

CAIXABANK, S.A.

(ABSORBING COMPANY)

CAIXABANK NEX, S.A.U

(ABSORBED COMPANY)

In compliance with the provisions of article 51 of *Law 3/2009, of 3 April, on structural changes of commercial enterprises* (the “**Law on Structural Changes**”), the joint merger plan (the “**Joint Merger Plan**”) relating to the merger by absorption (the “**Merger**”) between CaixaBank, S.A. (the “**Absorbing Company**”), and CaixaBank nex, S.A.U. (the “**Absorbed Company**”) is hereby announced.

On 17 December 2020, the members of the Board of Directors of the Absorbing Company and the members of the Board of Directors of the Absorbed Company drew up and signed the Joint Merger Plan. The Joint Merger Plan is posted on the corporate website of the Absorbing Company (www.caixabank.com), and can be downloaded and printed, and filed by the Absorbed Company with the Commercial Registry of Valencia.

The Merger shall entail the extinction of the Absorbed Company by means of its dissolution without liquidation and the transfer en bloc of its corporate assets to the Absorbing Company, which shall acquire by universal succession all such assets. It will subrogate to all the rights and obligations of the Absorbed Company, all on the terms and conditions provided for in the Law on Structural Changes and in the Joint Merger Plan. However, the Merger is conditional upon the authorisation of the transaction by the Ministry of Economic Affairs and Digital Transformation.

The Absorbed Company is at present a direct wholly-owned investee of the Absorbing Company, and thus subject to the simplified system established in Articles 49 et seq. of the Law on Structural Changes. Specifically, in accordance with Article 49 of the Law on Structural Changes, and with both companies of Spanish nationality, (i) the Joint Merger Plan do not include stipulations 2, 6, 9 and 10 of Article 31 of the Law on Structural Changes; (ii) no reports on the Joint Merger Plan have been drawn up by directors or by experts; (iii) no share capital increase will be carried out in the Absorbing Company; and (iv) the Merger will not be approved by the sole shareholder of the Absorbed Company.

Pursuant to Article 51.1 of the Law on Structural Changes, the Merger will not be approved by the General Shareholders’ Meeting of the Absorbing Company unless so requested by shareholders of the Absorbing Company representing at least 1% of its share capital. The shareholders of the Absorbing Company and the creditors, debenture holders, holders of special rights and representatives of the workers of the companies participating in the Merger are entitled to examine the full text of the required Merger documents or, where legally applicable, receive free delivery or sending of such documents mentioned in Article 39.1 of the Law on Structural Changes. These documents are available on the corporate website of the Absorbing Company (www.caixabank.com).

Likewise, the shareholders of the Absorbing Company representing at least 1% of its share capital are entitled to demand, within 15 days following the latest publication of this announcement, the holding of a General Shareholders’ Meeting of the Absorbing Company for the approval of the Merger, all in accordance with the terms set forth in article 51 of the Law on Structural Changes. If this right is exercised, such General Meeting of Shareholders must be called to be held within two months from the date on which the directors of the Absorbing Company have been requested by notary to convene it at the registered office of the Absorbing Company (calle Pintor Sorolla, 2-4, 46002 Valencia).

Moreover, legitimate creditors and debenture holders of the merging companies are reminded of their right to oppose the Merger, within the period and under the terms established in articles 44 and 51 of the Law on Structural Changes.

The content of this Joint Merger Plan is as follows:

1. INTRODUCTION

The planned transaction consists of a merger by absorption (the “Merger”) between CaixaBank, S.A (“CaixaBank” or the “Absorbing Company”, referred to jointly with the companies in its group, the “CaixaBank Group”), as the absorbing company, and CaixaBank neX, S.A.U. (“CaixaBank neX” or the “Absorbed Company”), as the absorbed company. The Merger will entail the termination of the Absorbed Company through its dissolution without liquidation and the en-bloc transfer of all its assets to CaixaBank, which will acquire by universal succession the entire equity, as well as the Absorbed Company’s rights and obligations, under the terms and conditions set out in Law 3/2009, of 3 April, on structural changes of commercial enterprises (the “Law on Structural Changes”) and in this joint merger plan, (the “Joint Merger Plan”).

In this regard, pursuant to Articles 30, 31, 49 and related provisions of the Law on Structural Changes, CaixaBank’s Board of Directors and the Board of Directors of CaixaBank neX hereby draw up and sign the Joint Merger Plan.

Given that the Absorbed Company is wholly-owned directly by the Absorbing Company, and that both are Spanish companies, the Merger will be carried out in accordance with the provisions of article 49.1 of the Law on Structural Changes and, consequently, the Joint Merger Plan does not include the second, sixth, ninth and tenth paragraphs of article 31 of the Law on Structural Changes, and will require no directors’ or experts’ reports on the Joint Merger Plan, or a capital increase in CaixaBank or the approval of the merger by the General Shareholders’ Meeting of CaixaBank neX.

Furthermore, by virtue of Article 51 of the Law on Structural Changes, considering that the Absorbing Company is the direct owner of 100% of the share capital of the Absorbed Company, the Merger will take place without putting it to the vote at CaixaBank’s General Shareholders’ Meeting, unless this is requested by shareholders representing at least 1% of its share capital under the terms of the Law on Structural Changes.

2. RATIONALE FOR THE MERGER

The merger is part of a process to streamline the CaixaBank Group’s structure and pursues a two-fold objective: firstly, to simplify the corporate structure and achieve savings in structural and management costs; and secondly, to generate positive synergies from the integration of CaixaBank neX’s activity into CaixaBank.

In this regard, the Merger will involve the incorporation of highly specialised capabilities, which will enable an immediate, customer-centered digital and multi-channel vision of the business. In addition, integration will smooth information flows and immediacy in customer relations irrespective of the service channel used.

3. IDENTIFICATION OF THE MERGING ENTITIES

3.1. Absorbing company

CaixaBank, S.A.

- a) Name: CaixaBank, S.A.
- b) Type of company: Spanish public limited company.
- c) Registered office: calle Pintor Sorolla, 2-4, Valencia, 46002.

- d) *Tax Identification Number: A-08663619.*
- e) *Legal Entity Identifier (LEI) 7CUNS533WID6K7DGF187.*
- f) *Identifying details of entry in the Commercial Registry: Commercial Registry of Valencia on page V-178351, volume 10370 and folio 1.*
- g) *ID in the Bank of Spain's Register of Banks and Bankers 2100.*

All CaixaBank's shares are admitted for trading on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges and included in the Spanish Stock Exchanges' Interconnection System (Continuous Market).

3.2. Absorbed company

CaixaBank neX, S.A.U.

- a) *Name: CaixaBank neX, S.A.U.*
- b) *Type of company: Spanish single-person public limited company.*
- c) *Registered office: calle Pintor Sorolla, 2-4, Valencia, 46002.*
- d) *Tax Identification Number: A-58481292.*
- e) *Identifying details of entry in the Commercial Registry: Commercial Registry of Barcelona on page B- 50356, volume 47187 and folio 65.*

The details identifying CaixaBank neX's registration in the Commercial Registry set out in paragraph e) above correspond to its former registered office - Gran Vía de les Corts Catalanes, 159-163, P4, Barcelona (08014) - which was changed on 9 December 2020 by decision of its sole shareholder, i.e. CaixaBank, to its current location - Calle Pintor Sorolla, 2-4, Valencia (46002). This decision was notarised by deed executed on the same day before the Barcelona notary public, Mr Salvador Farrés Ripoll, with number 10396/2020 of his protocol, which was sent by telematic means to the Commercial Registry on 10 December 2020 in journal 1341, entry 2808, and which is pending entry.

All publications and filings relating to this Joint Merger Plan must bear a certificate, simple or electronic note issued with reference to the data included in the computer file of the Commercial Registry. Such certificate, simple or electronic note shall contain the new data identifying the registration of CaixaBank neX in the Commercial Registry once the above-mentioned change of address has been registered, in compliance with the provisions of Sections 32, 39 and 51 of the Law on Structural Changes.

4. INDUSTRY CONTRIBUTIONS AND ANCILLARY PROVISIONS

4.1. Industry contributions

Pursuant to Article 31.3 of the Law on Structural Changes, it is hereby stated that no industry contributions affect the Absorbed Company. Therefore, no impact is foreseen and no compensation is to be granted in this regard.

4.2. Ancillary provisions

Pursuant to Article 31.3 of the Law on Structural Changes, it is hereby stated that no ancillary provisions affect the Absorbed Company. Therefore, no impact is foreseen and no compensation is to be granted in this regard.

5. SECURITIES AND SPECIAL RIGHTS

Pursuant to the provisions of Article 31.4 of the Law on Structural Changes, it is hereby stated that the Absorbed Company does not have any shares or shareholdings, or holders of special rights, or holders of securities other than those accounting for the share capital. Consequently, no special rights or options of any kind shall be granted in the Absorbing Company.

6. ADVANTAGES ATTRIBUTED TO INDEPENDENT EXPERTS AND DIRECTORS

No advantages of any kind shall be attributed to the directors of the companies involved in the Merger. Moreover, as this is a merger by the absorption of a wholly owned company, the process does not involve an independent expert and thus no benefits are to be granted to any such expert.

7. EFFECTIVE ACCOUNTING DATE OF THE MERGER

In accordance with the provisions of article 31.7 of the Law on Structural Changes, it is hereby stated for the record that, for accounting purposes, the transactions carried out by the Absorbed Company shall be deemed to have been carried out on behalf of the Absorbing Company on 1 January 2021 in accordance with the provisions of rule 21 (transactions between group companies) of the Spanish General Chart of Accounts approved by Royal Decree 1514/2007, of 16 November.

8. COMPANY BYLAWS ARISING FROM THE MERGER

The Articles of Association of the Acquiring Company need not be amended as a result of the merger.

The current text of CaixaBank's Articles of Association is published on the corporate website (www.caixabank.com), a copy of which is attached as an Appendix to the Joint Merger Plan for the purposes of article 31.8 of the Law on Structural Changes.

Without prejudice to the foregoing, within the framework of the merger of CaixaBank (absorbing company) by absorption of Bankia, S.A. (absorbed company) it is planned to amend Sections 5 and 6.1 of CaixaBank's Articles of Association, relating to share capital and number of shares, by the relevant amount so that CaixaBank can exchange Bankia, S.A. shares for newly issued shares in accordance with the exchange ratio set out in the joint merger plan of CaixaBank and Bankia, S.A., signed by the directors of both companies on 17 September 2020 and published on 18 September 2020 on their respective corporate websites (www.caixabank.com) and (www.bankia.com), and in the merger resolutions approved by the General Shareholders' Meetings of Bankia, S.A. and CaixaBank on 1 December and 3 December 2020, respectively. The maximum nominal amount of the CaixaBank capital increase to cover the exchange of Bankia, S.A. shares will be 2,079,209,002 euros, through the issue of a maximum of 2,079,209,002 ordinary shares, with a par value of one euro each, belonging to the same class and series as those currently in circulation, and represented by book entries. The number of shares to be issued by CaixaBank in the framework of the merger with Bankia, S.A. may be less than the maximum number envisaged based on the number of own shares held by Bankia, S.A. or the shares of Bankia, S.A., if any, held by CaixaBank at the time the merger is implemented, thus expressly providing for the possibility of incomplete subscription of the capital increase.

At the time of signing this Joint Merger Plan, the period for creditors to oppose the merger of CaixaBank with Bankia, S.A. is in progress. Likewise, the conditions precedent to the effectiveness of the merger described in the joint merger plan of CaixaBank and Bankia, S.A. and in the merger agreements are pending fulfilment, and the merger by absorption of CaixaBank and Bankia, S.A. is expected to be concluded in the first quarter of 2021.

9. MERGER BALANCE SHEETS

In the case of CaixaBank, the merger balance sheet will be replaced by the half-yearly financial report required by securities market legislation, as at 30 June 2020 and disclosed by CaixaBank in accordance with the provisions of article 36.3 of the Law on Structural Changes. It is accompanied by the audit report issued by PricewaterhouseCoopers Auditores, S.L., dated 29 September 2020, which verified the balance sheet closed by CaixaBank at 30 June 2020 covering the same period as the half-yearly financial report that replaces the merger balance sheet.

For the purposes of article 36.1 of the Law on Structural Changes, the merger balance sheet of the Absorbed Company, authorised for issue by CaixaBank neX on 17 December 2020, and verified by its

auditor, PricewaterhouseCoopers Auditores, S.L., shall be deemed to be the merger balance sheet of the Absorbed Company as at 30 September 2020.

10. POSSIBLE CONSEQUENCES OF THE MERGER FOR EMPLOYEES, AND ITS POTENTIAL IMPACT ON GENDER AND THE COMPANY'S SOCIAL RESPONSIBILITY.

10.1. Consequences of the merger for employees

In accordance with the provisions of article 44 of the consolidated text of the Law of the Workers' Statute approved by Royal Legislative Decree 2/2015, of 23 October, regulating company succession, CaixaBank shall be subrogated to the employment rights and obligations of the employees of the Absorbed Company.

The Absorbed Company and the Absorbing Company shall meet their obligations of information and, as required, consultation with the legal representatives of the workers of each, pursuant to the provisions of labour regulations. In addition, the appropriate public bodies shall be notified of the Merger, particularly the General Treasury of Social Security.

It is not expected that this specific Merger will have any impact on employment at the Absorbing Company, without prejudice to the provisions of the joint merger plan of CaixaBank and Bankia, S.A. referred to in Paragraph 8 of this Joint Merger Plan.

10.2. Gender impact

No changes are expected as a result of the Merger and therefore no gender impact on CaixaBank's Board of Directors.

10.3. Impact on social responsibility

The Merger is not expected to have any impact on CaixaBank's social responsibility policy.

10.4. Impact on creditors

No measures are envisaged to protect the interests of the creditors of the Absorbing Company or of the Absorbed Company other than the protection measures provided by current Spanish legislation. In particular, the rights of creditors shall be legally protected by the right of objection under the terms of Article 44.2 of the Law on Structural Changes.

11. CONDITION PRECEDENT

The effectiveness of the Merger is subject to and conditional upon granting of the relevant authorisation from the Ministry of Economic Affairs and Digital Transformation (formerly the Ministry of Economy and Competitiveness) in accordance with the provisions of Additional Provision 12 of Law 10/2014, of 26 June, on the regulation, supervision and solvency of credit institutions and article 11 of Royal Decree 84/2015, of 13 February, issued in its implementation.

12. OTHER STATEMENTS

12.1. Tax basis

Pursuant to the provisions of Section 89.1 of Law 27/2014, of 27 November, on Corporate Income Tax (the "Law 27/2014"), the Merger is subject to the special tax regime provided for in Chapter VII of Title VII and in the second additional provision of Law 27/2014, as well as in Section 45, paragraph I.B.10, of the consolidated text of the Law on Transfer Tax and Stamp Duty approved by Royal Legislative Decree 1/1993, of 24 September. For this purpose, the required notification shall be made to the Tax Administration, in accordance with the provisions of the aforementioned article 89 of Law 27/2014 and articles 48 and 49 of the Corporate Income Tax Regulation approved by Royal Decree 634/2015, of 10 July.

12.2. Simplified merger system

Since CaixaBank owns the Absorbed Company fully and directly, the Joint Merger Plan does not include, by virtue of paragraph 1 of Section 49.1 of the Law on Structural Changes, paragraphs 2, 6, 9 and 10 of Article 31 of the Law on Structural Changes.

Furthermore, pursuant to paragraphs 2 and 3 of Article 49.1 of the Law on Structural Changes, there will be no reports by directors or experts on the Joint Merger Plan or a capital increase by the Absorbing Company.

Nor will the Merger be approved by the General Meeting of Shareholders of the Absorbed Company, in accordance with Paragraph 4 of Article 49.1 of the Law on Structural Changes.

Furthermore, by virtue of Article 51 of the Law on Structural Changes, considering that the Absorbing Company is the direct owner of 100% of the share capital of the Absorbed Company, the Merger will take place without putting it to the vote at CaixaBank's General Shareholders' Meeting, unless this is requested by shareholders representing at least 1% of its share capital under the terms of the Law on Structural Changes.

12.3. Publicity and information

The Joint Merger Plan and the Merger shall comply with the applicable regime as regards publicity, information and announcements provided for in Sections 32, 39, 51 and concordant articles of the Law on Structural Changes.

Once the condition precedent set forth in Paragraph 11 above has been fulfilled, where CaixaBank shareholders representing at least 1% of the share capital have not demanded the holding of a general meeting for approval of the Merger within the legal period, and provided that at least one month has elapsed since the Joint Merger Plan was posted on the CaixaBank website (www.caixabank.com) and from the deposit of the Joint Merger Plan with the Commercial Registry of Valencia, with these events being published in the Official Gazette of the Commercial Registry (BORME), as well as from the publication of the notice referred to in article 51 of the Law on Structural Modifications, without any creditor having exercised their right to object or, if applicable, the claims of the creditors who have objected having been duly secured, without prejudice to the provisions of article 44.4 of the Law on Structural Modifications, the corresponding public deed of merger shall be executed, and the deed will then be filed for registration with the Commercial Registry of Valencia.

Valencia, 5 marzo de 2021. Óscar Calderón de Oya, General Secretary and Secretary of the Board of Directors of CaixaBank, S.A. and Pablo Díaz Ortiz, Secretary of the Board of Directors of CaixaBank neX, S.A.U.

Información General Mercantil

Información Mercantil interactiva de los Registros Mercantiles de España

REGISTRO MERCANTIL DE VALENCIA

Expedida el día: 16/02/2021 a las 20:31 horas.

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DATOS GENERALES

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Denominación :	CAIXABANK NEX SA
Inicio de Operaciones :	04/11/1987
Domicilio Social :	C/ PINTOR SOROLLA 2-4VALÈNCIA46002-VALENCIA
Duración :	Indefinida
N.I.F. :	A58481292 EUID: ES46030.000838116
Datos Registrales :	Hoja V-196178 Tomo 10925 Folio 89
Objeto Social:	La Sociedad tendrá por objeto las siguientes actividades: a) la gestión de procesos de negocio vinculados a internet y en general a las nuevas tecnologías o tecnologías de la Información; la promoción y comercialización de productos de terceros a través de canales electrónicos; la gestión de plataformas tecnológicas, incluyendo la infraestructura, equipos, programas. b) la prestación de servicios de consultoría y promoción de servidos financieros y no financieros a través de canales electrónicos, incluyendo el diseño de productos y servicios electrónico; en el ámbito de los servicios financieros a distancia y del comercio electrónico; así como la prestación de servidos de consultoría y promoción de cualesquiera iniciativas tecnológicas, industriales, comerciales, urbanísticas, agrícolas y de cualquier otro tipo. c) el análisis, diseño, desarrollo y mantenimiento de programas y proyectos informáticos, así como la implantación y explotación de sistemas y plataformas tecnológicas y servicios de atención al cliente. d) la participación en otras sociedades, ya sea interviniendo en su constitución, ó con posterioridad a ella, asociándose a las mismas, o interesándose de cualquier forma en ellas. Quedan excluidas del objeto social las actividades y prestaciones de servicios que legalmente estén reservadas a determinados tipos de entidades, como las entidades de crédito, las empresas de servicios de inversión o las Instituciones de inversión colectiva, y también quedan excluidas las actividades y servicios profesionales para cuyo ejercicio se requiera titulación universitaria oficial o titulación profesional para cuyo ejercicio sea necesario acreditar una titulación universitaria oficial, e Inscripción en el correspondiente Colegio Profesional.
Estructura del órgano:	Consejo de administración
Unipersonalidad:	La sociedad de esta hoja es unipersonal, siendo su socio único CAIXABANK SA, con N.I.F. A08663619
Último depósito contable:	No disponible
ASIENTOS DE PRESENTACIÓN VIGENTES:	No existen asientos de presentación vigentes
SITUACIONES ESPECIALES:	Existen situaciones especiales

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REGISTRADORES DE ESPAÑA
Diego de León, 21. 28006 Madrid
91 270 16 99