration systems, with regard to any aspects not contemplated in this resolution.
- (ii) To draft, subscribe and submit any notices and documentation that may be necessary or appropriate, before any public or private body, for the implementation, execution and payment of the share-based variable remuneration system, including the corresponding prospectuses where the case may be.
- (iii) To determine the exact number of shares corresponding to each of the beneficiaries of the resolution, respecting the established maximum limitations.
- (iv) To carry out any action or procedure or make any statement before any Spanish or foreign, public or private body, entity or register, in order to obtain any authorisation or verification required for the implementation, execution and payment of the share-based variable remuneration system.
- (v) To negotiate, agree on and sign compensation and settlement contracts with financial institutions which it may freely appoint, under the terms and conditions it deems appropriate.
- (vi) To draw up and publish any announcements that may be required or appropriate.
- (vii) To draw up, sign and execute and, where applicable, certify whatsoever type of document connected with the share-based variable remuneration system.
- (viii) To adapt the content of the system to any requirements or observations made by the competent supervisory authorities.
- (ix) And, in general, to perform any actions and sign any documents necessary or advisable to ensure the validity, efficacy, implementation, development, execution, settlement and success of the share-based variable remuneration system and of the resolution.

TEN. Corresponding to Agenda Item 10

Approval of the maximum level of variable remuneration payable to employees whose professional activities have a significant impact on the Company's risk profile.

To approve that the variable remuneration for the one hundred and seventy-three (173) positions of the employees whose professional activities have a significant impact on the Company's risk profile ("Identified Staff") referred to in the 'Board of Directors' Detailed

Recommendation on the proposal to approve the maximum amount of variable remuneration payable to members of the Identified Staff', may reach up to two hundred per cent (200%) of the fixed component of their total remuneration, by virtue of and subject to the provisions of Article 34 of Law 10/2014 of 26 June, on the regulation, supervision and solvency of credit institutions.

The purpose of the approval of this resolution is (i) to meet the market conditions in the case of the twenty-five (25) positions included in section I of the appendix to the aforementioned detailed recommendation, or (ii) for all the positions included in sections I and II of the aforementioned appendix, expand the Company's capacity to meet the individual and collective commitments acquired in terms of variable remuneration in equal conditions for all members of its Identified Staff and the rest of its staff who have recognised variable remuneration components, without this implying a general change in the remuneration practices and policies in force in the Company.

Likewise, to approve that the Company may exercise its voting rights in the subsidiaries subject to a maximum variable remuneration ratio by approving the maximum limit allowed, following the same principles applicable to the Company.

ELEVEN. Corresponding to Agenda Item 11

Authorisation and delegation of powers to interpret, correct, supplement, implement and develop the resolutions adopted by the General Meeting, and delegation of powers to notarise those resolutions in public deeds, register them and, where the case may be, correct them.

To delegate to the Board of Directors, with express authority to sub-delegate to the Executive Committee of the Board of Directors, or to the director or directors it deems appropriate, or to the Secretary, Deputy Secretary or Deputy Secretaries of the Board, such powers as may be considered necessary to interpret, rectify, further specify, implement and carry out any of the resolutions adopted by the General Meeting. This vesting of powers includes authority to carry out any modifications, amendments and additions as may be necessary or appropriate to ensure the full effectiveness and implementation of these resolutions.

To delegate to the Chairman of the Board of Directors, the Vice Chairman, the Managing Director (CEO), the Secretary and the Deputy Secretary or Deputy Secretaries of this body, without distinction, to sign any private documents and to execute before a Notary of their choice any public documents that may be necessary or appropriate for execution of the aforementioned resolutions or their entry in the corresponding registers, with express powers to rectify any errors or omissions.

TWELVE. Corresponding to Agenda Item 12

Consultative vote on the Annual Report on Directors' Remuneration for the financial year 2022.

To approve the Annual Report on Directors' Remuneration for the financial year 2022.

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