



POLICY FOR SELECTION, DIVERSITY AND SUITABILITY
ASSESSMENT OF THE MEMBERS OF THE BOARD OF
DIRECTORS AND SENIOR MANAGEMENT MEMBERS
AND OTHER KEY FUNCTION HOLDERS OF CAIXABANK
AND ITS GROUP

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1. INTRODUCTION

Effective functioning of the governing bodies is a key aspect of the corporate governance of listed companies and credit institutions in general, and establishing their adequate structure and composition is therefore a priority. In this regard, the processes for selecting and assessing the suitability of the members of the governing bodies are vital to assuring their proper and efficient composition and functioning.

The importance of diversity to the composition of the Board of Directors is reflected in Article 529 bis of the *Revised Text of the Spanish Corporation Law*, by virtue of which the Boards of Directors of listed companies must ensure that the procedures for selecting their members favour diversity with regard to aspects such as age, gender, disability or professional training and experience, have no implicit biases that could entail discrimination of any kind and, in particular, facilitate the selection of a sufficient number of female Directors to enable a balanced presence of women and men.

Addressing these aspects in greater depth, Recommendation 14 of the Code of Good Governance of Listed Companies of National Securities Market Commission (CNMV) (the "Code of Good Governance"), states that the Board must approve a policy aimed at achieving an appropriate composition of the Board of Directors favouring diversity of knowledge, experience, age and gender.

Similarly, in accordance with Articles 88.1 and 91 of *Directive 2013/36/EU of the European Parliament and of the Council, of 26 June 2013, on access to the activity of credit institutions and the prudential supervision of credit institutions and investment firms*, the entity's governing body must adopt a policy for assessing the suitability of its members and senior management members, keeping it constantly updated. The requirements, conditions and key aspects of the suitability assessment procedures are governed by the applicable Spanish legislation, particularly *Law 10/2014, of 26 June, on regulation, supervision and solvency of credit institutions*, *Royal Decree 84/2015, of 13 February, implementing Law 10/2014 and Bank of Spain Circular 2/2016, of 2 February, for credit institutions, on supervision and solvency*.

Also, the *European Banking Authority Guidelines on the assessment of suitability of members of the management body and key function holders (EBA/GL/2021/06)* oblige the entities to guarantee that a policy exists in a group context for assessing the suitability of all members of the governing body and key function holders, for compliance by all the subsidiary companies included within the scope of prudential consolidation, without prejudice to the fact that subsidiaries subject to *Directive 2013/36/EU* must adopt and apply a suitability policy in an individual context, consistent with the policy established at consolidated level.

Just as the suitable composition of the Board of Directors is a priority for guaranteeing its efficient functioning and vital to the corporate governance of credit institutions, the selection procedure for the entity's senior management members is also of the utmost importance, as these managers are the link between the Board of Directors and the rest of the organisation. This requirement also extends to those responsible for internal control functions, as a vital aspect of the entity's internal governance mechanisms and, where appropriate, to other key function holders.

In accordance with the solvency regulations applicable to it as a credit institution, CaixaBank must have "*adequate internal units and procedures for the selection and ongoing assessment of the members of its Board of Directors, its managing directors or similar and those responsible for internal control functions and other key positions at the entity*".

The suitability requirements and selection and assessment procedures established in this Policy shall be applied without prejudice to any other substantive or procedural rules of a legal, statutory, or where the case may be corporate governance-related or conventional nature, governing the capacity, obligations and requirements of persons subject to the Policy with regard to their appointment and continuance in their respective posts.

The determination of the general policies and strategies of the Company and the group it controls (the "CaixaBank Group" or the "Group") is a non-delegable power of the Board of Directors of CaixaBank, S.A. ("CaixaBank" or the "Company" or the "Entity"). Consequently, at its meeting of 20 September 2018, the Company's Board of Directors approved the *Policy for selection, diversity and suitability assessment of Directors and senior management members and other key function holders of CaixaBank and its Group* (the "Policy"), which was subsequently amended on 17 December 2020 and lastly on 26 January 2022.

The Policy forms part of the Company's corporate governance system and includes the main aspects and commitments of the Company and its Group with regard to the selection and suitability assessment of Directors and senior management members and key function holders, having agreed to review and update certain aspects of the same at its meeting on 29 April 2024.

2. PURPOSE OF THE POLICY

The purpose of this Policy is to establish the principles, criteria and fundamental aspects of the organisation and the procedures for assessing the suitability of the members of CaixaBank's Board of Directors and the senior management members and other key function holders, particularly the selection processes for their appointment, all in accordance with the applicable regulations and best corporate governance practice.

This Policy is one of CaixaBank's Corporate Policies and complements the *Corporate Governance Policy of CaixaBank and its Group*, the *CaixaBank Group Structure Definition Policy* and the *Internal Governance Policy*, its scope being the suitability of Directors, senior management members and key function holders.

3. SCOPE OF APPLICATION

- The Policy is applicable to CaixaBank. Specifically, its provisions govern the selection and suitability assessment procedures for members of the Board of Directors whose reappointment is proposed and candidates for appointment as Directors.

If, pursuant to additional provision twelve of the Spanish Corporation Law¹ the Director appointed is a legal entity, the natural person appointed to represent it must meet the legal requirements established for the administrators, must abide by the same obligations and will be jointly and severally liable with the legal entity Director, subject to the provisions of this Policy where appropriate. Similarly, this Policy also applies to the procedures for selection and suitability assessment of candidates for senior management posts and key function holders.

¹ Additional provision twelve. Specific provisions relating to the public sector entities. With the exception of the provisions of article 529 bis.1, legal persons belonging to the public sector may be members of the Board of Directors if they represent a part of the share capital. The natural persons appointed as the representatives of these directors will be subject to the provisions of article 529 decies. Proposals for the appointment of natural person representatives must be submitted to the Appointment and Sustainability Committee.

- The Policy also applies in a group context. In particular, the policy must be observed by the CaixaBank Group's most relevant subsidiaries, which must be aware of it, and where the case maybe they may make any adaptations, they deem appropriate, without prejudice to approval of their own policies where applicable. Any special features deriving from the regulatory framework applicable to each subsidiary company's governing body must be taken into account, particularly those operating in regulated sectors, which in addition to the banking sector include the insurance sector and that of provision of investment and other specialist financial services, and that of entities based in jurisdictions other than Spain.

If the subsidiaries make any adaptations to the Policy or draw up their own policies, these must be previously submitted for approval by the General Secretary's and Board of Directors' Department, which will check that the proposed texts are in accordance with the Policy, sending the corresponding report to the subsidiary company. Likewise, the General Secretary's and Board of Directors' Department will inform the CaixaBank Appointment and Sustainability Committee of the policies approved by the subsidiaries.

In this regard, all regulated financial subsidiaries carrying out CaixaBank's inherent business, and other significant subsidiaries carrying out their activity in other fields of business shall be considered the CaixaBank Group's most relevant subsidiaries.

4. MAIN PRINCIPLES

- Every effort must be made to guarantee the diversity and balance of the composition of the Board of Directors.
- With regard to the processes for selecting members of the Board of Directors, in order to guarantee the coexistence of different opinions on the Board the responsible bodies must always bear in mind the principle of diversity, particularly gender diversity and, among others, diversity of training and professional experience, age and geographical origin and any others deemed relevant with a view to ensuring an appropriate, diverse composition of the Board and the principle of non-discrimination and equal treatment, ensuring that it facilitates selection of the underrepresented gender in sufficient number to achieve a balanced presence of women and men among the candidates proposed for appointment or reappointment to the Board, avoiding any discrimination whatsoever in this regard.
- As to the selection of senior management members and other key function holders, priority must be given to attracting and retaining persons with a suitable profile, guaranteeing identification, attraction, retention and development of talent and also ensuring that competition for the specific post is encouraged at all times and, whenever possible, favouring diversity, with the proposals always contemplating the principle of non-discrimination and equal treatment. In particular, it must be guaranteed that measures are established to encourage the Entity's inclusion of a balanced number of both sexes senior managers.
- The agreements adopted by virtue of this Policy must always comply with current legislation and CaixaBank's corporate governance system and regulations and must take into consideration the good governance recommendations and principles.

5. GOVERNANCE

5.1. CaixaBank Board of Directors

In accordance with current legislation, the *Company By-laws* and the *Rules of the Board of Directors of CaixaBank*, the CaixaBank Board of Directors is responsible for the following:

- i. Approval of this Policy and of the *Protocol on procedures for suitability assessment and appointment of Directors and senior management members and other key function holders of CaixaBank*. Additionally, the approval of the *Succession Policy of the members of the Board of Directors, the senior management members and other key function holders of CaixaBank*, which will establish the principles, criteria and fundamental lines of governance of the succession planning processes of said positions, including the assignment and definition of roles and responsibilities.
- ii. With regard to Directors:
 - Drawing up a suitability assessment report on the candidate for Director whose appointment is being considered, on the basis of the draft suitability assessment report drawn up by the Appointment and Sustainability Committee.
 - Drawing up an explanatory report assessing the competence, experience and merits of the candidate proposed for appointment or reappointment as a Director, which in any case must accompany the appointment or reappointment proposal and be attached to the minutes of the General Meeting or the Meeting of the Board itself.
 - The proposal for the appointment, reappointment or removal of Directors not considered independent Directors, for submission to the General Meeting or appointment by co-option by the Board of Directors itself, where the case may be.
 - Submission to the General Meeting of the Appointment and Sustainability Committee's proposal for appointment, reappointment or removal of independent Directors, or their designation by co-option by the Board of Directors itself, where the case may be.
 - Ensuring compliance with the conflict of interest system for Directors as established in the applicable legislation.
 - Ensuring that the procedures for selecting members of the Board of Directors foster gender diversity in particular and also diversity of training and professional experience, age and geographical origin, among others, and, in general, that they do not involve any implicit bias entailing any kind of discrimination and facilitate the selection of a sufficient number of candidates of the under-represented gender to achieve a balanced presence of women and men.
 - Approval of the annual assessment report of the functioning and composition of the Board of Directors and its committees, as well as the approval of the Board of Directors' competency matrix, on proposal by the Appointment and Sustainability Committee.
- iii. With regard to senior management members and key function holders of CaixaBank:
 - Assessing the skills, knowledge and experience of the senior managers and other key function holders, including internal control function

- holders, on proposal by the Appointment and Sustainability Committee.
- Appointment and dismissal of senior managers and other key function holders, including internal control function holders.

5.2. Governing bodies of the subsidiaries

- These bodies must be aware of this Policy, making any necessary adaptations in accordance with their nature, scope of action, applicable jurisdiction, etc, where the case may be.
- They must guarantee that the entity complies with its own established procedures for selecting the members of their governing bodies, senior management and, where applicable, key function holders.

5.3. CaixaBank Appointment and Sustainability Committee

- This Committee submits the proposal for approval of the Policy and its subsequent reviews to the CaixaBank Board of Directors, together with the proposal for the *Protocol on procedures for suitability assessment and appointment of Directors and senior management members and other key function holders of CaixaBank*. Additionally, this Committee submits the proposal for approval of the *Succession Policy of the members of the Board of Directors, the senior management members and other key function holders in CaixaBank*.
- With regard to Directors:

In addition to drawing up proposals and reports, the Appointment and Sustainability Committee is also responsible for overseeing the selection processes for Directors and has the following basic responsibilities, among others:

- The submission to the Board of Directors of the proposals for independent directors to be appointed by co-option or to be submitted for resolution by the General Meeting, and the proposals for the General Meeting's reappointment or removal of these Directors.
- Informing of the proposals for the other Directors to be appointed by co-option or to be submitted for resolution by the General Meeting, and the proposals for the General Meeting's reappointment or removal of these Directors.
- Assessing the suitability of the candidates for Directors, contemplating the functions involved and the necessary aptitudes and the time and dedication required for efficiently performing their duties and their aptitude for carrying out good governance, and submitting the proposed suitability report to the Board of Directors together with the appointment proposal, in the case of independent Directors, or with the proposed appointment report, in the case of other Directors.
- Informing the Board of Directors of diversity issues, particularly with regard to gender diversity, ensuring that the procedures for selecting its members particularly encourage gender diversity and also diversity of training and professional experience, age or geographical origin or any other aspects it deems relevant, and that they facilitate the selection of the

underrepresented gender on the Board, guaranteeing that the target of achieving a balanced proportion of women and men is pursued at all times.

It must therefore verify compliance with this policy annually, in order to guarantee a suitable diverse composition of the Board of Directors, which will be informed of in the Annual Corporate Governance Report.

- Assessing the suitability of the members of the Board of Directors and that of the Board as a whole, on a regular basis (at least once a year) and informing the Board of Directors accordingly.
 - Drawing up and constantly updating a competency matrix for the Board of Directors, for submission for approval at the Board meeting.
 - Assessing the structure, size, composition and work of the Board of Directors and its Committees, on a regular basis (at least once a year), submitting to the Board for its approval the annual assessment report of the functioning and composition of the Board of Directors and its committees.
 - To lead the planning for the succession of the Board. To this end, it is responsibility of the Committee to study and organise the succession of the key functions of the Board of Directors, under the coordination of the Chairman of the Board of Directors, the Chief Executive Officer (CEO) and the Lead Independent Director, and where the case may be drawing up proposals for submission to the Board of Directors so that the succession is orderly and well-planned.
 - Taking note of the adaptations made to this Policy by the subsidiaries and, where the case may be, of the approval of their own policies, receiving the information sent to it in this regard by the CaixaBank General Secretary's and Board of Directors' Department.
- iii. With regard to senior management members and key function holders of CaixaBank:
- Drawing up and submitting to the Board of Directors a report on the proposals for appointment or removal of the senior managers and other key function holders, assessing the necessary skills, knowledge and experience. These proposals may be made directly in the case of senior managers or other key function holders for whom it considers this initiative should be taken, in view of either their control functions or their supporting role with regard to the Board or its Committees.
 - Assessing the suitability of the senior management members and other key function holders, on a regular basis (at least once a year).
 - Monitoring any measures established to encourage a diversity promotion policy that includes measures that encourage a balanced number of managers of both sexes- at the Entity.

The Appointment and Sustainability Committee may make use of the appropriate resources to carry out its duties within the framework of this Policy, including external counselling.

5.4. CaixaBank Audit and Control Committee

This is the body responsible for proposing the selection, appointment, reappointment and removal of the person or persons responsible for Company's Internal Audit Management

to the Board of Directors.

5.5. Risk Committee

Informs the proposals of the Appointments and Sustainability Committee on the appointment of the person responsible of the Risk Management Function as well as the person responsible for the regulatory compliance function (Compliance) in the latter case, in coordination with the Audit and Control Committee.

5.6. CaixaBank Executive Committee

With regard to the Group companies, the CaixaBank Executive Committee is responsible for the following:

- i. In general, except in urgent cases, appointing the administrators or Directors of the subsidiaries, if CaixaBank is their sole shareholder.
- ii. In all other cases, it will propose the appointment of the administrators or Directors of the corresponding subsidiaries to the governing body, according to their holding in the subsidiary or any other aspect that needs to be taken into account.

The Executive Committee approves and keeps updated a Protocol to detail the procedure for appointing the Directors of the CaixaBank Group's most relevant subsidiaries, specifying the rules to be complied with.

Every six months, the Committee will inform the Appointment Committee of the resolutions for appointments, re-appointments or terminations of Directors at the most relevant subsidiaries during the previous six-month period.

5.7. Chief Executive Officer

Without prejudice to the duties assigned to the Appointment and Sustainability Committee by virtue of the Rules of the Board of Directors or this Policy, the Chief Executive Officer will propose, through the Appointments and Sustainability Committee, the appointment or severance of the senior managers and other key function holders of CaixaBank to the Board of Directors.

5.8. CaixaBank General Secretary's and Board of Directors' Department

This body assists the Board of Directors and its Committees in carrying out their duties in this area. It is responsible for the following, among other aspects:

- Submitting proposals to the CaixaBank Appointment and Sustainability Committee for the draft version of this Policy and that of the *Protocol on procedures for suitability assessment and appointment of Directors and senior management members and other key function holders of CaixaBank*, and their subsequent amendments. Additionally, it submits the draft if the *Succession Policy of the members of the Board of Directors, the senior management members and other key function holders in CaixaBank*.
- Reviewing the adaptations of the Policy and the subsidiaries' own policies that have been proposed in this regard, checking that they are in accordance with the Policy's provisions, before their approval by the subsidiary's governing bodies. For this purpose, it will send its corresponding report to the subsidiaries and the

CaixaBank Appointment and Sustainability Committee. The General Secretary's Department will be responsible for updating the list of the Group's most relevant subsidiaries for purpose of this Policy, with the aid of the Division of Accounting, Management Control and Capital.

- Assisting the Appointment and Sustainability Committee in drawing up the competency matrix and the annual assessment report of the functioning and composition of the Board of Directors and its Committees
- Assisting the Appointment and Sustainability Committee in drawing up the suitability assessments and in issuing the corresponding reports for which it is responsible.
- Submit to the Appointment and Sustainability Committee the updated table of expiry of the directors' mandates.
- To keep, in a confidential manner, the list of potential candidates to fill the key positions of the Board.
- Serving as the communication channel with the supervisory authorities in this regard.

5.9. CaixaBank Management Committee

This Committee submits proposals to the CaixaBank Executive Committee regarding appointments of Directors at the subsidiaries that are to be made by CaixaBank.

5.10. CaixaBank Human Resources Department

This Division collaborates with and assists the Board of Directors, the Appointment and Sustainability Committee and – in the case of the Internal Audit Division Manager – the Audit and Control Committee, whenever these bodies deem it appropriate, and also the Chief Executive Officer where the case may be, providing advice throughout the process of selecting candidates for senior management members and other key function holders.

5.11. CaixaBank's internal control function holders

The holders of CaixaBank's Compliance, Corporate Risk Management Function & Planning and Internal Auditing functions will participate in the procedures for the appointment and removal of the respective function holders at the subsidiaries. For such purposes, during the selection (or removal) process, the subsidiary must notify the proposed candidate(s) to the manager of the corresponding function on the matrix, who will then send a report to the subsidiary.

They will also participate in the regular procedures for assessing the performance of the corresponding function holder at the subsidiary and must send the subsidiary a report before the corresponding decision is adopted.

5.12. External counselling

If deemed appropriate, the bodies and persons responsible for selecting the members of the Board of Directors, senior management members and other key function holders may ask for legal advisors, experts or human resources consulting firms to be contracted at the company's expense.

If external counselling is received, the Appointment and Sustainability Committee must particularly endeavour to ensure the advisor's independence and the absence of conflicts of interest.

6. RULES APPLICABLE TO MEMBERS OF THE BOARD OF DIRECTORS

6.1. Key elements of the diversity policy for the Board of Directors

The suitably diverse composition of the Board of Directors, in accordance with the principles listed in section 4 of this Policy, shall ensure a wide range of knowledge, qualities, viewpoints and experience on the Board, helping to foster diverse, independent opinions and a sound, mature decision-making process.

Ensuring a suitably diverse composition of the Board thus constitutes a key aspect of both this Policy and the selection and suitability assessment procedures for CaixaBank's Directors and, as such, is taken into account at all times.

The Board of Directors and the Appointment and Sustainability Committee shall attach particular value to gender diversity and to diversity of training and professional experience, age and geographical origin and any other aspects it deems relevant, always observing the principle of non-discrimination and equal treatment.

The following considerations in particular are to be taken into account:

- On undertaking the selection and reappointment procedures for the Directors, weighting must be given to the aim of guaranteeing the appropriacy and diversity of the governing body, particularly fostering gender diversity and also diversity of knowledge, training and professional experience, age and geographical origin, among others, when the suitability assessment is made. The candidates' suitability assessment reports must include an evaluation of how the candidate contributes to guaranteeing the diverse and appropriate composition of the Board of Directors.
- The Board of Directors and the Appointment and Sustainability Committee must always endeavour to ensure a suitable balance of knowledge and experience and also to facilitate selection of candidates of the underrepresented gender, avoiding any kind of discrimination in this regard. Any implicit bias in the selection procedures hindering the selection of candidates of the under-represented gender must be avoided and whenever possible the potential candidates must include persons of such gender who meet the professional profile sought, enabling a balanced proportion of that gender to be achieved, taking into account that that the number of the members of the under-represented gender complies or is above the threshold established in the regulatory provisions in force at any time, as well as in the best corporate governance recommendations. Likewise, the Committee must also take into account the measures established with a view to encouraging that the Company has a diversity promotion policy that includes measures that encourage there to be a balanced number of managers of both sexes.
- On conducting the annual assessment of the composition and competencies of the Board of Directors, the aforementioned diversity aspects must be taken into account, particularly the gender diversity targets. The Appointment and Sustainability Committee must record the degree of compliance with this goal, and with any others deemed relevant where the case may be, and if it is not achieved they must indicate the reasons, the means for resolving this situation and the action schedule.
- The Annual Corporate Governance Report will include a description of the main aspects and targets of the Diversity Policy and the results obtained, including the specific measures adopted by the Board of Directors and the Appointment and Sustainability

Committee where the case may be, to favour the appropriate composition of the Board of Directors.

- On the other hand, the succession planning processes of the members of the Board of Directors will contribute to ensuring the necessary diversity and balance in its composition. They will take into account the principle of diversity, in particular gender diversity, as well as, among others, training and professional experience, age or geographical origin and those others that are considered appropriate to ensure an appropriate and diverse composition of the board, ensuring that the percentage of the underrepresented gender is equal to or above the thresholds established in the regulatory provisions in force at any time, as well as in the best corporate governance recommendations.

6.2. Suitability requirements for the Directors

6.2.1. Individual requirements for selection of Directors

The candidates for Directors and the actual Directors of CaixaBank must fulfil the necessary suitability requirements for holding their posts in accordance with the applicable legislation.

In particular, they must have recognised business and professional repute, have the adequate knowledge and experience to perform their duties and be able to exercise good governance of the company.

The *Protocol on procedures for suitability assessment and appointment of Directors and senior management members and other key function holders of CaixaBank* will specify the content of each suitability requirement.

6.2.2. Collective requirements for the members of the Board of Directors

The selection of candidates proposed as members of the Board of Directors of CaixaBank must consider the conditions established in the current legislation with regard to the composition of the Board of Directors as whole.

In particular, the composition of the Board of Directors as a whole, must bring together the sufficient knowledge, skills and experience in the governance of credit institutions for it to possess an adequate understanding of the Company's activities, including its main risks, and to ensure the effective capability of the Board to independently and autonomously make decisions in the interests of the Company.

The Appointment and Sustainability Committee, assisted by the General Secretary's and Board of Directors' Department and considering the necessary balance of knowledge, experience, skill and diversity on the Board of Directors, will draw up and constantly update a competency matrix, to be submitted to the Appointment and Sustainability Committee, for approval by the Board of Directors.

Where the case may be, the results of applying the matrix may serve to identify future training needs or areas to be strengthened on making future appointments.

6.3. Training of the Directors

CaixaBank's Director training policy is a relevant aspect with regard to ensuring the Directors' suitability at all times and contributes to improving their skills, competencies and knowledge through a variety of training activities.

Specifically, there are two types of training: initial training for Directors, or welcome and onboarding programmes, and the annual continuing training plans.

The Entity must always guarantee that there are sufficient human and financial resources for the training targets established to be achieved and to ensure that all members of the governing body are suitable for the post and able to fulfil their duties.

6.3.1. Welcome and onboarding programmes

Before the candidate's appointment, after his or her suitability has been assessed, if the Entity or the supervisory authority should detect any additional training requirements further training for the candidates for Directors may be agreed on, which will be provided within the period established by the supervisor where the case may be or as soon as possible in all other cases, and always within a year of the Director's taking of office.

Similarly, after their appointment, the Directors must receive all the initial information guaranteeing their adequate onboarding to CaixaBank within a maximum of six months from the date on which they take office, and they must be given basic information on the Entity within a month of taking office.

The Appointment and Sustainability Committee, assisted by the Administrative and Board of Directors' Office and, where the case may be, by the Human Resources Department (henceforth, "HR Department") or any other Departments deemed appropriate, must approve the specific content and all other aspects relating to these programmes.

The aim of the programmes is to provide the Directors with a clear understanding of the structure, business model, risk profile and internal governance of CaixaBank and its Group, particularly with regard to the applicable regulatory framework. It must also include any matters it is considered that the new Director must be informed of at any given time in order to perform his or her functions on the Board.

6.3.2. Annual continuing training plans

Each year, after the Appointment and Sustainability Committee has conducted the annual collective suitability assessment of the Board of Directors and in view of the conclusions obtained, it will draw up a draft annual training plan for the following year which, after review by the Chairman of the Board, will be submitted for approval by the Board of Directors. For these purposes, the Directors' opinions with regard to training requirements will be taken into account in the annual self-assessment exercise.

The annual Plan will include all the internal or external training activities deemed necessary to provide the Directors with a suitable understanding of the Entity's structure and risk profile and enable them to become actively involved in the Board's debates. The General Secretary's and Board of Directors' Department will provide assistance and collaboration on drawing up the annual continuing training Plan. Also, if so required by the Appointment and Sustainability Committee, the HR Department or any other Departments deemed relevant with regard to the matters in question may collaborate with the General Secretary's Office.

In particular, all matters connected with risk management, the business, new features of the applicable regulatory system, new features connected with the Entity's Strategic Plan targets, etc. will be especially taken into account.

During its year of application, the Appointment and Sustainability Committee may

amend the Plan, on approval by the Chairman of the Board, in order to cater to any new needs detected, either collective or individual, where the case may be.

6.4. Board of Directors' Succession

When it comes to dealing with succession of the Board of Directors, there are two different succession processes:

6.4.1. Succession of the key positions of the Board of Directors

Corresponds to the Appointment and Sustainability Committee to study and organise the succession of key positions of the Board in coordination with the Chairman of the Board of Directors the company's Chief Executive Officer and with the Lead Independent Director, and also, where the case may be, for drawing up proposals to the Board of Directors with a view to this succession being made in a planned, orderly manner.

For this purpose, the following positions will be considered as key positions of the Board of Directors:

- Chairman of the Board;
- Chief Executive Officer;
- Lead Independent Director;
- Chairmen of the Supervisory Committees of the Board of Directors (Audit and Control Committee, Appointments and Sustainability Committee, Risks Committee and Remuneration Committee).

The proceeding to establish the Plan, as well as its content, is defined in the *Succession Policy of the members of the Board of Directors, the senior management members and other key function holders in CaixaBank*. In any case, the plans must also establish the procedures for covering any sudden or unexpected absence or the departure of any of the Board members, including the possibility of making an interim appointment. The succession plans must also consider the diversity-related targets and purposes indicated in section 6.1 of this Policy.

6.4.2. Succession of the other directors

The expiry schedule of the director', particularly for independent directors, will be kept monitored and updated, as established in the *Succession Policy of the members of the Board of Directors, the senior management members and other key function holders in CaixaBank*.

7. RULES APPLICABLE TO SENIOR MANAGEMENT MEMBERS AND OTHER KEY FUNCTION HOLDERS

7.1. Individual requirements for senior management members and other key function holders

The *Protocol on procedures for suitability assessment and appointment of Directors and senior management members and other key function holders of CaixaBank* will include details of all persons regarded as members of the senior management group and other key function holders.

Such posts must be held by persons with recognised business and professional repute. They must also have suitable knowledge and experience. On assessing the knowledge and experience required for each post, the specific powers, duties and characteristics of the specific post evaluated must be taken into account.

The aforementioned suitability requirements will be assessed taking into account the provisions of the applicable legislation and those of the *Protocol on suitability assessment procedures*.

Similarly, where the case may be, any other requirements determined by either the Appointment and Sustainability Committee or, with regard to selection of the head of the Internal Audit Department, of the Audit and Control Committee and the Risks Committee of the Company, regarding the selection of the head of the Risk Management Function and the head of Compliance, in the latter case in coordination with the Audit and Control Committee, must also be taken into consideration.

In any case, in the selection processes and, where appropriate, in the design of career or succession plans, the need to guarantee an adequate diversity will be taken into account and, in particular, it will be guaranteed that measures encouraging a balanced number of both sexes senior managers are established.

7.2. Training of the Management Committee

In the last quarter of each year, the HR Department will draw up a training plan for the Management Committee for the following year, which will be submitted to the Management Committee for approval and notified to the Appointment and Sustainability Committee.

7.3. Succession of the members of the Management Committee and other key function holders

The succession planning will be carried out in accordance with the provisions of *the Succession policy of the members of the Board of Directors, the senior management members and other key function holders in CaixaBank*.

For this purpose, HR Department will be responsible for, under the direction of the Chief Executive Officer, performing succession planning, developing talent strategy and reporting periodically to the Appointment and Sustainability Committee.

8. SELECTION AND SUITABILITY ASSESSMENT PROCEDURES FOR THE POSTS

As set forth in section 5 of this Policy, the body responsible for assessing the suitability of the candidates and that of the Directors and the holders of all other posts and functions included in the Policy is the Board of Directors together with the Appointment and Sustainability Committee, which draws up a draft suitability assessment report on each of the candidates for Directors and other posts and functions and submits it to the Board.

A detailed description of the procedure for conducting the assessment is included in the *Protocol on procedures for suitability assessment and appointment of Directors and senior management members and other key function holders of CaixaBank*. This document contemplates the applicable requirements for the assessments, distinguishing between those carried out before the initial appointments or reappointments were made, continuous assessments and those due to unexpected circumstances.

9. APPROVAL AND REVIEW OF THE POLICY

The CaixaBank Board of Directors is responsible for approving the Policy, on proposal by the Appointment and Sustainability Committee.

In accordance with the Rules of the Board of Directors, the Appointment and Sustainability Committee will be the body responsible for regularly reviewing this Policy, on a yearly basis

at least, submitting a report to the Board of Directors and, where the case may be, drawing up any observations or proposals it deems appropriate for its amendment and improvement. The Administrative and Board of Directors' Office will assist the Appointment and Sustainability Committee in carrying out these tasks.

Similarly, the Appointment and Sustainability Committee will verify the compliance with the Policy each year with a view to fostering the appropriate composition of the Board of Directors, duly informing of this in the Annual Corporate Governance Report.