



**REPORT BY THE BOARD OF DIRECTORS OF CAIXABANK, S.A. ON
THE PROPOSED RE-ELECTION OF MS. MARÍA VERÓNICA FISAS
VERGÉS AS INDEPENDENT DIRECTOR**

Board of Directors – 15 February 2024

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 by the Board of Directors 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 21 March 2024 on first call and for the following day, 22 March on second call, under item 4 of the agenda.

In accordance with the provisions of Article 529.*decies* of the Spanish Corporation Law, on proposal by the Appointments and Sustainability Committee, the re-election to the Board of Directors of Ms. María Verónica Fisas Vergés, in the category of independent Director, for a period of four years, is submitted to the General Meeting.

The proposal of the Appointments and Sustainability Committee is included as annex 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 Ms. Fisas, and it will be published together with the annexed proposal 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 proposal submitted for approval by the General Meeting has taken into consideration and valued the diversity targets established in the *Policy for Selection, Diversity and Suitability Assessment of Board of Directors' Members 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 proposal for re-election, as established in Recommendation 15 of the Code of Good Governance for Listed Companies. Specifically, the re-election proposal 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 proposal 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 MARÍA VERÓNICA FISAS VERGÉS (ITEM 4th ON THE AGENDA)

Professional profile and biographical data

Born in Barcelona in 1964, Verónica Fisas has served on the Board of Directors of CaixaBank since February 2016.

She holds a degree in Law and a Master in Business Administration. She joined Natura Bissé very early in her career, thus acquiring extensive knowledge of the company and of all its departments.

She has been the CEO of the Board of Directors of Natura Bissé and the General Director of the Natura Bissé Group since 2007. Since 2008, she has also been a trustee of Ricardo Fisas Natura Bissé Foundation.

In 2001, as the CEO of the United States subsidiary of Natura Bissé, she was responsible for the expansion and consolidation of the business and obtained outstanding results in product distribution and brand positioning.

In 2009 she joined the Board of Directors of Stanpa, Asociación Nacional de Perfumería y Cosmética, becoming Chair the Board of Directors of Stanpa in 2019 and, in turn, Chair of Fundación Stanpa.

She received the Work-Life Balance Award at the 2nd Edition of the National Awards for Women in Management in 2009, and the IWEC Award (International Women's Entrepreneurial Challenge) for her professional career, in 2014.

In November 2017, Emprendedores magazine named Verónica Fisas as "Executive of the Year".

Directorship category

As to her classification on the Board of Directors of CaixaBank, Ms. María Verónica Fisas Vergés 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 merits

The Appointments and Sustainability Committee has verified that María Verónica Fisas Vergés 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, skill and experience and readiness to exercise good governance of the Company, as well as 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 Verónica Fisas Vergés has suitable experience, skill and merits to hold the position of Director. Her experience at a business group with an international presence, assuming responsibility for a large number of people is worth particular mention, as well as her independence, objectivity and capacity for innovation and multidisciplinary vision that she contributes to the Board of Directors. Furthermore, the positive performance of her duties as a member of the Board of Directors at CaixaBank since her appointment on 25 February 2016 has been taken into account, especially her participation and performance as a vocal of the Executive Committee from 27 July 2017 to 31 March 2023, of the Remuneration Committee from 5 April 2019 to 22 May 2020 and of the Risk Committee since 22 May 2020.

Proposal

To re-elect Ms. María Verónica Fisas Vergés as a member of the Board of Directors, with the category of independent director, for the statutory period of four (4) years, at the proposal of the Appointments and Sustainability Committee.

February 15, 2024

Annex 1

Proposal for the re-election of Ms. María Verónica Fisas Vergés 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 consolidating text of the Spanish Corporation Law, approved by Royal Legislative Decree 1/2010 of 2 July (henceforth, “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 abovementioned requirement, the Appointments and Sustainability Committee has drawn up this proposal for the re-election of María Verónica Fisas Vergés 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, as a whole, 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. Fisas’s performance of her duties as a director since her appointment on 25 February 2016, especially her participation and performance as a vocal of the Executive Committee from 27 July 2017 to 31 March 2023, of the Remuneration Committee from 5 April 2019 to 22 May 2020 and of the Risk Committee since 22 May 2020.

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. Fisas’s suitability for holding the position of Director.

Education and professional experience

Born in Barcelona in 1964, Verónica Fisas has served on the Board of Directors of CaixaBank since February 2016.

She holds a degree in Law and a Master in Business Administration. She joined Natura Bissé very early in her career, thus acquiring extensive knowledge of the company and of all its departments.

She has been the CEO of the Board of Directors of Natura Bissé and the General Director of the Natura Bissé Group since 2007. Since 2008, she has also been a trustee of Ricardo Fisas Natura Bissé Foundation.

In 2001, as the CEO of the United States subsidiary of Natura Bissé, she was responsible for the expansion and consolidation of the business and obtained outstanding results in product distribution and brand positioning.

In 2009 she joined the Board of Directors of Stanpa, Asociación Nacional de Perfumería y Cosmética, becoming Chair the Board of Directors of Stanpa in 2019 and, in turn, Chair of Fundación Stanpa.

She received the Work-Life Balance Award at the 2nd Edition of the National Awards for Women in Management in 2009, and the IWEC Award (International Women's Entrepreneurial Challenge) for her professional career, in 2014.

In November 2017, Emprendedores magazine named Verónica Fisas as "Executive of the Year".

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. Fisas on 8 September 2015. 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, as well as 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 17 September 2015, prior to her appointment by cooptation as Director, as well as the Suitability Assessment Report confirming the suitability of Ms. Fisas in order to continue to hold the position of director, issued by the Board of Directors at its meeting held on 10 March 2016. This last assessment was performed when the submission to the General Shareholders' Meeting of that year for the ratification of the co-opted appointment of Ms. Fisas and her appointment by the General Shareholders' Meeting as a member of the Board of Directors on April 28, 2016. Likewise, the Board of Directors' Report of 16 April 2020, on the proposal for the re-election of Ms. Fisas, which assessed her skills, experience and merits, and which was submitted to the General Shareholders' Meeting of 22 May 2020, which agreed on her re-election, has also been taken into account.

Additionally, the Continuous Assessment Reports issued by the Appointments and Sustainability Committee at its meetings held in December 2016, 2017, 2018, 2019, 2020, 2021, 2022 and 2023 have been considered, which all of them concluded that Ms. Fisas fulfilled the suitability requirements for continuing to be a member of the Board of Directors of CaixaBank.

The conclusion is that Ms. María Verónica Fisas Vergés met and continues to meet the suitability requirements needed 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).

On the other hand, Ms. Fisas complies with the maximum limit of positions established in Article 26 of Law 10/2014, there are no potential 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 Ms. María Verónica Fisas Vergés 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. María Verónica Fisas Vergés as a member of the Board of Directors, with the category of independent director, for the statutory period of four (4) years, at the proposal of the Appointments and Sustainability Committee.

Appointments and Sustainability Committee
February 12, 2024