

# Annual Corporate Governance Report



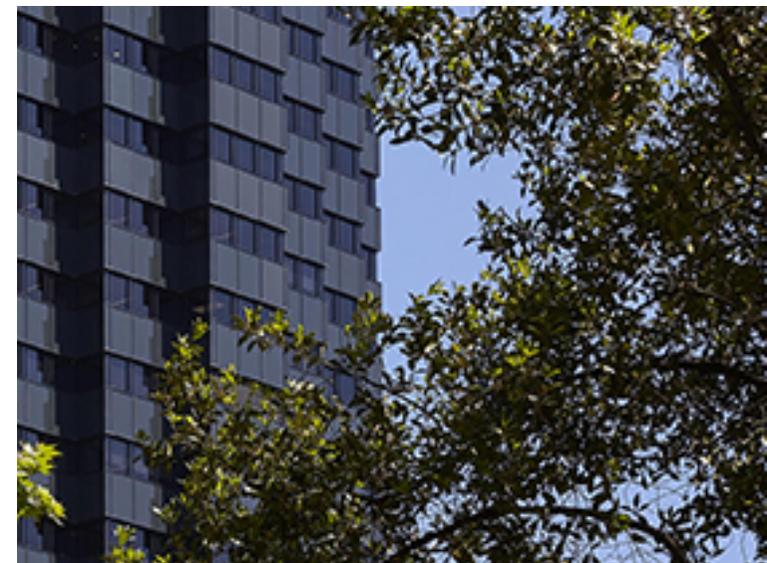
**/2025**



Below is the Annual Corporate Governance Report (hereinafter, ACGR) of CaixaBank, S.A. (hereinafter, CaixaBank, the Entity or the Company) for the 2025 financial year, prepared in a free format. It consists of the "Corporate Governance" chapter of the **Consolidated Management Report**, together with sections F (ICFR) and G (Degree of Compliance with Corporate Governance Recommendations), the Reconciliation Table and the "Statistical Annex of the ACGR" presented below.



The consolidated version of the ACGR is available on CaixaBank's corporate website ([www.caixabank.com](http://www.caixabank.com)) and on the CNMV's website. The information contained in the Annual Corporate Governance Report is presented with reference to the year ended 31 December 2025. Throughout the document, abbreviations are used for certain corporate names of different entities: FBLC (Fundación Bancaria "la Caixa"), Critería Caixa (Critería Caixa, S.A.U.); FROB (Fondo de Reestructuración Ordenada Bancaria); BFA (BFA Tenedora de Acciones, S.A.); as well as for the governing bodies of CaixaBank: the Board (the Board of Directors) or the AGM (the Annual General Meeting of Shareholders).



# Corporate Governance



*Sound corporate governance enables companies to maintain an efficient and methodical decision-making process,*

**because it incorporates clarity in the allocation of roles and responsibilities, and at the same time, promotes proper risk management and efficient internal control, which enhances transparency and limits the appearance of potential conflicts of interest.**

All this promotes management excellence that results in greater value for the company and therefore its stakeholders .

In line with our commitment to our mission and vision, integrating good corporate governance practices into our business is necessary and is a strategic priority to achieve a well-run company and to be recognised for it.

Information on the Company's corporate governance is supplemented by the Annual Report on the Remuneration of Directors (ARRD), which is prepared and submitted to a non-binding vote at the Annual General Meeting of Shareholders.

Following approval by the Board of Directors and its publication on the CNMV's website, the ARRD and this ACGR are available on CaixaBank's corporate website ([www.caixabank.com](http://www.caixabank.com)).

CaixaBank's Corporate Governance Policy is based on the Company's corporate values, as well as on good corporate governance practices, notably the recommendations of the Code of Good Governance of Listed Companies approved by the CNMV in 2015 and updated in 2020. This policy establishes the principles of action governing the Company's corporate governance and its text was reviewed in June 2025.



*Maximum rating obtained in the certification of Good Corporate Governance, which recognises that CaixaBank has implemented the best good governance practices.*

## GOOD GOVERNANCE BEST PRACTICES (G)

*Of the 64 recommendations contained in the Code of Good Governance, excluding one that does not apply, CaixaBank is fully compliant with 58 and partially compliant with five. The following list shows the recommendations with which CaixaBank is partially compliant and the reasons for this:*

### **\_THE COMPANY IS PARTIALLY COMPLIANT WITH THE FOLLOWING RECOMMENDATIONS:**

#### **RECOMMENDATION 5**

On the delegation of powers to issue shares and convertible securities without pre-emptive subscription rights, in that the maximum limit is complied with in relation to the increase in capital and, with respect to the issue of convertible securities, the 20 % limit stipulated in Article 511 of the Spanish Capital Companies Act is not applicable to issues by credit institutions that are considered additional tier 1 capital instruments (ATI), in compliance with the provisions of Regulation (EU) 575/2013 in accordance with the Fifteenth Additional Provision of the Spanish Capital Companies Act.

The resolutions adopted by the General Meeting of Shareholders held on 22 March 2024 allow for the delegation of the powers to issue bonds convertible into shares in accordance with the Fifteenth Additional Provision of the Spanish Capital Companies Act, whereby the 20 % limit does not apply.

#### **RECOMMENDATION 10**

The Regulations of CaixaBank's General Meeting of Shareholders provide for a different system of presumption of voting depending on whether the resolutions are proposed by the Board of Directors or by shareholders. This is intended to avoid difficulties in counting shareholders who are absent before the vote is taken and also resolves the situation where new proposals deal with resolutions that contradict the proposals submitted by the Board, guaranteeing in all cases the transparency of the vote count and proper recording of votes.

#### **RECOMMENDATION 27**

Proxies for voting at Board meetings in the event of inability to attend may be granted with or without specific instructions according to the preference of each director. The freedom to grant proxies with or without specific instructions is considered by the Company to be good corporate governance practice and, in particular, the absence of instructions, facilitating the proxyholder's position to follow the tenor of the debate.



**RECOMMENDATION 36**

For the financial year 2025, the Board of Directors conducted an internal self-assessment of its performance, having decided not to engage the services of an external advisor, on the grounds that, given the partial renewal of the board and the relatively short period for which the current board had been in place following the changes approved at the 2025 Annual General Meeting of Shareholders, it was considered more appropriate and reasonable to postpone the involvement of an external expert until the next self-assessment exercise.

**RECOMMENDATION 64**

Payments for termination or expiry of the Chief Executive Officer's contract, including severance pay in the event of termination or expiry of the relationship in certain cases and the post-contractual non-compete agreement, do not exceed the amount equivalent to two years of total annual remuneration. In addition, CaixaBank has recognised a social security supplement for the Chief Executive Officer to cover the contingencies of retirement, death and total permanent disability, absolute permanent disability or severe disability.

In the case of the commitment to cover the retirement contingency, this is a system established under a defined contribution plan, for which the annual contributions to be made are fixed in advance. By virtue of this commitment, the Chief Executive Officer is entitled to receive a retirement benefit when he/she reaches the legally established retirement age. This benefit will be the result of the sum of the contributions made by CaixaBank and their corresponding returns up to that date, provided that he/she is not dismissed for just cause, and without prejudice to the applicable treatment of discretionary pension benefits in accordance with the remuneration regulations applicable to credit institutions. With the termination of the Chief Executive Officer's contract, the contributions would be consolidated (except in the event of termination for just cause attributable to the Chief Executive Officer), but in no case is there any provision for the possibility of receiving an early retirement benefit, since its accrual and payment would occur only on the occasion and at the time of retirement (or the occurrence of the other contingencies covered) and not on the occasion of the termination of the contract. The nature of these savings schemes

is not to indemnify or compensate for the loss of rights to the assumption of non-competition obligations, as they are configured as a saving system that is endowed over time with periodic contributions and which form part of the fixed components of the usual remuneration package of the executive directors; unlike indemnities or compensations for non-competition, it grows over time and is not set in absolute terms.

Therefore, the Company would only be in breach of Recommendation 64 if the mere consolidation of savings scheme entitlements, without actual accrual or payment at the time of termination, were to be included in the concept of termination payments or termination of contract payments as defined therein.



*Moreover, it is considered that **Recommendation 2 does not apply**, as CaixaBank is not a company controlled by another entity, listed or otherwise, in the sense of Article 42 of the Commercial Code. (D.7)*



## CHANGES IN THE COMPOSITION OF THE BOARD AND ITS COMMITTEES IN FINANCIAL YEAR 2025

On 1 January 2025, Tomás Muniesa became Chairman of the CaixaBank Board of Directors, with no executive functions. Subsequently, on 27 March 2025, the Board of Directors appointed María Amparo Moraleda, an independent director, as Deputy Chairwoman of the Board.

In addition, CaixaBank's Annual General Meeting of Shareholders held on 11 April 2025 approved the re-election of Koro Usarraga (independent director), Fernando María Ulrich (external director) and Teresa Santero (proprietary director) as members of the Board of Directors. The appointments of Rosa María García (independent director), Luis Álvarez (independent director), Bernardo Sánchez (independent director), Pablo Arturo Forero (other external director) and José María Méndez (proprietary director) were also approved.

Furthermore, in relation to the composition of the Board Committees, following the Annual General Meeting of Shareholders, at the proposal of the Appointments and Sustainability Committee, the Board agreed on:

The incorporation of Cristina Garmendia as a new member of the Executive Committee, as well as the re-election of Koro Usarraga, following her re-election as a director by the General Meeting of Shareholders.

The incorporation of Rosa María García as a new member of the Appointments and Sustainability Committee. As well as the continuation of Fernando María Ulrich in his position as a member of the Committee, following his re-election as a director by the General Meeting of Shareholders.

The incorporation of Bernardo Sánchez and José María Méndez as new members of the Audit and Control Committee. As well as the continuation of Teresa Santero in her position as member of the Committee, following her re-election as a director by the General Meeting of Shareholders.

The incorporation of Rosa María García and Pablo Arturo Forero as new members of the Risks Committee. And, the continuation of Koro Usarraga and Fernando María Ulrich as Chairwoman and committee member, respectively, following their re-election as directors by the General Meeting of Shareholders.

The appointment of Cristina Garmendia as Chairwoman of the Remuneration Committee. Likewise, the appointment of Luis Álvarez, Pablo Arturo Forero and José María Méndez as new members of the Committee, and the continuation of Koro Usarraga in her role as a member of the Committee, following her re-election as a director by the General Meeting of Shareholders.

Lastly, the incorporation of Luis Álvarez and Bernardo Sánchez as new members of the Innovation, Technology and Digital Transformation Committee.



*During the financial year 2025, the Board of Directors of CaixaBank increased and strengthened compliance with its functions, acting in all instances within its powers, implementing as many resolutions and issuing as many reports as required or as expressly requested of it.*

## CORPORATE GOVERNANCE DEVELOPMENTS IN 2025

Notwithstanding the provisions of the section above on the new appointments and re-elections of directors, in addition to the changes in the Chair and Deputy Chair, it should be noted that the Board of Directors had implemented an improvement plan for 2025, as a result of the self-assessment exercise performed in 2024 on the functioning of the Board and its Committees, with a view to preserving its efficiency in the organisation and dynamics of both the Board and its Committees.

It was proposed to prioritise the integration of new directors into the Company's culture, as well as introducing them to the management team and the organisation, through welcome programmes and induction training. Likewise, to continue to improve the distribution of competences and coordination among the Board's committees.

In order to meet these objectives and to facilitate the integration of new directors into the dynamics of the Board and its Committees, the new directors attended the sessions held after the 2025 AGM as guests, the welcome pack for new directors was updated and the directors attended the sessions of the training plan for the Board of Directors following their appointment at the general meeting.

In relation to the coordination and distribution of competences across the Board Committees, the Regulation of the Board of Directors was amended on 20 February 2025, among other reasons, to

propose ways of ensuring the necessary coordination among the Board Committees when they have shared competences; the distribution of competences among the Board Committees on ESG matters was updated and, in order to increase the time dedicated to sustainability issues, the duration of Appointments and Sustainability Committee meetings was increased.

In addition, following the recommendations made by the Lead Independent Director, the Board proposed to continue to pay particular attention to the Company's actions in the following areas: regular monitoring of the most significant investment projects and the activities of CaixaBank's main subsidiaries; execution of the Strategic Plan for Information Systems; the improvements made in the area of customer service; and the action plans implemented within the organisation, with a special focus on talent development. In this regard, during the 2025 financial year, the Board monitored the Strategic Plan 2025-2027, as well as the Information Systems Strategic Plan. The systematic review of major investment projects and monitoring of the main subsidiaries was also carried out, as well as the continuous oversight at board and executive committee level of the subsidiaries MicroBank, BuildingCenter, BPI, VidaCaixa and CaixaBank Payments & Consumer.

The project to enhance customer service was closely monitored, along with its implementation, which is having a significant impact on the culture of the organisation. Additionally, the Board's involvement with talent development was maintained, with training carried out in the area of talent management, while the achievement of the Executive Team's variable challenge was also monitored.

Finally, in order to keep the Board permanently up to date, it was agreed to continue promoting training activities for Board members on different subjects, paying special attention to the areas with priority for the fulfilment of their duties.

Thus, in relation to these opportunities for improvement, during the 2025 financial year, the established objectives were met once again and sound progress was made towards achieving good corporate governance, consolidating the strengths of transparent, efficient and coherent governance that is aligned with the objectives of the Company's Strategic Plan.

Finally, in line with best corporate governance practices, the Lead Independent Director held three meetings without the presence of the Executive Director.

## CHALLENGES FOR 2026

After carrying out the self-assessment exercise and examining the results obtained and the conclusions drawn, also taking into account the activity reports of the Board Committees (as published below and also on the corporate website, as an exercise in greater transparency and good practice in the Entity's corporate governance), the Board has concluded that, in general terms, its operations and composition are adequate for the exercise and performance of its functions, in particular regarding the proper management of the company carried out by the governing body.

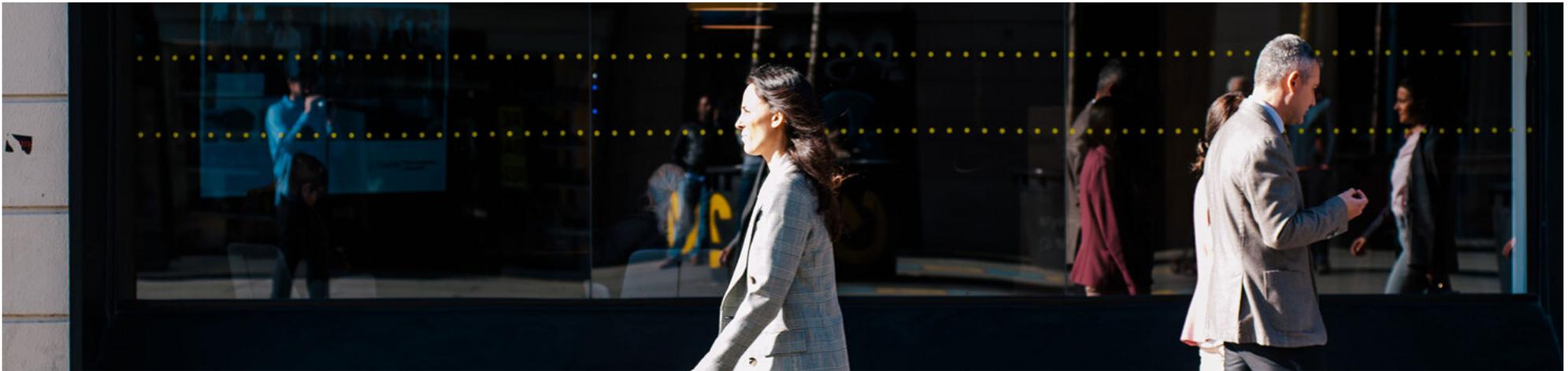
In short, the Board favourably assessed the quality and efficiency of its functioning, as well as that of its Committees during the financial year 2025. Furthermore, the structure, size and composition of the Board of Directors was considered adequate, particularly in terms of gender diversity and diversity of professional training and experience, age and geographical origin, in accordance with the assessment of compliance with the selection policy, also taking into account the individual re-evaluation of the suitability of each director carried out by the Appointments and Sustainability Committee, which leads to the conclusion that the overall composition of the Board of Directors is suitable.

Likewise, in order to continue improving the quality and efficiency of the functioning of the Board and its Committees, it was agreed to address and implement some specific recommendations during the 2026 financial year.

With regard to the functioning of the Board and its Committees, the focus will remain on preserving and reinforcing efficiency in their organisation and working dynamics, promoting proper planning of meetings, advance submission of documentation and smooth coordination between the Committees, in order to ensure their efficient functioning and orientation towards strategic debate.

Likewise, the Board will continue to pay special attention to monitoring the Company's most relevant strategic and operational areas, including the performance of its business model, the implementation of its main corporate projects, the activity of its subsidiaries and the progress of its strategic plans in the field of technology. Oversight of initiatives aimed at improving the customer experience and developing talent within the organisation will also be further strengthened,

Finally, with the aim of ensuring that its members' competences are always up-to-date, the Board will continue to promote training activities in the areas relevant to the proper performance of its functions, fostering a framework of continuous learning adapted to the strategic priorities of the Company.



## OWNERSHIP

### SHARE CAPITAL (A.I + A.II + A.I4)

**7,024,520,689**  
shares at 31/12/2025  
(nominal amount euro/  
share)

- | Of the same class and series
- | With equal political and economic rights
- | Represented by book-entries
- | There are no loyalty shares with double voting rights
- | The shares are listed on the Continuous Market of the Barcelona, Bilbao, Madrid and Valencia Stock Exchanges

At year-end, CaixaBank's share capital amounted to €7,024,520,689, represented by 7,024,520,689 shares of €1 par value each, belonging to a single class and series, with identical voting and dividend rights, and represented by book entries. The shares into which the Company's share capital is divided are listed for trading on the Barcelona, Bilbao, Madrid and Valencia stock exchanges through the Automated Trading System (Continuous Market).

On 5 December 2025, CaixaBank's current share capital was registered with the Valencia Companies Registry, following the implementation of the share capital reduction agreed on by the Board of Directors on 27 November 2025. The Company's By-laws do not provide for loyalty shares with double voting rights.

As regards the issuance of securities not traded in a regulated EU market, referring to non-participating or non-convertible securities, CaixaBank carried out:

### \_ISSUANCES TRADED OUTSIDE REGULATED MARKETS

Year	Type of issuance	Market	Amount	Currency	ISIN
2021	Ordinary non-preferred bonds	SIX (Switzerland)	200 million	CHF	CH112011593
2023	Ordinary non-preferred bonds	GEM (Ireland)	1,250 million	USD	US12803RAA23 / USE2428RAA35
2023	Ordinary non-preferred bonds	GEM (Ireland)	1,000 million	USD	US12803RAB06 / USE2428RAB18
2023	Ordinary non-preferred bonds	GEM (Ireland)	1,000 million	USD	US12803RAC88 / USE2428RAC90
2024	Ordinary preferred bonds	SIX (Switzerland)	300 million	CHF	CHI325807886
2024	Ordinary non-preferred bonds	GEM (Ireland)	1,000 million	USD	US12803RAG92 / USE2428RAG05
2024	Ordinary non-preferred bonds	GEM (Ireland)	1,000 million	USD	US12803RAH75 / USE2428RAH87
2025	Ordinary non-preferred bonds	GEM (Ireland)	1,000 million	USD	US12803RAK05 / USE2428RAK17
2025	Ordinary non-preferred bonds	GEM (Ireland)	1,000 million	USD	US12803RAL87 / USE2428RAL99
2025	Ordinary non-preferred bonds	GEM (Ireland)	1,000 million	USD	US12803RAM60 / USE2428RAM72

Note: As at 31 December 2025, an ordinary bond issue made in 2002, resulting from the merger by absorption of Bankia, for an amount of €7.9 million (ISIN XS0147547177) and admitted to trading on the unregulated market in Luxembourg, was still outstanding.

### \_SHAREHOLDING STRUCTURE

Share tranches	Shareholders <sup>1</sup>	Shares	% Share capital
from 1 to 500	252,744	46,039,272	0.7
from 501 to 1,000	91,833	66,118,185	0.9
from 1,001 to 5,000	136,306	295,370,889	4.2
from 5,001 to 50,000	33,571	374,273,425	5.3
from 50,001 to 100,000	665	44,809,556	0.6
more than 100,000 <sup>2</sup>	501	6,197,909,362	88.2
<b>Total</b>	<b>515,620</b>	<b>7,024,520,689</b>	<b>100</b>

<sup>1</sup> For shares held by investors trading through a custodian entity located outside Spain, the custodian is considered to be the shareholder and appears as such in the corresponding book entry register.

<sup>2</sup> Includes treasury shares.

## SIGNIFICANT SHAREHOLDERS (A.2)

In accordance with the CNMV definition, significant shareholders are those who hold voting rights representing at least 3 % of the total voting rights of the issuer (or 1 % if the shareholder is a resident of a tax haven). According to the information provided by "la Caixa" Banking Foundation (and its subsidiary Criteria Caixa, S.A.U.) and by FROB (and its subsidiary BFA, Tenedora de Acciones, S.A.) at 31 December 2025, as well as BlackRock's latest public communication to the CNMV on 4 July 2025, its shareholdings (based on the share capital at 31 December 2025) are as follows:

Name or corporate name of the owner	% of voting rights attributed to the shares		% of voting rights through financial instruments		% total voting rights
	Direct	Indirect	Direct	Indirect	
BlackRock, Inc.	0.000	4.660	0.000	0.060	4.720
"la Caixa" Banking Foundation	0.000	31.269	0.000	0.000	31.269
Criteria Caixa, S.A.U.	31.269	0.000	0.000	0.000	31.269
FROB	0.000	18.082	0.000	0.000	18.082
BFA, Tenedora de Acciones, S.A.	18.082	0.000	0.000	0.000	18.082

## DETAILS OF INDIRECT HOLDING

Details of direct and indirect owners of significant holdings at the end of the financial year, excluding directors with a significant shareholding:

Name or corporate name of the indirect owner	Name or corporate name of the direct owner	% of voting rights attributed to the shares	% of voting rights through financial instruments	% total voting rights
BlackRock, Inc.	Other controlled entities belonging to the BlackRock, Inc. Group	4.660	0.060	4.720
"la Caixa" Banking Foundation	Criteria Caixa, S.A.U.	31.269	0.000	31.269
FROB	BFA, Tenedora de Acciones, S.A.	18.082	0.000	18.082

The most relevant changes with regard to significant shareholdings in the last financial year and notified to the CNMV are detailed below:

Date	Shareholder name	Status of significant shareholding	
		% previous stake	% subsequent stake
04/07/2025	BlackRock, Inc.	4.080	4.680

## SHAREHOLDERS' AGREEMENTS (A.7 + A.4)

The Company is not aware of any concerted actions among its shareholders or shareholders' agreements, or any other type of relationship, whether of a family, commercial, contractual or corporate nature, among the significant shareholders.



**TREASURY SHARES (A.9 + A.10)**

As at 31 December 2025, the Board of Directors has the authorisation of the AGM of 11 April 2025, granted for five years, to proceed with the derivative acquisition of treasury shares, both directly and indirectly through its subsidiaries, on the following terms:

- | The acquisition may be in the form of a trade, swap, dation in payment or any other form allowed by law, in one or more instalments, provided that the nominal amount of the shares acquired does not amount to more than 10 % of the subscribed share capital when added to those already owned by the Company.
- | When the acquisition is burdensome, the price shall be the price of Company's shares on the Continuous Market at the close of the day prior to the acquisition, +/-15 %.

Furthermore, the shares acquired by virtue of this authorisation may be subsequently disposed of or redeemed, or else extended to employees and directors of the Company or its Group as part of the remuneration systems. In accordance with the provisions of the Internal Rules of Conduct in the Securities Market, CaixaBank share transactions must always be made for legitimate purposes, such as contributing to liquidity and regularising the trading of CaixaBank shares. Under no circumstances shall they be conducted in order to intervene in the free market price formation process or to favour specific CaixaBank shareholders. In this regard, the Board of Directors set the criteria for intervention in treasury shares on the basis of a new alerts system to define the margin of discretion of the separate area when managing treasury shares.



**15,755,959**  
Number of shares held directly

**928,441**  
Number of indirect shares\*

**0.24%**  
% of total share capital


**Number of indirect shares\* through:**

VidaCaixa, S.A.U. de Seguros y Reaseguros	274,292
Banco BPI, S.A	454,865
Nuevo Micro Bank, S.A.U.	22,611
CaixaBank Payments & Consumer, E.F.C, E.P., S.A.	128,958
CaixaBank Wealth Management Luxembourg, S.A.	42,035
CaixaBank Facilities Management, S.A.	365
CaixaBank Operational Services, S.A.U.	5,315
<b>Total</b>	<b>928,441</b>

Treasury share transactions are carried out in isolation in an area separate from other activities and protected by the appropriate firewalls so that no inside information is made available.

## Share buyback programme

The Board of Directors, having obtained the relevant regulatory authorisations, approved a series of share buy-back programmes to reduce CaixaBank's share capital by redeeming the shares acquired under the programme.

*Information on the acquisition and disposal of treasury shares during the year is included in Note 21 to the Consolidated Financial Statements, "Equity".*

The characteristics of the various programmes are as follows:

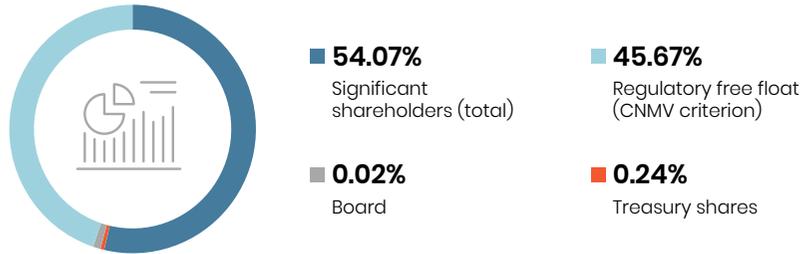


Programme	Start date	Maximum amount (million euros)	Status	No. of shares purchased	% of the capital bond	No. of shares after Programme	Share capital after Programme (euros)	Date of entry in the Companies Registry
SBB II	September 2023	500	Completed	129,404,256	1.72%	7,372,727,363	7,372,727,363	03/05/2024
SBB III	March 2024	500	Completed	104,639,681	1.42%	7,268,087,682	7,268,087,682	13/06/2024
SBB IV	SBB IV	500	Completed	93,149,836	1.28%	7,174,937,846	7,174,937,846	04/12/2024
SBB V	November 2024	500	Completed	89,372,390	1.25%	7,085,565,456	7,085,565,456	13/05/2025
SBB VI	June 2025	500	Completed	61,044,767	0.86%	7,024,520,689	7,024,520,689	05/12/2025
SBB VII	November 2025	500	In progress (1)					

<sup>1</sup> As at 31 December 2025, transactions amounting to €108 million had been carried out, with a total of 10,822,959 treasury shares repurchased, equivalent to 21.69 % of the maximum monetary amount.

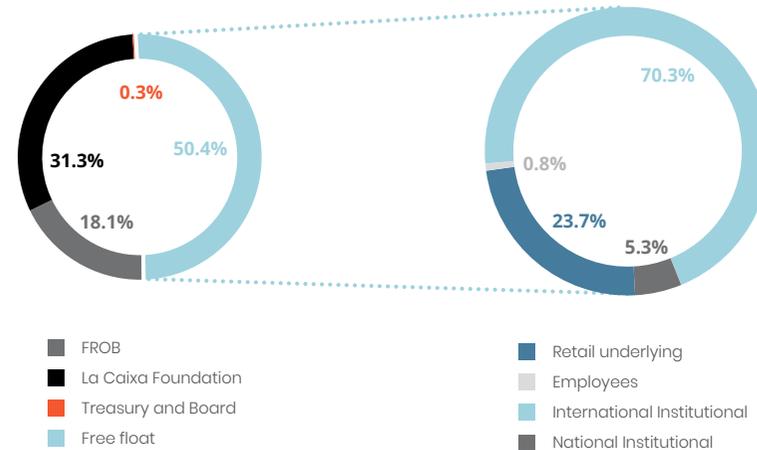
REGULATORY FREE FLOAT (A.11)

The CNMV defines estimated free float as the part of share capital that is not in the possession of significant shareholders (as described in Section A.2 above), of members of the board of directors, or of the Company itself in the form of treasury shares.

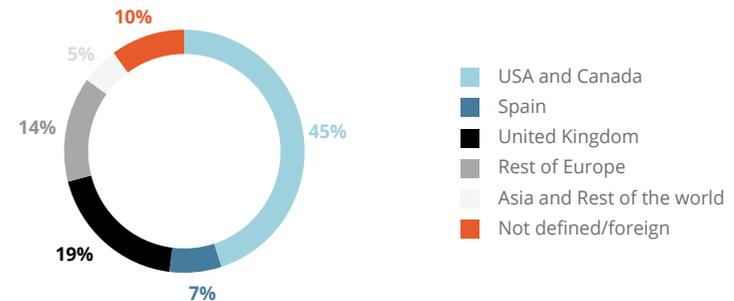


AVAILABLE FREE FLOAT

In order to specify the number of shares available to the public, a definition of free float is used which takes into account issued shares minus treasury shares, shares held by members of the Board of Directors and shares held by the "la Caixa" Banking Foundation and the FROB, which differs from the regulatory calculation.

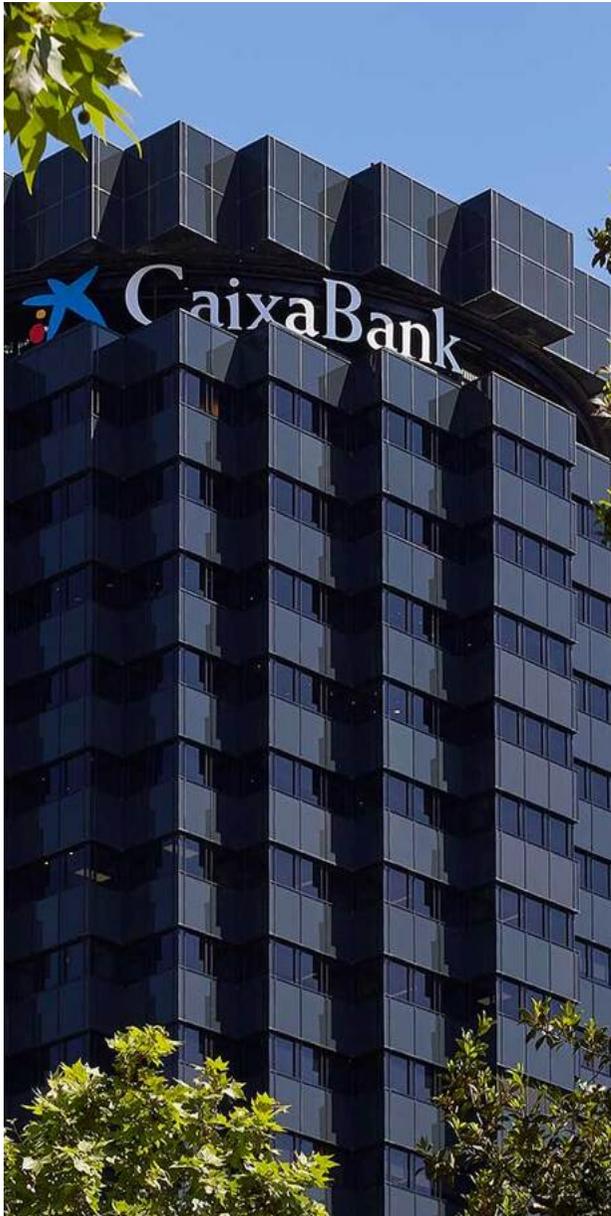


\_GEOGRAPHICAL DISTRIBUTION OF INSTITUTIONAL INVESTORS



**75.5%**

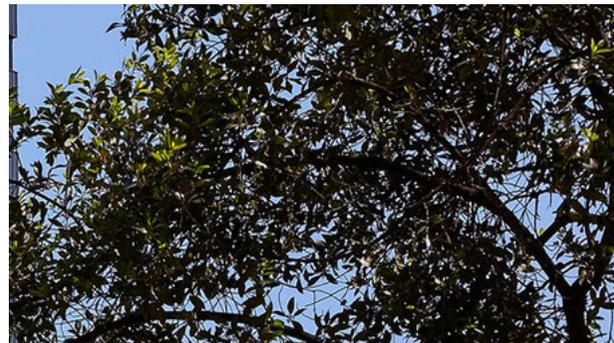
of the free float corresponds to institutional investors



### AUTHORISATION TO INCREASE CAPITAL (A.1)

As of 31 December 2025, the Board has the authorisation of the AGM of 22 March 2024, granted until March 2029, to increase the share capital one or more times up to a maximum nominal amount of €3,686,363,681 (equivalent to 50 % of the share capital after the execution of the capital reduction approved at the same AGM), under the terms it deems appropriate. This authorisation may be used for the issue of new shares, with or without a premium and with or without voting rights, for cash payments.

The Board is authorised to exclude, in whole or in part, the pre-emptive subscription rights, in which case the capital increases will be limited, in general, to a maximum total amount of €737,272,736; equivalent to 10 % of the share capital after the execution of the capital reduction approved at the same general meeting. As an exception, this limit does not apply to capital increases for the conversion of convertible bonds, which will be subject to the general limit of 50 % of share capital.



Along these lines, as of 3 May 2021, the Spanish Capital Companies Act includes as a general obligation the 20 % limitation for the exclusion of pre-emptive subscription rights in capital increases, as well as, for credit institutions, the possibility of not applying this 20 % (and only the general limit of 50 %) to convertible bond issues made by credit institutions, provided that such issues comply with the requirements set out under Regulation (EU) 575/2013.

At the 2025 AGM held on 11 April 2025, the report from the Board of Directors dated 28 November 2024 was communicated and made available to shareholders, as required under Article 511 of Royal Legislative Decree 1/2010, of 2 July, concerning the issuance of potentially convertible preference shares into shares for a total nominal amount of €1,000,000,000 excluding the pre-emptive subscription right executed on 28 January 2025.

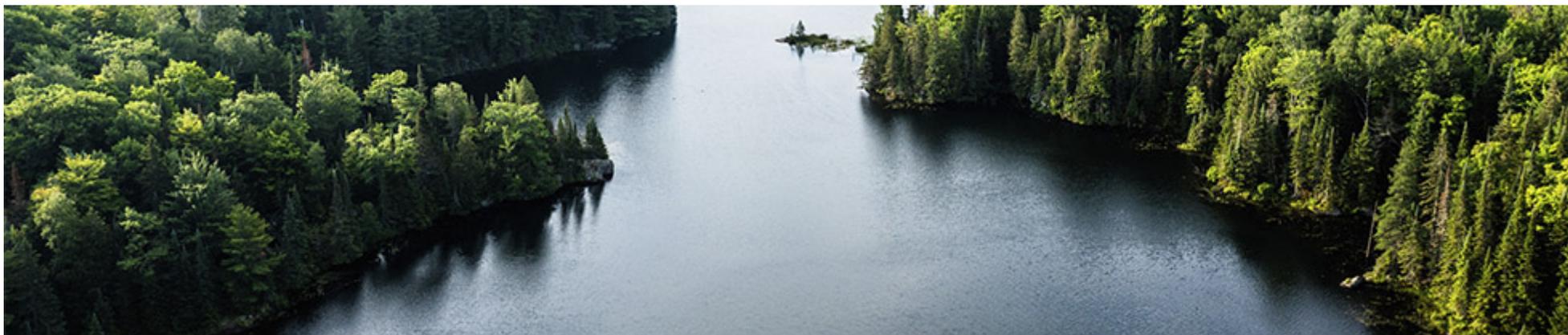
Furthermore, on 29 July 2025, the Board of Directors approved the issuance of potentially convertible preference shares into shares for a total nominal amount of €750,000,000, excluding the pre-emptive subscription right, with the final terms set on 15 September 2025, as published in a disclosure of Other Relevant Information released on the same date.

**\_BREAKDOWN OF PREFERENCE SHARE ISSUANCES<sup>1</sup>**

(€ MILLION)

Issue date	Maturities	Nominal amount	Annual remuneration	Outstanding amount	
				31/12/2025	31/12/2024
March 2018	Perpetual	1250	5.250 %	245	1,250
October 2020	Perpetual	750	5.875 %	750	750
September 2021	Perpetual	750	3.625 %	750	750
March 2023	Perpetual	750	8.250 %	750	750
January 2024	Perpetual	750	7.500 %	750	750
January 2025	Perpetual	1,000	6.250 %	1,000	
September 2025	Perpetual	500	5.875 %	500	
<b>PREFERENCE SHARES</b>				<b>4,745</b>	<b>4,250</b>
Own securities purchased				0	0
<b>Total</b>				<b>4,745</b>	<b>4,250</b>

<sup>1</sup> Perpetual additional tier 1 capital instruments that may be redeemed (partially or in full) under certain circumstances at CaixaBank's option (once at least five years have elapsed since their issue date according to the particular conditions of each one of them, and with the prior consent of the competent authority) and, in any case, will be converted into the newly issued ordinary CaixaBank shares if it or the CaixaBank Group has a Common Equity Tier 1 ordinary capital ratio (CET1) calculated in accordance with European Regulation 575/2013, of 26 June, of the European Parliament and of the Council, on prudential requirements for credit institutions and investment firms ("CRR"), of less than 5.125 %. The conversion price of the preference shares shall be the highest of (i) the volume-weighted daily average price of CaixaBank's shares in the five trading days prior to the day the corresponding conversion is announced, ii) the minimum conversion price specified for each issue, and (iii) the par value of CaixaBank's shares at the time of conversion.



## SHARE PRICE PERFORMANCE (A.1)

**CaixaBank's share price** closed 2025 at **€10.445 per share**, representing an increase of **99.5 %** over the year. CaixaBank's trading volume in terms of the number of shares traded was 21.2 % lower than in 2024<sup>1</sup> (+21.2 % in euros<sup>1</sup>).

The financial markets improved over the course of 2025. After a spike in geopolitical risk associated with Trump's policies at the beginning of the year and a brief phase of volatility, volatility steadily declined as data confirmed a moderate impact on inflation and resilient economic growth.

Despite the persistence of several pockets of vulnerability – stemming from geopolitical tensions and large US investments in artificial intelligence – the global markets recorded their third consecutive year of overall gains, with the MSCI ACWI rising by 20 %. In Europe and the United States, indices moved in similar ranges: 18 % for the Euro Stoxx 50 and 16 % for

the S&P 500. In the United States, the big tech companies (the so-called "Magnificent 7") rose by 24 %, increasing the concentration of the index. Among the stock market indices, the IBEX 35 stood out, rising 49 %, driven by the banking sector.

**In the fixed income markets**, developed economies' sovereign curves showed steeper slopes. In Europe and Japan, the upward shift was concentrated at the longer end of the curve, reflecting fiscal concerns: Germany's stimulus plans boosted its 30-year benchmark by almost 90 bp to close to 3.5 %. At the same time, peripheral premiums narrowed significantly, especially in Italy (-46 bp) and Spain (-26 bp), while the French premium closed the year at around 70 bp, the highest in the euro area after Slovakia. In the United States, the Fed's rate cuts, and the expectation that further cuts will be implemented, favoured declines at the short end,

while long-term rates closed virtually flat, albeit at elevated levels, with the 10-year Treasury above 4.0 %.

**In the foreign exchange market**, the initial appreciation of the dollar following Trump's victory was reversed sharply in the first half of 2025, with the euro appreciating by more than 13 % against the dollar to USD 1.18 per euro. In nominal effective terms, the euro gained 5 %, moderated by the strength of other European currencies.

Finally, in the **commodities markets**, energy commodities fell in Europe (Brent -18 %, natural gas TTF -42 %), while precious metals recorded a historic rally (gold +65 %, silver +148 %) driven by increased central bank purchases and structural supply imbalances, in a move that was amplified by speculative factors and the search for a safe haven amid geopolitical tensions.

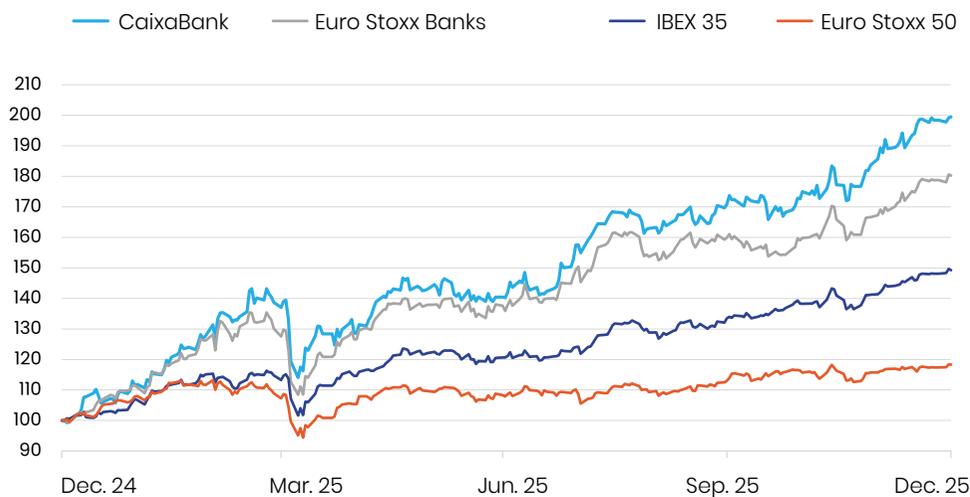


<sup>1</sup>Traded on listed platforms, includes: BME, BATS Chi-X, TURQUOISE and BATS Europe, among others; excludes over-the-counter transactions. It does not include block transactions or applications.

**PERFORMANCE OF CAIXABANK SHARES**

 (WITH RESPECT TO SPANISH AND EUROPEAN BENCHMARK INDICES)  
 (year-end 2024 base 100 and % annual change)

CaixaBank	Euro Stoxx 50	IBEX 35	Euro Stoxx Banks
<b>+99.5%</b>	<b>+18.3%</b>	<b>+49.3%</b>	<b>+80.3%</b>



Share	December 2025	December 2024	Change
Share price (€/share)	10.445	5.236	5.209
Market capitalisation (€ million)	73,200	37,269	35,931
Book value (€/share)	5.49	5.17	0.32
Tangible book value (€/share)	4.69	4.41	0.28
Net profit attrib. per share (€/share) (12 months)	0.83	0.80	0.04
PER (Price / EPS; times)	12.52	6.57	5.95
P/B ratio (price / book value)	1.90	1.01	0.89

## SHAREHOLDER RIGHTS

There are no legal or statutory restrictions on the exercise of shareholders' voting rights, which may be exercised either through physical or telematic attendance at the AGM, if certain conditions<sup>1</sup> are met, or prior to the AGM by remote means of communication. (B.6)

In 2025, no amendments to CaixaBank's By-laws were approved (except for those relating to the modification of its share capital).

The Company's By-laws do not provide for loyalty shares with double voting rights. Similarly, there are no statutory limitations on the transferability of shares, aside from those prescribed by legal regulations. (A.1 and A.12)

CaixaBank has not adopted any neutralisation measures (according to the definitions set out in the Spanish Securities Market Act) in the event of a takeover bid. (A.13)

On the other hand, there are legal provisions<sup>2</sup> that regulate the acquisition of significant shareholdings in credit institutions as banking is a regulated sector (the acquisition of shareholdings or significant influence is subject to regulatory approval or non-objection) without prejudice to those related to the obligation to formulate a public takeover bid for the shares to acquire control and for other similar operations.

With regard to the rules governing amendments to the By-laws, as well as those governing shareholders' rights to amend them, CaixaBank's rules and regulations

largely reflect the provisions of the Spanish Capital Companies Act. Likewise, as a credit institution, the amendment of the By-laws is subject to the authorisation and registration procedure established in Royal Decree 84/2015, of 13 February, which implements Law 10/2014, of 26 June, on the regulation, supervision and solvency of credit institutions. It should be mentioned that, in accordance with the regime envisaged in this rule, certain modifications (the change of registered office within the national territory, the increase of share capital or the textual incorporation of mandatory or prohibitive legal or regulatory precepts, or to comply with judicial or administrative resolutions, as well as those that the Bank of Spain has considered of little relevance in response to prior consultation) are not subject to the authorisation procedure, although they must in any case be notified to the Bank of Spain for filing in the Register of Credit Institutions. (B.3)

In relation to the right to information, the Company acts under the general principles of transparency and non-discrimination contained in current legislation and set out in internal regulations, especially in the policy on communication and contact with shareholders, institutional investors and proxy shareholders, which is available on the corporate website. With regard to inside information, in general, this is made public immediately through the CNMV website and the corporate website, as well as any other channel deemed appropriate. Notwithstanding the foregoing, the Company's Investor Relations area carries out information and liaison activities with different stakeholders, always in accordance with the principles of the aforementioned policy.

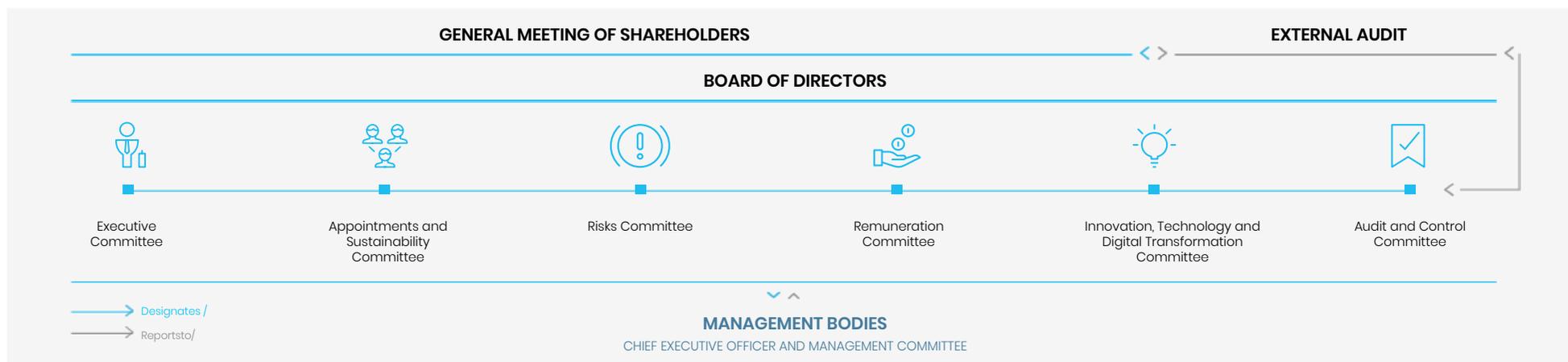


<sup>1</sup> Registration of ownership of shares in the relevant book-entry ledger, at least five days in advance of the date on which the general meeting is to be held and ownership of at least 1,000 shares, individually or in a group with other shareholders.

<sup>2</sup> Regulation (EU) 1024/2013 of the Council, of 15 October 2013, conferring specific tasks on the European Central Bank concerning policies relating to the prudential supervision of credit institutions; Spanish Securities Market Act; Act 10/2014, of 26 June, on the organisation, supervision and solvency of credit institutions (Articles 16 to 23) and Royal Decree 84/2015, of 13 February, which implements it.

## MANAGEMENT AND ADMINISTRATION OF THE COMPANY

At CaixaBank, the management and control of the Company is carried out by the General Meeting of Shareholders, the Board and its Committees:



### THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

CaixaBank's Annual General Meeting of Shareholders is the highest representative and participatory body of the Company's shareholders.

Accordingly, in order to facilitate the participation of shareholders in the Annual General Meeting of Shareholders and the exercise of their rights, the Board will adopt such measures as appropriate so that the AGM may effectively perform its duties.

#### ATTENDANCE AT GENERAL MEETINGS (B.4)

Date of general meeting	Present in person	Represented	Distance voting		Total
			Votes by electronic means	Others	
31/03/2023 <sup>2</sup>	49.61%	25.22%	0.91%	0.82%	76.56%
Of which: Free float <sup>1</sup>	0.02%	20.82%	0.91%	0.82%	22.57%
22/03/2024 <sup>3</sup>	48.74%	28.29%	0.35%	0.45%	77.83%
Of which: Free float <sup>1</sup>	0.04%	23.29%	0.35%	0.45%	24.13%
11/04/2025 <sup>4</sup>	48.94%	32.90%	0.52%	0.45%	82.81%
Of which: Free float <sup>1</sup>	0.03%	28.77%	0.52%	0.45%	29.77%

<sup>1</sup> Approximate information as foreign significant shareholders hold their shares through nominees.

<sup>2</sup> The Annual General Meeting of Shareholders in March 2023 was held in a hybrid format (attendance in person and using remote means), so the physical attendance figure includes both in-person and remote participation by shareholders.

<sup>3</sup> The Annual General Meeting of Shareholders in March 2024 was held in a hybrid format (attendance in person and using remote means), so the physical attendance figure includes both in-person and remote participation by shareholders.

<sup>4</sup> The Annual General Meeting of Shareholders in April 2025 was held in a hybrid format (attendance in person and using remote means), so the physical attendance figure includes both in-person and remote participation by shareholders.

At the Annual General Meeting of Shareholders held in April 2025 all items on the agenda were approved (B.5):

**\_GENERAL MEETING OF SHAREHOLDERS OF 11 APRIL 2025**

**82.81 % of quorum**

on share capital

**94.07%**

average approval



<b>Agreements of the Annual General Meeting of Shareholders 11/04/2025</b>		<b>% of votes issued in favour</b>	<b>% of votes in favour regarding share capital</b>
<b>1.1</b>	Approval of the individual and consolidated financial statements and their respective management reports for the financial year 2024	99.78%	82.61%
<b>1.2</b>	Approval of the consolidated non-financial information statement for the financial year 2024	99.78%	82.62%
<b>1.3</b>	Approval of the Board of Directors' performance in 2024	99.60%	82.46%
<b>2</b>	Approval of the proposed appropriation of profit or loss for the financial year 2024	99.81%	82.64%
<b>3</b>	Re-election of the statutory auditor of the Company and its consolidated Group for the financial year 2026	99.70%	82.55%
<b>4.1</b>	Re-appointment of director Koro Usarraga Unsain	99.37%	82.27%
<b>4.2</b>	Re-appointment of director Fernando María Costa Duarte Ulrich	98.44%	81.50%
<b>4.3</b>	Re-appointment of director Teresa Santero Quintillá	95.91%	79.41%
<b>4.4</b>	Appointment of director Rosa María García Piñeiro	99.61%	82.47%
<b>4.5</b>	Appointment of director Luis Álvarez Satorre	99.60%	82.47%
<b>4.6</b>	Appointment of director Bernardo Sánchez Incera	99.35%	82.26%
<b>4.7</b>	Appointment of director Pablo Arturo Forero Calderón	99.33%	82.24%
<b>4.8</b>	Appointment of director José María Méndez Álvarez-Cedrón	99.38%	82.29%
<b>5.1</b>	Authorisation for the Company to acquire treasury shares as provided for in Article 146 of the Spanish Capital Companies Act, revoking, in terms of the undrawn amount, the authorisation currently in force, approved at the Annual General Meeting of Shareholders held on 22 May 2020	99.47%	82.36%
<b>5.2</b>	Capital reduction for a maximum amount equivalent to 10 % of the share capital through the redemption of treasury shares	99.74%	82.59%
<b>6.1</b>	Setting of directors' remuneration	77.43%	64.10%
<b>6.2</b>	Approval of the Remuneration Policy of the Board of Directors	76.61%	63.43%
<b>6.3</b>	Delivery of shares to the executive directors as payment of the variable component of their remuneration	77.78%	64.39%
<b>6.4</b>	Approval of the maximum level of variable remuneration for employees whose professional activities have a significant impact on the Company's risk profile	77.88%	64.42%
<b>6.5</b>	Consultative vote on the Annual Report on the Remuneration of Directors for the 2024 financial year	77.02%	63.76%
<b>7</b>	Authorisation and delegation of powers to interpret, correct, supplement, implement and develop the resolutions adopted by the general meeting of shareholders, and delegation of powers to notarise those resolutions in public deeds, file them and, where appropriate, correct them	99.83%	82.65%
<b>Average</b>		<b>94.07%</b>	<b>77.88%</b>

Data for the AGM held on 11 April 2025. For more information on the voting results, see:

[https://www.caixabank.com/deployedfiles/caixabank\\_com/Estaticos/PDFs/Accionistasinversores/Gobierno\\_Corporativo/JGA/2025/Quorum\\_CAST\\_certificado.pdf](https://www.caixabank.com/deployedfiles/caixabank_com/Estaticos/PDFs/Accionistasinversores/Gobierno_Corporativo/JGA/2025/Quorum_CAST_certificado.pdf)



*At CaixaBank, there are no differences with respect to the minimum quorum requirements for the constitution of the general meeting, or with respect to the rules for adopting corporate resolutions established by the Spanish Capital Companies Act. (B.1, B.2)*

It has not been established that the decisions that entail an acquisition, disposal or contribution to another company of essential assets or other similar corporate transactions (other than those established by law) must be subject to the approval of the AGM. However, the Regulation of the General Meeting of Shareholders establishes that the AGM shall have the remit prescribed by the law and regulations applicable to the Company. (B.7)

The corporate governance information is available on CaixaBank's corporate website ([www.caixabank.com](http://www.caixabank.com)) under "Shareholders and Investors – Corporate governance and remuneration policy", including specific information on the general meetings of shareholders<sup>2</sup>. Also, when an AGM is announced, a banner appears on the CaixaBank homepage with a direct link to the information about the meeting. (B.8)

<sup>1</sup> <https://www.caixabank.com/es/accionistas-inversores/gobierno-corporativo/consejo-administracion.html>

<sup>2</sup> <https://www.caixabank.com/es/accionistas-inversores/gobierno-corporativo/junta-general-accionistas.html>



## THE BOARD OF DIRECTORS

The Board of Directors is the Company's most senior representative, management and administrative body with powers to adopt agreements on all matters except those that fall within the remit of the AGM. It approves and oversees the strategic and management directives established in the interest of all Group companies, and it ensures regulatory compliance and the implementation of good practices in the performance of its activity, as well as adherence to the additional principles of social responsibility that it has voluntarily assumed.

The maximum and minimum number of Directors established in the By-laws is 22 and 12, respectively. (C.11)

The General Meeting of Shareholders held on 22 May 2020 adopted the agreement to set the number of Board members at 15.

At CaixaBank, the Chairman and Chief Executive Officer have different yet complementary roles. There is a clear division of responsibilities between each position. The Chairman is the Company's senior representative, performs the functions assigned by the By-laws and current regulations, and coordinates together with the Board of Directors, the functioning of the Board Committees for a better performance of the supervisory function. Since January 2025, the Chairman of the Board of Directors has carried out a purely non-executive (proprietary) role, having no executive functions.

Meanwhile, CaixaBank's Chief Executive Officer is the Company's most senior executive and is entrusted with the day-to-day running of the business under the supervision of the Board of Directors.

There is also a delegated Committee, the Executive Committee, which has executive functions (excluding those that cannot be delegated). This Committee also reports to the Board of Directors and meets on a more regular basis.

There is a Lead Independent Director appointed from among the independent directors who, in addition to leading the periodic assessment of the Chairman, also chairs the Board in the absence of the Chairman and the Deputy Chairman, in addition to other assigned duties.

The directors meet the requirements of honourability, experience and good governance in accordance with the applicable law at all times, considering, furthermore, recommendations and proposals for the composition of administrative bodies and profile of directors issued by authorities and national or community experts.

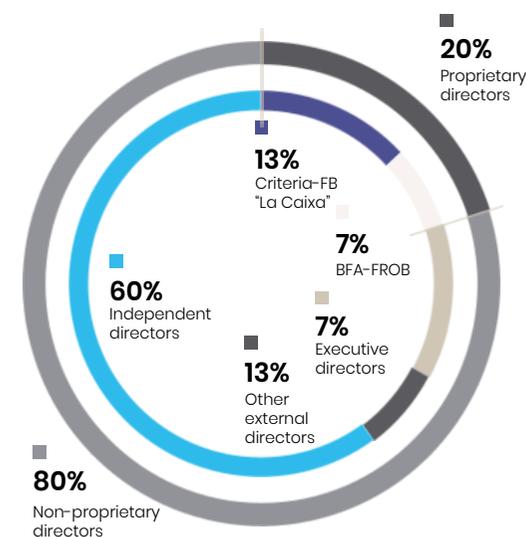
As of 31 December 2025, the Board of Directors comprises 15 members, of whom one was an executive director and 14 were non-executive directors (nine independent directors, three proprietary directors and two other external directors).

Independent directors make up 60 % of the CaixaBank Board of Directors, which amply complies with the current provisions of Recommendation 17 of the Good Governance Code for Listed Companies for companies that have one shareholder who controls more than 30 % of the share capital.

As of 31 December 2025, the Board of Directors comprises one executive director, the Chief Executive Officer, two directors classified as other external directors and three proprietary directors. Of the proprietary directors, two were appointed on the proposal of FBLC and CriteriaCaixa, while the third was appointed on the proposal of the FROB Executive Resolution Authority and BFA Tenedora de Acciones, S.A.U.

For illustrative purposes, the following chart shows the distribution of directors in the different categories and the significant shareholder they represent, if proprietary directors.

**\_BOARD AT THE CLOSE OF 2025 - CATEGORY OF MEMBERS OF THE BOARD OF DIRECTORS OF CAIXABANK**



\_BOARD OF DIRECTORS

**Koro Usarraga**

Independent director



**María Amparo Moraleda**

Deputy Chairwoman - Independent



**Tomás Muniesa**

Chairman - Proprietary



**Gonzalo Gortazar**

Chief Executive Officer - Executive



**Eduardo Javier Sanchiz**

Lead Independent Director



**Teresa Santero**

Proprietary director



**60% Independent directors (C.1.3)**

Category



**20% Proprietary directors (C.1.3)**



**7% Executive directors (C.1.3)**



**13% Other external directors (C.1.3)**



**Luis Álvarez**

Independent director



**Bernardo Sánchez**

Independent director



**40% <4 years**

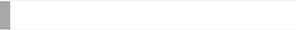
Date of first appointment



**27% 4 - 8 years**



**33% 8-12 years**



**Average of 5.5 years on the board (5.7 for independent directors)**

**Fernando M<sup>a</sup> Ulrich**

Other external director



**José M<sup>a</sup> Méndez**

Proprietary director



**Peter Löscher**

Independent director



**Cristina Garmendia**

Independent director



**Rosa M<sup>a</sup> García**

Independent director



**Pablo Arturo Forero**

Other external director



**M<sup>a</sup> Verónica Fisas**

Independent director



BOARD COMMITTEES

- Executive Committee
- Appointments and Sustainability Committee
- Audit and Control Committee
- Remuneration Committee
- Risks Committee
- Innovation, Technology and Digital Transformation Committee

DETAILS OF THE COMPANY'S DIRECTORS AT YEAR-END 2025 ARE SET OUT BELOW: (C.1.2)

	<b>Tomas Muniesa</b>	<b>María Amparo Moraleda</b>	<b>Gonzalo Gortazar<sup>1</sup></b>	<b>Eduardo Javier Sanchiz</b>	<b>Luis Álvarez</b>	<b>Fernando María Ulrich<sup>2</sup></b>	<b>M<sup>o</sup> Verónica Fisas</b>	<b>Pablo Arturo Forero<sup>2</sup></b>	<b>Rosa María García</b>	<b>Cristina Garmendia</b>	<b>Peter Löscher</b>	<b>Jose María Méndez</b>	<b>Bernardo Sánchez</b>	<b>Teresa Santero</b>	<b>Koro Usarraga</b>
<b>Director category</b>	Proprietary	Independent	Executive	Independent	Independent	Other external	Independent	Other external	Independent	Independent	Independent	Proprietary	Independent	Proprietary	Independent
<b>Position on the Board</b>	Chairman	Deputy Chairwoman	Chief Executive Officer	Lead Independent Director	Director	Director	Director	Director	Director	Director	Director	Director	Director	Director	Director
<b>Date of first appointment</b>	01/01/2018	24/04/2014	30/06/2014	21/09/2017	11/04/2025	03/12/2020	25/02/2016	11/04/2025	11/04/2025	05/04/2019	31/03/2023	11/04/2025	11/04/2025	03/12/2020	30/06/2016
<b>Date of last appointment</b>	08/04/2022	31/03/2023	31/03/2023	08/04/2022	11/04/2025	11/04/2025	22/03/2024	11/04/2025	11/04/2025	31/03/2023	31/03/2023	11/04/2025	11/04/2025	11/04/2025	11/04/2025
<b>Election procedure</b>	General Meeting of Shareholders Resolution														
<b>Year of birth</b>	1952	1964	1965	1956	1961	1952	1964	1956	1974	1962	1957	1966	1960	1959	1957
<b>Date of end of term of office</b>	08/04/2026	31/03/2027	31/03/2027	08/04/2026	11/04/2029	11/04/2029	22/03/2028	11/04/2029	11/04/2029	31/03/2027	31/03/2027	11/04/2029	11/04/2029	11/04/2029	11/04/2029
<b>Nationality</b>	Spanish	Spanish	Spanish	Spanish	Spanish	Portuguese	Spanish	Spanish	Spanish	Spanish	Austrian	Spanish	Spanish	Spanish	Spanish

<sup>1</sup> It has been delegated all powers delegable by law and the By-laws, without prejudice to the limitations established in the Regulation of the Board of Directors, which apply at all times for internal purposes. (C.1.9)

<sup>2</sup> Fernando María Ulrich and Pablo Arturo Forero were classified as other external directors, neither proprietary nor independent, in accordance with the provisions of Section 2 of Article 529 duodecies of the Spanish Capital Companies Act. Fernando María Ulrich has served as non-executive Chairman of Banco BPI, S.A. since 2017 and, at the time Pablo Arturo Forero was appointed, five years had not elapsed since he had held the position of Chief Executive Officer and Executive Deputy Chairman of Banco BPI, S.A.

No independent directors receive from the Company or its group any amount or payment other than standard director remuneration, or maintain or have maintained during the last year a business relationship with the Company or any Group company, either in their own name or as a significant shareholder, director or senior manager of an entity which maintains or has maintained such a relationship. (C.1.3)

The Company has not appointed any proprietary directors at the request of shareholders holding less than 3 % of the share capital. (C.1.8)

The General Secretary and Secretary to the Board of Directors, Óscar Calderón, is not a director. (C.1.29)

Details of departures from the Board of Directors during the year are set out below: (C.1.2.B)

<b>Name</b>	<b>Category of director at the time of cessation</b>	<b>Date of last appointment</b>	<b>Date of cessation</b>	<b>Specialised committees of which he or she was a member</b>	<b>Indicate whether the departure took place before the end of his or her term of office</b>
<b>José Ignacio Goirigolzarri</b>	Executive	03/12/2020	01/01/2025	Committee, Innovation, Technology and Digital Transformation Committee	No. Term of office not renewed (*)
<b>Joaquín Ayuso</b>	Independent	03/12/2020	11/04/2025	Remuneration Committee, Risks Committee	No. Term of office not renewed
<b>Francisco Javier Campo</b>	Independent	03/12/2020	11/04/2025	Appointments and Sustainability Committee, Audit and Control Committee, Innovation, Technology and Digital Transformation Committee	No. Term of office not renewed
<b>Eva Castillo</b>	Independent	03/12/2020	11/04/2025	Executive Committee, Remuneration Committee, Innovation, Technology and Digital Transformation Committee	No. Term of office not renewed
<b>José Serna</b>	Proprietary	14/05/2021	11/04/2025	Audit and Control Committee, Remuneration Committee	Yes. Resignation (**)

(\*) In the communication dated 30 October 2024 (Other Relevant Information disclosure - registration number 31.114), Jose Ignacio Goirigolzarri expressed his intention to not renew his term at the next General Meeting of Shareholders, following the successful completion of the CaixaBank Group's 2022-2024 Strategic Plan, drawn up after the merger with Bankia, thus concluding a cycle that started when he joined Bankia in 2012.

(\*\*) Resignation of José Serna as member of the Board of Directors with effect from the Annual General Meeting of Shareholders, as his term of office was coming to an end.

**\_SHARES HELD BY THE BOARD (A.3)**

Name	Number of voting rights attached to the shares		% of voting rights attributed to the shares		Number of voting rights through financial instruments		% of voting rights through financial instruments		Total number of voting rights	% total voting rights	From the total number of voting rights attributed to the shares, indicate, if applicable, the additional votes corresponding to shares with loyalty voting rights	
	Direct	Indirect	Direct	Indirect	Direct	Indirect	Direct	Indirect			Direct	Indirect
<b>Tomas Muniesa</b>	304,375	0	0.004%	0.000%	0	0	0.000%	0.000%	304,375	0.004%	0	0
<b>María Amparo Moraleda</b>	0	0	0.000%	0.000%	0	0	0.000%	0.000%	0	0.000%	0	0
<b>Gonzalo Gortazar</b>	495,666	0	0.007%	0.000%	373,787	0	0.005%	0.000%	869,453	0.012%	0	0
<b>Eduardo Javier Sanchiz</b>	4,150	0	0.000%	0.000%	0	0	0.000%	0.000%	4,150	0.000%	0	0
<b>Luis Álvarez</b>	0	0	0.000%	0.000%	0	0	0.000%	0.000%	0	0.000%	0	0
<b>Fernando María Ulrich</b>	0	0	0.000%	0.000%	0	0	0.000%	0.000%	0	0.000%	0	0
<b>M<sup>a</sup> Verónica Fisas</b>	0	0	0.000%	0.000%	0	0	0.000%	0.000%	0	0.000%	0	0
<b>Pablo Arturo Forero</b>	87,047	0	0.001%	0.000%	0	0	0.000%	0.000%	87,047	0.001%	0	0
<b>Rosa María García</b>	0	0	0.000%	0.000%	0	0	0.000%	0.000%	0	0.000%	0	0
<b>Cristina Garmendia</b>	0	0	0.000%	0.000%	0	0	0.000%	0.000%	0	0.000%	0	0
<b>Peter Löscher</b>	0	0	0.000%	0.000%	0	0	0.000%	0.000%	0	0.000%	0	0
<b>Jose María Méndez</b>	0	0	0.000%	0.000%	0	0	0.000%	0.000%	0	0.000%	0	0
<b>Bernardo Sánchez</b>	0	0	0.000%	0.000%	0	0	0.000%	0.000%	0	0.000%	0	0
<b>Teresa Santero</b>	0	0	0.000%	0.000%	0	0	0.000%	0.000%	0	0.000%	0	0
<b>Koro Usarraga</b>	7,175	0	0.000%	0.000%	0	0	0.000%	0.000%	7,175	0.000%	0	0
<b>TOTAL</b>	<b>898,413</b>	<b>0</b>	<b>0.013%</b>	<b>0.000%</b>	<b>373,787</b>	<b>0</b>	<b>0.005%</b>	<b>0.000%</b>	<b>1,272,200</b>	<b>0.018%</b>	<b>0</b>	<b>0</b>

Note: The information regarding the number of voting rights through financial instruments provided in this section refers to the maximum number of shares pending receipt as a result of long-term incentive plans as well as bonuses from previous financial years whose settlement is deferred in compliance with applicable regulations. Therefore, the information provided in this column of the table does not specifically refer to financial instruments that grant the right to acquire shares, but rather to shares owned by CaixaBank that are intended for the settlement of these plans, with the appropriate adjustments at the time of handover to the relevant Board members. It is at the time of settlement of these plans when each beneficiary will communicate to the market the acquisition of the shares whose voting rights will then belong to them.



Real % not calculated, not addition of previous %

<sup>1</sup> For formatting reasons, in the Statistical Annex of the CNMV the % shareholding of the Board is 0.02 % because it does not allow three decimal places (0.018 %).

## CVS OF THE DIRECTORS (c.1.3)

### TOMÁS MUNIESA

#### Proprietary Chairman

##### Education

Mr Muniesa holds a degree in Business Studies and a Master's degree in Business Administration from ESADE Business School.

##### Professional career

He joined "la Caixa" in 1976 and was appointed Deputy General Manager of the Insurance and Asset Management Group of CaixaBank in 1992, becoming General Manager in 2011, a post he held until November 2018. In that year, he stepped down from his executive functions at the CaixaBank Group and was appointed Deputy Chairman of CaixaBank.

Previously, he was also Chairman of MEFF (Sociedad Rectora de Productos Derivados) and Deputy Chairman of VidaCaixa, where he was CEO, SegurCaixa Adeslas and BME (Bolsas y Mercados Españoles).

He was also Second Deputy Chairman of UNESPA, Director and Chairman of the Audit Committee of Consorcio de Compensación de Seguros, Director of Vithas Sanidad S.L., Director of Allianz Portugal and Alternate Director of Grupo Financiero Inbursa in Mexico.

##### Other positions currently held

Chairman of the CaixaBank Dual Training Foundation (Dualiza), Deputy Chairman of CECA and Deputy Chairman of the COTEC Foundation.

He is a member of the Board of Trustees of the ESADE Foundation and of other foundations such as: Fundación CEDE, Fundación FEDEA, Fundación Real Instituto Elcano, Fundación Aspen Institute España, Fundación Conexión España, Fundación Mobile World Capital and Fundación Consejo España-USA. He is also a member of the Advisory Board of the Spanish

Confederation of Business Organizations (CEOE) and of other relevant institutions and associations in Spain.

### MARÍA AMPARO MORALEDA

#### Independent Deputy Chairwoman

##### Education

Ms Moraleda graduated in Industrial Engineering from the ICAI Business School and holds an MBA from the IESE Business School.

##### Professional career

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

She was Chief Operating Officer for Iberdrola's International area with responsibility for the United Kingdom and the United States between January 2009 and February 2012. She was also the head of Iberdrola Engineering and Construction from January 2009 to January 2011.

She was the Executive Chairwoman of IBM for Spain and Portugal from July 2001 to January 2009 and her responsibilities were expanded to include Greece, Israel and Türkiye from July 2005 to January 2009. Between June 2000 and 2001, she was executive assistant to the Chairwoman of IBM Corporation. From 1998 to 2000 she was General Manager at INSA (a subsidiary of IBM Global Services). From 1995 to 1997 she was head of HR for EMEA at IBM Global Services and from 1988 to 1995 she held various offices and management positions at IBM España.

##### Other positions currently held

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

She is also a member of the Advisory Board of the following companies: SAP Ibérica (since 2013), Spencer Stuart (since 2017) Kearney (since 2022) and ISS España.

She is also a member of various boards and trusts of different institutions and bodies, including the Royal Academy of Economic and Financial Sciences, the Academy of Social and Environmental Sciences of Andalusia, the Board of Trustees of MD Anderson International Spain, the Vodafone Foundation, the Airbus Foundation and the Curarte Foundation.

### GONZALO GORTAZAR

#### Chief Executive Officer

##### Education

Mr Gortazar is a graduate in Law and Business Studies from Comillas Pontifical University (ICADE) and holds an MBA in Business Administration from INSEAD.

##### Professional career

He served as Chief Financial Officer of CaixaBank until his appointment as Chief Executive Officer in June 2014. Prior to that, he was CEO of Criteria CaixaCorp between 2009 and June 2011. From 1993 to 2009, he worked at Morgan Stanley in London and Madrid, where he held various positions in the Investment Banking Division, heading up the Financial Institutions Group in Europe until he joined Criteria. Previously, he held various corporate banking and investment banking positions at Bank of America.

He also served as First Deputy Chairman of Repsol and Director of Grupo Financiero Inbursa, Erste Bank, SegurCaixa Adeslas, Abertis, Port Aventura and Saba.

### Other positions currently held

He is also the current Chairman of VidaCaixa, Chairman of CaixaBank Payments & Consumer(\*) and Director of Banco BPI.

(\*) As of 28 January 2026 he no longer holds this position.

### EDUARDO JAVIER SANCHIZ

#### Lead Independent Director

##### Education

Mr Sanchiz holds a degree in Economics and Business Administration from the University of Deusto and a Master's degree in Business Administration from the Instituto Empresa in Madrid.

##### Professional career

Former CEO of Almirall (July 2011-September 2017). Prior to that, he served as Executive Director of Corporate Development and Finance and CFO. He has been a member of the company's Board of Directors since 2005 and of its Dermatology Committee since 2015.

Previously, he held various positions at the US pharmaceutical company Eli Lilly & Co. Further positions of note include General Manager for Belgium and Mexico and Executive Officer for the business area responsible for countries in central, northern, eastern and southern Europe.

### Other positions currently held

He is a member of the Board of Directors of the French pharmaceutical company Pierre Fabre and a member of its Strategy Committee, as well as its Audit Committee. He is also a member of the Board of Sabadell-Asabys Health Innovation Investments 2B S.C.R., S.A. and a member of the Advisory Board of the Biotechnology Institute, S.L.

### LUIS ÁLVAREZ

#### Independent director

##### Education

Telecommunications Engineer, having studied at the Polytechnic University of Madrid.

##### Professional career

He was CEO of SIA (Sistemas Informáticos Abiertos), an Indra Group company specialising in cybersecurity, with a multinational scope, from January 2020 to July 2022. Formerly, he was an independent consultant in the field of technology services and digital transformation projects and for almost 20 years he held different positions in BT Global Services, a multinational technology services provider, serving as CEO of the company from 2012 to 2017. Previously (and from the start of his professional career), he worked as a telecommunications engineer for several different companies, including Grupo Santander, IBM and Ericsson.

### Other positions currently held

He is currently Country Manager for Spain at NEORIS, a company dedicated to global technology consultancy, digital transformation projects and artificial intelligence.

In addition, he is non-executive Chairman of several companies in the field of infrastructure and submarine cables: Eagle Crest Telecoms Ltd., Islalink Holding Sociedad Limitada and Balalink S.A.U.

### FERNANDO MARÍA ULRICH

#### Other external director

##### Education

Degree in Business and Economics from the Higher Institute of Economics and Management at the University of Lisbon.

##### Professional career

He has been the non-executive Chairman of Banco BPI, S.A. since 2017.

He has also been the non-executive Chairman of BFA (Angola) (2005-2017); a member of the APB (Portuguese Association of Banks) Board of Directors (2004-2019); Chairman of the General and Supervisory Board of the University of Algarve, Faro (Portugal) (2009-2013); non-executive Director of SEMAPA, (2006-2008); non-executive Director of Portugal Telecom (1998-2005); non-executive Director of Allianz Portugal (1999-2004); non-executive Director of PT Multimedia (2002-2004); member of the Advisory Board of the Confederation of Portuguese Business (CIP) (2002-2004); non-executive Director of IMPRESA and of the Portuguese media conglomerate, SIC (2000-2003); Deputy Chairman of the Board of Directors of BPI SGPS, S.A. (1995-1999); Deputy Chairman of Banco de Fomento & Exterior, S.A. and Banco Borges & Irmão (1996-1998); member of the Advisory Board for Treasury Reform (1990-1992); member of the National Board of the Portuguese Securities Market Commission (1992-1995); Executive Director of Banco Fonsecas & Burnay (1991-1996); Deputy Chairman of Banco Português de Investimento (1989-2007); Executive Director of Banco Português de Investimento (1985-1989); Deputy Director of Sociedade Portuguesa de Investimentos (SPI) (1983-1985); Chief of Cabinet of the Ministry of Finance of the Government of Portugal (1981-1983); member of the Secretariat for Economic Cooperation of the Portuguese Ministry of Foreign Affairs (1979-1980) and member of the Portuguese delegation to the

OECD (1975–1979). He was also head of the financial markets section for the newspaper Expresso (1973–1974).

#### Other positions currently held

Non-executive Chairman of Banco BPI, a subsidiary of the CaixaBank Group.

### MARÍA VERÓNICA FISAS

#### Independent director

##### Education

Ms Fisas holds a degree in Law and a Master's degree in Business Administration from EAE Business School.

##### Professional career

In 2001, as the CEO of the US subsidiary of Natura Bissé, she was responsible for the expansion and consolidation of the business, obtaining 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 Chairwoman of the Board of Directors of Stanpa in 2019 and also Chairwoman of Fundación Stanpa.

#### Other positions currently held

She has been Executive Officer of the Board of Directors of Natura Bissé and General Manager of the Natura Bissé Group since 2007. She has also been a trustee of the Ricardo Fisas Natura Bissé Foundation since 2008.

### PABLO ARTURO FORERO

#### Other external

##### Education

Mr Forero holds a degree in Economics, specialising in macroeconomics, from the Universidad Autónoma of Madrid.

##### Professional career

Previously, he was non-executive Chairman of CaixaBank Asset Management, SGIC, S.A., a subsidiary of CaixaBank, S.A. and an independent director and Chairman of the Risks Committee of HSBC Continental Europe, the subsidiary bank of HSBC Holdings plc (2023–2025). From 2017 to 2020, he served as Chief Executive Officer and executive Deputy Chairman of Banco BPI, S.A. (Portugal). He was also Head of Risk at CaixaBank (2013–2016); Director of Treasury, Capital Markets and Asset Allocation (2011–2013), Investment Director of asset management operations as well as investment advisor for the company's insurance business (2009–2011).

He also held positions at JP Morgan Asset Management UK, where he was a member of the Management Committee and the Investment Committee; Head of Asset Management in Spain at JP Morgan España; Head of Markets and ALCO at the Spanish branch of the US investment bank, Manufacturers Hanover Trust Co. He began his professional career at Arthur Andersen & CO Spain, holding various positions in the audit department.

#### Other positions currently held

He has been an independent director(\*) of the Portuguese company, Grupo Jose de Mello, since June 2021.

(\*) As of 1 January 2026 he no longer holds this position.

### ROSA MARÍA GARCÍA

#### Independent director

##### Education

Ms García Piñeiro is an industrial engineer with a Master's degree in Industrial Organisation and Management from the University of Vigo, a Master's degree in Environmental Engineering from the School of Industrial Organisation in Madrid and a Master's degree in Business Administration and Management from the University of Geneva.

##### Professional career

Previously, her professional career was linked to the Alcoa Group (from 1999), where she held senior positions in the management of sustainability-related aspects, such as global Deputy Chairwoman of Sustainability at Alcoa Corp from November 2016 to February 2024, and notably serving as Chairwoman of the Alcoa Foundation.

#### Other positions currently held

She is an independent director at several companies: ACERINOX, S.A. (since 2017), as a member of the Executive Committee and Chairwoman of the Sustainability Committee; Ence Energía y Celulosa, S.A. (since 2018), as a member of the Audit Committee, member of the Appointments and Remuneration Committee and Chairwoman of the Sustainability Committee, and PowerCo SE (since 2022).

She is also Chairwoman of the Advisory Board of the Geneva Center for Business and Human Rights, an educational centre attached to the Geneva School of Economics and Management (GSEM); member of the Advisory Board of Blossom, a communications company mainly linked to the field of sustainability based in Geneva (Switzerland) and advisor to the Impact Committee of the Canadian venture capital fund, Circular Innovation Fund.

## CRISTINA GARMENDIA

### Independent director

#### Education

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

#### Professional career

She was formerly Executive Deputy Chairwoman and Chief Financial Officer of the Amasua Group. Member of the governance bodies of, among others, Genetrix, S.L. (Executive Chairwoman), Sygnis AG (Chairwoman of the Supervisory Board), Satlantis Microsats (Chairwoman), Science & Innovation Link Office, S.L. (Director), and independent director of NTT DATA (previously EVERIS), Naturgy Energy Group, S.A. (formerly, Gas Natural, S.A.), Corporación Financiera Alba, Pelayo Mutua de Seguros.

She held the position of Minister of Science and Innovation in the Spanish Government throughout the entire 9th parliamentary term from April 2008 to December 2011.

#### Other positions currently held

She is the non-executive Chairwoman of Mediaset España Comunicación, S.A., and as such, a trustee of FAD Juventud. She is also Deputy Chairwoman of Compañía de Distribución Integral Logista Holdings, S.A. and Director of Ysios Capital Partners, SGEIC, S.A.

She is Chairwoman of the COTEC Foundation and, as such, a member of the Board of Trustees of the Pelayo and SEPI Foundations. She is a member of the Advisory Board of the Women for Africa Foundation and UNICEF, Spanish Committee, and is also a member of the Advisory Board of Integrated Service Solutions, S.L. and of the security company S2 Grupo.

## PETER LÖSCHER

### Independent director

#### Education

Mr Löscher studied Economics and Finance at the University of Vienna and Business Administration at the Chinese University of Hong Kong. He obtained a Master's Degree in Business Administration and Management from the University of Vienna, and completed the Advanced Administration Program at Harvard Business School.

#### Professional career

He previously held the post of Chairman of the Board of Directors of Sulzer AG (Switzerland) and Chairman of the Supervisory Board of OMV AG (Austria). From March 2014 to March 2016, he served as CEO of Renova Management AG (Switzerland), and was Chairman and Chief Executive Officer of Siemens AG (Germany) between 2007 and 2013. He also served as Chairman of Global Human Health and as a member of the Executive Board of Merck & Co., Inc. (USA), Chairman and CEO of GE Healthcare BioSciences, and member of the General Electric Executive Board (USA), Operations Director and member of the Amersham Plc Board (United Kingdom). He held leading positions in Aventis (Japan) and Hoechst (Germany and the United Kingdom).

He served as Chairman of the Board of Directors of the Siemens Foundation and is an emeritus member of the Advisory Board of the Singapore Economic Development Board; he is also a member of the International Advisory Board of Bocconi University. He is Honorary Professor at Tongji University (Shanghai), holds an Honorary Doctorate in Engineering from Michigan State University and an Honorary Doctorate from the Slovak Engineering University in Bratislava. He holds the Grand Decoration of Honor in Gold from the Republic of Austria and is a Knight Commander of the Order of Civil Merit of Spain.

### Other positions currently held

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

(\*) As of 1 January 2026 he no longer holds this position.

## JOSÉ MARÍA MÉNDEZ

### Proprietary director

#### Education

Mr Méndez holds a degree in Law from the University of Santiago de Compostela and in Political Science and Administration from the Universidad Autónoma of Madrid, having also completed the Senior Management Programme at IESE Business School (University of Navarra). Additionally, he is a civil servant on leave of absence from the Cuerpo Superior de Administradores Civiles del Estado (Senior Civil Administrators of the State).

#### Professional career

Previously, he was CEO of Cecabank, S.A. and General Manager of CECA; Deputy Chairman of the Board of the European Savings and Retail Banking Group (ESBG); member of the Board of the World Saving Banks and Retail Banking Institute (WSBI); Deputy Chairman of the Fundación de las Cajas de Ahorros (FUNCAS); Chairman of the Spanish Centre for Sustainable and Responsible Finance (FINRESP); member of the Management Committee of the Deposit Guarantee Fund for Credit Institutions and an independent expert on the Board of the European Investment Bank (EIB).

He joined CECA as General Secretary in 2003, having previously held various positions in the Directorate General of the Treasury and Financial Policy of the Ministry of Economy (1993-2003) and as Deputy General Manager of Financial Policy from 2000 to 2003.

#### Other positions currently held

He is currently Managing Director of Criteria Caixa S.A.U. and holds management responsibilities at the "la Caixa" Banking Foundation in the institutional area. He is also a trustee of the FUNCAS, CEOE and CEDE foundations.

### BERNARDO SÁNCHEZ

#### Independent director

##### Education

Mr Sánchez holds an MBA from INSEAD, a Graduate Diploma in Political Studies from Institut d'Etudes Politiques in Paris, a Degree in Economics from the University of Paris III and a Master's degree in International Economics from the University of Paris II.

##### Professional career

He previously held the position of Managing Director at Société Générale Group (France) (from November 2009 to September 2018), responsible for retail banking in France, international retail banking for Specialised Financial Services worldwide and insurance companies; he was also non-executive Director of Boursorama, S.A., a subsidiary of Société Générale Group, specialised in digital banking services.

His former roles include Chief Executive Officer of the Monoprix Group (France) (2004-2009) and of the Vivarte Group (France) (2003-2004), Chairman of LVMH Fashion Group (France) (2001-2003) and International Director and member of the Executive Committee and General Manager of Inditex Group and General Manager of Zara France (Inditex

Group) (1996-2001). He also held various positions in the French banking group Crédit Lyonnais (1984-1996), including that of Chief Executive Officer of Banca Jover (the Group's subsidiary in Spain) from 1994 to 1996.

#### Other positions currently held

He is non-executive Chairman of the Board of Directors of COFACE, S.A. (Compagnie Française d'Assurance pour le Commerce Extérieur) (listed company). He is also an independent director of Edenred S.A. and Deputy Chairman of the Board of Directors of Compagnie Financière Richelieu as well as a member of the Supervisory Board of its subsidiary, Banque Richelieu France. Furthermore, he is a member of the Board of INSEAD as well as a member of the Board and Treasurer of EHPAD (Association Sainte Famille nursing home).

### TERESA SANTERO

#### Proprietary director

##### Education

Ms Santero holds a degree in Business Administration from the University of Zaragoza and a PhD in Economics from the University of Illinois Chicago (USA).

##### Professional career

Previously, she held positions of responsibility in both the central government administration and the autonomous government. She previously worked for 10 years as an economist in the Economics Department of the OECD in Paris. She was also a visiting lecturer at the Economics Department of the Complutense University in Madrid and associate professor and research aide at the University of Illinois Chicago (USA).

She has been on various boards of directors and was an independent member of the General Board of the Spanish Official Credit Institute, ICO (2018-2020), Director of the Spanish industrial

holding company, SEPI (2008-2011) and of Navantia (2010-2011), member of the Executive Committee and the Board of the Zona Franca Consortium in Barcelona (2008-2011) and Director of Instituto Tecnológico de Aragón (2004-2007). She has also been a member of the Board of Trustees of several foundations: the Zaragoza Logistics Center (ZLC) Foundation (2005-2007), the Foundation for the Development of Hydrogen Technologies (2005-2007) and the Observatorio de Prospectiva Tecnológica Industrial Foundation (2008-2011).

#### Other positions currently held

She is a lecturer at Universidad Instituto de Empresa (UIE) in Madrid.

### KORO USARRAGA

#### Independent director

##### Education

Ms Usarraga has a degree in Business Administration and a Master's degree in Business Management from ESADE, took the PADE (Senior Management Programme) at IESE and is a qualified chartered accountant.

##### Professional career

She worked at Arthur Andersen for 20 years and was appointed partner of the audit division in 1993.

In 2001, she was appointed Corporate General Manager of Occidental Hotels & Resorts.

She was also Managing Director of Renta Corporación and an independent director of NH Hotel Group (2015-2017).

#### Other positions currently held

She currently sits on the Board of Directors of Vocento, Vehicle Testing Equipment and 2005 KP Inversiones.

The positions held by directors in group companies and other (listed or unlisted) companies are as follows:

**\_POSITIONS OF DIRECTORS IN OTHER GROUP COMPANIES (C.1.10)**

Name of Director	Corporate name of the company	Listed	Position
	BANCO BPI, S.A.	NO	Director
<b>Gonzalo Gortazar</b>	CAIXABANK PAYMENTS & CONSUMER E.F.C, E.P, S.A.U. (*)	NO	Chairman
	VIDACAIXA, S.A.U. DE SEGUROS Y REASEGUROS	NO	Chairman
<b>Fernando María Ulrich</b>	BANCO BPI, S.A.	NO	Chairman

(\*) As of 28 January 2026 he no longer holds this position.

The information on directors and positions at other companies refers to the year-end.

The Company is not aware of any significant relationships between key shareholders (including those represented on the Board) and its Board members. (A.6)

The Company has set rules on the maximum number of external company boards its directors can serve on. According to Article 26.5 of the Regulation of the Board of Directors, CaixaBank's directors must adhere to the limits on board memberships as stipulated in current regulations concerning the organisation, supervision and solvency of credit institutions. (C.1.12)



## \_POSITIONS OF DIRECTORS IN OTHER LISTED AND UNLISTED COMPANIES (C.1.11)

### TOMÁS MUNIESA

Corporate name of the company	Listed	Position	Paid
SPANISH CHAMBER OF COMMERCE	NO	Member	NO
CONFEDERACIÓN ESPAÑOLA DE CAJAS DE AHORROS (CECA)	NO	Deputy Chairman	YES
CONSEJO EMPRESARIAL ESPAÑOL PARA EL DESARROLLO SOSTENIBLE (FORÉTICA)	NO	Director	NO
FOMENT DEL TREBALL NACIONAL	NO	Member	NO
FUNDACIÓN ASPEN INSTITUTE ESPAÑA	NO	Trustee	NO
FUNDACIÓN CAIXABANK DUALIZA	NO	Chairman	NO
FUNDACIÓN CEDE (CONFEDERACIÓN ESPAÑOLA DE DIRECTIVOS Y EJECUTIVOS)	NO	Trustee	NO
FUNDACIÓN CONEXIÓN ESPAÑA	NO	Trustee	NO
FUNDACIÓN CONSEJO ESPAÑA-USA	NO	Trustee	NO
COTEC FOUNDATION FOR INNOVATION	NO	Deputy Chairman	NO
FUNDACIÓN DE ESTUDIOS DE ECONOMÍA APLICADA (FEDEA)	NO	Trustee	NO
FUNDACIÓN ESADE	NO	Trustee	NO
FUNDACIÓN MOBILE WORLD CAPITAL BARCELONA	NO	Trustee	NO
FUNDACIÓN REAL INSTITUTO ELCANO	NO	Trustee	NO

### M<sup>a</sup> AMPARO MORALEDA

Corporate name of the company	Listed	Position	Paid
AIRBUS GROUP, S.E.	YES	Director	YES
AIRBUS FOUNDATION	NO	Trustee	NO
FUNDACIÓN CURARTE	NO	Trustee	NO
FUNDACIÓN MD ANDERSON INTERNATIONAL ESPAÑA	NO	Trustee	NO
IESE	NO	Board member	NO
A.P. MOLLER-MARCKS A/S A.P.	YES	Director	YES
VODAFONE FOUNDATION	NO	Trustee	NO
VODAFONE GROUP PLC	YES	Director	YES

### GONZALO GORTAZAR

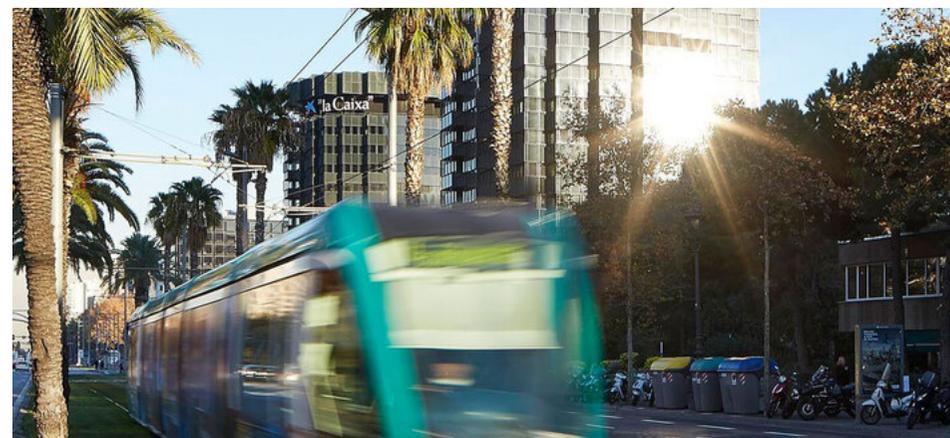
Corporate name of the company	Listed	Position	Paid
BUSINESS ASSOCIATION	NO	Member	NO
EUROFI	NO	Member	NO
FUNDACIÓN CONSEJO ESPAÑA-CHINA	NO	Trustee	NO
INSTITUTE OF INTERNATIONAL FINANCE	NO	Member	NO

### EDUARDO JAVIER SANCHIZ

Corporate name of the company	Listed	Position	Paid
PIERRE FABRE, S.A.	NO	Director	YES
SABADELL - ASABYS HEALTH INNOVATION INVESTMENTS 2B, S.C.R, S.A.	NO	Director	YES

### LUIS ÁLVAREZ

Corporate name of the company	Listed	Position	Paid
COMPAÑÍA NEORIS ESPAÑA, S.A.	NO	Country Manager	YES
EAGLE CREST TELECOMS LTD	NO	Chairman	YES
ISLALINK HOLDING, S.L.	NO	Chairman	YES
BALALINK, S.A.U.	NO	Chairman	YES



## \_POSITIONS OF DIRECTORS IN OTHER LISTED AND UNLISTED COMPANIES (C.1.11)

### M<sup>a</sup> VERÓNICA FISAS

Corporate name of the company	Listed	Position	Paid
ASOCIACIÓN NACIONAL DE PERFUMERIA Y COSMÉTICA (STANPA)	NO	Chairwoman	NO
FUNDACIÓN RICARDO FISAS NATURA BISSÉ	NO	Trustee	NO
FUNDACIÓN STANPA	NO	Chairwoman	NO
NATURA BISSÉ INT. DALLAS (USA)	NO	Chairwoman	NO
NATURA BISSÉ INT. LTD (UK)	NO	Director	NO
NATURA BISSÉ INT. SA de C.V. (MEXICO)	NO	Chairwoman	NO
NATURA BISSÉ INTERNATIONAL, S.A.	NO	Chief Executive Officer	YES
NATURA BISSÉ INTERNATIONAL, S.R.L. (ITALY)	NO	Chief Executive Officer	NO
NB SELECTIVE DISTRIBUTION, S.L.	NO	Joint and several director	NO
NATURA BISSÉ INTERNATIONAL TRADING (SHANGHAI), CO, LTD	NO	Joint and several director	NO

### PABLO ARTURO FORERO

Corporate name of the company	Listed	Position	Paid
JOSE DE MELLO GROUP (*)	NO	Director	YES

(\*) As of 1 January 2026 he no longer holds this position.

### ROSA MARÍA GARCÍA

Corporate name of the company	Listed	Position	Paid
ACERINOX, S.A.	YES	Director	YES
ENCE ENERGÍA Y CELULOSA, S.A.	YES	Director	YES
POWERCO SE	NO	Director	YES

### CRISTINA GARMENDIA

Corporate name of the company	Listed	Position	Paid
COMPAÑÍA DE DISTRIBUCIÓN INTEGRAL LOGISTA HOLDINGS, S.A.	Yes	Deputy Chairwoman	YES
COTEC FOUNDATION FOR INNOVATION	NO	Chairwoman	NO
FUNDACIÓN AMIGOS DEL MUSEO DEL PRADO	NO	Trustee	NO
FUNDACIÓN AMIGOS DEL MUSEO REINA SOFIA	NO	Trustee	NO
FUNDACIÓN FAD JUVENTUD	NO	Trustee	NO
FUNDACIÓN MARGARITA SALAS	NO	Trustee	NO
FUNDACIÓN PELAYO	NO	Trustee	NO
FUNDACIÓN REAL ESCUELA ANDALUZA DE ARTE ECUESTRE	NO	Trustee	NO
FUNDACIÓN SEPI FSP	NO	Trustee	NO
JAIZKIBEL 2007, S.L. (SOCIEDAD PATRIMONIAL)	NO	Sole director	YES
MEDIASET ESPAÑA COMUNICACIÓN, S.A.	NO	Chairwoman	YES
YSIOS ASSET MANAGEMENT, S.L.	NO	Director	NO
YSIOS CAPITAL PARTNERS CIV I, S.L.	NO	Director	NO
YSIOS CAPITAL PARTNERS CIV II, S.L.	NO	Director	NO
YSIOS CAPITAL PARTNERS CIV III, S.L.	NO	Director	NO
YSIOS CAPITAL PARTNERS SGEIC, S.A.	NO	Director	YES

### PETER LÖSCHER

Corporate name of the company	Listed	Position	Paid
DOHA VENTURE CAPITAL LLC (*)	NO	Director	YES
FUNDING FOUNDATION GUSTAV MAHLER JUGENDORCHESTER	NO	Trustee	NO
ROYAL PHILIPS	YES	Member of the Supervisory Board	YES
TELEFÓNICA S.A. ESPAÑA	YES	Director	YES
TELEFONICA DEUTSCHLAND HOLDING AG	NO	Chairman of the Supervisory Board	YES
THYSSEN-BORNEMISZA GROUP	NO	Director	YES

(\*) As of 1 January 2026 he no longer holds this position.

## \_POSITIONS OF DIRECTORS IN OTHER LISTED AND UNLISTED COMPANIES (C.1.11)

### JOSE MARÍA MÉNDEZ

Corporate name of the company	Listed	Position	Paid
CRITERIA CAIXA, S.A.U.	NO	General Manager	YES
LA CAIXA BANKING FOUNDATION	NO	Director	YES
FUNDACIÓN CEDE (CONFEDERACIÓN ESPAÑOLA DE DIRECTIVOS Y EJECUTIVOS)	NO	Trustee	NO
CEOE FOUNDATION (SPANISH CONFEDERATION OF BUSINESS ORGANIZATIONS)	NO	Trustee	NO
FUNCAS (CECA'S BANKS AND SAVINGS BANKS FOUNDATION)	NO	Trustee	NO

### BERNARDO SÁNCHEZ

Corporate name of the company	Listed	Position	Paid
COFACE, S.A	YES	Chairman	YES
EDENRED, S.A.	YES	Director	YES
COMPAGNIE FINANCIÈRE RICHELIEU	NO	Deputy Chairman	YES
BANQUE RICHELIEU FRANCE	NO	Member of the Supervisory Board	YES
INSEAD	NO	Director	NO
L'EHFAD LA SAINTE FAMILLE	NO	Board Member and Treasurer	NO

### KORO USARRAGA

Corporate name of the company	Listed	Position	Paid
2005 KP INVERSIONES, S.L.	NO	Joint and several director	NO
VEHICLE TESTING EQUIPMENT, S.L. (FILIAL 100 % DE 2005 KP INVERSIONES, S.L.)	NO	Joint and several director	NO
VOCENTO, S.A.	YES	Director	YES

## \_OTHER PAID ACTIVITIES OTHER THAN THOSE LISTED ABOVE (C.1.11)

### M<sup>a</sup> AMPARO MORALEDA

Corporate name of the company	Listed	Position	Paid
AT KEARNEY, S.A.	NO	Member of the Advisory Board	YES
ISS ESPAÑA	NO	Member of the Advisory Board	YES
SAP IBÉRICA	NO	Member of the Advisory Board	YES
SPENCER STUART	NO	Member of the Advisory Board	YES

### ROSA MARÍA GARCÍA

Corporate name of the company	Listed	Position	Paid
CIRCULAR INNOVATION FUND	NO	Advisor to the Impact Committee	YES

### CRISTINA GARMENDIA

Corporate name of the company	Listed	Position	Paid
INTEGRATED SERVICE SOLUTIONS, S.L.	NO	Member of the Advisory Board	YES
S2 GRUPO DE INNOVACIÓN EN PROCESOS ORGANIZATIVOS, S.LU.	NO	Member of the Advisory Board	YES
UNIVERSIDAD EUROPEA DE MADRID, S.A.	NO	Member of the Advisory Board	YES

### TERESA SANTERO

Corporate name of the company	Listed	Position	Paid
INSTITUTO DE EMPRESA MADRID	NO	Teacher	YES

## DIVERSITY OF THE BOARD OF DIRECTORS (C.1.5 + C.1.6 + C.1.7)

In order to ensure an appropriate balance in the composition of the Board at all times, promoting diversity in gender, age and background, as well as in education, knowledge and professional experience, that contributes to diverse and independent opinions and a sound and mature decision-making process, CaixaBank has a Selection, Diversity and Suitability Assessment Policy in place for members of the Board of Directors, members of senior management and other holders of key roles at CaixaBank and its Group, which is updated regularly.

The policy is part of the Company's corporate governance framework and outlines the key aspects and commitments of the Company and its Group regarding the selection and assessment of the suitability of directors, senior management and key function holders. A review and update of certain aspects of the policy was scheduled for June 2025.

As provided for in Article 19 of the Regulation of the Board of Directors, the Appointments and Sustainability Committee is responsible for supervising compliance with this policy. This Committee must, among other duties, analyse and propose the profiles of candidates to fill Board positions, considering diversity as an essential factor in the selection process and suitability, with a particular focus on gender diversity.

Within the framework of the policy, and with a view to diversity, the following measures have been established:

- | Consideration, during the director selection and re-election procedures, of the goal of ensuring a composition of the Board that is balanced and diverse, particularly in terms of gender equality as well as knowledge, education and professional experience, age and geographical origin, ensuring a suitable

balance and facilitating the selection of candidates from the least represented gender. For this purpose, the suitability assessment reports shall include an assessment of how the candidate contributes to ensuring a diverse and appropriate composition of the Board of Directors.

- | Annual evaluation of the composition and competences of the Board, which takes into account the diversity aspects indicated above and, in particular, the objectives of balanced gender representation, establishing actions to be taken when there is a discrepancy.
- | Preparation and update of a skills matrix, the results of which may serve to detect future needs relating to training or areas to improve in future appointments.



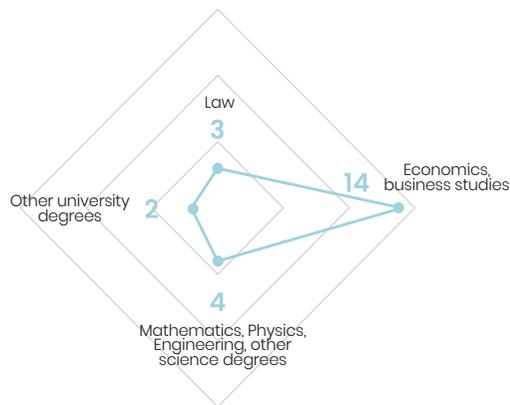
The Selection Policy of CaixaBank's Board, in particular, Section 6.1 of this policy, on the fundamental elements of the diversity policy in the Board of Directors, and the Protocol on Procedures for assessing suitability and appointing directors and senior management, as well as other key positions at CaixaBank, establish the obligation of the Appointments and Sustainability Committee to assess the collective suitability of the Board of Directors each year. Adequate diversity in the composition of the Board is taken into account throughout the selection and suitability assessment process at CaixaBank, considering, in

particular, diversity of gender, educational and professional experience, age and geographical origin.

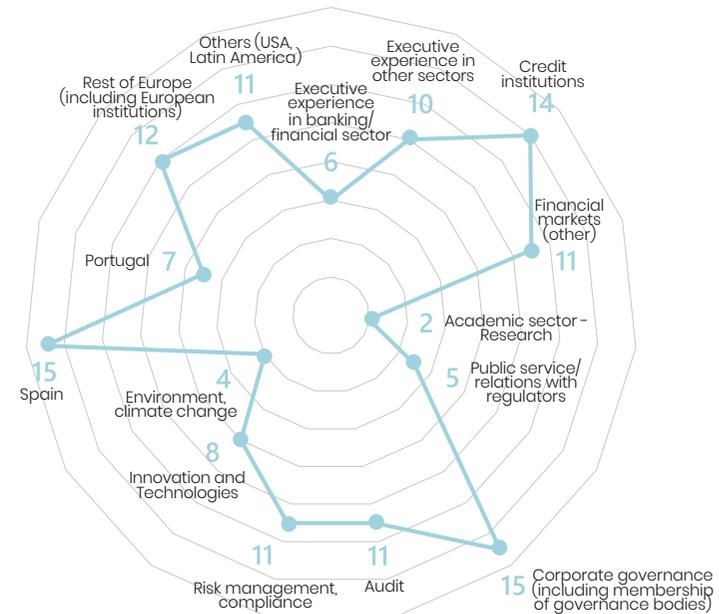
Recommendation 15 of the Good Governance Code stipulates that the percentage of female directors must never fall below 30 % of the total number of members of the Board of Directors. Furthermore, by the end of 2022, female directors should comprise at least 40 % of the Board's members. The percentage of women on the Board has stood at 40 % since 2020. In the annual assessment of compliance with the aforementioned Policy, the structure, size and composition of the Board

of Directors, in particular, in terms of diversity of gender, education and professional experience, age and geographical origin, were considered adequate, also taking into consideration the individual reassessment of the suitability of each director performed by the Appointments and Sustainability Committee, leading to the conclusion that the Board of Directors as a whole is suitable in terms of composition. It is also noted that the functioning and composition of the Board of Directors have been adequate for the performance of its functions, in particular for the proper management of the entity that the governing body has carried out.

**\_DISTRIBUTION OF EDUCATION AMONG MEMBERS OF THE BOARD OF DIRECTORS**



**\_DISTRIBUTION OF EXPERIENCE AMONG MEMBERS OF THE BOARD OF DIRECTORS**



## TRAINING OF BOARD OF DIRECTORS (C.1.5 + C.1.6 + C.1.7.)

With regard to the training provided to the members of the Company's Board of Directors, in 2025 the Board of Directors ran an annual training plan designed on the basis on the strategic and priority topics identified, with the aim of ensuring the continuous updating of the directors' knowledge and skills needed for the proper performance of their duties.

In 2025, a ten-session training plan was implemented, focusing on key issues such as: DORA, the evolution of payment ecosystems, business, geopolitics, sustainability, cybersecurity (with a focus on fraud), people, the consolidation of the European financial system and regulation.

In addition, specific training programmes have been implemented for the members of the Audit and Control Committee and the Risks Committee.

Two training sessions were held in the Audit and Control Committee. The first, on the use of artificial intelligence, and the second, on the Corporate Sustainability Reporting Directive. The Committee also included eight monographic exhibitions on the agenda of its ordinary meetings, covering audit matters, internal risk models, remuneration, the sustainability of audit functions, cybersecurity, the audit functions in subsidiaries such as BPI, VidaCaixa, CaixaBank Payments & Consumer, CaixaBank Asset Management, BuildingCenter and the branch network.

The Risks Committee held three training sessions on risk-adjusted profitability (artificial intelligence, IRCS and economic capital). This Committee also included six thematic presentations on the agenda of its ordinary meetings, in which relevant risks such as fiduciary risk, model risk, outsourcing risk, actuarial risk, external fraud risk, technological and operational risk, legal and regulatory risk, and environmental, social, and governance (ESG) risk were discussed in detail.

It is also worth mentioning that directors joining the Board of Directors receive a Welcome Pack, which is updated periodically and contains basic information on the functioning of the Board and its Committees, as well as the Company's main internal regulations on corporate governance and strategic issues. In 2025, specific banking and financial training programmes were provided for the directors Rosa María García and Luis Álvarez Satorre who joined the Company during the year. These sessions were designed to ensure their proper integration and complement their profiles, broadening their knowledge about the CaixaBank Group's business activities and its regulatory framework. In particular, the directors took part in training sessions given by different CaixaBank divisions on subjects such as Corporate Governance, product marketing and rules of conduct, Finance, Risk Management, Regulatory Compliance, Human Resources, Digital Transformation and Advanced Analytics, Sustainability, CaixaBank's Reputational Model and its Strategic Plan.

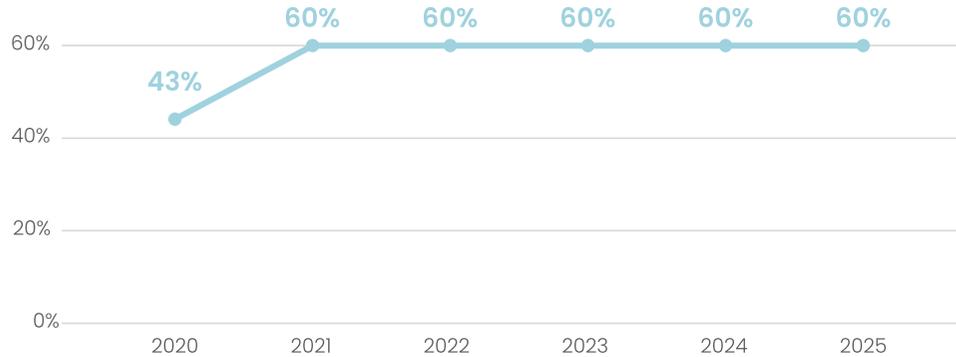


**\_BOARD OF DIRECTORS SKILLS MATRIX – CAIXABANK 2025**

	Tomás Muniesa	María Amparo Moraleda	Gonzalo Gortazar	Eduardo J. Sanchiz	Luis Álvarez	Fernando M <sup>a</sup> Ulrich	M <sup>a</sup> Verónica Fisas	Pablo Arturo Forero	Rosa M <sup>a</sup> García	Cristina Garmendia	Peter Löscher	José María Méndez	Bernardo Sánchez	Teresa Santero	Koro Usarraga																																																																																																																	
Position and Category	Executive Chairman	Deputy Chairwoman	Chief Executive Officer	Lead Independent Director	Independent	Other external	Independent	Other external	Independent	Independent	Independent	Proprietary	Independent	Proprietary	Independent																																																																																																																	
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Diversity of gender, geographical origin, age	<table border="1"> <tr> <td>Gender diversity</td> <td></td><td>●</td><td></td><td></td><td></td><td></td><td>●</td><td></td><td></td><td>●</td><td>●</td><td></td><td></td><td>●</td><td>●</td> </tr> <tr> <td>Nationality</td> <td>ES</td><td>ES</td><td>ES</td><td>ES</td><td>ES</td><td>PT</td><td>ES</td><td>ES</td><td>ES</td><td>ES</td><td>AT</td><td>ES</td><td>ES</td><td>ES</td><td>ES</td> </tr> <tr> <td>Age</td> <td>73</td><td>61</td><td>60</td><td>69</td><td>64</td><td>73</td><td>61</td><td>69</td><td>51</td><td>63</td><td>68</td><td>59</td><td>65</td><td>66</td><td>68</td> </tr> </table>																Gender diversity		●					●			●	●			●	●	Nationality	ES	ES	ES	ES	ES	PT	ES	ES	ES	ES	AT	ES	ES	ES	ES	Age	73	61	60	69	64	73	61	69	51	63	68	59	65	66	68																																																																
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In recent financial years, the presence of independent directors has been maintained (see chart opposite), along with gender diversity on the Board, having already achieved the target set by Recommendation 15 of the Good Governance Code to have at least 40 % female directors since the AGM held in May 2020. (C.1.4)

**\_TRENDS IN INDEPENDENCE**



(C.1.4)	Number of women directors				% of total directors of each category			
	2025	2024	2023	2022	2025	2024	2023	2022
Executive	-	-	-	-	0.00	0.00	0.00	0.00
Proprietary	1	1	1	1	33.33	33.33	33.33	33.33
Independent	5	5	5	5	55.55	55.55	55.55	55.55
Other external	-	-	-	-	0.00	0.00	0.00	0.00
<b>TOTAL</b>	<b>6</b>	<b>6</b>	<b>6</b>	<b>6</b>	<b>40.00</b>	<b>40.00</b>	<b>40.00</b>	<b>40.00</b>

**GENDER DIVERSITY**

- 40%** Women on the Board of Directors
- 50%** Women on the Executive Committee
- 60%** Women on the Risks Committee
- 40%** Women on the Remuneration Committee
- 29%** Women on the Innovation, Technology and Digital Transformation Committee
- 40%** Women on the Audit and Control Committee
- 40%** Women on the Appointments and Sustainability Committee



As a result, it can be said that CaixaBank's Board is in line with the IBEX 35 average in terms of the presence of women, according to publicly available information on the composition of the Boards of Directors of IBEX 35 companies at year-end 2025 (with an average of 41.23 %)<sup>1</sup>.

<sup>1</sup> Average number of women sitting on the Board of IBEX 35 companies, calculated according to the public information available on the websites of the companies.

## SELECTION, APPOINTMENT, RE-ELECTION, EVALUATION AND CESSATION OF MEMBERS OF THE BOARD

### PRINCIPLES OF PROPORTIONALITY AMONG BOARD MEMBER CATEGORIES (C.1.16)

1. **External (non-executive) directors** should constitute a majority over executive directors, and the number of the latter should be the minimum necessary.
2. **The external directors** will include holders of stable significant shareholdings in the Company (or their representatives) or those shareholders that have been proposed as directors even though their holding is not significant (proprietary directors), and persons of recognised experience who can perform their functions without being influenced by the Company or its Group, its executive team or significant shareholders (independent directors).
3. **Among the external directors**, the ratio of proprietary and independent directors should reflect the existing proportion of the Company's share capital represented by proprietary directors and the remainder of its capital. At least one third of the Company's directors will be independent directors (provided that there is one shareholder, or several acting in concert, controlling more than 30 % of the share capital).
4. **No shareholder** may be represented on the Board by a number of proprietary directors representing more than 40 % of the total number of Board members, without this affecting the right to proportional representation provided for by law.

### SELECTION AND APPOINTMENT (C.1.16)

The Selection, Diversity and Suitability Assessment Policy for members of the Board of Directors, senior management and other holders of key roles, includes the main aspects and undertakings of the Company in relation to the appointment and selection of directors. Its purpose is to put forward candidates that ensure the effective capability of the Board to take decisions independently in the interest of the Company.

In this context, director appointment proposals put forward by the Board for the consideration of the AGM, and the appointment agreements adopted by the Board by virtue of the powers legally attributed to it, must be preceded by the corresponding proposal from the Appointments and Sustainability Committee, when dealing with independent directors, and by a report, in the case of all other directors. Proposals for the appointment and re-election of directors are accompanied by a report from the Board setting out the competences, experience and merits of the candidate. In the process of selecting new directors, CaixaBank relies on the collaboration of external consultants.

In accordance with the legal provisions, the candidates must meet the suitability requirements for the position and, in particular, they must have recognised business and professional repute, suitable knowledge and experience to understand the Company's activities and main risks, and be in a position to exercise good governance. Applicable law and regulations will also be taken into account when shaping the overall composition of the Board of Directors. In particular, the overall composition of

the Board of Directors must incorporate sufficient knowledge, abilities and experience regarding the governance of credit institutions, to sufficiently understand the Company's activities, including the primary risks, and to ensure the effective capacity of the Board of Directors to take independent and autonomous decisions in the Company's interests.



The Appointments and Sustainability Committee, with the assistance of the General Secretary and the Secretary to the Board of Directors, taking into account the balance of knowledge, experience, capacity and diversity required and in place on the Board of Directors, draws up a skills matrix, which is continuously updated, and approved by the Board of Directors.

Where applicable, the results of applying the matrix may be used to identify future training needs or areas to strengthen in future appointments.

The Selection Policy is complemented by a Protocol of procedures for assessing the suitability and appointments of directors and members of senior management and other holders of key functions at CaixaBank (hereinafter, the Suitability Protocol) that establishes the procedures for making the selection and the continuous assessment of the suitability of Board members, among other groups, including any unforeseeable circumstances which may affect their suitability for the position.

The Suitability Protocol establishes the Company's units and internal procedures involved in the selection and ongoing assessment of members of the Board of Directors, general managers and other senior executives, the heads of the internal control functions and other key posts in CaixaBank, as defined under applicable legislation. Under the Suitability Protocol, the Board of Directors, as a plenary body, assesses the suitability of proposed candidates, based on a report from the Appointments and Sustainability Committee.

This entire process is subject to the provisions of the internal regulation on the appointment of directors and the applicable regulation for corporate enterprises and credit institutions, which is subject to the suitability assessment of the European Central Bank and culminates in the acceptance of the position after the approval by the banking authority of the proposed appointment, which will be approved by the General Meeting of Shareholders.

#### RE-ELECTION AND LENGTH OF TERM OF OFFICE (C.1.16 + C.1.23)

Directors shall hold their posts for the term stipulated in the By-laws (four years) – for as long as the AGM does not resolve to remove them and they do not stand down from office – and may be re-elected one or more times for periods of equal length. However, independent directors may not continue to serve as such for a continuous period exceeding 12 years.

Directors appointed by co-option shall hold their post until the date of the next AGM or until the legal deadline for holding the AGM that is to decide whether to approve the financial statements for the previous financial year has passed. If the vacancy arises after the AGM is called but before it is held, the appointment of the director by co-option to cover the vacancy will take effect until the next AGM is held.

#### CESSATION (C.1.19+ C.1.36)

Directors shall step down when the period for which they were appointed has elapsed, when so decided by the AGM and when they resign. When directors leave office prior to the end of their term, they must explain the reasons in a letter sent to all members of the Board of Directors.

In the following circumstances, directors must tender their resignation from the Board, formally setting out their intention to resign (Article 28.2 of the Regulation of the Board of Directors):

- | When they leave the positions, posts or functions with which their appointment as director was associated;
- | When they are subject to any of the cases of incompatibility or prohibition provided by law or no longer meet the suitability requirements;
- | When they are indicted for an allegedly criminal act or are subject to a disciplinary proceeding for serious or very serious misconduct instructed by the supervisory authorities;
- | When their continuance on the Board may jeopardise the interests of the Company;
- | When significant changes occur in their professional situation on in the conditions in which they were appointed director;
- | When due to reasons attributable to the director, their remaining on the Board causes serious damage to the corporate net worth or reputation in the judgement of the Board.

In the case of proprietary directors, when the shareholder they represent transfers its entire shareholding or up to a level requiring a reduction in the number of proprietary directors.

In the event that the natural person representing a legal entity that has been appointed as a director, in cases where the law so permits, falls under any of the circumstances referred to above, the natural person representative must place their position at the disposal of the legal entity that appointed them. If the latter decides that the representative should remain in their post as a director, the legal entity director must tender its resignation from the Board.

All of the above, notwithstanding the provisions of Royal Decree 84/2015, of 13 February, which implements Act 10/2014, of 26 June, on the organisation, supervision and solvency of credit institutions, on the requirements of repute that must be met by directors and the consequences of losses derived therefrom, along with other regulations or guidelines applicable to the nature of the company.

During the financial year 2025, the Board of Directors was not informed or did not become aware of any situation involving a director, whether related to his or her performance in the Company itself or otherwise, that may have been detrimental to the credit and reputation of CaixaBank. (C.1.37)

**OTHER LIMITATIONS ON THE POSITION OF DIRECTOR**

There are no specific requirements, other than those relating to directors, to be appointed Chairman of the Board. (C.1.21)

Neither the By-laws nor the Regulation of the Board of Directors establish any age limit for serving as a director. (C.1.22)

Neither the Company's By-laws nor the Regulation of the Board of Directors specify a limited term of office or impose additional, stricter requirements for independent directors beyond what is required by law. (C.1.23)



**\_OPERATION AND WORKINGS OF THE BOARD (C.1.25 AND C.1.26)**

**NUMBER OF MEETINGS**

**13** of the Board

**13** attended in person by at least 80 % of directors

**97.78%** Attendance in person as a % of total votes during the year

**10** with in-person attendance, or proxies with specific instructions, of all the directors

**97.78%** Votes cast in person and by delegation with specific instructions, as a % of total votes during the year

**24** of the Executive Committee

**13** of the Audit and Control Committee

**7** of the Remuneration Committee

**4** of the Innovation, Technology and Digital Transformation Committee

**13** of the Risks Committee

**12** of the Appointments and Sustainability Committee

**3** of the Lead Independent Director without the presence of the Executive Director

Note: During 2025, no Board meetings were held without the Chairman's attendance.

**\_ATTENDANCE AND DEDICATION AT MEETINGS OF THE BOARD AND ITS COMMITTEES**

	Committee of the Board				Executive Committee	Audit and Control Committee	Appointments and Sustainability Committee	Remuneration Committee	Risks Committee	Innovation, Technology and Digital Transformation Committee	Average individual attendance
	Attendance	Telematic attendance	Delegation without voting instructions								
<b>Average attendance</b>	<b>98%</b>				<b>96%</b>	<b>98%</b>	<b>93%</b>	<b>100%</b>	<b>96%</b>	<b>92%</b>	
<b>Individual attendance</b>		<b>Telematic attendance</b>	<b>Delegation without voting instructions</b>								<b>Average individual attendance</b>
<b>Tomas Muniesa</b>	13/13	100%	0	0	24/24					4/4	100%
<b>Amparo Moraleda</b>	12/13	92.3%	1	1	21/24		12/12			3/4	91%
<b>Gonzalo Gortazar</b>	13/13	100%	0	0	24/24					4/4	100%
<b>Eduardo Javier Sanchiz</b>	13/13	100%	1	0	23/24	13/13	12/12				98%
<b>Luis Álvarez</b>	8/8	100%	0	0				5/5		3/3	100%
<b>Fernando María Ulrich</b>	13/13	100%	3	0			10/12		13/13		95%
<b>Verónica Fisas</b>	13/13	100%	3	0					11/13		92%
<b>Pablo Arturo Forero</b>	6/7	85.7%	0	1				4/4	7/7		94%
<b>Rosa María García</b>	8/9	88.9%	1	1			7/8		8/8		92%
<b>Cristina Garmendia</b>	13/13	100%	1	0	15/16	13/13		7/7		4/4	98%
<b>Peter Löscher</b>	12/13	92.3%	3	1			11/12			3/4	90%
<b>Jose María Méndez</b>	7/7	100%	0	0		5/6		3/3			94%
<b>Bernardo Sánchez</b>	8/8	100%	1	0			7/7			3/3	100%
<b>Teresa Santero</b>	13/13	100%	1	0		13/13					100%
<b>Koro Usarraga</b>	13/13	100%	0	0	24/24			7/7	13/13		100%

## REGULATION OF THE BOARD (C.1.15)

In 2025, the Board of Directors approved an amended version of the Regulation of the Board of Directors. The purpose of this amendment was to align the Regulation of the Board of Directors with the various good governance rules, guidelines and recommendations that affect different aspects related to the composition, functioning and competences of CaixaBank's governance bodies.

In general terms, the amendments to the Regulation of the Board of Directors approved on 20 February 2025 refer to a systematic reorganisation of the regulation and various technical clarifications to align it with the Spanish Capital Companies Act, the Code of Good Governance and the CNMV's guidelines, incorporating new articles and sections, updating headings and eliminating duplications.

It also extends the scope of application to senior executives (whose definition is aligned with Article 249 bis of the Spanish Capital Companies Act) and updates the rules of interpretation, amendment and dissemination (notification to the CNMV, filing with the Companies Registry, information at the general meeting and publication on the website). A new article has been included on principles of action which reinforces the commitment to corporate interest, the creation of long-term sustainable value and the consideration of stakeholders.

Additionally, it structures and enhances the non-delegable powers of the Board (general meeting, strategy and policies – including sustainability – organisation and positions, senior management, internal control, public information and related party transactions) and updates the criteria governing the Board's composition and diversity.

The functions of the Chairman have been developed (meeting call and agenda, guarantee of prior information, training and evaluation, representation and approval of minutes) and the functions of the Deputy Chairman have been

updated (possibility of multiple deputies and order of succession); a specific article has also been included covering the delegation of the powers of the Board, as well as its compatibility with the granting of powers. The functions of the Secretary/Deputy Secretary have been extended (good governance, channelling of information, secretaries of committees and of the general meeting). It effectively makes calling meetings more flexible; telematic meetings are established as a simultaneous act and agreements are formalised in writing and without a meeting, rules of representation are specified (between equivalent categories) and the invitation of external parties is permitted when it contributes to improving the performance of the Board.

The rules common to all the Committees have also been harmonised (non-executive only, majority of independents, automatic continuity after re-election, chairing by independents, secretary/deputy secretary to the board, induction and training, annual plan and calendar, access to information and external advice without conflicts and coordination between committees with joint meetings and exchange of reports). Specifically, the existing competences have been maintained in the Audit and Control Committee, systematically organised by subject matter and the competence to ensure that the internal audit unit has the material and human resources necessary for the efficient performance of its duties has been incorporated, along with the competence to propose, supervise and periodically review the internal reporting and periodic control procedure established by the Company for related party transactions whose approval has been delegated by the Board, and references to the assurance provider for sustainability reporting have been incorporated in parallel with the provisions for the statutory auditor.

For the Risks Committee, the reference to various types of financial and non-financial risks has been

expanded by including a reference to risks related to "artificial intelligence", and the "identification and understanding of emerging risks" is included as a new competency, along with "fostering a culture before the board and within the committee itself in which risk is a factor that is taken into account in all decisions and at all levels in the Company" and "ensuring that the information disseminated by the Company through its website on matters within the competence of the Committee is sufficient and appropriate and complies with the provisions of the law and the good governance recommendations upheld by the Company".

New responsibilities have been included for the Appointments and Sustainability Committee (such as ensuring that the information disseminated by the Company through its website on matters relating to the Committee is sufficient and appropriate, as well as submitting to the Board the proposals for drawing up the strategy, plans, policies and objectives in different aspects related to sustainability), with an express reference to the Board's skills matrix, and in the case of the Remuneration Committee, the verification of information relating to the remuneration of directors and senior executives in corporate documents. The competences of the Innovation, Technology and Digital Transformation Committee (digital strategy, new models, technological impact, cybersecurity and ethical considerations) have been maintained, aligning its operations with those of the legally mandatory Board Committees.

Finally, the duties of directors have been finetuned (diligence with the business judgement rule, loyalty, confidentiality with express reference to securities market regulations, flexibility in the area of non-competition in post-contractual agreements, conflicts and reputational information), the rules governing remuneration have been adjusted (motivation of the policy, validity and annual report with consultative vote) and the rules governing related party transactions has been clarified.

For further details of the amended articles, see the Board of Director's report on the amendments to the Regulation of the Board of Directors published as documentation relating to the items on the agenda of the 2025 Annual General Meeting of Shareholders and available on CaixaBank's corporate website.

([https://www.caixabank.com/deployedfiles/caixabank\\_com/Estaticos/PDFs/Accionistasinversores/Gobierno\\_Corporativo/JGA/2025/Informe\\_modificaciones\\_Reglamento\\_para\\_Junta\\_consolidado\\_CAST\\_2025.pdf](https://www.caixabank.com/deployedfiles/caixabank_com/Estaticos/PDFs/Accionistasinversores/Gobierno_Corporativo/JGA/2025/Informe_modificaciones_Reglamento_para_Junta_consolidado_CAST_2025.pdf))

All amendments to the Regulation of the Board of Directors are notified to the CNMV and are made public and filed with the Companies Registry, after which the consolidated text is published on the CNMV's website and on the Company's own website.

#### INFORMATION (C.1.35)

There is a procedure in place whereby directors may obtain the information needed to prepare for the meetings with the governing bodies with sufficient time. In general, documents for approval by the Board, especially those which cannot be fully analysed and discussed during the meeting due to their length, are sent to Board members prior to the meetings.

Furthermore, pursuant to the provisions of Article 29 of the Regulation of the Board of Directors, directors may request information on any aspect of the Company and the group and examine its books, records and documents. Requests should be addressed to the secretary, who will relay them to the Chairman of the Board of Directors if they are of an executive nature. Otherwise, they will be relayed to the Chief Executive Officer, who will forward them to the appropriate contact person and, if necessary, inform the directors of their duty of confidentiality.



#### DELEGATION OF VOTES (C.1.24)

The Regulation of the Board of Directors establishes that directors must attend Board meetings in person. However, when they are unable to do so in person, they shall endeavour to delegate their vote in writing, on a special basis for each meeting, to another Board member, including the appropriate instructions therein.

Non-executive directors can only delegate to another non-executive director. Independent directors may only delegate votes to a fellow independent director.

Notwithstanding the above, and so that the proxyholder can vote accordingly based on the outcome of the debate by the Board, proxies are not usually granted with specific instructions, and must always be given in strict accordance with legal requirements. This is in keeping with the law on the powers of the Chairman of Board of Directors, who is given, among others, the power to stimulate debate and active involvement among all directors, safeguarding their right to freely adopt positions.

#### DECISION-MAKING

No qualified majorities other than those prescribed by law are required for any type of decision. (C.1.20)

At CaixaBank, there is no statutory or regulatory provision giving the Chairman of the Board of Directors a casting vote.

At CaixaBank, there is broad participation and debate at Board meetings and the main resolutions are adopted with a vote in favour of a large majority of the directors.

The Company has not entered into any material agreements that come into force, are modified or are terminated in the event of a change in its control following a public takeover bid, and their effects. (C.1.38)

The role of Lead Independent Director, appointed from among the independent directors, was introduced in 2017. The current lead independent director was appointed by the Board of Directors on 22 December 2022, following a favourable report from the Appointments and Sustainability Committee. However, the appointment of Eduardo Javier Sanchiz as Lead Independent Director of CaixaBank came into effect from the Annual General Meeting of Shareholders held on 31 March 2023.

## RELATIONS WITH THE MARKET (C.1.30)

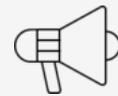
With regard to its relations with market agents, the Company acts on the principles of transparency and non-discrimination and according to the provisions of the Regulation of the Board of Directors which stipulate that the Board, through communications submitted to the CNMV and published on the corporate website, shall immediately inform the public of any relevant information. With regard to the Company's relations with market agents, the Investor Relations department shall coordinate its relations with analysts, shareholders and institutional investors, among others, and manage their requests for information in order to ensure they are treated fairly and objectively.

In this regard, and pursuant to Recommendation 4 of the Good Governance Code of Listed Companies, CaixaBank has a Policy on Communication and Contact with Shareholders, Institutional Investors and Proxy Shareholders which is available on the Company's website.

As part of this policy, and pursuant to the authority vested in the Lead Independent Director, he/she is required to stay in contact, as appropriate, with investors and shareholders to hear their views and develop a balanced understanding of their concerns, especially those relating to the Company's corporate governance.

Also, the powers legally delegated to the Board of Directors specifically include the duty of supervising the dissemination of information and communications relating to the Company. Therefore, the Board of Directors is responsible for managing and supervising at the highest level the information distributed to shareholders, institutional investors and the markets in general. Consequently, the Board of Directors, through the corresponding

bodies and departments, works to ensure, protect and facilitate the exercising of the rights of the shareholders, institutional investors and the markets in general in the defence of the corporate interest, in compliance with the following principles:



**Transparency**



**Equal treatment and non-discrimination**



**Immediate access and ongoing communication**



**At the cutting-edge of new technologies**



**Fulfilling the rules and recommendations**

These principles apply to all information disclosed and the Company's communications with shareholders, institutional investors and relations with markets and to other stakeholders, such as financial intermediaries, management companies and custodians of the Company's shares, financial analysts, regulatory and supervisory bodies, proxy advisors, information agencies and credit rating agencies.

The Company pays particular heed to the rules governing the processing of inside information and other potentially relevant information contained in the applicable legislation and the Company's regulations on shareholder relations and communications with securities markets, as set out in CaixaBank's Code of Business Conduct and Ethics, the Internal Code of Conduct on Matters Relating to the Stock Market of CaixaBank, S.A. and the Regulation of the Board of Directors (also available on the Company's website).



## ASSESSMENT OF THE BOARD (C.1.17 + C.1.18)

The Board evaluates its performance and that of its Committees annually, pursuant to Article 5 of the Regulation of the Board of Directors.

For 2025, the Board of Directors decided to conduct an internal self-assessment of its performance, having decided not to engage the services of an external advisor, on the grounds that, given the partial renewal of the board and the relatively short period for which the current board had been in place following the changes to its composition approved at the 2025 Annual General Meeting of Shareholders, it was considered more appropriate and reasonable to postpone the involvement of an external expert until the next self-assessment exercise. Consequently, the self-assessment exercise followed the same procedure as the previous year, with the assistance of the General Secretary and the Board of Directors.

The assessment was conducted in accordance with the provisions of Article 529 nonies of the Consolidated Text of the Spanish Capital Companies Act and in accordance with the regulations and good corporate governance practices applicable to CaixaBank as a credit institution and listed company. It is a fundamental corporate governance practice to ensure the effectiveness of the governing body and to promote the success of the Company in achieving its long-term objectives. At the same time, the assessment allows the Company to corroborate compliance with the main standards of good corporate governance.

In line with the Good Governance Code, the assessment pays special attention to the aspects of diversity and suitability of the members of the Board and of the Board as a whole. Compliance with the Policy on the Selection of Directors is also verified, complying with all the aspects that must be assessed annually.

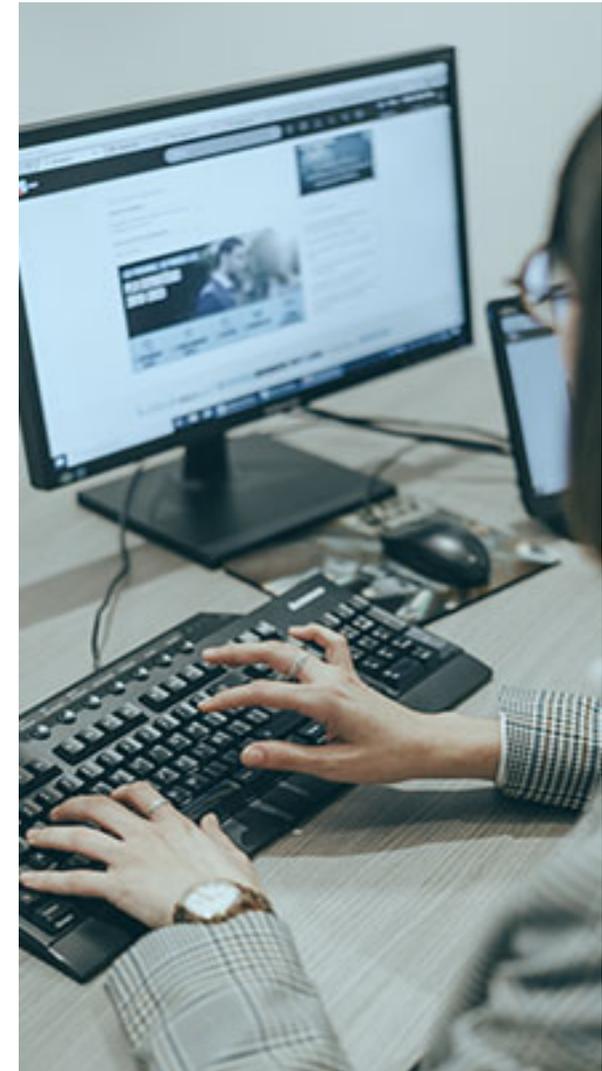
The assessment of the Board produced the necessary data and the required feedback from its members to design an efficient improvement plan adapted to the needs of the Company. These data and feedback can be found in the section on "Challenges for the 2026 financial year".

Accordingly, the Appointments and Sustainability Committee submitted to the Board of Directors the Assessment Report for the 2025 financial year, which has been approved by CaixaBank's Board of Directors.

The members of the Board were assessed using the following methodology: online questionnaire addressed to directors and analysis of the results with a mechanism for rating and defining positive results in the short term and recommendations in the long term.

Without prejudice to other matters, the aforementioned questionnaires assess:

- | The functioning and composition of the Board (preparation, dynamics and culture; assessment of the working tools; and assessment of the Board's self-evaluation process);
- | The functioning and composition of the committees (the members of each committee are sent a detailed self-assessment questionnaire for the relevant committee);
- | The performance of the Chairman, the Chief Executive Officer, the Lead Independent Director and the Secretary.



The results and conclusions reached, including the recommendations, are set out in the document analysing the performance assessment of the CaixaBank Board and its Committees for 2025, which was revised and approved by the Board of Directors. In general, and based on the responses received from the directors following the questionnaires, as well as on the activity reports drawn up by each of the committees, a positive assessment was reached regarding the quality and efficiency of the functioning of the Board of Directors and its Committees in 2025, as well as the performance of the Chairman, the Chief Executive Officer,

the Lead Independent Director and the Secretary to the Board of Directors during the year. The structure, size and composition of the Board of Directors are also deemed to be suitable, particularly with respect to gender diversity and diversity of education and professional experience, age and geographical origin, in accordance with the verification of compliance with the selection policy, and also taking into account the re-assessment of the individual suitability of each director carried out by the Appointments and Sustainability Committee, which leads to the conclusion that the overall composition of the Board of Directors is suitable.

During the year, the Appointments and Sustainability Committee monitored the improvement actions identified in the previous year. Once again, the objectives were met and solid progress was made on the path to good Corporate Governance, consolidating the strengths of transparent, efficient and coherent governance aligned with the objectives of the Company's 2025-2027 Strategic Plan. This is explained in more detail in the section "Developments in Corporate Governance in 2025".



## BOARD COMMITTEES (C.2.1)

In exercising its powers of self-organisation, the Board is supported by a number of committees with specific remits and entrusted with oversight and advisory responsibilities, as well as by an Executive Committee. There are no specific regulations for Board Committees, which are governed in accordance with the law, the By-laws and the Regulation of the Board of Directors, amendments to which during the year are as described in the section **“Administration – The Board of Directors – Operation of the Board of Directors – Regulation of the Board of Directors”**. In aspects not specifically laid out for the Executive Committee, the operational rules governing the Board itself will be applied, by virtue of the Regulation of the Board of Directors.

The Board Committees, in accordance with the provisions of the Regulation of the Board of Directors and applicable legislation, draw up an annual report on their activities, which includes an assessment of their performance during the year.

The preparation of the Activity Reports follows best practices and the recommendations set out in the Guidelines of the European Banking Authority (EBA) on internal governance, the Recommendations of the CNMV’s Good Governance Code for Listed Companies, CNMV Technical Guide 1/2019 on appointments and remuneration committees, and CNMV Technical Guide 1/2024 on audit committees of public-interest entities.

The annual activity reports of the Committees, included below in this ACGR, are available on the Bank’s corporate website and are made available to shareholders from the time the General Meeting of Shareholders is convened. (C.2.3)

### \_NUMBER OF FEMALE DIRECTORS WHO WERE MEMBERS OF THE COMMITTEES ATTACHED TO THE BOARD OF DIRECTORS AT THE CLOSE OF THE LAST FOUR FINANCIAL YEARS (C.2.2)

	Financial year 2025		Financial year 2024		Financial year 2023		Financial year 2022	
	Number	%	Number	%	Number	%	Number	%
Audit and Control Committee	2	40,00	2	40,00	2	40,00	3	50,00
Innovation, Technology and Digital Transformation Committee	2	28,57	3	42,86	3	42,86	3	60,00
Appointments and Sustainability Committee	2	40,00	1	20,00	1	20,00	1	20,00
Remuneration Committee	2	40,00	3	60,00	3	60,00	2	50,00
Risks Committee	3	60,00	2	40,00	2	40,00	2	33,33
Executive Committee	3	50,00	3	42,86	3	42,86	4	57,14

### \_PRESENCE OF BOARD MEMBERS ON THE DIFFERENT COMMITTEES

Member	Executive Committee	Audit and Control Committee	Risks Committee	Appointments and Sustainability Committee	Remuneration Committee	Technology, Innovation and Digital Transformation Committee
Tomás Muniesa	Chairman					Chairman
Gonzalo Gortázar	Member					Member
Eduardo Javier Sanchiz	Member	Chairman		Member		
Luis Álvarez					Member	Member
Bernardo Sánchez		Member				Member
Pablo Arturo Forero			Member		Member	
Fernando María Ulrich			Member	Member		
María Verónica Fisas			Member			
Cristina Garmendia	Member	Member			Chairwoman	Member
Peter Löscher				Member		Member
María Amparo Moraleda	Member			Chairwoman		Member
Teresa Santero		Member				
Rosa María García			Member	Member		
Koro Usarraga	Member		Chairwoman		Member	
José María Méndez		Member			Member	

## ACTIVITY REPORT OF THE EXECUTIVE COMMITTEE

Article 39 of the By-laws and Article 15 of the Regulation of the Board describe the organisation and remit of the Executive Committee.

### COMPOSITION

In accordance with Article 15 of the Regulation of the Board of Directors, the Chairman and the Chief Executive Officer are members of the Executive Committee. Likewise, the positions of Chairman and Secretary of the Executive Committee are held by those who perform the same roles on the Board of Directors.

As at 31 December 2025, the Committee is composed of six members, with a balanced representation between men and women (50 % women).

Since 1 January 2025, following his appointment as Chairman of the Board of Directors, Tomás Muniesa has served as Chairman of the Committee. Likewise, the composition of the Committee was modified following the Annual General Meeting of Shareholders held on 11 April, with the Board approving the appointment of Cristina Garmendia as a new member of the Committee, as well as the reappointment of Koro Usarraga as a member following her re-election as a Director ([See Other Relevant Information disclosure No. 34100](#)).

Member	Position	Category	Date of first appointment
Tomás Muniesa	Chairman	Proprietary	01/01/2018 <sup>(2)</sup> <sup>(6)</sup>
Gonzalo Gortazar	Member	Executive	30/06/2014 <sup>(1)</sup> <sup>(5)</sup>
Eduardo Javier Sanchiz	Member	Independent	31/03/2023
Cristina Garmendia	Member	Independent	11/04/2025
María Amparo Moraleda	Member	Independent	24/04/2014 <sup>(3)</sup> <sup>(5)</sup>
Koro Usarraga	Member	Independent	22/05/2020 <sup>(4)</sup> <sup>(7)</sup>

(1) Re-elected on 23 April 2015, 5 April 2019 and 31 March 2023.

(2) Re-elected on 6 April 2018 and 8 April 2022.

(3) Re-elected on 5 April 2019.

(4) Re-elected on 14 May 2021.

(5) Re-elected on 31 March 2023.

(6) Appointed Chairman of the Board of Directors on 30 October 2024, with effect from 1 January 2025.

(7) Re-elected on 11 April 2025.

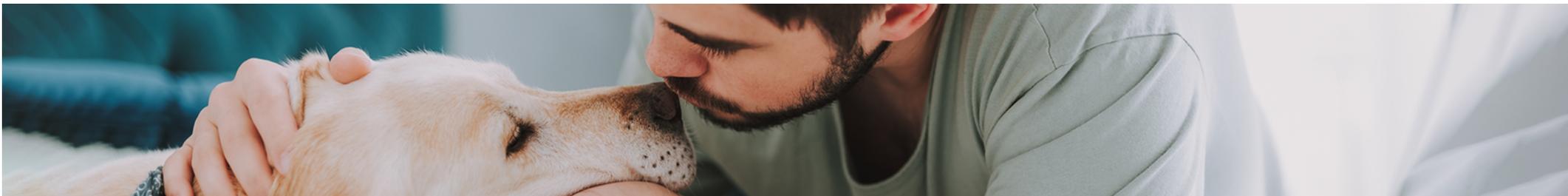
### DISTRIBUTION OF COMMITTEE MEMBERS BY CATEGORY

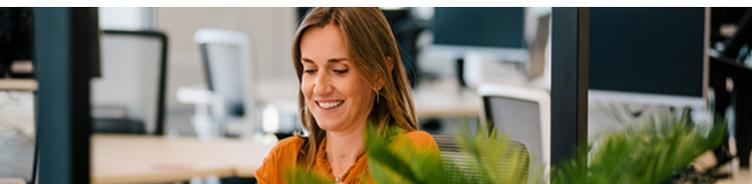
(% of total committee members):

% of executive directors	17%
% of proprietary directors	17%
% of independent directors	67%

The members of the Committee have been appointed in consideration of their knowledge and experience. For information purposes, the professional career of each Committee member can be found under [“Board of Directors – CVs of the directors”](#).

Overall, the members of the Committee possess the technical expertise required for the performance of their duties, as reflected in the skills matrix available in the section [“Diversity on the Board of Directors – Skills Matrix of the Board of Directors of CaixaBank 2025”](#).





## NUMBER OF MEETINGS AND ATTENDANCE (C.1.25)

During the financial year 2025, the Committee held a total of 24 meetings, of which two were extraordinary. One of these meetings was held using remote means only.

The attendance of members, whether present or represented, at the Committee's meetings during 2025 was as follows:

Member	Attendance/ No. of meetings in 2025 <sup>(*)</sup>	Attendance in 2025 (%)	Delegations
Tomás Muniesa	24/24	100.00%	-
Gonzalo Gortazar	24/24	100.00%	-
Eduardo Javier Sanchiz	23/24	95.83%	1
Cristina Garmendia	15/16	93.75%	1
María Amparo Moraleda	21/24	87.50%	3
Koro Usarraga	24/24	100.00%	-

(\*) This column reflects in-person attendance, whether by physical or remote means.

As regards the number of meetings, when the director has been appointed as a member of the Committee during the year, only meetings from the date of appointment are counted.

Note: Eva Castillo attended all the meetings of this Committee until her departure effective 11 April 2025.

It should be noted that, during the meetings, and with their attendance limited to specific items on the agenda, senior executives from the Business (7/24) and Risk (24/24) areas attended as guests, including executives from subsidiaries within these areas. In addition, the heads of the following areas also attended: Accounting, Management Control and Capital (6/24); Corporate Development (4/24); Payments & Consumer (2/24); Sustainability (2/24); Communication and Institutional Relations (2/24); Digital Transformation and Advanced Analytics (2/24); Finance (2/24); People (2/24); Insurance (3/24); Legal Affairs (2/24); Operations (1/24); Corporate & Investment Banking (1/24); as well as the Chief Executive Officer of Banco Português de Investimento ("BPI") (1/24). In addition, the Chief Executive Officer and the General Secretary and Secretary to the Board presented matters to the Committee.

## FUNCTIONING

The Executive Committee has been delegated all powers and authorities that may be delegated under applicable law and the Company's By-laws, subject to the limitations set out in Article 5.5 of the Regulation of the Board of Directors. The permanent delegation of the Board's powers to this Committee requires a vote in favour from at least two-thirds of the Board members. (C.1.9)

The Committee establishes an annual plan that is adapted to the needs that arise during the year and meets as often as it is convened by its Chairman or whoever may stand in for him or her.

Prior to each meeting, the relevant documentation (agenda, reports and minutes) is made available in advance to the Committee members through the IT tools enabled for that purpose. The Executive Committee follows up on its annual planning at each meeting. After each meeting, its Chairman reports to the full Board on the main matters discussed and the decisions taken. Furthermore, the minutes of the meetings, together with their

supporting documents and an executive summary, are made available to all members of the Board of Directors.

## ACTIVITIES DURING THE YEAR

### MONITORING OF RESULTS AND OTHER FINANCIAL MATTERS

The Committee carried out extensive monitoring of CaixaBank's results and activity, as well as other accounting and financial matters. With respect to its activity, the Committee mainly examined customer funds, the loan book and the NPL ratio. As regards results, metrics such as net interest income, fees and commissions, expenses, and impairment charges were presented to the Committee. Along the same lines, the Committee was presented with information on activity and results broken down by regional divisions.

The Committee received status updates on the funding and liquidity position. Interest rate risk and the strategy for its management were reviewed, as well as the status of the fixed income portfolio. The Committee received information on market developments.

Moreover, the Committee was briefed on matters relating to the dividend to be paid out in respect of 2024, as well as on the dividend plan for 2025. The Committee was also briefed on matters relating to the share buyback programmes, particularly their degree of execution. It is also worth noting that the Committee was briefed on the distributions carried out under the 2022-2024 Strategic Plan.

Lastly, the Committee was provided with information on the 2025 financial stress test conducted by the European Banking Authority (EBA), and the 2025 Supervisory Review and Evaluation Process (SREP) was also discussed within the Committee.

#### MONITORING OF PRODUCTS, SERVICES AND OTHER BUSINESS ASPECTS

The Committee monitored matters relating to products and services and other business-related issues, examining specific segments in greater detail.

As regards the Companies business, an overview was presented covering, among other matters, the main figures, relevant organisational and structural issues, the key priorities under the Strategic Plan, and the status of the challenges identified for 2025. The priorities for 2025 were also set out.

Information was presented on the Corporate & Investment Banking (CIB) business for the first quarter of 2025, covering performance, resources and challenges. The Committee also reviewed the status of certain KPIs under the Strategic Plan, as well as specific objectives of the 2025–2027 Sustainability Plan. The segment’s contribution in terms of results and its positioning in sector studies were likewise discussed.

Furthermore, the Committee was briefed on the status and performance of the Facilitea business.

Looking at the Private Banking business, the current situation was presented, with detailed information provided, among other aspects, on the structure of the centres and the number of clients and relationship managers. The Committee was also briefed on the priorities for 2025, as well as the roadmap for the 2025–2027 period.

In the digital sphere, the Connecta initiative was addressed, as a model for the remote management of clients and support for other business segments.

In addition, the Generación + project, aimed at senior clients, was presented to the Committee in response to demographic ageing and as a further show of CaixaBank’s firm social commitment.

Moreover, the Committee received detailed information on the subsidiaries business. More precisely, information was presented on the results and business performance of CaixaBank Payments & Consumer, E.F.C., E.P., S.A. (“CaixaBank Payments & Consumer”). In addition, the Committee was given a detailed presentation of the business of Nuevo Micro Bank, S.A., Sociedad Unipersonal (“MicroBank”), including financial information, details on products, and its social impact.

With regard to the insurance business, and looking specifically at VidaCaixa, S.A.U. de Seguros y Reaseguros (“VidaCaixa”), information was presented on results, activity, monitoring of the Strategic Plan, technological matters, and the monitoring of investee companies such as SegurCaixa Adeslas, S.A. de Seguros y Reaseguros.

Lastly, the Committee was briefed on the launch of new digital services for Imagin customers.

#### MONITORING OF THE NPL RATIO, NON-PERFORMING BALANCES, FORECLOSED ASSETS AND OTHER ASPECTS

The Executive Committee regularly monitored risks over the course of 2025.

In this regard, it was informed of developments in credit risk, non-performing loans and the status of foreclosed assets, as well as of the impact of the geopolitical context on the loan book. Moreover, information was presented on exposure by sector of activity, particularly in higher-risk sectors, and on the measures adopted. Lastly, aspects relating to the SREP process were shared with the Committee in the context of credit risk.

The Committee authorised the sale of several loan portfolios. Information was provided, among other matters, on their characteristics, the planned timetable for the transactions, and their financial impact.

The Committee was briefed on the characteristics of the real estate portfolio managed by Building Center, S.A.U. (“BuildingCenter”), and on the impact of the Impulsa social programme, which aims to provide social support and assistance to tenants in social housing. Lastly, the Committee was informed of several legislative amendments considered relevant to the real estate sector.





#### ACTIVITY RELATING TO LENDING AND GUARANTEES

The Committee approved credit and guarantee transactions meeting certain criteria and submitted transactions to the Board for approval, all within the scope of the powers vested in it. It also approved a debt restructuring plan.

It also authorised the signing of framework agreements for financial transactions, with a view to mitigating the risk of fluctuating

interest rates for certain syndicated credit and lending transactions.

The Committee was likewise briefed on lending transactions approved under the urgent procedure, and it received periodic reports on the activities of the Standing Loan Committee.

#### ACTIVITY RELATED TO INVESTEE COMPANIES, BRANCHES AND OTHER ENTITIES

The Committee passed resolutions relating to wholly-owned subsidiaries, exercising its powers as the sole shareholder. Specifically, it passed resolutions relating, among other matters, to the re-election and appointment of directors, the approval of the annual financial statements, remuneration matters and the reappointment of the statutory auditor, as well as the acquisition of treasury shares by subsidiaries of the CaixaBank Group for the purpose of remunerating their executives.

Moreover, periodic reports on appointments, reappointments and cessations at the CaixaBank Group's main subsidiaries were approved, as well as periodic reports on changes of directors at investee companies.

The Committee received information on the performance and valuation of investee companies, associates and jointly controlled entities. In addition, the Committee was briefed on the investments and corporate transactions carried out in 2024, as well as those envisaged for 2025.

Various resolutions were adopted in relation to subsidiaries and representative offices, including, among others, resolutions concerning changes of registered office and appointments to positions. Resolutions were also passed on the renewal and appointment of members of the boards of trustees of foundations.

The Committee approved the setting up of a securitisation fund.

#### Sustainability and social activities

A presentation on the Fundación CaixaBank Dualiza was delivered to the Committee, focusing on the promotion of vocational education and training. The activity carried out in 2024 was reviewed, together with the general lines of the action plan for 2025 and its participation in collaborative campaigns.

The Committee was briefed on the regulatory framework for sustainability reporting and, in this regard, the transition to the Corporate Sustainability Reporting Directive (CSRD) and the European Sustainability Reporting Standards (ESRS) was explained. The main challenges involved in implementing the CSRD and the approach adopted by CaixaBank were also presented, together with the results of the double materiality assessment and the governance of the project.

Last but not least, information on the Social Activity programme across the branch network was presented to the Committee.

## OTHER ASPECTS

The quality targets model for 2025, together with the metrics underpinning it, was presented to the Committee.

Matters relating to corporate communications were addressed, including, among others, brand tracking and the presentation of the digital acceleration plan. In addition, the Group-wide sponsorship governance model was presented, establishing a common framework for controlling reputational risk in this area.

The Committee also analysed various business opportunities in Portugal.

In the area of people management, a strategic overview was provided on the evolution of the model, detailing progress in areas such as skills programmes, training, diversity and digital platforms for employees. The Committee was also provided with information on the status of the Occupational Pension Plan.

The Committee was regularly briefed on litigation, lawsuits and administrative proceedings, and was also provided with a legal risk report and an update on the trend in claims. It also approved various amendments to the powers relating to the acquisition of real estate for own use.

Throughout 2025, the Committee was regularly briefed on treasury share transactions already carried out, including information on share purchases relating to the employee flexible remuneration programme. A quarterly summary of the investment portfolio transactions carried out by CaixaBank was also presented.

The Committee also approved two synthetic securitisation transactions, following a detailed explanation of the respective proposals.

## ANNUAL ASSESSMENT OF THE COMMITTEE'S PERFORMANCE

This report was drawn up in accordance with Article 529 nonies of the Spanish Capital Companies Act, as part of the annual assessment that the Board of Directors is required to carry out of its own performance and that of its Committees.

This Activity Report was drawn up by the Executive Committee on 18 December 2025, in accordance with the By-laws and the Regulation of the Board of Directors, and was submitted to the Board for approval.



*During the 2025 financial year, the Executive Committee concluded that the frequency and duration of the meetings held were broadly appropriate to ensure its proper functioning and to provide, when necessary, timely advice to the Board of Directors.*

## ACTIVITY REPORT OF THE APPOINTMENTS AND SUSTAINABILITY COMMITTEE

*The Appointments and Sustainability Committee, its organisation and tasks are largely regulated in Article 40 of the By-laws and Article 19 of the Regulation of the Board of Directors and in prevailing law and regulations.*

### COMPOSITION

The Appointments and Sustainability Committee comprises a number of non-executive directors determined by the Board, subject to a minimum of three and a maximum of five members. A majority of its members must be independent directors. The members of the Appointments and Sustainability Committee are appointed by the Board, at the proposal of the Committee itself, and the Chairman of the Committee is appointed from among the independent directors who sit on the Committee.

As at 31 December 2025, the Committee is composed of five members, with a balanced representation between men and women (40 % women).

During 2025, the composition of the Committee was amended following the Annual General Meeting of Shareholders held on 11 April. The Board resolved to appoint Rosa María García as a new member of the Committee following her appointment as a director, and Fernando María Ulrich continued as a member following his re-election ([see Other Relevant Information disclosure No. 34100](#)).

Member	Position	Category	Date of first appointment
María Amparo Moraleda	Chairwoman	Independent	17/02/2022 <sup>(1)(3)</sup>
Eduardo Javier Sanchiz	Member	Independent	22/05/2020 <sup>(2)</sup>
Rosa María García	Member	Independent	11/04/2025
Fernando María Ulrich	Member	Other external	03/03/2021 <sup>(4)</sup>
Peter Löscher	Member	Independent	31/03/2023

<sup>(1)</sup> Appointed as Chairwoman on 31 March 2023.

<sup>(2)</sup> Re-elected as a Board member on 8 April 2022.

<sup>(3)</sup> Re-elected as a Board member on 31 March 2023.

<sup>(4)</sup> Re-elected as a Board member on 11 April 2025

### DISTRIBUTION OF COMMITTEE MEMBERS BY CATEGORY

(% of total committee members)

% of independent directors **80%**

% of other external directors **20%**

The members of the Committee have been appointed in consideration of their knowledge and experience. For information purposes, the professional career of each committee member can be found under ["Board of Directors – CVs of the directors"](#).

Overall, the members of the Committee possess the technical expertise required for the performance of their duties, as reflected in the skills matrix available in the section ["Diversity on the Board of Directors – Skills Matrix of the Board of Directors of CaixaBank 2025"](#).



## NUMBER OF MEETINGS AND ATTENDANCE (C.1.25)

In 2025, the Committee met on 12 occasions, all of which were held exclusively by remote means.

The attendance of members, whether present or represented, at the Committee's meetings during 2025 was as follows

Member	Attendance/ No. of meetings in 2025 <sup>(*)</sup>	Attendance in 2025 (%) (since taking office)	Delegations
María Amparo Moraleda	12/12	100.00%	-
Eduardo Javier Sanchiz	12/12	100.00%	-
Rosa María García	7/8	87.50%	1
Fernando María Ulrich	10/12	83.00%	2
Peter Löscher	11/12	91.70%	-

(\*) This column reflects in-person attendance, whether by physical or remote means.

Regarding the number of meetings, when the Director has been appointed as a member of the Committee during the fiscal year, only the meetings from the date of appointment are calculated.

Note: Francisco Javier Campo attended all meetings of the Committee until his effective departure on 11 April 2025.

During the meetings, the following area heads attended as guests: Sustainability (10/12), Accounting and Integrated Legal Reporting (4/12), People (4/12), Internal Audit (1/12), Legal Affairs (2/12), Communication and Institutional Relations (1/12), and Finance (1/12). In all cases, their attendance was limited to those items on the agenda that fell within their respective remits. Likewise, the Committee was briefed on matters relating to selection and suitability assessment, appointments and corporate governance, sustainability and governance, among others.

## FUNCTIONING

The Committee establishes an annual work plan, which is adapted to the needs that arise during the year, and meets whenever a meeting is deemed appropriate for the proper discharge of its duties. Meetings are announced by the Chairman, either on their own initiative or at the request of two committee members. It is also required to meet whenever the Board or its Chairman requests the issuance of a report or the submission of a proposal.

Prior to each meeting, the relevant documentation (agenda, reports and minutes) is made available in advance to the Committee members through the IT tools enabled for that purpose. The Appointments and Sustainability Committee reviews the implementation of its annual work plan at each of its meetings. After each meeting, its Chairman reports to the full Board on the main matters discussed and the decisions taken. Furthermore, the minutes of the meetings, together with their supporting documents and an executive summary, are made available to all members of the Board of Directors.

Its functions include:

- | Evaluating and proposing to the Board the assessment of skills, knowledge and experience required of Board members and key personnel.
- | Submitting to the Board the proposals for the nomination of the independent directors to be appointed by co-option or for submission to the decision of the AGM, as well as the proposals for the reappointment or removal of such directors.
- | Reporting on the appointment and, as the case may be, dismissal of the Lead Independent Director, the Secretary and the Deputy Secretaries for approval by the Board.

- | Reporting on proposals for the appointment or removal of senior executives, with the capacity to carry out such proposals directly when the Committee deems this necessary in the case of senior executives as a result of to their control or support duties concerning the Board or its committees. Proposing the basic terms of the contracts of senior executives other than their pay and remuneration, and reporting those terms once they have been established.
- | Examining and organising, under the supervision of the Lead Independent Director and with the support of the Chairman of the Board, the succession of the latter, as well as study and organise, in collaboration with the Chairman, the succession of the Company's CEO and, as the case may be, sending proposals to the Board so that the succession process is suitably planned and takes place in an orderly fashion.
- | Reporting to the Board on gender diversity issues, and setting a target for representation of the underrepresented sex on the Board and developing guidelines on how this target should be achieved, ensuring in all cases compliance with the diversity policy applied in relation to the Board, which will be reported on in the Annual Corporate Governance Report.
- | Periodically evaluating, at least once a year, the structure, size, composition and actions of the Board and of its committees, its Chairman, CEO and Secretary, making recommendations regarding possible changes to these. Here, the Committee shall act under the direction of the Lead Independent Director when assessing the performance of the Chairman. Evaluating the composition of the Management Committee, as well as its replacement lists, to ensure coverage as members come and go.

- | Evaluating the suitability of the various members of the Board of Directors as a whole, and reporting the Board consequently.
- | Periodically reviewing the Board selection and appointment policy in relation to senior executives and making recommendations.
- | Overseeing and regularly assessing and reviewing compliance with the Company's rules and policies in environmental and social matters, so as to confirm that it is fulfilling its duty to promote the corporate interest and catering, where appropriate, to the legitimate interests of all other stakeholders, as well as submitting the proposals it considers appropriate on this matter to the Board and, particularly, submitting the sustainability/corporate responsibility policy for approval. In addition, the Committee will ensure the Company's environmental and social practices are in accordance with the established strategy and policy.



## ACTIVITIES DURING THE YEAR

### SELECTION, DIVERSITY AND ASSESSMENT OF THE SUITABILITY OF DIRECTORS, SENIOR MANAGEMENT AND OTHER KEY FUNCTION HOLDERS

In connection with the proposals for the re-election of Teresa Santero, Koro Usarraga and Fernando María Ulrich as directors submitted to the Annual General Meeting of Shareholders held on 11 April 2025, the Committee assessed that these directors continued to meet the fit and proper requirements necessary to perform their roles. In doing so, it evaluated their performance since their initial appointment as directors and resolved to propose to the Board, for submission to the Annual General Meeting, the re-election of Koro Usarraga as an independent director. It also issued a favourable report in relation to the re-election of Fernando María Ulrich as an other external director and, at the proposal of FROB (Executive Resolution Authority) and BFA Tenedora de Acciones, S.A.U., issued a favourable report in relation to the re-election of Teresa Santero as a proprietary director.

Likewise, in relation to the proposals for the appointment of Rosa María García, Luis Álvarez and Bernardo Sánchez as independent directors, the Committee proposed to the Board that it, in turn, propose to the Annual General Meeting the appointment of Rosa María García, Luis Álvarez and Bernardo Sánchez as independent directors, to fill the vacancies arising from the resignation of José Ignacio Goirigolzarri and the non-renewal of the terms of office of Joaquín Ayuso and Francisco Javier Campo.

Lastly, the Committee submitted a favourable report to the Board of Directors on the proposal made to the General Meeting of Shareholders for the appointment of Pablo Arturo Forero as an other external director, and for the appointment of José María Méndez as a proprietary director, the latter at the proposal of Fundación Bancaria Caixa d'Estalvis

i Pensions de Barcelona, "la Caixa" and Criteria Caixa, S.A.U.

The Committee also carried out, as is customary, the regular individual suitability assessment of all directors and of senior executives and other key function holders, concluding that all of them continued to be suitable for the performance of their respective positions and duties.

The Committee issued a favourable report to the Board of Directors on the appointment of Amparo Moraleda as Deputy Chairwoman, following the vacancy arising from the appointment of Tomás Muniesa as non-executive Chairman, with effect from 1 January 2025.

In addition, the Committee was briefed on the appointments, re-appointments and removals approved at the Group's most significant subsidiaries.

### SELECTION POLICY AND PROTOCOL, AND SUCCESSION POLICY AND PLAN

The Committee issued a favourable report to the Board on the proposal to review the Policy on selection, diversity and suitability assessment of the members of the Board and senior management and other key function holders of CaixaBank and its Group, as well as the Protocol on procedures for the assessment of suitability and the appointment of directors and senior management and other key function holders at CaixaBank.

Likewise, the Committee issued a favourable report and submitted to the Board the update of the Succession Policy for the members of the Board of Directors, senior management and other key function holders of CaixaBank, as well as the Succession Plan for key positions on the Board of Directors, defining the required profiles and the procedures for their appointment (whether planned or unforeseen succession), and the succession plan for key executives.

## CORPORATE GOVERNANCE, INCLUDING THE ANNUAL VERIFICATION OF DIRECTOR STATUS

The Committee agreed with the content of the Annual Corporate Governance Report for 2024 and issued a favourable report to the Board. It also reviewed and confirmed the classification of the directors (executive, independent, proprietary or other external).

The Committee also approved a proposal to enhance the aforementioned Annual Corporate Governance Report, as well as the committees' activity reports, with the aim of improving transparency and eliminating duplication of information reported on the committees' activities in both documents.

With regard to the annual self-assessment of the performance of the Board and its Committees for 2024, the Committee agreed with the recommendations set out in the improvement plan document to be implemented in 2025 and monitored their implementation.

Furthermore, following the 2025 Annual General Meeting of Shareholders, the Committee issued a favourable report on the proposed restructuring of the committees, as well as on the appointment of Cristina Garmendia as Chairwoman of the Remuneration Committee.

Within the framework of its functions, the Committee reported favourably on the initiation of the 2025 self-assessment process and subsequently analysed the conclusions set out in the corresponding self-assessment report, which was submitted to the Board for approval in December 2025.

Moreover, the update of the contents of the "Welcome Pack", as well as the annual continuous training plans, were approved, including both the

annual training plan for the members of the Board of Directors for 2026 and the plans for the members of the Audit and Control Committee and the Risks Committee. Training programmes for new Board members with no prior banking experience were also approved.

In addition, on a six-monthly basis, the Lead Independent Director presented a summary report on their activities during the reporting period.

Lastly, the Committee issued a favourable report on the proposed update of the Corporate Governance Policy and the policy defining the structure of the CaixaBank Group.

## NON-FINANCIAL INFORMATION

The Committee reviewed the non-financial information contained in the 2024 consolidated Management Report, which includes the Non-Financial Information Statement (NFIS).

## SUSTAINABILITY/SOCIAL RESPONSIBILITY POLICIES

### Corporate Sustainability Plan for 2025–2027

The Committee expressed its agreement with the updates made to the following documents: Sustainability Business Principles, Human Rights Principles, Statement on Climate Change, Statement on Nature, and the process for adherence to corporate sustainability policies. In addition, the Committee reported favourably to the Board on the following reports: "Sustainability, Socioeconomic Impact and Contribution to the SDGs 2024 (SISE 2024)", "Statement on Principal Adverse Impacts of Investment and Insurance Advice on Sustainability Factors", "Statement on Principal Adverse Impacts of Investment Decisions on Sustainability Factors", the Social Bond Impact Report ("Social Bonds Report"), and the Green Bond Impact Report ("Green Bonds Report").

Likewise, the Committee reported to the Board on the Sustainable Funding Framework (formerly the Sustainable Financing Framework), which is used in the market for explanatory purposes.

The Committee also reported on the update to the Corporate Policy on the Management of Sustainability/ESG Risks.

Throughout the year, the Committee monitors the Sustainability Plan 2025–2027, which was approved by the Board of Directors at its meeting in October 2024. The main objectives of this plan are to transition towards a more sustainable economy and to support the economic and social development of all people.

The Committee was also informed of the main conclusions of the reports prepared under the CSRD and of the study carried out on the double materiality assessment. The Committee was also briefed on the update to the 2025–2027 target for the sustainable financial income KPI, as well as other documents such as the methodology for assessing compliance with the KPI on the percentage of financial income generated from sustainable financing, the Sustainable Financing Identification Guide, and the guides for calculating the KPIs under the 2025–2027 plan, among others.

Lastly, with a view to keeping the members of the Committee up to date, throughout 2025 the heads of the various areas briefed the Committee on regulatory developments in the fields of sustainability and governance: the approval of the draft bill transposing the CSRD framework into Spanish law, as well as the proposal to defer its entry into force by two years (to 2028); the approval of the Organic Law on Balanced Representation; the Omnibus package; and the new Guidelines of the European Banking Authority (EBA) on the management of environmental, social and governance (ESG) risks.

## CLIMATE AND ENVIRONMENTAL RISKS

The Committee monitored and issued a favourable report on the commitment to achieve net-zero emissions by 2050. To this end, the Committee was informed of progress in the relevant metrics, including: (i) the net-zero strategic and operating framework and the trend in decarbonisation metrics; and (ii) engagement actions with companies with credit exposure in sectors included within the perimeter with decarbonisation targets. An internal framework for the operationalisation of decarbonisation was also updated.

With regard to the management and control of climate and environmental risks, the Internal Capital Adequacy Assessment Process (ICAAP) and the Internal Recovery Plan (IRP) were reviewed, together with the transition plan and the implementation of the new EBA Guidelines on ESG risk management. Updates and new features of the Internal Control System for Sustainability Reporting (ICSR) were also approved, among other measures.

## ANNUAL ASSESSMENT OF THE COMMITTEE'S PERFORMANCE



*During 2025, the Appointments and Sustainability Committee concluded that the frequency and duration of the meetings held were, overall, appropriate to ensure its proper functioning and to provide, when necessary, timely advice to the Board of Directors.*

This report was drawn up in accordance with Article 529 nonies of the Spanish Capital Companies Act, as part of the annual assessment that the Board of Directors is required to carry out of its own performance and that of its Committees.

This Activity Report was drawn up by the Appointments and Sustainability Committee on 15 December 2025, in accordance with the By-laws and the Regulation of the Board of Directors, and was submitted to the Board for approval.



## ACTIVITY REPORT OF THE RISKS COMMITTEE

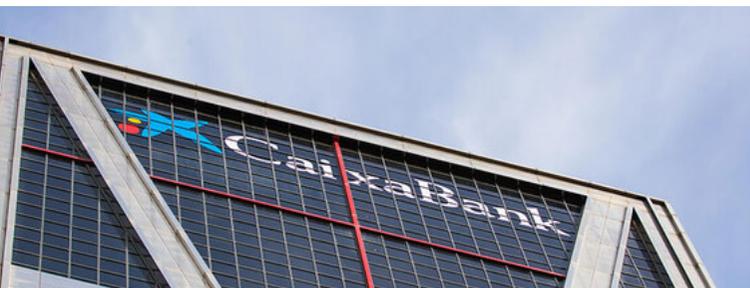
The organisation and functions of the Risks Committee are governed by Article 40 of the By-laws and Article 18 of the Regulation of the Board of Directors.

### NUMBER OF MEMBERS

The Risks Committee is composed of non-executive directors, in the number determined by the Board, with a minimum of three and a maximum of six members, the majority of whom are independent directors. The members of the Risks Committee are appointed by the Board of Directors, on the proposal of the Appointments and Sustainability Committee, and the Chairman of the Committee is appointed from among the independent directors who are members of it.

As at 31 December 2025, the Committee is composed of five members, with a balanced representation between men and women (60 % women).

During 2025, the composition of the Committee was amended following the Annual General Meeting of Shareholders held on 11 April. The Board resolved to appoint Rosa María García and Pablo Arturo Forero as new members of the Committee following their appointment as directors, and Fernando María Ulrich continued as a member following his re-election (see **Other Relevant Information disclosure No. 34100**).



### COMPOSITION

Member	Position	Category	Date of first appointment
Koro Usarraga	Chairwoman	Independent	01/02/2018(1)(2)(4)(5)
Pablo Arturo Forero	Member	Other external	11/04/2025
Rosa María García	Member	Independent	11/04/2025
Fernando María Ulrich	Member	Other external	30/03/2021(4)
María Verónica Fisas	Member	Independent	22/05/2020(3)

(1) Appointed as Chairwoman on 31 March 2023.

(2) Re-elected as a Board member on 14 May 2021.

(3) Re-elected as a Board member on 22 March 2024.

(4) Re-elected as a Board member on 11 April 2025.

(5) Re-elected as Chairwoman on 11 April 2025.

### DISTRIBUTION OF COMMITTEE MEMBERS BY CATEGORY

(% of the total number of committee members)

% of independent directors	<b>60%</b>
% of other external directors	<b>40%</b>

The members of the Committee have been appointed in consideration of their knowledge and experience. For information purposes, the professional career of each committee member can be found under “**Board of Directors – CVs of the directors**”.

Overall, the members of the Committee possess the technical expertise required for the performance of their duties, as reflected in the skills matrix available in the section “**Diversity on the Board of Directors – Skills Matrix of the Board of Directors of CaixaBank 2025**”.

### NUMBER OF MEETINGS AND ATTENDANCE (C.1.25)

In 2025, the Committee met on 13 occasions. During that year, all meetings were held in person.

The attendance of members, whether present or represented, at the Committee’s meetings during 2025 was as follows:

Member	Attendance/No. of meetings in 2025 <sup>(*)</sup>	Attendance in 2025 (%)	Delegations
Koro Usarraga	13/13	100.00%	-
Pablo Arturo Forero	7/7	100.00%	-
Rosa María García	8/8	100.00%	-
Fernando María Ulrich	13/13	100.00%	-
María Verónica Fisas	11/13	84.60%	1

(\*) This column reflects in-person attendance, whether by physical or remote means.

Regarding the number of meetings, when the Director has been appointed as a member of the Committee during the fiscal year, only the meetings from the date of appointment are calculated.

Note: Joaquín Ayuso attended all meetings of the Committee until his effective departure on 11 April 2025.

It should be noted that the following were present at the meetings as guests, attending only for specific items on the agenda: Chief Risk Officer (13/13), Head of the Corporate Risk Management Function & Planning (13/13) and Director de Enterprise Risk Management & Planning (13/13), as well as heads of Compliance and Control and Public Affairs (12/13), Accounting, Management Control and Capital (8/13), Chief Operating Officer (6/13), Legal Affairs (5/13), Internal Audit (4/13), Sustainability (4/13), People (4/13), Finance (3/13), Innovation (1/13) and Communication and Institutional Relations (1/13), together with directors from the different subsidiaries.

## FUNCTIONING

The Committee establishes an annual plan that is adjusted to the needs that arise during the year and meets whenever appropriate for the effective performance of its duties. Meetings are convened by the Chairwoman of the Committee, either on his or her own initiative or at the request of two members of the Committee.

Prior to each meeting, the relevant documentation (agenda, reports and minutes) is made available in advance to the Committee members through the IT tools enabled for that purpose. At each meeting, the Committee follows up on its annual planning and subsequently reports to the Board on the main issues discussed and decisions taken.

For the proper performance of its duties, the Company ensures that the Risks Committee has unimpeded access to information on the Company's risk situation and, if necessary, the Risks Committee may request the attendance at meetings of persons within the organisation who have duties related to its functions and may receive such advice as may be necessary to form an opinion on matters within its competence.

The Risks Committee follows up on its annual planning at each meeting. After each meeting, its Chairman reports to the full Board on the main matters discussed and the decisions taken. Furthermore, the minutes of the meetings, together with their supporting documents and an executive summary, are made available to all members of the Board of Directors.

Its duties include:

- | Advising the Board of Directors on the overall susceptibility to risk, current and future, of the Company and its strategy in this area, reporting on the risk appetite framework, assisting in the monitoring of the implementation of this strategy, ensuring that the Group's actions are consistent with the level of risk tolerance previously decided and implementing the monitoring of the appropriateness of the risks assumed and the profile established.
- | Proposing to the Board the Group's risk policy.
- | Ensuring that the pricing policy of the assets and liabilities offered to customers fully considers the Company's business model and risk strategy.
- | Working with the Board of Directors to determine the nature, quantity, format and frequency of the information concerning risks that the Board should receive and establishing the information that the Committee should receive.
- | Regularly reviewing exposures with its main customers and business sectors, as well as broken down by geographic area and type of risk.
- | Reviewing risk reporting and control processes, as well as information systems and indicators.
- | Overseeing the effectiveness of the risk control and management function.
- | Appraising and making decisions in relation to regulatory compliance risk within the scope of its remit, broadly meaning the risk management of legal or regulatory sanctions, financial loss, material or reputational damage that the Company could sustain as a result of non-compliance with laws, rules, regulations, standards and codes of conduct, detecting and monitoring any risk of non-compliance and examining possible deficiencies.
- | Overseeing the effectiveness of the regulatory compliance function.
- | Reporting on new products and services or significant changes to existing ones.
- | Cooperating with the Remuneration Committee to establish rational remuneration policies and practices. Examining if the incentive policy anticipated in the remuneration systems take into account the risk, capital, liquidity and the probability and timing of the benefits, among other things.
- | Assisting the Board of Directors in setting up effective reporting channels, ensuring the allocation of suitable resources the risk management and for the approval and periodic review of the strategies and policies with regard to risk assumption, management, supervision and reduction.
- | Any others attributed to it by the law, the By-laws, the Regulation of the Board of Directors and other regulations applicable to the Company.

## ACTIVITIES DURING THE YEAR

### RISK CULTURE

The Committee monitored internal initiatives aimed at promoting the risk culture across the institution, in line with supervisory expectations and industry best practices.

### STRATEGIC RISK PROCESSES

#### Risk Assessment

The Committee reviews the Risk Assessment process on an annual basis and reported favourably to the Board on the outcome of the 2024 annual exercise, included in the ICAAP, which showed a moderate-low level for the Group's aggregated risk profile.

The committee was briefed on the six-monthly monitoring of potential emerging risks and appraised the Risk Assessment as at June 2025. It also reviewed the proposal for the annual update of the top risk events, based on the outcome of the Risk Assessment.

#### Corporate Risk Catalogue

The Committee issued a report to the Board recommending that the Corporate Risk Catalogue be updated. Ultimately, the 13 risks comprising Level 1 of the internal taxonomy were retained.

#### Risk Appetite Framework (RAF)

Lastly, with regard to the RAF, the Committee received monthly information on the monitoring of Level 1 metrics and, on a quarterly basis, information on Level 2 metrics. The Committee also assessed updates and developments in the RAF and issued a favourable report to the Board on matters relating to the Risk Appetite Statement and Level 1 RAF metrics. It likewise monitored the metrics, paying particular attention to compliance with the thresholds in place.

### SYSTEMATIC RISK MONITORING

The Committee receives monthly information on a systematic basis through the various documents that make up the Risk Scorecard, covering both financial and non-financial risks, together with a specific report on technology risk, focusing on information security risk. In addition, a joint meeting was held during the year with the Innovation, Technology and Digital Transformation Committee, at which a dedicated deep-dive was conducted to examine technology risks, RAF metrics relating to IT risk, and policies relating to technology risk management.

### GROUP RISK POLICIES

The Committee examined the timeline and schedule for conducting the reviews and the status of the general risk management policies, as well as the annual approval of the Group's Risk Policies, and issued a report to the Board recommending that governance of the general policies for the management and control of financial and non-financial risks be updated.

### CAPITAL AND LIQUIDITY SELF-ASSESSMENT PROCESSES

A further joint meeting was held with the Audit and Control Committee, at which the Group's capital adequacy (ICAAP) and liquidity (ILAAP) processes were overseen. Both the ICAAP and the ILAAP involve various processes as an integral part of risk and capital management, together with their scenarios and the corresponding reports from the second and third lines of defence. Moreover, a favourable opinion was issued on the annual update of the Liquidity Contingency Plan. The Committee was also briefed on the ORSA (Own Risk and Solvency Assessment) exercise at VidaCaixa.

### RECOVERY PLAN

In coordination with the Audit and Control Committee, a joint meeting was held to discuss and assess the Group's Recovery Plan with year-end 2024 data, with a favourable report ultimately submitted to the Board.

### MONITORING OF THE RISK MANAGEMENT FUNCTION

The Committee reported favourably to the Board on the approval of the Master Plan of the Risk Management Function 2025-2027, aligned with the Strategic Plan. It also received information on of the Annual Activity Report of the Group Risk Management Function for 2024, as well as of the monitoring of the 2025 Risk Master Plan. It likewise received updates on supervisory activity related to risk management.

### MONITORING OF THE COMPLIANCE FUNCTION

The Committee monitored the compliance function through the Compliance Plan and the 2024 Annual Compliance Report. It was briefed on the strategic lines of the 2025 Compliance Plan, on the approval of which it reported favourably to the Board. It regularly monitored supervisory and regulatory requirements in the area of compliance and received recurring information on the systems for the prevention of money laundering and terrorist financing, sanctions, market abuse, and the consultation and whistleblowing channels, among other matters.

### REMUNERATION SYSTEMS

In accordance with its role of cooperating with the Remuneration Committee in establishing sound remuneration policies and practices, the Committee analysed the risk alignment of variable remuneration for senior management and the Identified Staff, as well as the assessment of individual targets for 2024, the setting of targets for 2025 and the proposed remuneration for 2025 of the heads of the risk management and compliance functions, namely the heads of Corporate Risk

Management Function & Planning and Compliance, respectively. In addition, in accordance with the Remuneration Policy, the annual approval of the variable remuneration schemes was subject to the favourable opinion of the Risks Committee, which is required to ensure that such schemes are consistent with the Company's risk appetite.

#### OTHER REGULAR MONITORING ACTIVITY

In addition, as part of the risk monitoring function entrusted to the Committee, the following matters were also subject to regular oversight at its meetings: (i) overall situation summary; (ii) minutes of the Global Risks Committee; (iii) Pillar 3 Disclosures; (iv) note on risk management in the financial statements; and (v) the assessment of significant new products and their post-launch monitoring.

#### OTHER BUSINESS

As a new development during the year, the Committee issued a report to the Board recommending the approval of the Prudential Transition Plan; a strategic document describing how risks arising from ESG factors are managed in the context of the transition towards a climate-neutral economy by 2050.

The Committee was also briefed during the year on the following matters, among others: (i) 2024 Annual Report on Risk Model Validation and the 2025 Annual Plan; (ii) [Annual Privacy](#)

Report; (iii) 2024 Annual Report of the Financial Information Reliability Department and the 2025 Annual Plan; (iv) newsletters on specific sector analyses; (v) the Audit Risk Assessment; (vi) the report on operational losses; (vii) specific focus items on geopolitical events and detailed monitoring of certain credit portfolios and exposures, particularly in specific sectors of activity; (viii) updates to IFRS 9 parameters; (ix) monitoring of leveraged finance; (x) the non-maturity deposits (NMD) model; and (xi) certain real estate risk stress testing exercises.

The Committee also held three additional training sessions during the year, covering the following topics: (i) RAR (Risk-Adjusted Return); (ii) Artificial Intelligence; and (iii) Internal Risk Control Systems (IRCS) and economic capital.

#### MONOGRAPHIC MEETINGS

During 2025, the Committee held the following eight monographic meetings for the purpose of analysing in detail the following risks: (i) model risk; (ii) fiduciary risk; (iii) outsourcing risk; (iv) technology risk; (v) external fraud risk; (vi) operational risk; (vii) legal and regulatory risk; and (viii) ESG risks.

Moreover, dedicated follow-up sessions were presented to monitor risk management at the most significant subsidiaries: BPI, VidaCaixa, CaixaBank Payments & Consumer, MicroBank, CaixaBank Asset Management, CaixaBank Wealth Management Luxembourg, BuildingCenter and CaixaBank Securitisation.

## ANNUAL ASSESSMENT OF THE COMMITTEE'S PERFORMANCE



*During 2025, the Risks Committee concluded that, in general, the frequency and duration of the meetings held were adequate to ensure its proper functioning and to provide timely advice to the Board of Directors when required.*

This report was drawn up in accordance with Article 529 nonies of the Spanish Capital Companies Act, as part of the annual assessment that the Board of Directors is required to carry out of its own performance and that of its Committees.

This Activity Report was drawn up by the Risks Committee on 10 December 2025, in accordance with the By-laws and the Regulation of the Board of Directors, and was submitted to the Board for approval.

## ACTIVITY REPORT OF THE REMUNERATION COMMITTEE

Articles 40 and 20 of the By-laws and the Regulation of the Board of Directors and applicable legislation govern the organisation and operation of the Remuneration Committee.

### COMPOSITION

The Remuneration Committee comprises a number of non-executive directors determined by the Board, subject to a minimum of three and a maximum of five members. A majority of its members must be independent directors. The members of the Remuneration Committee are appointed by the Board of Directors, at the proposal of the Appointments and Sustainability Committee, and the Chairman of the Committee is appointed from among the independent directors who are members of the Committee.

As at 31 December 2025, the Committee is composed of five members, with a balanced representation between men and women (40 % women).

During 2025, the composition of the Committee changed following the Annual General Meeting of Shareholders held on 11 April. The Board resolved to appoint Luis Álvarez, Pablo Arturo Forero and José María Méndez as new members of the Committee following their appointment as directors, while Koro Usarraga continued to sit on the Committee following her re-election as a director. Likewise, the Board resolved to appoint Cristina Garmendia as Chairwoman of the Committee (see [Other Relevant Information disclosure No. 34100](#)).



Member	Position	Category	Date of first appointment
Cristina Garmendia	Chairwoman	Independent	22/05/2020 <sup>(1)(3)</sup>
Luis Álvarez	Member	Independent	11/04/2025
Pablo Arturo Forero	Member	Other external	11/04/2025
José María Méndez	Member	Proprietary	11/04/2025
Koro Usarraga	Member	Independent	31/03/2023 <sup>(2)</sup>

<sup>(1)</sup> Re-elected as a member of the Board on 31 March 2023.

<sup>(2)</sup> Re-elected as a member of the Board on 11 April 2025.

<sup>(3)</sup> Appointed as Chairwoman on 11 April 2025.

### DISTRIBUTION OF COMMITTEE MEMBERS BY CATEGORY

(% of total committee members)

% of proprietary directors	<b>20%</b>
% of independent directors	<b>60%</b>
% of other external directors	<b>20%</b>

The members of the Committee have been appointed in consideration of their knowledge and experience. For information purposes, the professional career of each committee member can be found under [“Board of Directors – CVs of the directors”](#).

Overall, the members of the Committee possess the technical expertise required for the performance of their duties, as reflected in the skills matrix available in the section [“Diversity on the Board of Directors – Skills Matrix of the Board of Directors of CaixaBank 2025”](#).

### NUMBER OF MEETINGS AND ATTENDANCE (C.1.25)

In 2025, the Committee met on seven occasions, all of which were held exclusively as remote events.

Attendance among members in 2025 was as follows:

Member	Attendance/ No. of meetings in 2025 <sup>(*)</sup>	Attendance in 2025 (%)	Delegations
Cristina Garmendia	7/7	100.00%	-
Luis Álvarez	5/5	100.00%	-
Pablo Arturo Forero	4/4	100.00%	-
José María Méndez	3/3	100.00%	-
Koro Usarraga	7/7	100.00%	-

(\*) This column reflects in-person attendance, whether by physical or remote means.

Regarding the number of meetings, when the Director has been appointed as a member of the Committee during the fiscal year, only the meetings from the date of appointment are calculated.

Note: Francisco Joaquín Ayuso and Eva Castillo attended all meetings of this Committee until their effective departure on 11 April 2025.

It should be noted that, during the meetings, and limiting their attendance to specific agenda items, the Chief People Officer (5/7), as well as other managers from that area, attended as guests. In addition, the Head of Internal Audit (1/7) and members of her team attended one of the meetings.

## FUNCTIONING

The Committee establishes an annual plan that is adjusted to the needs that arise during the year and meets whenever appropriate for the effective performance of its duties. Meetings are convened by the Chairman of the Committee, either on her own initiative or at the request of two members of the Committee.

Prior to each meeting, the relevant documentation (agenda, reports and minutes) is made available in advance to the Committee members through the IT tools enabled for that purpose. The Remuneration Committee monitors its annual planning at each meeting. After each meeting, its Chairman reports to the full Board on the main matters discussed and the decisions taken. Furthermore, the minutes of the meetings, together with their supporting documents and an executive summary, are made available to all members of the Board of Directors.

Its duties include:

- | Drafting the resolutions related to remuneration and, particularly, reporting and proposing to the Board the remuneration policy, the system and amount of annual remuneration for directors and senior management, as well as the individual remuneration of the executive directors and senior managers, and the conditions of their contracts, without prejudice to the competences of the Appointments and Sustainability Committee in relation to any conditions not related to remuneration.

- | Overseeing compliance with the remuneration policy for directors and senior executives, as well as reporting on the basic conditions established in the contracts entered into with them and compliance therewith.
- | Informing and preparing the Company's general remuneration policy and in particular those policies that relate to categories of personnel whose professional activities have a significant impact on the Company's risk profile and those that aim to avoid or manage conflicts of interest with clients.
- | Analysing, formulating and periodically reviewing the remuneration programmes, weighing up their adequacy and performance and ensuring compliance.
- | Proposing to the Board the approval of the remuneration reports or policies that it is required to submit to the General Meeting of Shareholders, as well as reporting to the Board on any remuneration-related proposals the Board may intend to lay before the general meeting.
- | Ensuring that any conflicts of interest do not impair the independence of the external advice given to the Committee related to the exercise of its functions.
- | Considering any suggestions it receives from the Company's Chairman, Board members, executives and shareholders.
- | The Committee prepares an annual report on its activities that highlights any incidents involving its functions, which will serve as a basis, among other things, for the evaluation of the Board.

## ACTIVITIES DURING THE YEAR

### REMUNERATION OF DIRECTORS, SENIOR MANAGEMENT AND KEY FUNCTION HOLDERS

The Committee issued a favourable report and submitted to the Board confirmation of the achievement of the corporate targets under the 2024 bonus scheme for the executive directors, as well as for the remaining members of the Management Committee and Central Services, together with confirmation of the achievement of the individual targets for 2024 of the members of the Management Committee and Central Services, both of which apply to the Head of the Corporate Risk Management Function & Planning and the Head of Compliance. In addition, it issued a favourable report to the Board supporting the proposed 2024 bonus for the outgoing executive Chairman, the Chief Executive Officer, the members of the Management Committee, the Head of the Corporate Risk Management Function & Planning and the Head of Compliance.

With regard to the proposed economic terms for 2025, a favourable report was issued on the proposals relating to the Chief Executive Officer, the members of the Management Committee, the Head of the Corporate Risk Management Function & Planning and the Head of Compliance.

As regards the targets for the 2025 financial year for the 2025 bonus, the Committee issued a favourable report on:

- | the individual targets for the 2025 financial year for the members of the Management Committee, the Head of Corporate Risk Management Function Planning (RMFP) and the Head of Compliance.

the proposed corporate metrics (bonus scheme and corporate targets) for 2025 for the Chief Executive Officer, the members of the Management Committee, Central Services and Territorial Services, which apply to holders of independent business control functions in accordance with the variable remuneration model with annual and multi-year metrics in force since 2022, and, subsequently, the proposed corporate targets for 2025 for the Chief Executive Officer and the members of the Management Committee, as well as for Central Services.

It issued a favourable report on the economic terms for the 2025 financial year of the current non-executive Chairman of the Board.

It also issued a favourable report on the update to the remuneration of non-executive directors in their capacity as such.

In addition, it issued a favourable report on the proposed variable remuneration schemes for 2026 for the Chief Executive Officer, the members of the Management Committee and Central Services.

#### GENERAL REMUNERATION POLICY. IDENTIFIED STAFF REMUNERATION POLICY

It reviewed the request for exclusions from the 2025 Identified Staff population, as well as the annual Internal Audit report on the process for identifying members of the Identified Staff and the management of the exclusions applied.

It also issued a favourable opinion on the composition of the Identified Staff segment for 2026.

#### ANALYSIS, FORMULATION AND REVIEW OF REMUNERATION PROGRAMMES

It approved the amendment of the protocol for the approval and monitoring of the bonus pool, as well as the amendment of the procedure for the definition, approval and monitoring of qualitative corporate targets.

It was likewise briefed on the 2024 wage register.

#### REPORTS AND REMUNERATION POLICY TO BE SUBMITTED TO THE GENERAL MEETING OF SHAREHOLDERS

It issued a favourable report on the proposal to be submitted to the General Meeting of Shareholders regarding the new Board Remuneration Policy, together with the required reasoned report. It also approved the motion for the delivery of shares to the executive director as part of the Company's variable remuneration programme.

Likewise, it was agreed to issue a favourable report on the Board of Directors' detailed recommendation regarding the proposal to approve the maximum level of variable remuneration for those employees whose professional activities have a significant impact on the Company's risk profile.

In addition, a favourable report was issued on the draft Annual Report on the Remuneration of Directors for 2024, as reviewed by Internal Audit.

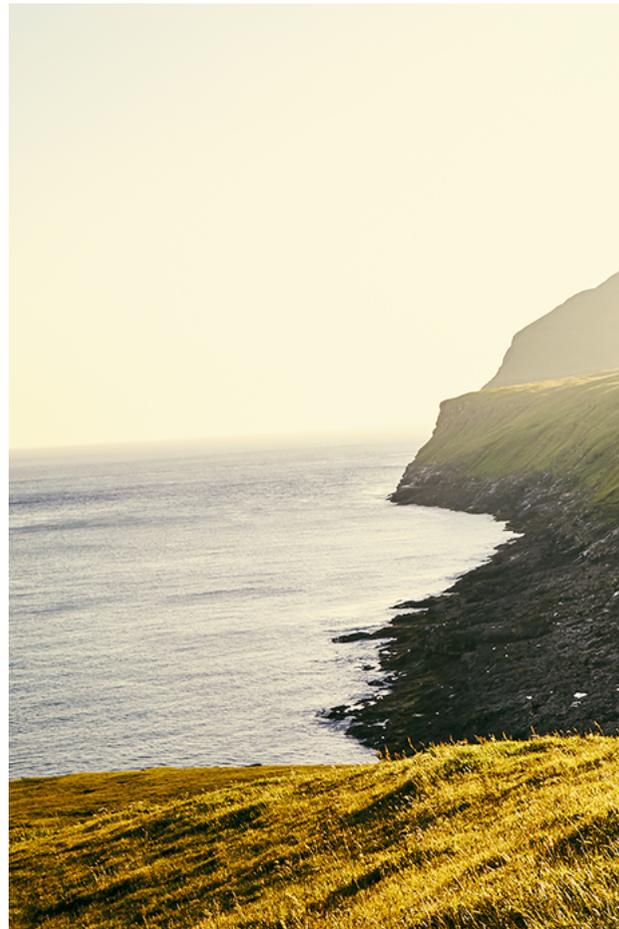
At the Company's Annual General Meeting of Shareholders held on 11 April 2025, these proposals, set out under item "SIX" on the agenda, were approved with the following voting percentages:

Proposal	For	Against	Abstentions
Setting of directors' remuneration	77.43%	22.41%	0.17%
Approval of the Remuneration Policy of the Board of Directors	76.61%	23.04%	0.35%
Delivery of shares to executive directors as payment for the variable component of their remuneration.	77.78%	0.29%	21.93%
Approval of the maximum level of variable remuneration for employees whose professional activities have a significant impact on the Company's risk profile	77.88%	0.35%	21.77%



## OTHER BUSINESS

It was briefed on the supervisory exercises with an impact on the area of remuneration, as well as of the meetings held by the various officers with the supervisors. The Committee was also given a summary of the audits carried out by Internal Audit in relation to remuneration.



## ANNUAL ASSESSMENT OF THE COMMITTEE'S PERFORMANCE



*During 2025, the Remuneration Committee concluded that, in general, the frequency and duration of the meetings held were adequate to ensure its proper functioning and to provide timely advice to the Board of Directors when required.*

This report has been prepared in accordance with Article 529 *nonies* of the Spanish Capital Companies Act, within the framework of the annual evaluation that the Board of Directors must carry out on its own functioning and that of its Committees.

This Activity Report was drawn up by the Remuneration Committee on 11 December 2025, in accordance with the By-laws and the Regulation of the Board of Directors, and was submitted to the Board for approval.

## ACTIVITY REPORT OF THE INNOVATION, TECHNOLOGY AND DIGITAL TRANSFORMATION COMMITTEE

The Innovation, Technology and Digital Transformation Committee, its organisation and tasks are regulated in Article 21 of the Regulation of the Board of Directors and in prevailing law and regulations.

### COMPOSITION

The Innovation, Technology and Digital Transformation Committee will be composed of a minimum of three and a maximum of seven members. The Chairman of the Board and the CEO will always sit on the Committee. The other members are appointed by the Board, on the recommendation of the Appointments and Sustainability Committee, paying close attention to the knowledge and experience of candidates on the subjects that fall within the Committee's remit. The Innovation, Technology and Digital Transformation Committee is chaired by the Chairman of the Board.

As at 31 December 2025, the Committee is composed of seven members, with women accounting for 29 % of its membership.

Since 1 January 2025, following his appointment as Chairman of the Board of Directors, Tomás Muniesa has served as Chairman of the Committee. Likewise, the composition of the Committee was amended following the Annual General Meeting of Shareholders held on 11 April, with the Board resolving to appoint Luis Álvarez and Bernardo Sánchez as new members of the Committee following their appointment as directors (see [Other Relevant Information disclosure No. 34100](#)).

Member	Position	Category	Date of first appointment
Tomás Muniesa	Chairman	Proprietary	01/01/2018 <sup>(2)</sup>
Gonzalo Gortazar	Member	Executive	23/05/2019 <sup>(1)</sup>
Luis Álvarez	Member	Independent	11/04/2025
Cristina Garmendia	Member	Independent	23/05/2019 <sup>(1)</sup>
Peter Löscher	Member	Independent	31/03/2023
Bernardo Sánchez	Member	Independent	11/04/2025
María Amparo Moraleda	Member	Independent	23/05/2019

(1) Re-elected member of the Board on 31 March 2023.

(2) Appointed Chairman on 30 October 2024, effective 1 January 2025.

### DISTRIBUTION OF COMMITTEE MEMBERS BY CATEGORY

(% of total committee members)

% of executive directors	14%
% of proprietary directors	14%
% of independent directors	71%

The members of the Committee have been appointed in consideration of their knowledge and experience. For information purposes, the professional career of each committee member can be found under [“Board of Directors – CVs of the directors”](#).

Overall, the members of the Committee possess the technical expertise required for the performance of their duties, as reflected in the skills matrix available in the section [“Diversity on the Board of Directors – Skills Matrix of the Board of Directors of CaixaBank 2025”](#)



## NUMBER OF MEETINGS AND ATTENDANCE (C.1.25)

During 2025, the Committee held a total of four meetings, all of which were held in person.

The attendance of members, whether present or represented, at the Committee's meetings during the year was as follows:

Member	Attendance/No. of meetings in 2025*	Attendance in 2025 (%)	Delegations
Tomás Muniesa	4/4	100.00%	-
Gonzalo Gortazar	4/4	100.00%	-
Luis Álvarez	3/3	100.00%	-
Cristina Garmendia	4/4	100.00%	-
Peter Löscher	3/4	75.00%	1
Bernardo Sánchez	3/3	100.00%	-
María Amparo Moraleda	3/4	75.00%	-

(\*) This column reflects in-person attendance, whether by physical or remote means.

Regarding the number of meetings, when the Director has been appointed as a member of the Committee during the fiscal year, only the meetings from the date of appointment are calculated.

It should be noted that representatives from the Operations Division (4/4) and the Digital Transformation & Advanced Analytics Division (4/4) attended the meetings as guests, all of them limiting their attendance to specific items on the agenda. In addition, the following persons attended specific Committee meetings on an ad hoc basis: representatives from the Payments & Consumers

Division (1/2); the Chief Operating Officer at CaixaBank Payments & Consumer (1/4); the Risk Division (1/4); the Corporate and Enterprise Risk Management Function and Planning Division (1/4); the IT and Digital Banking Audit Division (1/4); the Compliance and Public Affairs Division (1/4); the Chief Technology Officer (1/4); the Head of AI Governance – CAIO (1/4); and the Head of Non-Financial Risks (1/4).

## FUNCTIONING

The Committee establishes an annual work plan, which is adapted to the needs that arise during the year, and meets whenever a meeting is deemed appropriate for the proper discharge of its duties. Meetings are announced by the Chairman, either on their own initiative or at the request of two committee members. It is also required to meet whenever the Board or its Chairman requests the issuance of a report or the submission of a proposal.

Prior to each meeting, the relevant documentation (agenda, reports and minutes) is made available in advance to the Committee members through the IT tools enabled for that purpose. The Innovation, Technology and Digital Transformation Committee reviews the implementation of its annual work plan at each of its meetings. After each meeting, its Chairman reports to the full Board on the main matters discussed and the decisions taken. Furthermore, the minutes of the meetings, together with their supporting documents and an executive summary, are made available to all members of the Board of Directors.

Its duties include:

- | Advising the Board on the implementation of the strategic plan in aspects relating to digital transformation and technological innovation

and, in particular, reporting on plans and projects designed by CaixaBank in this field, as well as any new business models, products, customer relationships, and so on, that may be developed.

- | Fostering a climate of debate and reflection to allow the Board to spot new business opportunities emerging from technological developments, as well as possible threats.
- | Supporting the Board of Directors in identifying, monitoring and analysing new competitors, new business models, technological advances and main trends and initiatives relating to technological innovation, while studying those factors that make certain innovations more likely to succeed and increase their transformation capacity.
- | Supporting the Board of Directors in analysing the impact of technological innovation on market structure, the provision of financial services and customer habits. Among others aspects, the Committee shall analyse the potential disruption of new technologies, the possible regulatory implications of their development, the impact in terms of cybersecurity and matters relating to protection of privacy and data usage.
- | Stimulating discussion and debate on the ethical and social implications deriving from the use of new technologies within the banking and insurance business.
- | Where appropriate, supporting the Risks Committee and the Board of Directors, within their advisory functions, in carrying out the duties ascribed to the Risks Committee and the Board in relation to the supervision of technological risks and cyber-security aspects.

## ACTIVITIES DURING THE YEAR

### MONITORING OF TECHNOLOGY AND INNOVATION STRATEGIES

With a view to advising on the execution of the Innovation Plan within the framework of the 2025–2026 Strategic Plan, the Committee carried out an in-depth analysis of the main technological innovation trends in the fintech sector and reviewed the priority initiatives linked to the launch of new products and services at CaixaBank.

The Committee also reviewed proposals for projects aimed at driving the development of products based on digital technology (digital assets) and digital identity solutions, conceived as long-term initiatives, the development of which will commence provided that a regulatory framework is in force and consolidated.

### PROGRESS IN IMPLEMENTING THE STRATEGIC INFRASTRUCTURE PLAN

Project Cosmos was presented to the Committee, setting out the strategic plan of the Operations Division to modernise the institution's infrastructure and operations.

This plan is built around four key objectives: become more agile, develop new services through advanced technologies, enhance operational efficiency, and strengthen the technology platform

### OPERATIONS AND PAYMENTS; COGNITIVE PLATFORM AND DATA; PROCESSES; CIB AND MARKETS; AND RESILIENCE

The members of the Committee noted positive progress in strategic projects such as the evolution of the technological architecture, the integration of generative artificial intelligence in digital channels and the acceleration of transversal programmes such as GalaxIA, DataNow and Miró, a project to improve the functionalities of the CaixaBank app. It was also emphasised that it is important to assess clients' digital capabilities, prioritise the areas with the greatest impact on the business and user experience, and ensure a robust governance model to manage complexity and guarantee success.

### KEY TRENDS, SOLUTIONS AND GOVERNANCE OF ARTIFICIAL INTELLIGENCE (AI)

The Committee examined the main trends in the use of artificial intelligence, as well as the initiatives currently under development at CaixaBank. The Committee was also informed of progress in the governance of AI implemented at CaixaBank, as well as of the specialised teams tasked with managing it.

### MONITORING OF TECHNOLOGICAL AND CYBERSECURITY RISK

In discharging its duties, the Committee held a joint meeting with the Risks Committee at which the main technology risks, criticalities and trends associated with financial activity and the digitalisation of our clients' habits were analysed. The meeting mainly addressed issues related to the regulatory framework for technology risk management, the mitigating actions implemented, RAF IT Risk metrics, as well as the associated risks.

### STRATEGY AND CAPABILITIES IN DATA AND ADVANCED ANALYTICS

The Committee was briefed on the status of the Group's analytics capabilities and reviewed opportunities to improve data availability and use.



ANNUAL ASSESSMENT OF THE COMMITTEE'S PERFORMANCE



*During 2025, the Innovation, Technology and Digital Transformation concluded that the frequency and duration of the meetings held were, overall, appropriate to ensure its proper functioning and to provide, when necessary, timely advice to the Board of Directors.*



This report was drawn up in accordance with Article 529 nonies of the Spanish Capital Companies Act, as part of the annual assessment that the Board of Directors is required to carry out of its own performance and that of its Committees.

This Activity Report was drawn up by the Innovation, Technology and Digital Transformation Committee on 10 December 2025, in accordance with the By-laws and the Regulation of the Board of Directors, and was submitted to the Board for approval.

## ACTIVITY REPORT OF THE AUDIT AND CONTROL COMMITTEE

Articles 40 and 17 of the By-laws and the Regulation of the Board of Directors and applicable legislation describe the organisation and operation of the Audit and Control Committee.

### NUMBER OF MEMBERS

The Audit and Control Committee is composed exclusively of non-executive directors, in a number to be determined by the Board, between a minimum of three and a maximum of seven. The majority of the members of the Audit and Control Committee are independent.

The Committee will appoint a Chairman from among the independent directors. The Chairman must be replaced every four years and may be re-elected once a period of one year from his/her departure has transpired.

As of 31 December 2025, the Committee is composed of five members, with a balanced representation between men and women (40 % women).

The composition of the Committee was amended in 2025 following the Annual General Meeting of Shareholders held on 11 April, with the Board resolving to appoint Bernardo Sánchez and José María Méndez as new members of the Committee following their appointment as directors, while Teresa Santero continued to sit on the Committee following her re-election as a director (see [Other Relevant Information disclosure No. 34100](#)).

### COMPOSITION

Member	Position	Category	Date of first appointment
Eduardo Javier Sanchiz	Chairman (1)	Independent	01/02/2018(2)
Cristina Garmendia	Member	Independent	22/05/2020(3)
José María Méndez	Member	Proprietary	11/04/2025
Teresa Santero	Member	Proprietary	30/03/2021(4)
Bernardo Sánchez	Member	Independent	11/04/2025

(1) Appointed Chairman on 31 March 2023.

(2) Re-elected member of the Board on 6 April 2018 and 8 April 2022.

(3) Re-elected member of the Board on 31 March 2023.

(4) Re-elected member of the Board on 11 April 2025.

### DISTRIBUTION OF COMMITTEE MEMBERS BY CATEGORY

(% of total committee members)

% of proprietary directors **40%**

% of independent directors **60%**

The members of the Committee have been appointed on the basis of their knowledge and experience, particularly in the fields of accounting, auditing and risk management. For information purposes, the professional career of each committee member can be found under **“Board of Directors – CVs of the directors”**.

Overall, the members of the Committee possess the technical expertise required for the performance of their duties, as reflected in the skills matrix available in the section **“Diversity on the Board of Directors – Skills Matrix of the Board of Directors of CaixaBank 2025”**.





## NUMBER OF MEETINGS AND ATTENDANCE (C.1.25)

In 2025, the Committee met on 13 occasions. All meetings during the year were held in person.

Attendance among members in 2025 was as follows:

Member	No. of meetings in 2025(*)	Attendance in 2025 (%)	Delegations
Eduardo Javier Sanchiz	13/13	100.00%	-
Cristina Garmendia	13/13	100.00%	-
José María Méndez	5/6	83.30%	1
Teresa Santero	13/13	100.00%	-
Bernardo Sánchez	7/7	100.00%	-

(\*) This column reflects in-person attendance, whether by physical or remote means.

As regards the number of meetings, when the director has been appointed as a member of the Committee during the year, only meetings from the date of appointment are counted.

Note: Francisco Javier Campo and José Serna attended all meetings of the Committee until their effective departure on 11 April 2025.

Notably, the following departments and roles attended the meetings as guests, limiting their attendance to specific items on the agenda: the Accounting, Management Control and Capital Division (13/13), Internal Audit (13/13), Sustainability (3/13), Compliance and Control and Public Affairs (11/13), ALM, Treasury & Funding (treasury shares) (11/13), the Risk Management Function (RMF) (9/13), Legal and Tax Advisory (8/13), Communication and Institutional Relations (1/13), Corporate Development (1/13), People (3/13), Risk (7/13), Business (2/13), Insurance (1/13) and Operations (1/3). In addition, the external auditor (7/13) and the sustainability information assurance provider (3/13) presented matters to the Committee.

## FUNCTIONING

The Committee establishes an annual work plan, which is adapted to the needs that arise during the year, and meets on a quarterly basis as a rule, as well as additionally whenever a meeting is deemed appropriate for the proper discharge of its duties. Meetings are convened by the Chairman of the Committee, either on the Chair's own initiative or at the request of two members of the Committee.

Prior to each meeting, the relevant documentation (agenda, reports and minutes) is made available in advance to the Committee members through the IT tools enabled for that purpose. In particular, in discharging its duties the Committee may access any information or documentation held by the Company in an appropriate, timely, and sufficient manner, and may request: (i) the assistance and cooperation of the members of the executive team or staff of the Company; (ii) the assistance of the Company's auditors to address specific points on the agenda for which they have been invited; and (iii) advice from external experts when deemed necessary. The Committee maintains an effective communication channel with its stakeholders, which will normally be the Chairman of the Committee with the Company's management,

particularly the financial management; the head of internal audits; and the main auditor responsible for account auditing.

The Audit and Control Committee follows up on its annual planning at each meeting. After each meeting, its Chairman reports to the full Board on the main matters discussed and the decisions taken. Furthermore, the minutes of the meetings, together with their supporting documents and an executive summary, are made available to all members of the Board of Directors.

Its duties include:

- I Reporting to the AGM on matters posed by shareholders that fall within the Committee's remit and, in particular, on the result of the audit, explaining how this has contributed to the integrity of the financial information and the Committee's role in this process.
- I Overseeing the process of preparing and presenting the financial and non-financial information of the Company and, if applicable, the Group, ensuring compliance with regulatory requirements, reviewing the accounts, ensuring proper consolidation perimeter delineation, and correct application of generally accepted accounting principles.
- I Ensuring that the Board presents the financial statements and management report to the AGM without limitations or qualifications in the audit report and that, in the exceptional case of qualifications, both the Chairman of the Committee and the auditors clearly explain to shareholders the content and scope of such limitations or qualifications.

Informing the Board of Directors in advance of the financial information and the related non-financial information that the Company must periodically release to the markets and their supervisory bodies.

- | Overseeing the effectiveness of internal control systems, and discussing with the statutory auditor any weaknesses identified in the internal control system during the audit, all without jeopardising its independence. For such purposes, and if appropriate, it may submit recommendations or proposals to the Board and the corresponding deadline for follow-up.
- | Overseeing the internal audit.
- | Establishing and overseeing a mechanism that allows the Company's employees, or those of the group it belongs to, to confidentially and, if deemed appropriate, anonymously report significant irregularities, especially financial and accounting ones, that they observe within the Company, receiving periodic updates on its operation and proposing appropriate actions for improvement and reducing the risk of future irregularities.
- | Supervising the effectiveness of risk management and control systems, in coordination with the Risks Committee, when necessary.
- | Establishing appropriate relationships with the external auditor, evaluating and supervising these relationships.
- | Supervising compliance with regulations on related party transactions and providing information to the Board or, if applicable, to the AGM, on such transactions beforehand.

## ACTIVITIES DURING THE YEAR

### FINANCIAL AND NON-FINANCIAL (SUSTAINABILITY) REPORTING

The Committee placed particular emphasis on overseeing the process of preparing and submitting the mandatory financial information, corporate information and non-financial information, as well as on monitoring the project to transpose the Directive (EU) 2022/2464 on corporate sustainability reporting (CSRD) and the proposed Omnibus regulatory simplification. . The responsible areas attended all the meetings held by the Committee during 2025, enabling the Committee to be informed sufficiently in advance about the process for preparing the interim financial information and the separate and consolidated financial statements, as well as information relating to results. The Committee reviewed and endorsed the principles, valuation criteria, judgements and estimates, and accounting practices applied by CaixaBank, and oversaw their compliance with accounting regulations and the criteria established by the relevant regulators and supervisors. All of this to ensure the integrity of accounting and financial information systems, including financial and operational control and compliance with applicable legislation.

At its meeting of 19 February, the Committee issued a favourable report on the financial statements as at 31 December 2024, prior to their authorisation for issue by the Board of Directors. Likewise, the European Single Electronic Format (ESEF) was used to draw up the annual financial information. Likewise, on 28 April, 28 July and 29 October 2025, the Committee issued favourable reports on the financial statements as at 31 March, 30 June and 30 September 2025, respectively, also prior to their authorisation for issue by the Board of Directors.

The Committee oversaw the effectiveness and operation of the internal controls carried out to provide reasonable assurance as to the reliability of the financial and non-financial information that CaixaBank provides to the market. The Head of Internal Financial Control presented his annual and quarterly reports on the functioning of the Internal Control over Financial Reporting (ICFR) system. The conclusions were that the Company has appropriate procedures and the necessary controls in place to establish a robust system that operated effectively during the year. Information relating to the ICFR system is also subject to review by both the internal and external auditors, who have indicated that no issues have been identified that could affect it.

The Committee likewise reviewed and verified the Non-Financial Information Statement and Sustainability Report included as part of the Management Report, focusing on the main indicators, and also oversaw the operation and control environment in place, taking into account the guidelines and recommendations issued by the supervisor. The Head of Financial Internal Control presented the annual report on the operation of the Internal Control over Non-Financial Reporting System (ICFRS), concluding that the Company has the appropriate procedures and necessary controls in place to constitute a robust system, which operated effectively throughout the 2025 financial year. Moreover, the Non-Financial Information Statement, as required under the regulations applicable to the year, underwent a specific assurance process by an external expert who, prior to issuing the corresponding report, reported to the Committee on the review process, its methodology and the scope of the engagements carried out.

The Committee analysed the Group's double materiality assessment for 2025, prepared in line with the Corporate Sustainability Reporting Directive (CSRD), focusing in particular on priority matters looking forwards.

Moreover, the Committee regularly monitored the performance and trend in the main figures contained in the statement of profit or loss and balance sheet, as well as the status of legal contingencies and their provisions, and details of the Group's liquidity and capital adequacy position. Likewise, the Committee issued a favourable report to the Board of Directors on the severely adverse scenario of the 2024 ICAAP (Internal Capital Adequacy Assessment Process), as well as on the economic capital of the CaixaBank Group as at December 2024. It was also briefed, in accordance with the Pillar III disclosure standard and prior to its approval by the Board of Directors, of the annual Pillar 3 information, as well as the selection of that information to be published each quarter.

It should be noted that, during the year, the Committee was regularly informed of monitoring activities within the scope of the Single Supervisory Mechanism, including the annual findings of the Supervisory Review and Evaluation Process (SREP).

The Committee also regularly monitored the main accounting figures, the various audit tests and the accounting impacts. Notably, no contributions to the Single Resolution Fund or the Deposit Guarantee Fund were made in 2025, as the capitalisation targets established in 2024 had already been met. Among other matters, the Committee also oversaw the procedures and methodology followed to determine the impacts. The committee was also informed of the priorities and planning relating to supervisory activity for 2025, of the consistent application of International Financial Reporting Standards (IFRS) by listed entities, and it monitored regulatory developments in the area of sustainability disclosures, in particular those included in the Management Report.

The Committee reviewed the update of the Statement on Principal Adverse Impacts (PIAS), in accordance with the requirements of Regulation (EU) 2019/2088 (SFDR, Sustainable Finance Disclosure Regulation), and issued a favourable report to the Board of Directors on its publication.

Likewise, the Committee issued a favourable report to the Board of Directors on the review of the Corporate Policy on the management and control of the reliability of information. The Committee also reported favourably to the Board on the proposal to distribute an interim dividend in the last quarter of the year.



## Risk management and control

Pursuant to Spanish Law 10/2014 of 26 June on the organisation, supervision and solvency of credit institutions, CaixaBank has a Risks Committee tasked with proposing to the Board the risk control and management policies and strategies and advising on the Company's overall current and future risk appetite, including the assessment of compliance risk within its remit and decision-making purview. The Audit Committee is entrusted with the ultimate oversight of the effectiveness of the Company's internal control and risk management systems.

In addition, the Risks Committee and the Audit and Control Committee continued to pursue their strategy of strengthening interaction and coordination in all matters relating to risk oversight. Both committees held two joint meetings during the year, at which they reviewed the risk scenarios and CaixaBank's concise statement on the Internal Capital Adequacy Assessment Process (ICAAP) and the Internal Liquidity Adequacy Assessment Process (ILAAP), the liquidity contingency plan, as well as the CaixaBank Group Recovery Plan. The Audit and Control Committee was also informed of the update to the recalibration of provisioning parameters under IFRS 9 and backtesting, among other matters. The Committee also reviewed the corresponding assessments carried out by the Second and Third Lines of Defence in relation to the matters mentioned and issued a favourable report to the Board of Directors on such matters.

Moreover, the Head of Financial Internal Control, as the Second Line of Defence, presented the Annual Report of the Financial Information Reliability Division, covering its management and control functions in relation to the reliability of financial information during 2024, the planning and projects envisaged for 2025 in respect of financial information reliability, as well as the monitoring of the indicators of the Internal Risk Control System.

The Head of the RMF, also acting as the Second Line of Defence, presented to the Committee the 2024 Activity Report of the Risk Management Function and reported on the reviews carried out of the 2025 budget preparation process. She also reported on the reasonableness and suitability of the methodology used to assess impairment risk at investee companies, the validation of the assumptions and resulting valuations, and the robustness of the valuation models for such risk. Moreover, she reviewed the judgements and estimates applied in the model for the utilisation of deferred tax assets, as well as the criteria used in valuation reports and the impairment testing of goodwill.

The Committee analysed the applicable regulatory requirements and prudential regulation. More precisely, the Committee issued a favourable report to the Board of Directors on the review of the Charter of the Risk Management Function and the Corporate Policy on Governance and Internal Control.

## Regulatory compliance

The Committee carries out continuous supervisory work on matters relating to regulatory compliance at the Company.

During the year, the Committee was presented with the annual report of the function, which sets out the most significant aspects of the previous financial year in relation to the Risk Management Model and the Risk Control Environment, over which the compliance function has been assigned Second Line of Defence oversight responsibilities, together with the main activities carried out during the year.

The Committee is also involved in determining the variable remuneration of the function holder, which is approved by the Board of Directors at the proposal of the Remuneration Committee, carrying out an annual assessment of the fulfilment of their duties and the achievement of the targets set.

The Committee also analysed the reports, both internal and external, that were submitted to the Committee by this function. Among the internal reports, particular note should be made of the regular reports on the application of the Internal Rules of Conduct in the Securities Markets (IRC), the reports on compliance with the Policy, Principles of Action and internal rules of conduct governing the benchmark interest rate contribution process, as well as the reports on the Internal Reporting System, including data on the volume of queries and whistleblowing reports received.

With regard to external reports, it should be noted that the full report of the external expert, required under Article 28 of Law 10/2020 on the prevention of money laundering and terrorist financing, as at 31 December 2024, was reviewed by the Committee.

During the year, the Committee monitored the degree of progress made towards the initiatives implemented in relation to the prevention of money laundering and terrorist financing across the Group. This was achieved through regular reporting by the Compliance area, thus allowing the Committee to hear about and oversee updates to the Group's prevention system.

The Committee was regularly briefed on the identification and assessment of the risks detected by the Compliance function; of the nature and effectiveness of the measures proposed to address those risks; of the monitoring of significant subsidiaries, such as BPI; of the assessment of conduct risk; of the monitoring of mandatory regulatory training and the qualitative compliance-related targets; and of the certifications obtained or renewed by the function.

The Committee was also given regular status updates in relation to the requirements issued by the various regulators and supervisors, as well as of inspection and supervisory actions and the progress made in implementing conduct and compliance recommendations.

The Committee also received information on the follow-up audits carried out in respect of the UNE 19601 criminal compliance management system, the ISO 37001 anti-bribery management system and the ISO 37301 compliance management system held by the Company.

### Internal audit

Among its functions, the Committee is entrusted with overseeing the effectiveness of the internal audit function, ensuring the proper functioning of information and internal control systems, as well as the function's independence and the appropriate risk-based focus of its work plans.



The Committee is also involved in determining the variable remuneration of the Head of the Internal Audit function, which is approved by the Board of Directors at the proposal of the Remuneration Committee, carrying out an annual assessment of the fulfilment of her duties and the achievement of the targets set in relation to variable remuneration.

Accordingly, the Committee was briefed on the 2024 Internal Audit Activity Report, on the completion of the 2022–2024 Internal Audit Strategic Plan, and on the monitoring of the new 2025–2027 Internal Audit Strategic Plan, in relation to which it received regular updates.

The Committee also received information on the degree of achievement of the targets set for the Internal Audit function in the previous financial year, expressed a positive view of their level of fulfilment and the performance of the function, and approved the targets to be pursued in 2025.

The Internal Audit function reported regularly to the Committee on the monitoring and progress towards the 2025 Annual Internal Audit Plan, presented in December of the previous year and approved by the Board of Directors at the Committee's proposal, with the Committee overseeing its implementation.

Accordingly, Internal Audit reported satisfactory progress towards the plan, with no noteworthy developments during the year. The Committee was also presented with the 2026 Annual Internal Audit Plan, which will be reported to the Board of Directors prior to its approval.

The Committee also received information on thematic reviews carried out across a single control environment, including sustainability, cybersecurity, remuneration, the control environment for the branch network, the Journey to Cloud, internal risk models, as well as internal control at the Group's most significant subsidiaries, such as Banco BPI, CaixaBank Payments & Consumer, VidaCaixa, CaixaBank Asset Management and BuildingCenter, with Internal Audit operating under a corporate-wide remit and providing a systematic approach to the assessment and enhancement of risk management processes and internal controls across the Group's activities and businesses.

Internal Audit also reported on the review engagements carried out on the financial statements and the consolidated Management Report, the Annual Corporate Governance Report, the Annual Report on Directors' Remuneration, the sustainability information and the Recovery Plan, as well as the double materiality assessment, among other matters.

On 28 January 2025, the Committee received the Independence Statement of the Internal Audit function of CaixaBank, prepared in compliance with the Group's Internal Audit Charter.



### Relationship with the statutory auditor / sustainability information assurance provider

The Committee maintained ongoing and fluid contact with PwC, CaixaBank's external auditor, throughout 2025. In accordance with the established plan, the lead members of PwC's external audit team attended nine of the thirteen meetings held, while the sustainability information assurance provider attended three of the thirteen meetings. Likewise, at least once a year the members of the Committee meet with the external auditors without the presence of the Company's management, with the aim of gaining an understanding of the auditors' views on the performance of their work, their relationship with the various counterparts within CaixaBank, and their assessment of the Company's performance.

Likewise, PwC presented the Committee with the annual plan for the performance of the audit engagements, including the timetable and audit approach, detailing the activities and validations to be carried out. PwC also gave regular updates on the progress of the annual audit plan, as well as on the planning and status of the sustainability information review engagements for 2025.

The Committee received the auditor's independence statement for the previous financial year, confirming compliance with the applicable independence requirements set out in the Audit Act and in Regulation (EU) No 537/2014 of 16 April. Moreover, given the Company's status as a Public Interest Entity, in accordance with audit regulations, the external auditor submitted the Additional Report for the Audit and Control Committee for the 2024 financial year.

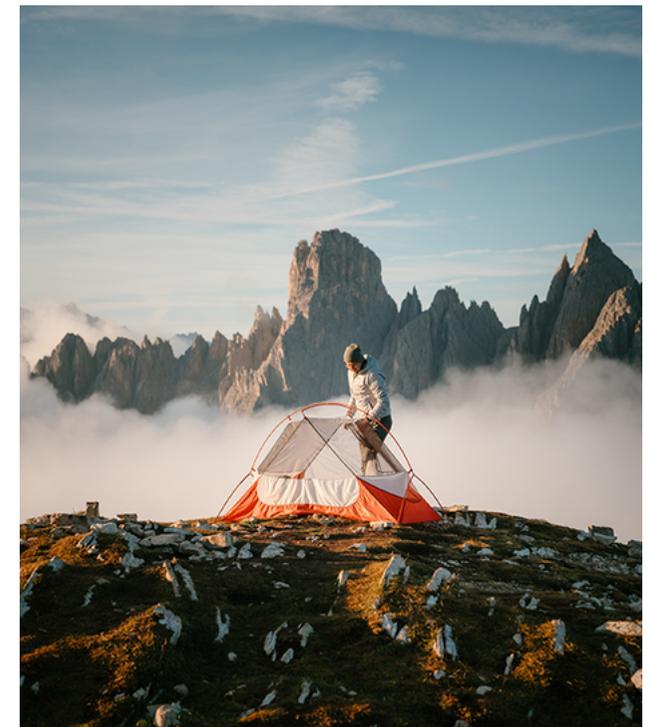
Likewise, at its meeting of 19 February 2025, and prior to the issuance of the audit report on the 2024 financial statements, the Committee approved the report on the independence of the auditors, expressing a favourable opinion.

At the meetings held prior to the approval of the mandatory financial information, PwC communicated its preliminary conclusions to the Committee, together with all significant matters on which the Committee must be informed, in accordance with the regulations governing statutory audit activity.

It also reported to the Committee on various mandatory reports, such as the Supplementary Report to the Audit Report on the Financial Statements submitted to the Bank of Spain and the 2024 Client Asset Protection Report.

During the year, the Committee received information on any matters that could potentially compromise the auditor's independence. The Committee analysed and, where appropriate, authorised the provision by the statutory auditors of non-audit services, after considering, among other aspects, the nature of the services, the legally applicable quantitative limits, those voluntarily established by the Committee, and the existence of any threats to the auditor's independence and the safeguards put in place.

During the year, the Committee recommended the re-appointment of PricewaterhouseCoopers Auditores, S.L. ("PwC") as statutory auditor of CaixaBank and its consolidated Group for the 2026 financial year, following a positive assessment as to its compliance with the requirements of independence, objectivity, professional competence and quality required under the legislation applicable to public-interest entities and under CaixaBank's own internal rules and standards. This re-appointment was approved at the Annual General Meeting held on 12 April 2025. Previously, the auditor had been appointed for a three-year term (2018–2020) and subsequently re-appointed on an annual basis.



## Communications with regulatory bodies

The Committee received regular status updates during the year on matters relating to communication and regulatory requirements, as well as meetings held by CaixaBank's senior officers with the competent supervisory bodies.

The status and follow-up of recommendations and actions from the European Central Bank, as well as from other supervisory authorities, were also reported on a regular basis.

## Duties in relation to related party transactions

Law 5/2021 of 12 April, which amends the revised text of the Spanish Companies Act, approved by Royal Legislative Decree 1/2010 of 2 July, and other financial regulations with respect to promoting the long-term engagement of shareholders in listed companies, introduced the new regime applicable to related-party transactions through Chapter VII bis (Related-Party Transactions) of the Spanish Companies Act.

Internally, related party transactions are governed by CaixaBank's Protocol on related party transactions, the most recent revision of which was approved by the Board of Directors on 27 March 2025. This protocol further regulates the related party transactions set out in the By-laws and the Regulation of the Board of Directors, establishing the internal procedure for the identification, analysis, approval, monitoring and control of related party transactions and, among other matters, providing for the creation of an internal working group to assist the governing bodies in the performance of their duties in this connection.

The aforementioned internal regulations provide that related party transactions must be authorised in advance by the Board of Directors, subject to a prior favourable report from the Audit and Control Committee, except in cases where approval falls within the remit of the Annual General Meeting, in which case a prior favourable report from the Committee will also be required. Specifically, the Board has the power to approve transactions that the Company or Group companies carry out with: (i) directors; (ii) shareholders holding 10 % or more of the voting rights or represented on the board; or (iii) with any other persons who are to be considered related parties in accordance with International Accounting Standards, adopted pursuant to Regulation (EC) 1606/2002.

However, such authorisation by the Board of Directors shall not be necessary and may be delegated to the Audit Committee or other internal bodies, provided that:

- a. The transactions are carried out between CaixaBank and companies forming part of the Group, and take place in the ordinary course of business and at arm's length;
- b. Transactions made under contracts with standardised terms applied to a large number of clients, conducted at prices or rates generally set by the provider of the good or service in question, and whose value does not exceed 0.5 % of the net turnover of the Company, or in the case of transactions with shareholders holding 10 % or more of the voting rights or represented on the Company's Board of Directors, which do not individually exceed €5,000,000 or when aggregated with other transactions made with the same counterparty over the past 12 months do not exceed 0.35 % of the net turnover of the Company.

In transactions requiring approval by the Board, the directors of the Company affected by the related party transaction, or those representing or linked to the shareholders affected by the transaction, must abstain from participating in the deliberation and voting on the matter, as set forth by law.

Without prejudice to the fact that transactions delegated by the Board do not require a prior report from the Audit and Control Committee, the Committee still receives, on a half-yearly basis, a report from the internal working group responsible for analysing related party transactions. The report details the transactions carried out during the relevant period, for the purpose of verifying their fairness and transparency and compliance with the legal criteria applicable to the delegation of approval of related party transactions.

The granting by the Company of credits, loans, and other forms of financing or guarantees to directors, or to persons related to them, will be subject, in addition to the provisions of the Regulation of the Board of Directors, to the regulations governing and disciplining credit institutions and the guidelines of the supervisor in this area.

In addition to the foregoing, the Company will publicly announce, no later than the day of their execution, any related party transactions carried out by the Company or its Group companies, whose amount reaches or exceeds 5 % of the total asset items or 2.5 % of the annual turnover, as required by law. Furthermore, it will report on related party transactions in the six-monthly financial statements, the annual corporate governance report and the notes to the annual financial statements in the cases and with the scope established by law.

In this regard, this section of the present report includes information on related party transactions as referred to in Recommendation Six, paragraph (c), of the Good Governance Code for Listed Companies issued by the National Securities Market Commission (CNMV).

In 2025, the Committee analysed and reported on transactions carried out by the Company with parties related to CaixaBank. In this connection, the Committee resolved to issue a favourable report to the Board of Directors, at the meetings held on 28 January, 25 June, 28 July, 23 September, 26 November and 17 December 2025, in respect of 11 related party transactions, prior to their approval by the Board of Directors, confirming that they were fair and reasonable in the eyes of the Company and its shareholders.

It is also worth noting that during 2025 no significant shareholder of CaixaBank (nor any company forming part of their respective groups), nor any director or member of CaixaBank's Management Committee (or their related parties), carried out, with CaixaBank or companies within its Group, any significant transactions based on the amount involved or material by reason of their nature.

Lastly, in compliance with Article 529 duovicies of the Spanish Capital Companies Act, the Audit and Control Committee received, at its meetings of 19 February and 28 July 2025, the corresponding half-yearly reports from the internal working group tasked with analysing related party transactions, relating respectively to the second half of 2024 and the first half of 2025. These reports set out the related party transactions the approval of which had been delegated by the Board of Directors, for the purpose of verifying their fairness and transparency.

### Other business

In accordance with its annual activity plan, the Committee was regularly briefed during the year by the heads of the tax area, who reported, among other matters, on the most salient tax issues affecting the Company in the fulfilment of its tax obligations, particularly changes and developments in the fiscal area and, where applicable, the monitoring of their implementation, the tax assessments of the Spanish Tax Group, as well as the relations of the Company and its Group with tax regulators and supervisory authorities. Details were also provided on the tax report included within the larger Management Report accompanying the Company's financial statements; on the 2025 informative tax returns, the filing of which reflects the work carried out during 2024 and includes, among other tasks, monitoring impending tax changes and developments yet to be implemented by the Tax Office, the Company's tax management, and the key figures relating to the Group's tax contribution and tax information for 2024. The Committee was also informed that, for a further year, CaixaBank had duly submitted its Annual Tax Transparency Report under the Code of Good Tax Practices, with a view to strengthening the cooperative relationship and, in particular, fostering transparency and legal certainty in the fulfilment of tax obligations. The Committee was also briefed on the renewal of the UNE 19602 Tax Compliance certification issued by AENOR, which CaixaBank first obtained in 2022, as well as of recent legislative and case-law developments in tax matters.

The Committee also received information on the main lines of activity of the Business Control function, including both the report on activities carried out during the 2024 financial year and its Annual Plan for 2025, as well as activities relating to the management of treasury shares.

## ANNUAL ASSESSMENT OF THE COMMITTEE'S PERFORMANCE

This report has been prepared in accordance with Article 529 *nonies* of the Spanish Capital Companies Act, within the framework of the annual evaluation that the Board of Directors must carry out on its own functioning and that of its Committees.

This Activity Report was drawn up by the Audit and Control Committee on 17 December 2025, in accordance with the By-laws and the Regulation of the Board of Directors, and was submitted to the Board for approval.



*In 2025, the Audit and Control Committee concluded that the frequency and duration of the meetings held were, overall, appropriate to ensure its proper functioning and to provide, when necessary, timely advice to the Board of Directors.*

Set out below is a more detailed description of the Committee's activities in relation to the supervision of financial and non-financial (sustainability) reporting, oversight of the external auditor and assurance provider, and monitoring of related party transactions, to comply with Circular 3/2021 of the CNMV, which contains the templates for the Annual Corporate Governance Report and the Annual Report on the Remuneration of Directors:



### a) Monitoring of financial and non-financial reporting (sustainability) (C.1.28)

Among the responsibilities of the full Board is the specific supervision of the disclosure process and communications related to the Company. Therefore, it is the Board's responsibility to manage and oversee, at the highest level, the information provided to shareholders, institutional investors, and the markets in general. In this context, the Board aims to protect and facilitate the exercise of rights for shareholders, institutional investors, and the markets, while defending the company's interest.

The Audit and Control Committee, as a specialised committee of the Board, ensures the proper preparation of financial information, giving special attention to this, along with non-financial information. Its functions include preventing any qualifications in the external audit reports.

Ordinarily, the Committee meets once a month, as indicated previously, to review the mandatory financial information to be submitted to the authorities, as well as the information that the Board must approve and include in its annual public documentation, with the presence of the internal auditor and assurance provider, and if any type of review report is issued, the statutory auditor. In addition, during the 2025 financial year, the external auditor and assurance provider held a meeting with the Board of Directors in full to report on the work they had carried out and developments in the Company's accounting and risk situation.



The individual and consolidated financial statements presented to the Board for approval are not pre-certified. Without prejudice to the foregoing, it is hereby stated that the Internal Control over Financial Reporting (ICFR) process and the financial statements as at 31 December 2025, which form part of the financial statements for the year, are subject to certification by the Company's Head of Internal Control and Validation. (C.1.27)

### b) Monitoring the independence of the external auditor and the assurance provider

To ensure compliance with applicable regulations, particularly with regard to the Company's status as a Public Interest Entity, and the independence of the audit work, the Company has a Policy on Relations with the External Auditor (updated in 2023), which sets out the processes and principles governing the selection, hiring, appointment, reappointment and termination of the statutory auditor, as well as the framework for relations with the external auditor.

The external auditor will initially be appointed to a three-year period. The Policy on Relations with the External Auditor stipulates that, after this initial period, the auditor may be proposed for reappointment for annual periods until a maximum

period of ten years is reached, with the reference year for reappointment being the calendar year following the general meeting of shareholders at which the reappointment has been agreed. Once the maximum term of ten years has expired, re-election shall only be possible, exceptionally, in the cases provided for in the aforementioned regulations.

To further safeguard the independence of the auditor, the Company's By-laws stipulate that the General Meeting of Shareholders cannot dismiss the auditors before the expiration of their appointment term unless there is just cause. (C.1.30)

The Audit and Control Committee is responsible for establishing relations with the statutory auditor and assurance provider to obtain information on any

issues that could jeopardise their independence, and any other information related to the process of conducting the audit of the accounts and verifying the sustainability information. In any case, the Committee must receive from the external auditors and assurance provider an annual declaration confirming their independence in relation to the Group, along with information on any additional services of any kind they, or entities or individuals linked to them, have provided to the Group. Before the audit report is issued, the Audit Committee will produce a report evaluating the auditor's independence. This report will include an assessment of any additional services provided by the auditor, beyond the statutory audit, both individually and collectively, in relation to the independence rules or auditing regulations. (C.1.30)

8		31%	
Individual	Consolidated	Individual	Consolidated
Number of uninterrupted years of PWC as statutory auditor (C.1.34)		% of years audited by PWC out of the total years audited (C.1.34)	

The audit firm also performs non-audit work for the Company and/or its Group:

(C.1.32)	CaixaBank	Subsidiaries	Group total
<b>Amount of non-audit work (thousands of €)</b>	1,157	224	1,381
<b>% Amount of non-audit work / Amount of audit work</b>	33%	7%	20%

Note: The indicated ratio (20 %) has been determined for the purpose of preparing the Annual Corporate Governance Report on the basis of the audit fees for the financial year 2025. The regulatory ratio determined on the basis of the provisions of Regulation (EU) No 537/2014 of the European Parliament and of the Council on specific requirements for the statutory audit of public interest entities in its Article 4(2), estimated on the basis of the average audit fees of the previous three financial years, amounts to 21 % (see Note 33 to the consolidated financial statements).

Within the framework of the policy on relations with the external auditor and in accordance with the Technical Guidelines on Audit Committees of Public Interest Entities issued by the CNMV, an annual evaluation of the quality and independence of the statutory auditor is submitted to the Audit and Control Committee. This evaluation is coordinated by the Accounting, Management Control and Capital Division and addresses the development of the external audit process, including: (i) compliance with the requirements of independence, objectivity, professional competence and quality and (ii) the appropriateness of audit fees for the engagement. Therefore, the Committee has proposed to the Board and the latter to the AGM, the re-election of PwC Auditores, S.L. as statutory auditors of the Company and its consolidated Group for the financial year 2026. (C.1.31)

The audit report on the annual financial statements for the previous financial year does not include any qualifications or reservations (C.1.33)

Finally, for the purposes of the transposition into Spanish law of EU Directive 2022/2464 on Corporate Sustainability Reporting (CSRD), as amended by the Omnibus Directive, the Company, as an entity subject to this directive, is evaluating the principles that should govern the selection, hiring, appointment, re-election and dismissal of the assurance provider, as well as the framework of relations between the two, considering the new features introduced.

### c) Monitoring of related party transactions (D.1, D.2, D.3, D.4, D.5, D.6 and A.5)

In addition to the contents of the section on the Audit and Control Committee's Activity Report and to ensure compliance with the provisions of CNMV Circular 3/2021, the following information on related party transactions is included below: the Company is not aware of any kind

of relationship (commercial, contractual or familial) between the holders of significant holdings. Notwithstanding any potential commercial or contractual relationships with CaixaBank, within the ordinary course of business and on an arm's length basis. To regulate the relationships between the "la Caixa" Banking Foundation and CaixaBank and their respective groups, and to avoid situations of conflict of interest, the Internal Protocol of Relationships (amended in October 2021) has been signed. The main objectives of this Protocol are: (i) to manage related party transactions; (ii) to establish mechanisms to prevent conflicts of interest; (iii) the right of first refusal on Monte de Piedad; (iv) to collaborate in CSR and sustainability matters; and (v) to regulate the flow of information to comply with periodic reporting obligations. The aforementioned Protocol is available on the corporate website, and compliance is subject to annual oversight by the Committee. Without prejudice to the foregoing, the Internal Relations Protocol also establishes the general criteria for carrying out transactions or providing services under market conditions, as well as identifying the services that FBLC Group companies provide and may provide to CaixaBank Group companies and those that CaixaBank Group companies provide or may provide, in turn, to FBLC Group companies.



The Protocol establishes the circumstances and terms for approving transactions. In general the Board of Directors is the competent body for approving these transactions. Under Clause 3.4 of the Protocol, certain transactions require the prior approval of CaixaBank's Board of Directors, which must be preceded by a report from the Audit and Control Committee. This requirement extends to the other signatories of the Protocol. [\(A.5+D.6\)](#)

With regard to board members, Articles 36 and 37 of the Regulation of the Board of Directors address the duty of non-competition for Board members and the management of situations of conflict of interest, respectively. [\(D.6\)](#)

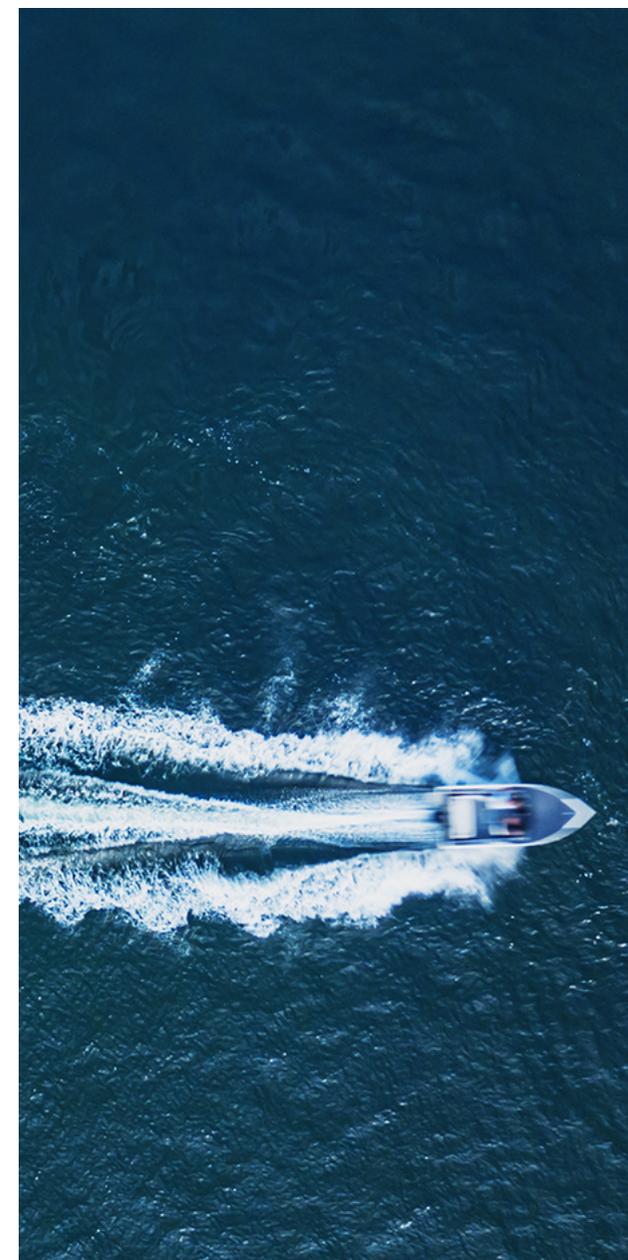
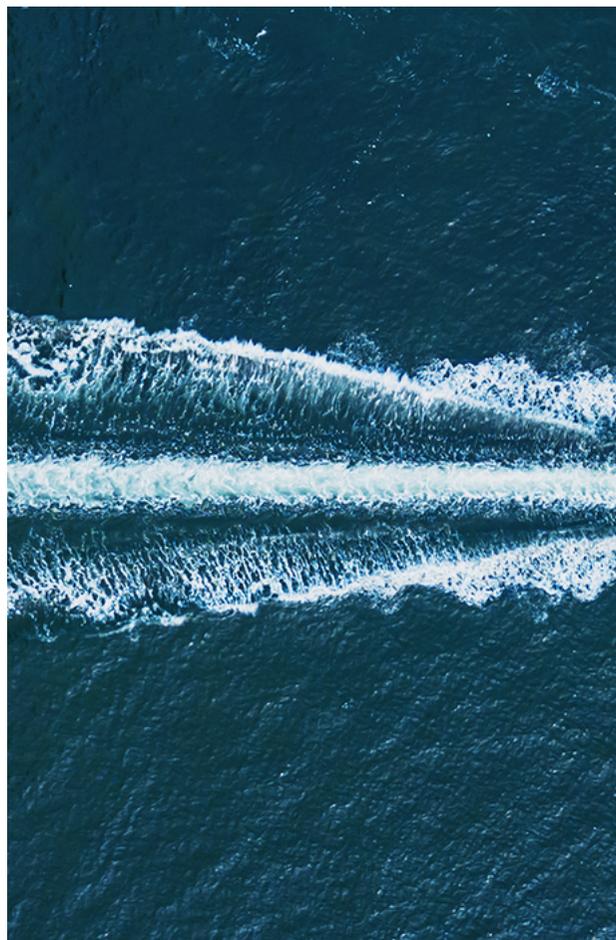
Directors will only be exempt from complying with the duty of non-competition when it does not cause irreparable harm to the Company. The director who has obtained the exemption must comply with the conditions set out in the exemption agreement and, in any case, the obligation to abstain from participating in deliberations and votes where there is a conflict of interest.

Directors (directly or indirectly) have the general obligation to avoid situations that could present a conflict of interest for the Group, and if such situations arise, they must report them to the Board for inclusion in the annual financial statements.

On the other hand, key personnel are subject to certain obligations regarding direct or indirect conflicts of interest under the Internal Rules of Conduct in the Securities Market, and they must act with freedom of judgement and loyalty to the Company, its shareholders and clients, abstaining from intervening or influencing decision-making that could affect persons or entities with whom

there are conflicts and informing the Compliance Department of such conflicts.

Apart from what is detailed in Note 36 of the 2025 consolidated financial statements, no significant or materially relevant transactions between the Group and its related parties are known to have occurred during the year. [\(D.2, D.3, D.4, D.5\)](#)



## SENIOR MANAGEMENT

The Chief Executive Officer, the Management Committee and the Company's main committees are responsible for the day-to-day management, as well as for implementing the decisions made by the Governance Bodies.

### MANAGEMENT COMMITTEE (C.1.14)

The Management Committee meets weekly to make decisions regarding the development of the Annual Strategic and Operational Plan, as well as those affecting the organisational life of the Company. Additionally, it approves, within its powers, structural changes, appointments, spending lines and business strategies.



*Note: As at 31 December, the Management Committee is composed of the directors shown below. However, on 18 December 2025, the Board of Directors agreed on changes to the composition of the Management Committee. For further details, see Other Relevant Information disclosure No. 38,233, of 18 December 2025.*

[https://www.caixabank.com/StaticFiles/pdfs/251218\\_OIR\\_Ndp\\_CD\\_es.pdf](https://www.caixabank.com/StaticFiles/pdfs/251218_OIR_Ndp_CD_es.pdf)

**3**  
20 % of total Presence of women in senior management as of 31/12/25 **(excluding the Chief Executive Officer)**

**0.011 %** **Stakes held by senior management in the Company's capital at 31/12/25**  
(former Chief Executive Officer)

**0.017 %** **The total shares from incentive plans pending delivery represent 0.017 % of the total share capital**

**IÑAKI BADIOLA**
**Director of Corporate & Investment Banking**
**Education**

Mr Badiola holds a degree in Economic and Business Science from the Complutense University of Madrid and a Master's degree in Business Administration from IE Business School.

**Professional career**

His career in the financial industry spans more than 20 years and includes financial positions at various companies operating in the following sectors: technology (EDS), distribution (ALCAMPO), public administration (GISA), transportation (IFERCAT) and real estate (Harmonia).

He previously served as Executive Manager of CIB and Corporate Manager of Structured Finance and Institutional Banking.

**LUIS JAVIER BLAS**
**Chief Operating Officer**
**Education**

Mr Blas holds a law degree from the University of Alcalá, having completed the AMP (Advanced Management Programme) of ESE Business School (University of the Andes, Chile), as well as other corporate management development programmes at IESE and INSEAD.

**Professional career**

Before joining CaixaBank, he spent 20 years building his professional career within the BBVA group. He also worked at the Accenture Group, Abbey National Bank Spain and Banco Central Hispano at the start of his career.

**Other positions currently held**

He is currently a Director of SegurCaixa Adeslas, S.A. de Seguros y Reaseguros, CaixaBank Tech, S.L.U. and ITNow, S.A.

**MATTHIAS BULACH**
**Head of Accounting, Mgmt Control and Capital**
**Education**

Mr Bulach holds a degree in Economics from the University of St. Gallen and a CEMS Management Master's Degree from the Community of European Management Schools, as well as a Master of Business Administration (2004-2006) from IESE Business School (University of Navarra).

**Professional career**

He joined "la Caixa" in 2006 as head of the Economic Analysis Office, carrying out strategic planning, analysing the banking and regulatory system and providing support to the Chair's Office on the task of restructuring the financial sector. Prior to his appointment as Executive Director in 2016, he served as Corporate Manager of Planning and Capital. Before joining the Group, he was Senior Associate at McKinsey & Company, specialising in the financial sector, as well as international project development.

He was a member of the Supervisory Board of Erste Group Bank AG and a member of its Audit Committee. He was also a Director of CaixaBank Asset Management SGIC S.A. and Chairman of its Audit and Control Committee.

**Other positions currently held**

He is a Director of CaixaBank Payments & Consumer and BuildingCenter S.A.U.



## ÓSCAR CALDERÓN

### General Secretary and Secretary to the Board of Directors

#### Education

Mr Calderón holds a degree in Law from the University of Barcelona and is a qualified state attorney.

#### Professional career

He was a State Lawyer in Catalonia (1999–2003), Lawyer to the General Secretary's Office of Caja de Ahorros y Pensiones de Barcelona ("la Caixa") (2004), Deputy Secretary to the Board of Directors of Inmobiliaria Colonial, SA (2005–2006), Secretary to the Board of Banco de Valencia (from March to July 2013) and Deputy Secretary to the Board of Directors of Caja de Ahorros y Pensiones de Barcelona ("la Caixa") until June 2014. He was also a Trustee and Deputy Secretary of the "la Caixa" Foundation until its dissolution in 2014, as well as Secretary to the Board of Trustees of the "la Caixa" Banking Foundation until October 2017.

#### Other positions currently held

He is currently a trustee and Secretary to the Board of Trustees of Fundación del Museo de Arte Contemporáneo de Barcelona (MACBA). He is also

Secretary of the Fundación de Economía Aplicada (FEDEA) and Secretary to the Board of Trustees of the CaixaBank Dualiza Foundation.

## MANUEL GALARZA

### Head of Control, Compliance and Public Affairs

#### Education

Mr Galarza is a graduate in Economics and Business Studies from the University of Valencia and holder of an Extraordinary Degree Award. He also completed the senior Management Programme at ESADE Business School and the Advanced Management Program at Harvard Business School (2024). He is a member of the Official Registry of Auditors.

#### Professional career

Starting in January 2011, he held various leadership positions at Bankia and was a member of its Management Committee from January 2019 until the bank merged with CaixaBank.

He has worked as an advisor to listed and unlisted companies, including Iberia, Realia, Metrovacesa, NH, Deoleo, Globalvía and Caser.

## DAVID LÓPEZ

### Chief People Officer

#### Education

Mr López holds an undergraduate degree in Economics and Business Studies from the University of Las Palmas de Gran Canaria. He has worked at both local and multinational companies, where his time at Arthur Andersen stands out.

#### Professional career

In 2001, he joined La Caja de Canarias as the Director of Human Resources and Systems. The following year, he was named Deputy General Manager and Commercial Director of La Caja Insular de Ahorros de Canarias. In 2011, when La Caja Insular joined Bankia, he was named Deputy Commercial Director and subsequently, Commercial Director for the Canary Islands. Between 2012 and 2015, he was Regional Manager of the Canary Islands and, starting in July 2015, Regional Manager of Southwestern Madrid.

In January 2019, he was appointed Deputy General Director of People and Culture at Bankia, as well as a member of its Management Committee.

In March 2021, he was appointed Deputy Human Resources Director at CaixaBank.

In January 2022, he was appointed Human Resources Director at CaixaBank.

#### Other positions currently held

Since March 2019 he has been the Chairman of the Labour Relations Committee at CECA.



## MARÍA LUISA MARTÍNEZ

### Head of Communications and Institutional Relations

#### Education

Ms Martínez holds a degree in Modern History from the University of Barcelona and in Information Sciences from Autonomous University of Barcelona. She has also completed the Senior Management Programme (PADE) at IESE Business School.

#### Professional career

She joined "la Caixa" in 2001 to head up media relations. In 2008, she was appointed Head of Communication with responsibility for corporate communication and institutional management with the media. In 2014, she was appointed Corporate Director of Communication, Institutional Relations, Brand and CSR at CaixaBank, and in 2016, she was made Executive Director (as well as a member of the Executive Committee since May 2016), responsible for the same areas. In April 2021, she was appointed Head of Communications and Institutional Relations.

Up until February 2024, she was the Chairwoman of Dircom Catalonia. Until May 2022, she served as Chairwoman of Autocontrol (a leading body in advertising self-regulation in Spain).

#### Other positions currently held

She is a member of the Board of Directors of Foment del Treball, a member of Dircom Nacional and Chairwoman of Corporate Excellence.

## JAUME MASANA

### Head of Retail, Private and Business Banking

#### Education

Mr Masana holds a degree in Business and a Master's degree in Business Administration from ESADE, as well as a Master's degree in CEMS (Community of European Management Schools) from the Università Commerciale Luigi Bocconi (Milan, Italy). He also completed the International Management Program at Stern - New York University (Graduate School of Business Administration).

#### Professional career

Before joining CaixaBank, he worked in Catalunya Caixa (2010-2013), Caixa Catalunya (2008-2010) and Caixa Manresa (1996-2008).

He also worked in private equity at Granville Holdings PLC and in the treasury area at JP Morgan. He taught international finance and investment banking at the ESADE Business School in Barcelona.

He joined CaixaBank in 2013 and was the Regional Director of Catalonia from 2013 to 2022.

#### Other positions currently held

He is a Director of CaixaBank Payments & Consumer\*. He is also a Director of SegurCaixa Adeslas, S.A. de Seguros y Reaseguros and Chairman of Imaginersgen, S.A.U.

(\* ) As of 28 January 2026 he no longer holds this position.

## JORDI MONDÉJAR

### Head of Risk

#### Education

Mr Mondéjar holds a degree in Economics and Business from the University of Barcelona. He is a member of the Official Registry of Account Auditors.

#### Professional career

He worked at Arthur Andersen from 1991 through to 2000, where he specialised in financial audits at financial institutions and other regulated entities.

He joined "la Caixa" in 2000 and was Executive Director of Accounting, Management Control and Capital before being appointed Head of Risk in 2016.

#### Other positions currently held

Non-executive Chairman of BuildingCenter, S.A.U.



**JORDI NICOLAU**
**CEO of Payments & Consumer**
**Education**

Mr Nicolau holds a Bachelor's Degree in Economics and Business Administration from the University of Barcelona and a Master's degree in Business Administration (MBA) from the Universitat Pompeu Fabra. He has also completed the Managerial Development Programme (PDD) at IESE, the postgraduate course "Leadership and Commitment" at ESADE; he holds a Diploma in Advanced Studies (DEA) Third Degree from the University of Girona and completed the "Leadership Excellence through Awareness and Practice Programme" (LEAP) programme at INSEAD.

**Professional career**

He joined CaixaBank in 1995 and held several posts in the commercial network. He subsequently served as Deputy Manager and Executive Manager for the Catalonia region, Director of the Barcelona region and Director of Retail Customer Experience & "Día a Día".

**Other positions currently held**

He is CEO of CaixaBank Payments & Consumer and a director of different CaixaBank Group companies:

CaixaBank Tech, ImaginersGen. He is also Chairman of the Board of Directors of Telefónica Renting and a Director of Comercia Global Payments.

**JAVIER PANO**
**Chief Financial Officer**
**Education**

Mr Pano holds a degree in Business Studies and a Master's degree in Business Administration from the ESADE Business School.

**Professional career**

Since July 2014, he has been the CFO of CaixaBank, overseeing the Markets, Treasury & CPM and Investor Relations departments. He is also the Chairman of the ALCO Committee and responsible for managing liquidity and wholesale funding. He previously held senior positions in the area of Capital Markets.

Before joining "la Caixa" in 1993, he held various key positions at different companies.

**Other positions currently held**

He is a member of the Board of Directors and a member of the Risks Committee and the Appointments, Evaluation and Remuneration Committee of BPI, S.A., as well as Deputy Chairman of the Board of Directors and a member of the Appointments Committee of Cecabank, S.A.

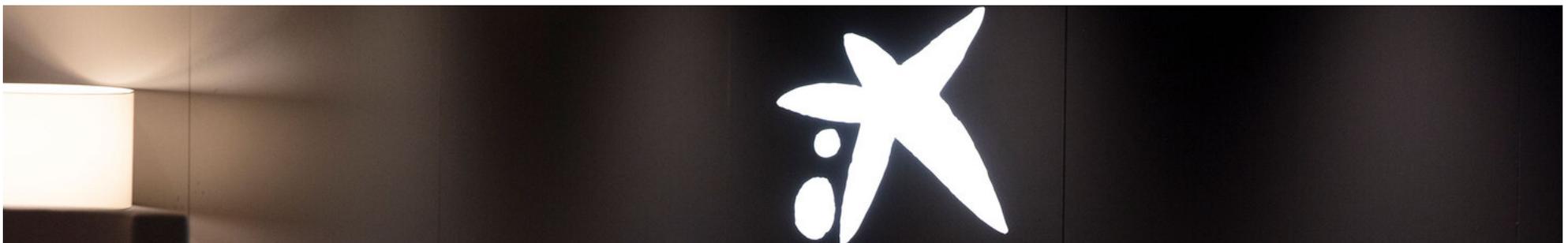
**MARISA RETAMOSA**
**Head of Internal Audit**
**Education**

Ms Retamosa holds a Degree in Computer Science from the Polytechnic University of Catalonia. She is CISA (Certified Information System Auditor) and CISM (Certified Information Security Manager) certified by ISACA.

**Professional career**

She was Corporate Director of Resource Security and Governance at CaixaBank and, before that, Head of Computer Security and Control of the Computer Services Department. She also served as Head of the Resources Audit Area.

She joined "la Caixa" in 2000. Previously, she worked at Arthur Andersen (1995-2000) where she performed system and process audit work and risk consulting activities.



## EUGENIO SOLLA

### Chief Sustainability Officer

#### Education

Mr Solla is a graduate in Business Administration and Management from the College of Financial Studies (CUNEF) and holds a Master's degree in Credit Institution Management from UNED and an Executive MBA from IESE.

#### Professional career

In 2004, he joined Caja de Ahorros de Ávila until 2009, when he began his role as Integration Coordinator at Bankia. In 2011, he joined the Cabinet of the Chairman of Bankia as director of Strategic Coordination and Market Analysis Coordination before becoming Cabinet Director one year later. Between 2013 and 2015, he served as the company's Corporate Director of Marketing and in July 2015 he was appointed Regional Corporate Director of Northern Madrid.

He was Deputy General Director of Retail Banking and a member of Bankia's Management Committee from January 2019 until he joined CaixaBank.

#### Other positions currently held

He is currently Deputy Chairman of CaixaBank's Dualiza Foundation, Director of CaixaBank Asset Management and since January 2023 he has been a Trustee of Fundación Seres, Sociedad y Empresa Responsable, and, since June 2024, Chairman of SpainNAB.

## JAVIER VALLE

### Head of Insurance

#### Education

Mr Valle is a graduate in Business Studies and holds a Master's degree in Business Administration from ESADE Business School, Community of European Management Schools (CEMS) at HEC Paris.

#### Professional career

He previously worked as the General Manager of Bansabadell Vida, Bansabadell Seguros Generales and Bansabadell Pensiones, and he was also the CEO of Zurich Vida. He was CFO of the Zürich Group in Spain and Director of Investments for Spain and Latin America.

#### Other positions currently held

He is a Director and Chief Executive Officer of VidaCaixa. He is Deputy Chairman, a member of the Executive Committee and the Board of Directors of Unespa, and Director of ICEA.

He is also a Director of CaixaBank Tech and a member of the Executive Board of Esade Alumni.

Additionally, he is Deputy Chairman of the Conference of European Bancassurers.

He is also a member of the Advisory Board of the Directorate of Insurance and Pension Funds.

## MARIONA VICENS

### Head of Digital Transformation and Advanced Analytics

#### Education

Ms Vincens graduated as an Industrial Engineer from the Polytechnic University of Catalonia and holds an MBA from the Kellogg School of Management of Northwestern University.

#### Professional career

She started her career at McKinsey & Co as Associate Principal, working in the financial and pharmaceutical sectors.

Before joining CaixaBank, she worked in the areas of Business Strategy and Development at Novartis, obtaining international experience in China and Switzerland.

She joined CaixaBank in 2012 as Director of Innovation and has been Director of Innovation and Digital Transformation since 2018.

#### Other positions currently held

She is a Director of CaixaBank Tech, S.LU., Imaginersgen, S.A. and CaixaBank Payments & Consumer, E.F.C. E.P., S.A.\*

(\*). Since 28 January 2026, she has been Chairwoman of CaixaBank Payments & Consumer, E.F.C. E.P., S.A.

## REMUNERATION AMOUNT

CaixaBank establishes the Remuneration Policy for its Directors based on its general remuneration principles, aiming for a market positioning that attracts and retains the talent necessary to drive behaviours that ensure the generation and sustainability of long-term value.

Market practices are periodically analysed through salary surveys and specific ad hoc studies conducted by top-level specialised firms, with reference samples from European financial sector entities and IBEX 35 companies comparable to CaixaBank. Similarly, for certain issues, the company relies on advice from outside experts.

The Remuneration Policy of the Board of Directors (2025-2028) submitted by the Board of Directors for a binding vote at the Annual General Meeting of Shareholders held on 11 April 2025 received 76.61 % of votes in favour. The consultative vote on the Annual Report on the Remuneration of Directors for the previous financial year received 77.02 % of votes in favour. Both results were influenced by the vote against in the first case and the abstention in the second case by the same significant shareholder, who holds around 18 % of the capital.

The nature of the remuneration paid to the members of the Company's Board of Directors is described below:



(C.113)

**10,210** **Remuneration of the Board of Directors accrued in 2025<sup>1</sup>** (thousands of €)

**4,736** **Cumulative amount of funds of current directors in long-term savings systems with consolidated economic rights** (thousands of €)

**5,056** **Cumulative amount of funds of current directors in long-term savings systems with non-consolidated economic rights** (thousands of €)

**0** **Amount of funds accumulated by former directors through long-term savings systems** (thousands of €)

No information is provided on the pension rights of former directors, as the Company does not maintain any pension-related commitments (either contribution or benefit) for these former executive directors. (C.113).

<sup>1</sup> The directors' remuneration for 2025 reported in this section takes into account the following changes in the composition of the Board of Directors and its Committees during the year:

In 2025, the Annual General Meeting of Shareholders held on 11 April approved the re-election of Koro Usarraga, Fernando María Ulrich and Teresa Santero as members of the Board. It also agreed on the appointment of Rosa María García, Luis Álvarez, Bernardo Sánchez, Pablo Arturo Forero and José María Méndez. And following the Annual General Meeting of Shareholders, the Board agreed on a number of changes to the committees, which are explained in detail in the section "Changes to the composition of the Board and its Committees in 2025". At year-end 2025, the Board of Directors was composed of 15 members, with the Chief Executive Officer being the only member with executive functions.

The remuneration of the directors has been prepared in accordance with the instructions of CNMV Circular 4/2013. As a result, there are differences compared with the note on remuneration in the annual financial statements, which were determined based on the accruals principle. In contrast to the information detailed here, the directors' remuneration in the annual financial statements includes: (i) contributions to the long-term savings systems (although these contributions are not consolidated); (ii) remuneration received for serving on boards representing the Company outside the consolidated Group (€17,000), and (iii) variable remuneration accrued during the year, irrespective of its deferral.

## \_DIRECTORS

The By-laws state that the remuneration of CaixaBank directors must consist of a fixed annual amount subject to a maximum limit or cap to be determined by the General Meeting of Shareholders. This maximum amount will remain in force until the general meeting agrees to change it. Therefore, the remuneration of members of the Board of Directors acting in their capacity as such comprises fixed components only.

Non-executive directors (those with no executive duties) have a merely organic relationship with CaixaBank and as a result, they do not have contracts with the Company governing the exercise of their duties, nor do they receive any type of payment at the conclusion of their term as directors.

### \_EXECUTIVE POSITION (APPLICABLE TO THE CHIEF EXECUTIVE OFFICER)

In relation to members of the Board with executive functions, the By-laws recognise remuneration for their executive duties in addition to their position as directors.

Therefore, the remuneration components for those duties are structured accordingly in light of the prevailing economic climate and the Company's earnings and results, and include the following:

- | Fixed remuneration according to the employee's level of responsibility and professional career, constituting a significant part of the total compensation.
- | Variable remuneration linked to the achievement of previously established annual and long-term corporate objectives, as well as prudent risk management.
- | Pension schemes and other company benefits.

The nature of the components accrued in 2025 by the Executive Directors is described below:

*In line with our responsible management model, 30 % of the Chief Executive Officer's annual variable remuneration award is linked to ESG factors, such as Quality, Conduct and Compliance challenges, and a synthetic Sustainability target (mobilisation of sustainable finance, engagement with companies under Net Zero perimeter, recognition by sustainability rating agencies and percentage of women in management positions). Likewise, in the adjustment of this variable remuneration using multi-year metrics, 25 % is linked to long-term targets relating to the mobilisation of sustainable finance and the percentage of women in management positions.*

## FIXED COMPONENT

The Executive Directors' fixed remuneration is determined mostly by their level of responsibility and experience, combined with a market approach based on salary surveys and specific ad hoc studies. The salary surveys and specific ad hoc studies in which CaixaBank participates are conducted by top-level specialised firms, with the reference sample being comparable European financial sector entities and IBEX 35 companies comparable to CaixaBank.

## VARIABLE COMPONENT

### VARIABLE REMUNERATION SCHEME WITH MULTI-YEAR METRICS

The Executive Directors have a recognised variable remuneration scheme that is risk-adjusted, based on performance measurement. This is granted annually based on annual metrics, with a long-term adjustment through the establishment of multi-year metrics.

This package is based solely on meeting corporate targets. Performance is measured and the results are evaluated using annual factors, with quantitative (financial) and qualitative (non-financial) criteria, and multi-year factors adjust, as a reduction mechanism, the payment of the deferred portion, subject to multi-year factors.

In line with the goal of maintaining a reasonable and prudent balance between fixed and variable components of remuneration, the fixed remuneration amounts for Executive Directors are sufficient. The percentage of variable remuneration with multi-year metrics over the annual fixed remuneration, considering both short-term and long-term variable components, does not exceed 100 %.

*These factors are also included when determining and adjusting the variable remuneration for the members of the Management Committee and the rest of the Identified Staff. From financial year 2024 onwards, these ESG factors have also been used to establish the variable remuneration of the entire CaixaBank workforce.*

### \_METRICS FOR ANNUAL FACTORS

The corporate challenges, with a weighting of 100 %, are set annually by the Board of Directors, at the proposal of the Remuneration Committee, with a degree of achievement in the range of 80 %-120 % and whose determination is based on the following concepts aligned with the strategic objectives:

Objectifiable item	Weighting	Strategic line
ROTE (Return on Tangible Equity)	20%	Growth of the business, developing the best value proposition for our customers
Recurring cost-to-income ratio	15%	Growth of the business, developing the best value proposition for our customers
Change in non-performing assets	10%	Growth of the business, developing the best value proposition for our customers
RAF (Risk Appetite Framework)	20%	Growth of the business, developing the best value proposition for our customers
Quality	15%	Operate with an efficient service model that is maximally tailored to customer preferences
Market share	10%	Growth of the business, developing the best value proposition for our customers
Sustainability (combination of ESG objectives)	10%	Sustainability – leaders in Europe

A negative adjustment of 5 % is included should a certain number of high and medium criticality compliance gaps older than six and 12 months, respectively, be exceeded at year-end 2025.

### \_METRICS FOR MULTI-YEAR FACTORS

The multi-year metrics will have associated compliance scales, so that if the targets established for each of them are not met within the three-year measurement period, the deferred part of the variable remuneration pending payment may be reduced, but never increased.

Objectifiable item	Weighting	Strategic line
CET1	25%	Growth of the business, developing the best value proposition for our customers
TSR (Average of the index Euro Stoxx Banks - Gross return)	25%	Growth of the business, developing the best value proposition for our customers
Multi-year ROTE	25%	Growth of the business, developing the best value proposition for our customers
Sustainability (combination of ESG objectives)	25%	Sustainability – leaders in Europe



## CONTRIBUTIONS TO LONG-TERM SAVINGS SYSTEMS

Furthermore, both the Chairman and the Chief Executive Officer have agreed in their contracts on predefined contributions and coverage for pension and savings schemes.

15 % of the contributions paid to complementary pension schemes will be considered an on-target amount (while the remaining 85 % is treated as a fixed component). This amount is determined following the same principles as those established for the variable remuneration scheme, determined solely by annual parameters, and is the result of a payment to a discretionary pension benefits scheme.

**17,097** **Total remuneration of senior management**  
(excluding the executive director) in 2025<sup>1</sup> (in thousands of €) (C.1.14)

<sup>1</sup>This amount includes fixed remuneration, benefits in kind, premiums for pension insurance, discretionary pension benefits, and other long-term benefits assigned to members of senior management. This amount does not include remuneration for representing the Entity on the Boards of Directors of listed companies and other entities with representation, both within and outside the consolidated Group (€1,633 thousand).



Agreements between the Company and its administrative and management personnel or employees regarding severance payments, guarantee clauses or golden parachutes are shown in the table below: (C.1.39)

### C.1.39

**Number of beneficiaries:** 26

**Type of beneficiary:** Chief Executive Officer and two members of the Management Committee, five executive officers // 18 middle managers

**Description of resolution:**

**Chief Executive Officer:** One year of the fixed components of his remuneration.

**Management Committee members:** indemnity clause equivalent to one annual payment of the fixed components of their remuneration, or the amount payable by law, whichever is higher. There are currently two committee members for whom the indemnity to which they are legally entitled is less than one year of their salary. Furthermore, the Chief Executive Officer and the members of the Management Committee are entitled to one annual payment of their fixed remuneration, payable in monthly instalments, as consideration for their non-compete undertaking. This payment would be discontinued were this covenant to be breached. Executive officers and middle managers: 23 executives and middle managers: between 0.1 and 2 annual payments of the fixed remuneration components above that established by legal obligation. Executives and middle managers of Group companies are included in the calculation.

**These clauses are authorised by the Board of Directors and are not disclosed at the AGM.**



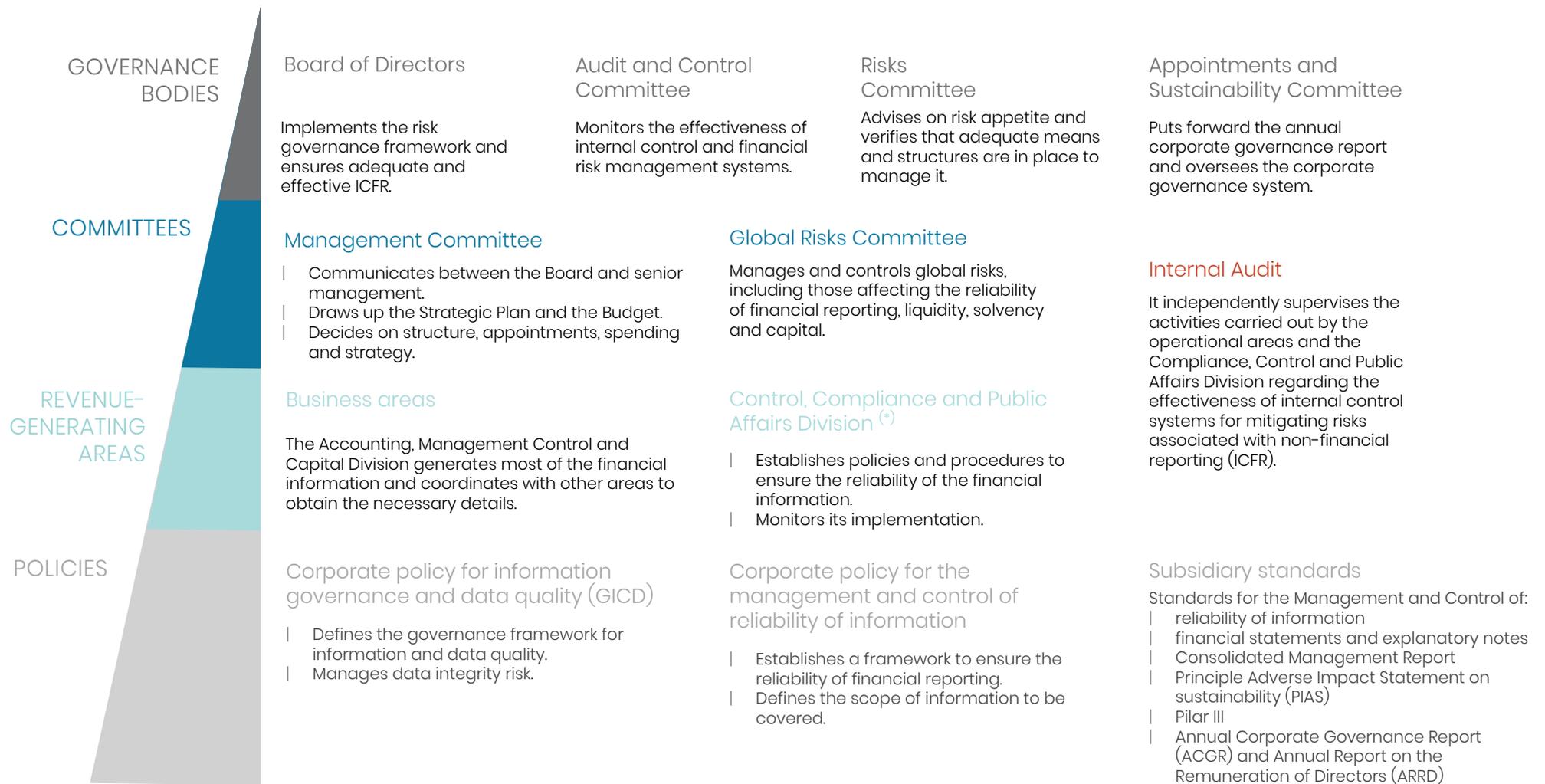


## **Internal control and risk management systems related to the financial reporting process (ICFR)**

# CONTROL ENVIRONMENT FOR FINANCIAL INFORMATION (F.1)

## GOVERNANCE AND BODIES IN CHARGE

The governance bodies involved in the financial reporting control environment are detailed below:



(\*) ICFR management in the CaixaBank Group is the responsibility of the Financial Reporting Reliability Division, which is part of the Control and Validation Division. In December 2025, an organisational change moved this function from the Compliance, Control and Public Affairs Division to the Risk Management and Compliance Division, to which it currently belongs.

## ORGANISATIONAL STRUCTURE AND FUNCTIONS

The review and approval of the organisational structure and lines of responsibility and authority are carried out by CaixaBank's Board of Directors, through the Management Committee and the Appointments and Sustainability Committee.

The Organisation area designs the organisational structure of CaixaBank and proposes to the Bank's governing bodies any suitable changes. Subsequently, the People Division proposes the appointments to undertake the defined responsibilities.

## CODE OF ETHICS AND OTHER INTERNAL POLICIES

The Code of Ethics is the foundation that guides the behaviour of the individuals who are part of CaixaBank, namely, employees, executives and members of its governance bodies, and it applies at all levels: in internal professional relations within the Company and in external relations with shareholders, customers, suppliers, and with society at large. In the Code of Ethics, CaixaBank sets out the values, principles and rules that should govern its activity and aligns itself with the highest national and international standards, adopting an active stance of rejection of all types of unethical practices and the general principles of action set out in the code.

In this context, as part of the employee recruitment process, the employee's express commitment to strict compliance with the Code of Ethics and other internal policies of the Company is established and formalised.

The Board of Directors of CaixaBank is the body responsible for its approval. The Code of Ethics is reviewed every three years or whenever unforeseen or extraordinary circumstances so require.

The Code of Ethics is accessible through:

- | CaixaBank's corporate website.
- | Corporate intranet.

The corporate values that underpin the Code of Ethics are:

**Quality:** defined as the desire to serve customers, providing them with excellent treatment and offering them the products and services most suited to their needs.

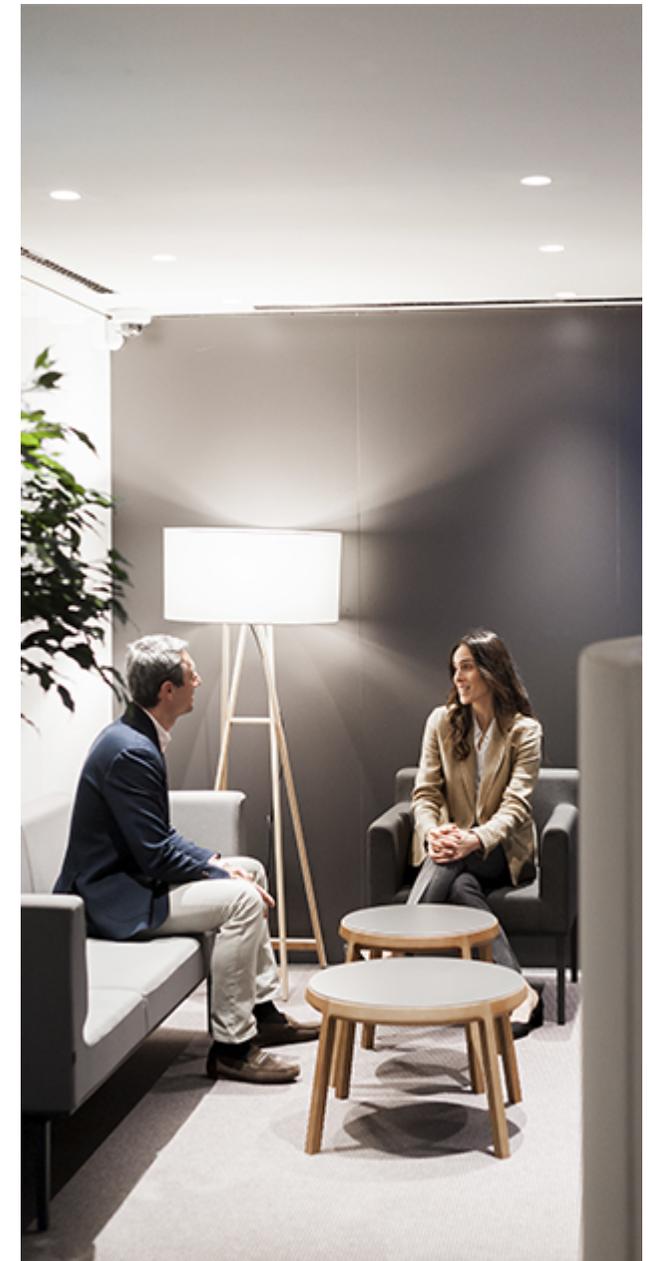
**Trust:** defined as the sum of integrity and professionalism, cultivated with empathy, through dialogue, being approachable and accessible.

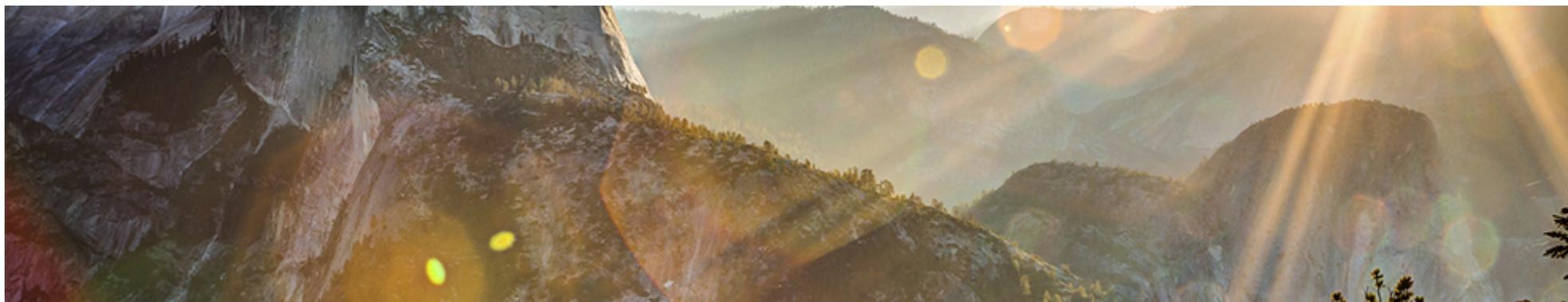
**Social commitment:** defined as a commitment not only to add value for customers, shareholders and employees but also to contribute to the development of a fairer society, with greater equality of opportunity. It is the origin of CaixaBank, its foundational essence, what distinguishes it and makes it unique.

In January 2025, the Code of Ethics was revised to incorporate the definitions of corporate culture and business conduct, as well as a reference to Law 2/2023 regulating the protection of individuals who report regulatory infringements and the fight against corruption.

At the same time, the guiding principles for the development of corporate values are as follows:

- | Compliance with the laws and regulations in force at any given time.
- | Respect.
- | Integrity.
- | Transparency.
- | Excellence and Professionalism.
- | Confidentiality.
- | Social responsibility.





The principles of conduct ensure, among other aspects, that:

- | CaixaBank and the people within it act in a lawful, ethical, and professional manner. The principles of conduct and the reputation of CaixaBank cannot be compromised.
- | CaixaBank's mission is to fully meet the banking needs of the greatest possible number of customers, through an appropriate and complete range of products and excellent service quality, while maintaining the commitment to contribute value for customers, shareholders, employees and society at large. CaixaBank also provides its customers with appropriate explanations of the characteristics of the products and services it offers in a precise, clear and truthful manner so that they can freely choose the product or service that best suits their needs and interests, ensuring that they are aware of and understand the risks associated with or inherent to these products and services.
- | In every phase of product and service marketing, the customers' needs and interests take precedence over those of CaixaBank, acting with honesty and transparency in information. It is important to guarantee an adequate level of protection by implementing transparency measures with support from informational material and the provision of the necessary pre-contractual and contractual documentation in each case to ensure proper marketing in line with the customer's needs and guarantee a long-lasting relationship of trust.
- | CaixaBank promotes advertising that is clear, sufficient, balanced, objective and not misleading in simple, easy-to-understand language, without omitting necessary information, creating false expectations or providing misleading information about the characteristics of the product or service offered, so that the recipient can make an informed decision about the products and services advertised.
- | The commitment to transparency extends to society at large. In particular, to shareholders and institutional investors through relevant financial and corporate information; to relationships with suppliers, through objective processes and agreements that ensure best practices in ethics, social responsibility, and environmental matters; and also to the media when opinions, statements, or information disseminated may be attributed to CaixaBank.

Therefore, the values and principles of the Code of Ethics are extended to CaixaBank Group suppliers through the Supplier Code of Conduct, a mandatory document aimed at spreading and promoting the values and principles in suppliers' activities, which are essential for achieving growth and quality service objectives, and whose consistency with CaixaBank's positioning and mission is crucial.

Based on these ethical principles and values, CaixaBank has developed a series of Corporate Conduct standards, applicable to all companies in the CaixaBank Group. These rules specify the following in relation to financial reporting:

Policy	Target	2025 update
<b>Corporate Internal Information System Policy</b>	Core document that outlines the regulatory, operational and management framework of the CaixaBank Group's internal reporting system, with the primary channel being the Whistleblowing Channel.	No changes were implemented in 2025
<b>Criminal Compliance Corporate Policy</b>	It lays down a general framework that guides the CaixaBank Group's criminal prevention model. Its objective is to ensure there is a robust control environment in place to help prevent and avoid the commission of crimes in those behaviours whose criminal responsibility is attributable to the legal entity, (including accessory crimes covered by Article 129 of the Penal Code, as well as the relevant criminal risks at the sector level).	The policy has been updated with minor changes related to the regulatory framework.
<b>Corporate Anti-Corruption Policy</b>	This is an essential tool to prevent CaixaBank Group companies and their external collaborators from directly, or through intermediaries, engaging in conduct that may be against the law or the business principles of CaixaBank. This policy complements the Code of Ethics and is an integral part of the CaixaBank Group's Criminal Prevention Model.	No changes were implemented in 2025
<b>Corporate Conflicts of Interest Policy</b>	It provides a global and harmonised framework of general principles and procedures of action to be taken to manage any real or potential conflicts of interest that may arise in the performance of activities and services.	No changes were implemented in 2025
<b>Corporate AML/CFT Policy and Financial Countermeasures</b>	It actively promotes the implementation of the highest international standards in this area, in all jurisdictions where the CaixaBank Group is present and operates.	The policy has been updated with some modifications, including the definition of the AML Manager and the updating of the customer admission policy, as well as the inclusion of more details on roles and responsibilities.
<b>Internal Code of Conduct</b>	It establishes the actions of CaixaBank and CaixaBank Group companies, as well as their governance and management bodies, employees and agents with regard to the conduct rules on market abuse, with the goal of promoting transparency in the markets and protecting the interests of investors, minimising conflict of interest risks and ultimately ensuring that investors receive appropriate and timely information, in the interest of market integrity.	No changes were implemented in 2025
<b>Corporate Privacy and Data Protection Policy</b>	It establishes a general framework for managing privacy and processing personal data. It outlines the principles governing the handling of personal information by the CaixaBank Group, as well as the internal governance framework for privacy matters.	No changes were implemented in 2025
<b>Telematic Code of Conduct</b>	It ensures the proper use of the resources provided by CaixaBank and raises awareness among employees and partners about the importance of information security.	The security rules have been updated and reinforced especially for remote work, prohibiting the use of non-approved devices and the uploading of internal information to non-approved tools. In addition, guidelines on the responsible use of AI are incorporated and the use of non-approved applications for professional communications is banned.
<b>Corporate Policy on Competition Law</b>	It regulates the compliance standards for the CaixaBank Group, its staff, and other stakeholders regarding competition law.	No changes were implemented in 2025
<b>Supplier Code of Conduct</b>	It defines the values and ethical principles that will govern the activities of the Group's suppliers of goods and services, contractors and third-party collaborators.	No changes were implemented in 2025
<b>Corporate Regulatory Compliance Policy</b>	It defines the regulatory compliance function, which identifies, assesses, supervises and reports the risks of sanctions or financial losses to which the Company is exposed as a result of a breach or defective/inadequate compliance with laws, regulations, judicial or administrative requirements, codes of conduct or ethical standards and good practices, within its scope of activity with reference to legal and regulatory risk and conduct and compliance risk.	No changes were implemented in 2025.

In 2025, CaixaBank successfully passed the follow-up audits associated with the following certifications:

- | UNE/ISO 37301 Compliance Management Systems
- | UNE 19601 Criminal Compliance Systems
- | UNE/ISO 37001 on Anti-Bribery Management Systems
- | UNE 19602 for Tax Compliance Management Systems

#### INTERNAL REPORTING SYSTEM/CONSULTATION CHANNEL/WHISTLEBLOWING CHANNEL

CaixaBank has an Internal Reporting System, the main communication channel being the Whistleblowing Channel, which complies with Law 2/2023 and with best national and international practices, facilitating the confidential and efficient reporting of irregularities that may be detected during professional activities and that could constitute infringements.

The CaixaBank Board of Directors is responsible for implementing the Internal Reporting System and the Group's Compliance Officer is responsible for its oversight.

The safeguards provided by the Internal Reporting System include: (i) Confidentiality in the management process; (ii) Prohibition of retaliation; (iii) Anonymity and non-traceability; (iv) Presumption of innocence; and (v) Partial outsourcing of management in order to ensure independence.

The Consultation Channel is another means of communication that the CaixaBank Group makes available to the specific groups for the formulation of queries arising from the application or interpretation of the Code of Ethics and the Rules of Conduct. At CaixaBank, the groups with access are

directors, employees, staff of temporary employment agencies, agents and suppliers.

The Consultation Channel also offers a number of safeguards: (i) Confidentiality; (ii) Non-traceability; and (iii) Confidentiality of the identity of the enquirer.

It should be noted that both the consultation channel and the whistleblowing channel have specific sections for enquiries or complaints about irregularities in the reliability of financial information.

For more information, see Section 06. Sustainability Reporting - G. Governance - Mechanisms for the detection and investigation of unlawful behaviour - Internal Reporting System (IRS).

#### TRAINING AND DISSEMINATION

Disseminating and providing training about this regulation are considered an essential tool for raising awareness about the commitment undertaken by the CaixaBank Group and its employees. In this context, the current training and awareness plan at CaixaBank is as follows:

- | Annual regulatory training, mandatory for all employees, with completion tied to eligibility for variable remuneration. Training is conducted through an internal platform that includes a final test, ensuring the continuous monitoring of course completion and assessment results. The 2025, regulatory courses at CaixaBank were related to conduct and market risks (Generation +), regulatory risks (the Code of Ethics, anti-corruption and the whistleblowing channel), Accessibility Law and risk relating to anti-money laundering and counter terrorist financing.
- | Additionally, microlearning sessions are provided, either to specific target audiences or the entire workforce. These are short, focused training modules launched when a particular issue requires

attention. In 2025, sessions on security, fraud prevention and artificial intelligence were conducted.

- | Training for new employees ensures that all new hires receive the necessary knowledge about CaixaBank's compliance framework, ethical principles and regulatory obligations from the start of their employment. These courses are also adapted for other groups, such as temporary staff and agents.
- | Training for new employees as part of the framework of the CaixaBank Experience programme, alongside training and awareness initiatives for other groups (Private Banking Centres, Business Centres, Business Control, Corporate Investment Banking (CIB), and international offices).
- | Training for members of the Management Committee: Throughout 2025, face-to-face training sessions were held for members of the Management Committee on conduct and markets risks (Generation +), regulatory risks (Code of Ethics, anti-corruption and the whistleblowing channel), Accessibility Law and risk relating to anti-money laundering and counter terrorist financing.

#### MONITORING AND CONTROL BODIES

Corporate Criminal Management Committee, responsible for supervising the operation of and compliance with the Criminal Prevention Model. This Committee has autonomous powers of initiative and control, with sufficient capacity to ask questions, request information, propose measures, initiate investigations, or carry out any necessary procedures related to the prevention of illegal activities and the management of the Criminal Prevention Model.

It is a multidisciplinary committee chaired by CaixaBank's Chief Compliance Officer and reports hierarchically to the Global Risks Committee of CaixaBank, to which it reports annually as well as whenever the Corporate Criminal Management Committee deems it appropriate. It also informs the Board of Directors and governance bodies, through the Board's Risks Committee (without prejudice to the functions assigned to the Audit and Control Committee for overseeing the internal control system and the Company's Internal Reporting System) when the Corporate Criminal Management Committee intends to raise issues to the Board of Directors.

For the Group entities that make up CaixaBank's Criminal Perimeter the role of the Corporate Criminal Management Committee Officer stands out. This person is appointed by the governance bodies and/or management of each company and serves as highest authority for monitoring and managing the criminal prevention model within their organisation.

#### TRAINING

The CaixaBank Group ensures the provision of ongoing training plans adapted to the different positions and responsibilities of the staff involved in preparing and reviewing financial reporting, with a

focus on accounting, audits, internal control (including ICFR), risk management, regulatory compliance and remaining up to date on legal/ tax matters. It is estimated that more than 45,912 hours of training in this area have been provided to 1,443 Group employees.

In particular, in terms of ICFR, an online course is launched each year with the following objectives: to promote a culture of internal control in the organisation, based on the principles and best practices recommended by the CNMV; raise awareness about the ICFR system implemented at the Company; and promote the establishment of mechanisms that contribute to guaranteeing the reliability of the financial information, as well as the duty to ensure compliance with the applicable regulations.

In 2025, this course covered aspects related to the reliability of the information as a whole, including financial information, and it was taken by 78 CaixaBank employees involved (directly or indirectly) in the process of preparing financial information (Accounting, Management Control and Capital, Internal Control and Validation and Internal Audit, among other groups) and non-financial information, with 97 obtaining certification in 2024.

Furthermore, the Accounting, Management Control and Capital Division is also active, alongside other areas of the Group, in sector-specific working groups on both the national and international levels. These groups address topics relating to accounting standards and financial matters.



## RISK ASSESSMENT IN FINANCIAL REPORTING (F.2)

The Group's internal control over financial reporting function adheres to the international standards established by the Committee of Sponsoring Organisations of the Treadway Commission (COSO), which covers the control objectives regarding: the effectiveness and efficiency of operations, the reliability of financial reporting, compliance with applicable laws and the safekeeping of assets.

The Group has its own methodology for identifying risks, which is implemented in its main subsidiaries in a homogeneous manner, with regard to:

- | the responsibility for and timing of implementation and updating
- | criteria to be followed and sources of information to be used
- | criteria to identify the significant components for the ICFR, as set out in the following process:



<b>Scope</b>	Includes the selection of financial information, based on quantitative and qualitative criteria.
<b>Material entities</b>	Categorisation of these entities to establish the required standard of control for each one of ..
<b>Material processes</b>	That directly or indirectly affect the financial information generated.
<b>Potential risks</b>	That may affect the material processes of the internal control system over financial reporting, through upward internal certification processes.

The elements of the system of internal control over financial reporting are coordinated and operate together with the objective of preventing, detecting, offsetting, mitigating or correcting errors with a material impact, or fraud in financial reporting. An appropriate ICFR therefore ensures that:

- | Transactions and events included in the financial information genuinely exist and were documented at the right time (existence and occurrence).
- | The information includes all transactions and events in which the Company is the party concerned (completeness).
- | Transactions and events are recorded and assessed in accordance with regulations in force (valuation).
- | Transactions and events are classified, presented and disclosed in the financial information in accordance with applicable regulations (presentation, disclosure and comparability).
- | The financial information shows, at the corresponding date, the entity's rights and obligations through the corresponding assets and liabilities, in accordance with applicable standards (rights and obligations).

The risk identification process takes into account both routine transactions and less frequent transactions which are potentially more complex, as well as the effects of other types of risks (operational, technological, financial, legal, reputational, environmental, etc.). In particular, there is an analysis procedure in place, implemented by the different business areas in charge of corporate transactions, and non-recurring and/or special operations, in which

the accounting and financial effects are studied and their impacts are reported in a timely manner.

The Reliability of Financial Reporting Division reviews control activities designed to mitigate risks associated with the reliability of financial reporting. If, during the course of the year, circumstances arise that could affect the preparation of financial information, the Management must evaluate the need for incorporating new risks in addition to those already identified.

Lastly, the Audit and Control Committee is tasked with overseeing the process for preparing the regulated financial reporting process of the Group and ICFR, supported by the work of the Internal Audit function and the conclusions of the external auditor.

In addition to the ICFR system, CaixaBank has had another control framework in place since 2023, whose objective is to cover the generation, review and disclosure processes of the documents that make up the Relevant Reporting Perimeter (including financial reporting) which, in general terms, consists of the following:

- | Reports disclosed to the market.
- | Public reports submitted to the regulator.
- | Confidential reports submitted to the regulator.
- | Internal reports submitted to governance bodies or senior management, with relevant information for decision-making purposes.
- | Internal reports submitted to other bodies.

With regard to the outlined perimeter, the methodological approach defined and developed by the Internal Control and Validation Division is based on carrying out the following activities for every report:

- | Definition of the inherent risk and risk appetite.
- | Assessment of the environment for control.
- | Definition of the residual risk and quantification of the model.
- | Conclusion on the control environment's sufficiency.

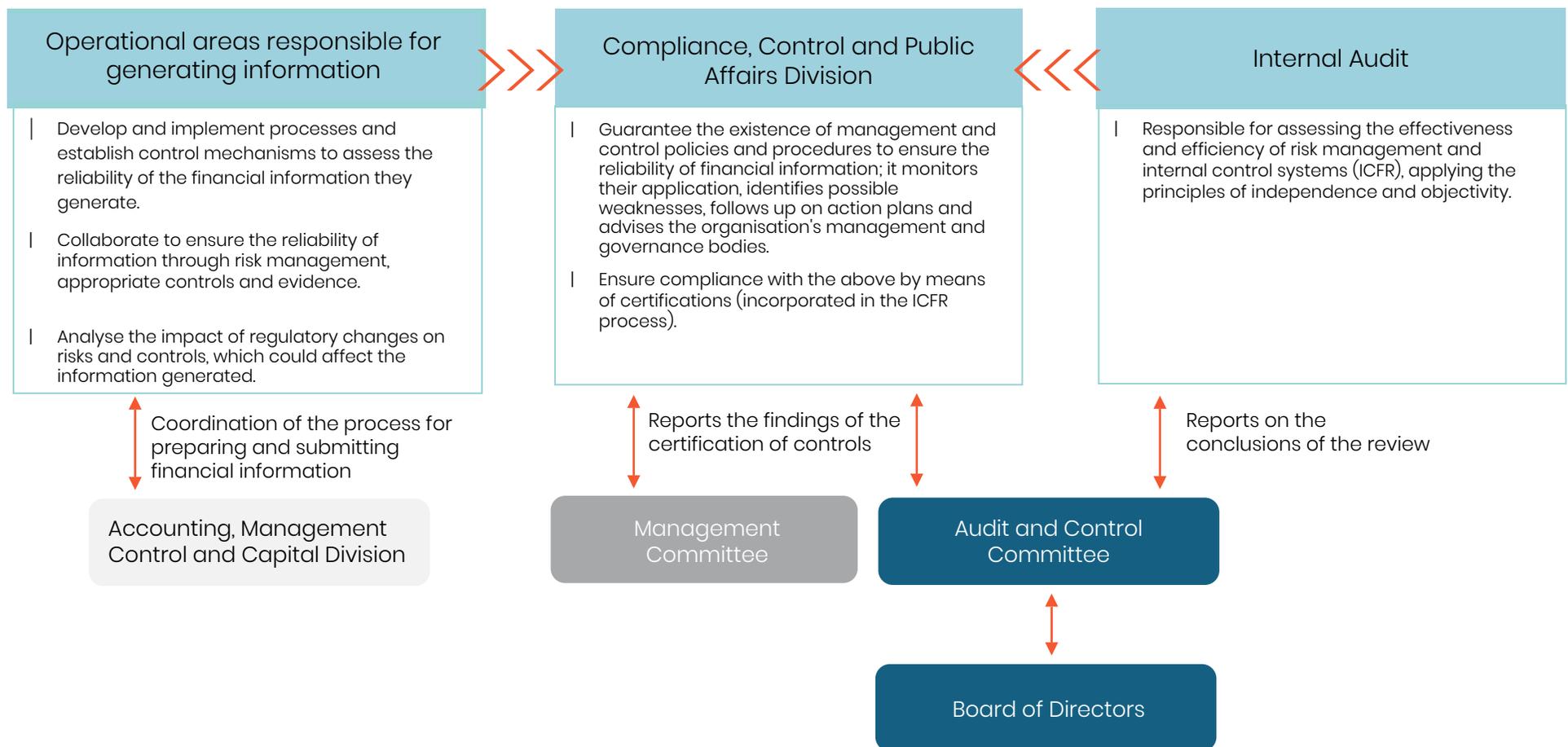
The model's quantification methodology, which allows an evaluation of the inherent risk, the control environment and the residual risk associated with each report, is based on the quantitative and qualitative evaluation of risks and controls. Together with the professional judgement and expert criteria of the Reliability of Financial Reporting Division it will allow the control framework and risk for each report to be periodically defined.



## PROCEDURES AND ACTIVITIES FOR CONTROLLING FINANCIAL INFORMATION (F.3)

CaixaBank promotes a culture within the Group that encourages a robust internal control framework that reaches throughout the organisation and enables fully informed decisions to be taken.

The CaixaBank Group's internal control framework, set out in the Corporate Governance and Internal Control Policy, is structured according to the three lines of defence model, which ensures the strict segregation of duties; it also establishes that the owner of a process must ensure the existence of and compliance with a robust operational control and governance environment. With regard to the reliability of the information:



## REVIEW AND AUTHORISATION PROCEDURES FOR FINANCIAL REPORTING

The professional profile of the personnel involved in reviewing and authorising the financial information is of a suitable standard, with knowledge and experience in accounting, audit and/or risk management.

The preparation and review of financial information is carried out by the various areas of the Accounting, Management Control and Capital Division, which requests collaboration from the business units and support functions, as well as companies within the Group, in order to obtain the level of detail it deems necessary for this information. Financial reporting is monitored by the various hierarchical levels within this division and other areas within the Company. Finally, the relevant financial information

to be published in the market is submitted by the management to the relevant governance bodies and the Management Committee where it is reviewed and, where appropriate, approved.

The Internal Control and Validation Management Division presents the conclusions of the ICFR certification to the same governing bodies and to the Management Committee for examination and approval.

CaixaBank has a process in place to continuously review all documentation concerning the activities carried out, any risks inherent in reporting the financial information and the controls needed to mitigate said risks.



With respect to the systems used for ICFR management, the Company has the SAP Fiori tool (GRC tool) in place. This allows for a comprehensive management of the risks and process controls related to the preparation of financial information and relevant documentation and evidence.

During the 2025 financial year, quarterly certification processes were carried out and no significant weaknesses were revealed.

The preparation of the consolidated financial statements required the Board of Directors to make certain judgements, estimates and assumptions in order to quantify certain assets, liabilities, revenues, expenses and obligations shown in them. These judgements and estimates are shown in detail in Note 1: "Corporate information and Basis of presentation" in the notes to the financial statements.

## PROCEDURES FOR IT SYSTEMS

The IT systems which support the processes used to prepare the financial information are subject to internal control policies and procedures which guarantee completeness in the preparation and publication of financial information. Accordingly, the CaixaBank Group has a Corporate Information Security Policy in place, which is approved by the Board of Directors on an annual basis.

A series of documents derive from the policy which form part of the CaixaBank Group's information security regulations, detailing all the controls, taking as a framework the requirements defined by international standards of good information security practices (such as the ISO/IEC 27000 family of standards, NIST, CAS, etc.), the directives and regulatory standards in force, the requirements of the control authorities (EBA, ESMA, EIOPA, APD, etc.), business requirements and the requirements of

customers. All these controls are continuously monitored and reported to key actors inside and outside the organisation.

In addition, with regard to Technological Contingency, the Bank has implemented a comprehensive plan to guarantee its IT services are not interrupted. Strategies have been developed to recover information as quickly as possible. This IT Contingency Plan has been designed and operates according to ISO 27000.

AENOR has once again certified that CaixaBank's Business Continuity Management System is compliant with ISO 22301:2019, which accredits the commitment of CaixaBank's senior management to business continuity and the implementation of business continuity management best practices.

In terms of IT Governance, CaixaBank's information and technology (IT) governance model ensures that its IT services are aligned with the Organisation's business strategy and comply with all regulatory, operational and business requirements. IT governance is an essential part of overall governance and encompasses organisational structures and guidelines to ensure that the IT services support and facilitate the fulfilment of strategic objectives.

CaixaBank's IT Governance Regulatory Body is developed in accordance with the European Central Bank's technological risk guide and on the basis of requirements specified in the ISO 38500:2008 standard.

## PROCEDURES FOR MANAGING OUTSOURCED ACTIVITIES AND INDEPENDENT EXPERTS

The CaixaBank Group has a cost policy that homogeneously details the general principles and procedures regarding the definition, management, execution and control of the budget for the CaixaBank Group's operational and investment expenses and a procurement policy, approved by the Board of Directors in November 2025. The Corporate Procurement Policy is the general framework within which activities related to procurement management are carried out. It also defines the model for supplier relations and contracting. This policy is governed by the rules on procurement and supplies, which establishes the reference framework for procurement management within the CaixaBank Group; it sets out best practices and optimises the Group's procurement processes, including, among others, ESG criteria.

This policy is implemented through the Group's internal standards, which primarily govern processes relating to:

- a. Budget drafting and approval.
- b. Budget execution and demand management.
- c. Purchases and contracting of goods and services.
- d. Payment of invoices to suppliers.

As a delegated body of the Efficiency Committee (CEFI), the Purchasing Panel ensures the proper implementation of the purchasing/contracting policies and procedures defined in the regulations, encouraging equal opportunities among suppliers. The Company's Code of Ethics states that the purchase of goods or contracting of services must be carried out with objectivity and transparency, avoiding situations that could affect the objectivity of the people involved.

CaixaBank's Procurement area contains specialised categories (Facility Management & Logistics, Works and general services, IT, Professional Services and Marketing and Communication) with a cross-cutting vision and management of the Group's purchases.

The objective, aligned with the business strategy, is to responsibly and sustainably acquire necessary goods and services within specified timeframes, quantities, and quality standards. CaixaBank aims to minimise costs and business.

CaixaBank seeks to forge quality relationships with suppliers who share the same ethical principles and corporate commitment, having established criteria and control elements to ensure compliance with these principles, such as audits. The continuous improvement of supplier relations is key to creating value at CaixaBank.

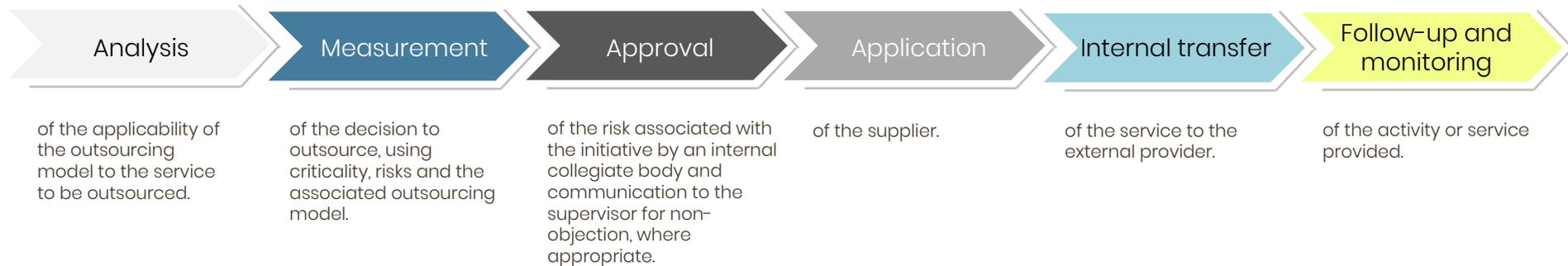
When selecting suppliers, criteria of participation, objectivity, professionalism, transparency and equal opportunities are applied. The approval of awards is governed by the matrix of powers in force at any given time. This matrix has been approved by the Efficiency Committee.

CaixaBank has a Corporate Outsourcing Risk Management Policy in place, which was updated and approved by the Board of Directors in July 2025. This policy is governed by the provisions of the prevailing law and regulations in the area of outsourcing, and mainly by the European Banking Authority (EBA) Guidelines on Outsourcing EBA/GL/2019/02, set out in Rule 43 of Bank of Spain Circular 2/2016, amended by Bank of Spain Circular 3/2022,

and in the DORA Regulation. The policy establishes the corporate principles and premises that regulate the outsourcing process from start to finish. In addition, the policy establishes the scope, governance, management framework and risk control of the CaixaBank Group, on which the actions to be carried out in the full life cycle of outsourcing must be based.

CaixaBank has strengthened its control efforts even further, and ensures that future outsourcing does not represent a loss of supervision, analysis and enforcement capacities of the service or activity in question.

The following procedure is followed when there is a new outsourcing initiative:



All outsourced activities are subject to controls, largely based on service performance indicators and mitigation measures included in the contract. These help mitigate the risks detected in the outsourcing decision assessment. Each of the Company's outsourcing managers asks their suppliers to keep up-to-date and report on their performance indicators, which are reviewed internally on a regular basis.



## INFORMATION AND COMMUNICATION (F.4)

### ACCOUNTING POLICIES

The exclusive responsibility for defining and communicating the Group's accounting criteria falls to the Accounting and Comprehensive Legal Reporting Division, specifically the Accounting Policies and Regulation Department, which forms part of the Accounting, Management Control and Capital Division.

Its responsibilities include monitoring and analysing regulations relating to financial reporting applicable to the Group, for their interpretation and subsequent application in financial reporting, uniformly across all companies that comprise the Group; it also continually updates accounting criteria applied for any new kind of contract or operation, or any regulatory change.

The monitoring of new regulations in relation to non-financial reporting is also included among the duties of the Accounting Policies and Regulation Department. In particular, it carries out a continuous analysis of the new information requirements and the trends in national, European and international regulations in terms of sustainability and non-financial reporting. Alongside the other relevant areas in the CaixaBank Group, it analyses the resulting implications and works to ensure that these implications are managed and incorporated into the Group's working practices.

Furthermore, this Department analyses and studies the accounting implications of individual transactions, to anticipate impacts and ensure the correct accounting process is applied in the consolidated financial statements; it also resolves any questions or conflicts surrounding accounting matters that are not included in a cost sheet, or where there are any doubts regarding their interpretation.

Ongoing communication is maintained with the rest of the Accounting and Comprehensive Legal Reporting Division, sharing when necessary the accounting queries concluded by the department and providing an explanation of the technical reasoning behind them or the interpretations made, as well as the issues under analysis.

In the process of creating new products, through participation in the Group's Product Committee, the accounting implications of the products are analysed on the basis of their characteristics, whereby this analysis leads to the creation or update of a cost sheet, detailing all the potential events that a contract or transaction may involve. In addition, the main characteristics of administrative operation, tax regulations and accounting criteria and standards are described. Additions and amendments to the accounting circuits are notified immediately and can mostly be consulted on the Company's intranet.



This Department also participates in and supports the Regulation Committee of the CaixaBank Group in terms of regulations on financial and non-financial reporting. In the event of any regulatory change that must be implemented in the Group, the Department communicates this in writing to the departments or group subsidiaries affected, and participates or leads the implementation projects for such changes wherever relevant.

Additionally, the Accounting Policies and Regulation Department is responsible for implementing training activities in the relevant business areas of the Organisation, on new developments and changes in accounting matters.

Lastly, with regard to the Audit and Control Committee, the Accounting Control Department coordinates and prepares, where appropriate, all the documentation relating to the Accounting Division and is also responsible for re-evaluating on a quarterly basis the main judgements and estimates made during the period that have impacted the consolidated financial statements. These judgements and estimates are reported with the same frequency to the Audit and Control Committee.

## MECHANISMS FOR FINANCIAL REPORTING

CaixaBank has internal IT tools that ensure completeness and homogeneity in the preparation processes for financial reporting. All the applications have IT contingency mechanisms to ensure the conservation and accessibility of information under any circumstances.

For the purposes of preparing consolidated information, both CaixaBank and the companies that comprise the Group use specialised tools to employ information capturing, analysis and preparation mechanisms with homogeneous formats. The accounts plan, which is incorporated into the consolidation application, has been defined to comply with requirements of the various regulators.



## SUPERVISION OF THE FUNCTIONING OF THE INTERNAL CONTROL SYSTEM OVER FINANCIAL REPORTING (F.5)

The Audit and Control Committee is entrusted with overseeing the preparation and submission process for regulated financial information and the effectiveness of the internal control and risk management systems in place at the Company. These duties are explained in detail in the section "The Administration – Board Committees – Audit and Control Committee". In addition, the Audit and Control Committee oversees ICFR through the statements signed by its managers and the bottom-up certification carried out by the Information Reliability Management Division.

The Internal Audit function, represented in the Management Committee, is governed by the principles contained in the CaixaBank Group Internal Audit Regulations, approved by the CaixaBank Board of Directors. It is an independent and objective function that offers a systematic approach to the assessment of risk management processes and controls, as well as corporate governance. Its purpose is to support the Audit and Control Committee in its supervisory role. In order to establish and ensure this independence, Internal Audit reports to the Chairman of the Audit and Control Committee, without prejudice to its obligation to report to the Chairman of the Board of Directors for the proper fulfilment of its duties.

Internal Audit comprises 287 auditors organised into various specialised teams, including a group that coordinates the oversight of processes related to the financial information of the CaixaBank Group. This group is part of the Accounting, Solvency and People Audit Division.

The activities of the internal audit function in relation to financial information reliability risk are periodically reported to the Audit and Control Committee, which, in turn, reviews the following: (i) internal audit planning and the adequacy of its scope; (ii) the conclusions of the audits carried out; and (iii) the monitoring of corrective action.

Internal Audit implements a specific work programme to review the design, effectiveness and adequacy of the Group's ICFR based on the evaluation of the regulatory environment developed by the Company, the control implemented in the main subsidiaries, the identification of the material areas affected by ICFR, the monitoring of control certifications, as well as, for certain processes, the review of the risks identified, controls implemented and evidence provided of their execution. Based on this, the Internal Audit function publishes an annual global report that includes an assessment of the performance of ICFR during the year. The 2025 assessment focused on the following:

- | Analysis of compliance and good practices established by the CNMV guidelines.
- | Verification of the application of the Corporate policy for the management and control of information reliability and the Standard for the management and control of information reliability to ensure that ICFR at corporate level is adequate. Furthermore, the Corporate Policy and Regulation were correctly updated and validated in the fourth quarter of 2025.
- | Assessment of the hierarchical attestation process for key controls.
- | Evaluation of the descriptive documentation of relevant processes, risks and controls included in the Audit Plan.

Furthermore, in 2025, the Internal Audit carried out a range of reviews of processes that affect the generation, preparation and presentation of financial information, focused on the financial and accounting areas, corporate risk management and the insurance business, among others.

The Company also has procedures for regular discussions with its external auditor, which assists the Audit and Control Committee and reports on its audit planning and the conclusions reached before publishing the results, as well as any weaknesses found in the internal control system.

## EXTERNAL AUDITOR'S REPORT

In accordance with the recommendation concerning the Auditor's Report included in the guidelines on the information relating to the Internal Control over Financial Reporting System for listed companies published by the CNMV on its website, the statutory auditor of the financial statements of CaixaBank has reviewed the content of the information on the Internal Control over Financial Reporting System. The final report concludes that, as a result of the procedures applied regarding information on ICFR, there are no relevant inconsistencies or incidents.

**CaixaBank, S.A.**

Auditor's report  
Information regarding the Internal Control System  
over Financial Reporting (ICSFR)  
2025 financial year



*This version of our report is a free translation of the original, which was prepared in Spanish. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation.*

## **Auditor's report on "Information regarding the Internal Control System over Financial Reporting (ICSFR)"**

To the administrators of CaixaBank, S.A.:

In accordance with the request of the Board of Directors of CaixaBank, S.A. ("the Company") and our engagement letter dated 13 December 2025, we have applied certain procedures in respect of the attached "Information regarding the ICSFR", included in section F of the Annual Corporate Governance Report of CaixaBank, S.A. for the 2025 financial year, which includes a summary of the Company's internal control procedures relating to its annual financial information.

The administrators are responsible for adopting the necessary measures to reasonably ensure the implementation, maintenance and supervision of an appropriate internal control system, and for developing improvements to that system and preparing and establishing the content of the accompanying Information regarding the ICSFR.

In this regard, it should be borne in mind that, regardless of the quality of the design and operating efficiency of the internal control system used by the Company in relation to its annual financial information, only a reasonable, but not absolute, degree of assurance may be obtained in relation to the objectives it seeks to achieve, due to the limitations inherent in any internal control system.

In the course of our audit work on the consolidated annual accounts and in accordance with Spanish Auditing Standards, the sole purpose of our evaluation of the Company's internal control system is to enable us to establish the scope, nature and timing of our audit procedures in respect of the Company's annual accounts. Accordingly, our internal control evaluation, performed for the purposes of our audit, is not sufficient in scope to enable us to issue a specific opinion on the effectiveness of such internal control over the regulated annual financial information.

For the purposes of the present report, we have exclusively applied the specific procedures described below, as indicated in the "*Guidelines concerning the auditor's Report on the Information regarding the Internal Control System over Financial Reporting for listed entities*" published by the National Securities Market Commission (hereinafter NSMC) on its web site, which sets out the work to be performed, the scope of such work and the content of this report. In view of the fact that, in any event, the scope of the work resulting from these procedures is reduced and substantially less than the scope of an audit or review of the internal control system, we do not express an opinion on the effectiveness thereof, its design or operational efficiency, in relation to the Company's annual financial information for the 2025 financial year described in the accompanying Information regarding the ICSFR. Had we applied additional procedures to those determined by the aforementioned Guidelines, or had we performed an audit or review of the internal control system in relation to the regulated annual financial information, other matters could have come to light in respect of which you would have been informed.

In addition, provided that this special work neither constitutes an account audit it is not even submitted to the governing regulations of audit, we do not express an opinion of audit in the terms foreseen in the mentioned regulation.

The Procedures applied were as follows:

- 1) Reading and understanding the information prepared by the Company in relation to the ICSFR – as disclosed in the Directors' Report – and the evaluation of whether such information includes all the information required as per the minimum content set out in Section F regarding the description of the ICSFR, in the model of the Annual Corporate Governance Report, as established in Circular 5/2013 of the NSMC, dated June 12, 2013, and subsequent amendments, the most recent being Circular 3/2021, of September 28, of the NSMC (from now on the Circulars of NSMC).
- 2) Making enquiries of personnel in charge of preparing the information mentioned in point 1 above in order to: (i) obtain an understanding of the preparation process; (ii) obtain information that enables us to assess whether the terminology used is in line with the framework of reference; (iii) obtain information as to whether the control procedures described have been implemented and are functioning in the Company.
- 3) Review of supporting documentation explaining the information described in point 1 above and which mainly comprises the information made directly available to the persons responsible for preparing the information on the ICSFR. Such documentation includes reports prepared by the internal audit function, senior management and other internal and external specialists in support of the functions of the Audit and Control Committee.
- 4) Comparison of the information described in point 1 above with our knowledge of the Company's ICSFR, obtained by means of the application of the procedures performed within the framework of the audit engagement on the consolidated annual accounts.
- 5) Reading the minutes of meetings of the Board of Directors, Audit and Control Committee and other committees of the Company, for the purposes of evaluating the consistency between the matters dealt with therein in relation to the ICSFR and the information described in point 1 above.
- 6) Obtaining a representation letter concerning the work performed, duly signed by the persons responsible for the preparation and drafting of the information mentioned in point 1 above.

As a result of the procedures applied in relation to the Information regarding the ICSFR, no inconsistencies or incidents have been identified which could affect such information.

This report has been prepared exclusively within the framework of the requirements of article 540 of the revised Spanish Companies Act and by the Circulars of de NSMC, for the purposes of describing the ICSFR in Annual Corporate Governance Reports.

PricewaterhouseCoopers Auditores, S.L.

**PRICEWATERHOUSECOOPERS AUDITORES, S.L.**

Original in Spanish signed by  
Guillermo Cavia González  
February 20, 2026

**\_TABLE RECONCILING THE CONTENTS WITH THE TEMPLATE OF THE CNMV ANNUAL CORPORATE GOVERNANCE REPORT**
**A. Ownership structure**

<b>CNMV template section</b>	<b>Included in the statistical report</b>	<b>Comments</b>
A.1	Yes	CMR Section "Corporate Governance - Corporate Governance - Ownership - Share Capital" CMR Section "Corporate Governance - Corporate Governance - Ownership - Authorisation to increase capital" CMR Section "Corporate Governance - Corporate Governance - Ownership - Share Performance" CMR Section "Corporate Governance - Corporate Governance - Ownership - Shareholders' Rights"
A.2	Yes	CMR Section "Corporate Governance - Corporate Governance - Ownership - Significant shareholders"
A.3	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - The Board of Directors - Participation of the Board"
A.4	No	CMR Section "Corporate Governance - Corporate Governance - Ownership - Shareholders' agreements"
A.5	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report of the Audit And Control Committee - Annual assessment of the committee's performance - Monitoring of related party transactions"
A.6	No	CMR Section "Corporate Governance - The Management and Administration of the Company - The Board of Directors - Directors' Positions in Other Group Companies"
A.7	Yes	CMR Section "Corporate Governance - Corporate Governance - Ownership - Shareholders' agreements"
A.8	Yes	Set not applicable in the EU
A.9	Yes	CMR Section "Corporate Governance - Corporate Governance - Ownership - Treasury shares"
A.10	No	CMR Section "Corporate Governance - Corporate Governance - Ownership - Treasury shares"
A.11	Yes	CMR Section "Corporate Governance - Corporate Governance - Ownership - Regulatory free float" CMR Section "Corporate Governance - Corporate Governance - Ownership - Share Capital"
A.12	No	CMR Section "Corporate Governance - Corporate Governance - Ownership - Shareholder rights"
A.13	No	CMR Section "Corporate Governance - Corporate Governance - Ownership - Shareholder rights"
A.14	Yes	CMR Section "Corporate Governance - Corporate Governance - Ownership - Social Capital"

**B. General meeting of shareholders**

<b>CNMV template section</b>	<b>Included in the statistical report</b>	<b>Comments</b>
B.1	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - General Meeting of Shareholders"
B.2	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - General Meeting of Shareholders"
B.3	No	CMR Section "Corporate Governance - Corporate Governance - Ownership - Shareholder rights"
B.4	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - General Meeting of Shareholders - Attendance at the AGM"
B.5	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - General Meeting of Shareholders"
B.6	Yes	CMR Section "Corporate Governance - Corporate Governance - Ownership - Shareholder rights"
B.7	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - General Meeting of Shareholders"
B.8	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - General Meeting of Shareholders"

**C. Management Structure of the Company**
**C.1 Board of Directors**

CNMV template section	Included in the statistical report	Comments
C.1.1	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - The Board of Directors"
C.1.2	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - The Board of Directors"
C.1.3	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board of Directors" CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Curriculum of the Directors"
C.1.4	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Training of Directors"
C.1.5	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Diversity Board of Directors" CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Training of Directors"
C.1.6	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Diversity Board of Directors" CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Training of Directors"
C.1.7	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Diversity Board of Directors" CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Training of Directors"
C.1.8	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - The Board of Directors"
C.1.9	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - Activity Report of the Executive Committee - Functioning" CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - The Board of Directors"
C.1.10	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - The Board of Directors - Directors' Positions in Other Group Companies"
C.1.11	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - The Board of Directors - Directors' Positions in Other Listed and Non-Listed Group Entities" CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - The Board of Directors - Other paid activities different from the above"
C.1.12	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - The Board of Directors - Directors' Positions in Other Group Companies"
C.1.13	Yes	CMR Section "Corporate Governance - Corporate Governance - Remuneration"
C.1.14	Yes	CMR Section "Corporate Governance - Corporate Governance - Senior Management - Management Committee" CMR Section "Corporate Governance - Corporate Governance - Remuneration"
C.1.15	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of board members - Regulation of the Board of Directors"
C.1.16	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Principles of proportionality between categories of Board members" CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Selection and Appointment" CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Re-election and duration of the position"
C.1.17	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Evaluation of the Board"
C.1.18	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Evaluation of the Board"
C.1.19	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Termination"
C.1.20	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Decision-Making"

C.1.21	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Other limitations to the role of directors"
C.1.22	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Other limitations to the role of directors"
C.1.23	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Re-election and duration of the position" CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Other limitations to the role of directors"
C.1.24	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Proxy Voting"
C.1.25	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Other limitations to the role of directors - Functioning of the Board of Directors" CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - Activity Report of the Executive Committee - Number of sessions and attendance". Section CRM "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report of the Appointments and Sustainability Committee - Number of meetings and attendance". Section CRM "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report of the Risks Committee - Number of meetings and attendance". CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report of the Remuneration Committee - Number of meetings and attendance". Section CRM "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report of the Innovation, Technology and Digital Transformation Committee - Number of meetings and attendance". Section CRM "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report of the Audit And Control Committee - Number of meetings and attendance"
C.1.26	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Other limitations to the role of directors - Functioning of the Board of Directors"
C.1.27	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report of the Audit and Control Committee - Annual assessment of the committee's performance - Monitoring of financial and non-financial reporting (sustainability)"
C.1.28	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report of the Audit and Control Committee - Annual assessment of the committee's performance - Monitoring of financial and non-financial reporting (sustainability)"
C.1.29	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - The Board of Directors"
C.1.30	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Relations with the Market" CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report OF THE Audit and Control Committee - Annual Assessment Of The Committee's Performance - "Monitoring the independence of the external auditor and the assurance provider"
C.1.31	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report OF THE Audit and Control Committee - Annual Assessment Of The Committee's Performance - "Monitoring the independence of the external auditor and the assurance provider"
C.1.32	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report OF THE Audit and Control Committee - Annual Assessment Of The Committee's Performance - "Monitoring the independence of the external auditor and the assurance provider"
C.1.33	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report OF THE Audit and Control Committee - Annual Assessment Of The Committee's Performance - "Monitoring the independence of the external auditor and the assurance provider"
C.1.34	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report OF THE Audit and Control Committee - Annual Assessment Of The Committee's Performance - "Monitoring the independence of the external auditor and the assurance provider"

C.1.35	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Information"
C.1.36	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Termination"
C.1.37	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Termination"
C.1.38	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Decision-Making"
C.1.39	Yes	CMR Section "Corporate Governance - Corporate Governance - Remuneration - Variable component - Contributions to long-term savings systems"

**C.2 Committees of the Board of Directors**

CNMV template section	Included in the statistical report	Comments
C.2.1	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees"
C.2.2	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Committees of the Board - Number of Female Directors who are members of Board Committees at the close of the last four financial years"
C.2.3	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees"

**D. Related party and Intragroup transactions**

CNMV template section	Included in the statistical report	Comments
D.1	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report of the Audit And Control Committee - Andannual assessment of the committee's performance - Monitoring of related party transactions"
D.2	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report of the Audit And Control Committee - Andannual assessment of the committee's performance - Monitoring of related party transactions"
D.3	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report of the Audit And Control Committee - Andannual assessment of the committee's performance - Monitoring of related party transactions"
D.4	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report of the Audit And Control Committee - Andannual assessment of the committee's performance - Monitoring of related party transactions"
D.5	Yes	Section CRM "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report of the Audit And Control Committee - Andannual assessment of the committee's performance - Monitoring of related party transactions".
D.6	No	Section CRM "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report of the Audit And Control Committee - Andannual assessment of the committee's performance - Monitoring of related party transactions".
D.7	No	CMR Section "Corporate Governance - Corporate Governance - Best Good Governance Practices"

**E. Risk Control and Management Systems**

CNMV template section	Included in the statistical report	Comments
E.1	No	See section "3.2. Risk governance, management and control in Note 3 to the CAA.
E.2	No	See section "3.2. Risk governance, management and control - 3.2.2. Governance and Organisation" in Note 3 to the CAA; section C.2.1. Committees of the Board of Directors in this document; and sections "Corporate Governance - Board Committees" and "Sustainability Report - Governance - Fiscal transparency" in the CMR.
E.3	No	See section "3.2. Risk governance, management and control - 3.2.3. Strategic risk management processes - Corporate Risks Catalogue" in Note 3 to the Consolidated Financial Statements and the sections "Sustainability Reporting - Governance - Prevention and detection of corruption and bribery" and "Sustainability Reporting - Governance - Fiscal transparency" and "Risk Management" in the CMR.
E.4	No	See section "3.2. Risk governance, management and control - 3.2.3. Strategic risk management processes - Risk Appetite Framework" in Note 3 to the CAA.
E.5	No	See section "Risk management - Corporate Risk Catalogue - Milestones in Catalogue Risk Management" in the CMR; sections 3.3, 3.4 and 3.5 (description of each risk in the Corporate Risk Catalogue) in Note 3; and section "20.3. Provisions for procedural matters and ongoing tax disputes" in Note 20 to the CFS.
E.6	No	See section "3.2. Risk governance, management and control - 3.2.1. Internal Control Framework" and sections 3.3, 3.4 and 3.5 (description of each risk in the Corporate Risk Catalogue) in Note 3 to the Consolidated Financial Statements and the section "Sustainability Reporting - Governance - Description of processes to identify and assess material impacts, risks and opportunities related to business conduct", "Sustainability Reporting - Governance - Corporate culture and corporate culture and business conduct policies" and "Sustainability Reporting - Governance - Mechanisms for detecting and investigating illicit behaviours" in the CMR.

**F. Internal Control over Financial Reporting**

CNMV template section	Included in the statistical report	Comments
F.1	No	CMR Annex "Internal Control and Risk Management Systems in relation to the Financial Reporting Process (ICFR) - Control environment over financial reporting"
F.2	No	CMR Annex "Internal Control and Risk Management Systems in relation to the Financial Reporting Process (ICFR) - Risk assessment of financial reporting"
F.3	No	CMR Annex "Internal Control and Risk Management Systems in relation to the Financial Reporting Process (ICFR) - Financial reporting control procedures and activities"
F.4	No	CMR Annex "Internal Control and Risk Management Systems in relation to the Financial Reporting Process (ICFR) - Information and communication"
F.5	No	CMR Annex "Internal Control and Risk Management Systems in relation to the Financial Reporting Process (ICFR) - Oversight of the functioning of the system of internal control over financial reporting"
F.6	No	Set not applicable in the EU
F.7	No	Set not applicable in the EU

**G. Degree of Compliance with Corporate Governance Recommendations**

CNMV template section	Included in the statistical report	Comments
G.	Yes	CMR Section "Corporate Governance - Corporate Governance - Best Good Governance Practices" CMR Annex "Degree of compliance with Corporate Governance Recommendations"

**H. Other Information of Interest**

CNMV template section	Included in the statistical report	Comments
H.	No	CMR sections "Sustainability Reporting - ES-Sustainable finance - Memberships and partnerships" and "Sustainability Reporting - Governance - Fiscal transparency".

# DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS

## TABLE OF CROSS-REFERENCES OF COMPLIANCE WITH OR EXPLANATION OF CORPORATE GOVERNANCE RECOMMENDATIONS

Recommendation	Compliance	Comments
<b>1</b> The by-laws of listed companies should not place an upper limit on the votes that can be cast by a single shareholder, or impose other obstacles to the takeover of the company by means of share purchases on the market.		
<b>2</b> When the listed company is controlled, pursuant to the meaning established in Article 42 of the Commercial Code, by another listed or non-listed entity, and has, directly or through its subsidiaries, business relationships with that entity or any of its subsidiaries (other than those of the listed company) or carries out activities related to the activities of any of them, this is reported publicly, with specific information about: <ul style="list-style-type: none"> <li>a. The respective areas of activity and possible business relationships between, on the one hand, the listed company or its subsidiaries and, on the other, the parent company or its subsidiaries.</li> <li>b. The mechanisms in place to resolve possible conflicts of interest.</li> </ul>		This Recommendation is not deemed to be applicable as CaixaBank is not a company controlled by another entity, listed or otherwise, in the sense of Article 42 of the Commercial Code.
<b>3</b> During the annual general meeting of shareholders the chairman of the board of directors should verbally inform shareholders in sufficient detail of the most relevant aspects of the company's corporate governance, supplementing the written information circulated in the annual corporate governance report. <ul style="list-style-type: none"> <li>a. Changes taking place since the previous annual general meeting of shareholders.</li> <li>b. The specific reasons for the company not following a given Good Governance Code recommendation, and any alternative procedures followed in its stead.</li> </ul>		
<b>4</b> The company should draw up and implement a policy of communication and contacts with shareholders and institutional investors, in the context of their involvement in the company, as well as proxy advisors, which complies in full with market abuse regulations and accords equitable treatment to shareholders in the same position. This policy should be disclosed on the company's website, complete with details of how it has been put into practice and the identities of the relevant persons responsible or those charged with its implementation. <p>Further, without prejudice to the legal obligations of disclosure of inside information and other regulated information, the company should also have a general policy for the communication of economic-financial, non-financial and corporate information through the channels it considers appropriate (media, social media or other channels) that helps maximise the dissemination and quality of the information available to the market, investors and other stakeholders.</p>		
<b>5</b> The board of directors should not make a proposal to the general meeting for the delegation of powers to issue shares or convertible securities without pre-emptive subscription rights for an amount exceeding 20 % of capital at the time of such delegation. <p>When the board of directors approves the issuance of shares or convertible securities without pre-emptive subscription rights, the company should immediately post a report on its website explaining the exclusion as envisaged in company legislation.</p>		<p>CaixaBank partially complies with Recommendation 5, on the delegation of powers to issue shares and convertible securities without pre-emptive subscription rights, in that the maximum limit is complied with in relation to the increase in capital and, with respect to the issue of convertible securities, the 20 % limit stipulated in Article 511 of the Spanish Capital Companies Act is not applicable to issues made by credit institutions that are considered additional tier 1 capital instruments (AT1), in compliance with the provisions of Regulation (EU) 575/2013 in accordance with the provisions of the Fifteenth Additional Provision of the Spanish Capital Companies Act.</p> <p>The resolutions adopted by the General Meeting of Shareholders on 22 March 2024 allow for the delegation of the powers to issue bonds convertible into shares in accordance with the Fifteenth Additional Provision of the Spanish Capital Companies Act, whereby the 20 % limit does not apply. Details of the instruments issued under this agreement are presented in Note 19.3.3 (to the Annual Financial Statements.)</p>
<b>6</b> Listed companies drawing up the following reports on a voluntary or compulsory basis should publish them on their website well in advance of the annual general meeting of shareholders, even if their distribution is not obligatory: <ul style="list-style-type: none"> <li>a. Report on auditor independence.</li> <li>b. Reviews of the operation of the Audit Committee and the Appointments and Remuneration Committee.</li> <li>c. Audit Committee report on third-party transactions.</li> </ul>		

Recommendation	Compliance	Comments
<p><b>7</b> The company should broadcast its general meetings live on the corporate website.</p> <p>The company should have mechanisms that allow the delegation and exercise of votes by electronic means and even, in the case of large-cap companies and, to the extent that it is proportionate, attendance and active participation in the general meeting of shareholders.</p>		
<p><b>8</b> The audit committee should strive to ensure that the financial statements that the board of directors presents to the general meeting of shareholders are drawn up in accordance with accounting legislation.</p> <p>And in those cases where the auditor has included a qualification or reservation in its report, the chairman of the audit committee should clearly explain to the general meeting of shareholders the committee's opinion of its content and scope, making a summary of that opinion available to the shareholders at the time of the publication of the notice of the meeting, along with the other board proposals and reports.</p>		
<p><b>9</b> The company should disclose its conditions and procedures for certifying share ownership, the right to attend general meetings and the exercise or delegation of voting rights, and display them permanently on its website.</p> <p>These requirements and procedures should encourage shareholders to attend and exercise their rights and should be applied in a non-discriminatory manner.</p>		
<p><b>10</b> When an accredited shareholder exercises the right to supplement the agenda or submit new proposals prior to the general meeting of shareholders, the company should:</p> <ol style="list-style-type: none"> <li>Immediately circulate the supplementary items and new proposals.</li> <li>Disclose the attendance card model, or the proxy or remote voting form, with the necessary modifications, so that the new items on the agenda and alternative proposals for resolutions can be voted on in the same terms as those proposed by the board of directors.</li> <li>Submit all these items or alternative proposals to a vote, applying the same voting rules as for those submitted by the board of directors, with particular regard to presumptions or deductions about the direction of the votes.</li> <li>After the general meeting of shareholders, disclose the breakdown of votes on such supplementary items or alternative proposals.</li> </ol>		<p>With regard to section c), the Board agrees that there are different presumptions about the direction of the vote for proposals submitted by shareholders and those submitted by the Board (as established in the Regulations of the Company's General Meeting), opting for the presumption of a vote in favour of agreements proposed by the Board of Directors (because the shareholders absent for the vote have had the opportunity to record their absence so their vote is not counted and they can also vote early in another direction through the mechanisms established for that purpose) and for the presumption of a vote against agreements proposed by shareholders (since there is a probability that the new proposals will deal with agreements that are contradictory to the proposals submitted by the Board of Directors and it is impossible to attribute opposite directions for their votes to the same shareholder. Additionally, shareholders who were absent have not had the opportunity to assess and vote early on the proposal).</p> <p>Although this practice does not reflect the wording of Recommendation 10, it does better achieve the final objective of Principle 7 of the Good Governance Code which makes express reference to the Corporate Governance Principles of the OECD, which state that the procedures used in general meetings of shareholders must ensure the transparency of the count and the proper registration of votes, especially in the event of voting battles, new items on the agenda and alternative proposals, because it is a measure of transparency and a guarantee of consistency in the exercise of voting rights.</p>
<p><b>11</b> If a company plans to pay a premium for attendance of the general meeting of shareholders, it should first establish a stable general policy in this respect.</p>		
<p><b>12</b> The board of directors should perform its duties with unity of purpose and independent judgement, affording the same treatment to all shareholders in the same position. It should be guided at all times by the best interests of the company, understood to mean the creation of a profitable business that promotes its sustainable success over time, while maximising its economic value. In pursuing the best interests of the company, it should not only abide by laws and regulations and conduct itself according to principles of good faith, ethics and respect for commonly accepted customs and good practices, but also strive to reconcile its own interests with the legitimate interests of its employees, suppliers, clients and other stakeholders, as well as with the impact of its activities on the broader community and the natural environment.</p>		
<p><b>13</b> The board of directors should have an optimal size to promote its efficient functioning and maximise participation. The recommended range is accordingly between five and fifteen members.</p>		
<p><b>14</b> The board of directors should approve a policy aimed at favouring an appropriate composition of the board that:</p> <ol style="list-style-type: none"> <li>Is concrete and verifiable.</li> <li>Ensures that appointment or re-election proposals are based on a prior analysis of the skills required by the board of directors; and</li> <li>favours diversity of knowledge, experience, age and gender. Therefore, measures that encourage the company to have a significant number of female senior executives are considered to favour gender diversity.</li> </ol> <p>The results of the prior analysis of skills required by the board of directors should be written up in the explanatory report of the appointments committee, to be published upon calling the general meeting of shareholders at which the ratification, appointment or re-election of each director is submitted. The appointments committee should run an annual check on compliance with this policy and set out its findings in the Annual Corporate Governance Report.</p>		

Recommendation	Compliance	Comments
<b>15</b> Proprietary and independent directors should constitute an ample majority of the board of directors, while the number of executive directors should be kept to a minimum, bearing in mind the complexity of the corporate group and the ownership interests they control. The number of female directors should represent at least 40 % of the total number of members of the board of directors before the end of 2022 and not being below 30 % before that time.		
<b>16</b> The percentage of proprietary directors of all non-executive directors should be no greater than the proportion of the ownership stake of the shareholders they represent and the remainder of the company's capital. This criterion can be relaxed: <ul style="list-style-type: none"> <li>a. In large cap companies where few equity stakes attain the legal threshold for significant shareholdings.</li> <li>b. In companies with a plurality of shareholders represented on the board but not otherwise related.</li> </ul>		
<b>17</b> Independent directors should account for at least half of all board members. However, when the company does not have a large market capitalisation, or when a large cap company has shareholders that individually or collectively control over 30 % of its capital, independent directors should occupy at least one third of seats on the board.		
<b>18</b> Companies should post the following information on directors on their websites, and keep it permanently updated: <ul style="list-style-type: none"> <li>a. Professional profile and background.</li> <li>b. Directorships held in other companies, listed or unlisted, and other paid activities they engage in, regardless of their nature.</li> <li>c. Category of director to which they belong, in the case of proprietary directors indicating the shareholder they represent or have links with.</li> <li>d. Date of their first appointment as a board member and dates of any subsequent re-elections.</li> <li>e. Shares in the company and share options held.</li> </ul>		
<b>19</b> Following verification by the appointments committee, the Annual Corporate Governance Report should disclose the reasons for the appointment of proprietary directors at the request of shareholders controlling less than 3 % of capital; and explain any rejection of a formal request for a board place from shareholders whose equity stake is equal to or greater than that of others applying successfully for a proprietary directorship.		
<b>20</b> Proprietary directors should resign when the shareholders they represent dispose of their ownership interest in its entirety. They should also resign, in a proportional fashion, in the event that said shareholder reduces its percentage interest to a level that requires a decrease in the number of proprietary directors.		
<b>21</b> The board of directors should not propose the removal of independent directors before the expiry of their tenure as mandated by the by-laws, except where they find just cause, based on a prior report by the appointments committee. In particular, just cause will be presumed to exist when directors take up new posts or responsibilities that prevent them allocating sufficient time to the work of a board member or are in breach of their fiduciary duties or come under one of the disqualifying grounds for classification as independent enumerated in the applicable legislation. The removal of independent directors may also be proposed when a takeover bid, merger or similar corporate transaction alters the company's capital structure, provided that the changes in board membership are the result of the application of the proportionality criterion set out in Recommendation 16.		
<b>22</b> Companies should establish rules forcing directors to disclose any circumstance that might harm the organisation's name or reputation, related or not to their actions within the company, and tendering their resignation as the case may be, and, in particular, to inform the board of any criminal charges brought against them and the progress of any subsequent trial. When the board of directors is informed or becomes aware of any of the situations mentioned in the previous paragraph, it should examine the case as quickly as possible and depending on the particular circumstances, subject to a report from the appointments and remuneration committee, decide whether or not to adopt any measures such as opening of an internal investigation, calling on the director to resign or proposing his or her dismissal. The board should give a reasoned account of all such determinations in the Annual Corporate Governance Report, unless there are special circumstances that justify otherwise, which must be recorded in the minutes. This is without prejudice to the information that the company must disclose, if appropriate, at the time it adopts the corresponding measures.		

Recommendation	Compliance	Comments
<p><b>23</b> Directors should express their clear opposition when they feel a proposal submitted for the board's approval might damage the corporate interest. In particular, independents and other directors not subject to potential conflicts of interest should strenuously challenge any decision that could harm the interests of shareholders lacking board representation.</p> <p>When the board makes material or reiterated decisions about which a director has expressed serious reservations, then he or she must draw the pertinent conclusions. Directors resigning for such causes should set out their reasons in the letter referred to in the next recommendation. The terms of this recommendation also apply to the secretary to the board, even if he or she is not a director.</p>		
<p><b>24</b> Directors who give up their position before their tenure expires, through resignation or resolution of the general meeting, should state the reasons for this decision, or in the case of non-executive directors, their opinion of the reasons for the general meeting resolution, in a letter to be sent to all members of the board. This should all be reported in the Annual Corporate Governance Report, and if it is relevant for investors, the company should publish an announcement of the departure as rapidly as possible, with sufficient reference to the reasons or circumstances provided by the director.</p>		
<p><b>25</b> The appointments committee should ensure that non-executive directors have sufficient time available to properly perform their duties.</p> <p>The regulations of the board of directors should lay down the maximum number of company boards on which directors can serve.</p>		
<p><b>26</b> The board should meet with the necessary frequency to properly perform its functions, eight times a year at least, in accordance with a calendar and agendas set at the start of the year, to which each director may propose the addition of initially unscheduled items.</p>		
<p><b>27</b> Director absences should be kept to a strict minimum and quantified in the Annual Corporate Governance Report. In the event of absence, directors should delegate their powers of representation with the appropriate instructions.</p>		<p>In the event of unavoidable absences, in order to prevent de facto changes to the balance of the Board of Directors, legislation allows for delegation to another director (non-executives only to other non-executives) - this is established in Principle 14 of the Good Governance Code and also envisaged in the By-laws (Article 37), as well as the Regulation of the Board (Article 24), which determine that directors must personally attend Board meetings. However, when they are unable to do so in person, they shall endeavour to delegate their vote in writing, on a special basis for each meeting, to another Board member, including the appropriate instructions therein. Non-executive directors may only delegate a proxy who is another non-executive director, while independent directors may only delegate to another independent director.</p> <p>It should also be noted that CaixaBank's Corporate Governance Policy states, in relation to the duty of directors to attend Board of Directors' meetings, that if they cannot attend in person for justified reasons, they shall endeavour to grant their proxy in writing, and separately for each meeting, to a fellow Board member, including any relevant instructions. Every effort must be made to ensure that each and every director attends at least 80 % of Board meetings. As such, proxies are a comparative rarity at CaixaBank.</p> <p>The Board of Directors considers, as good corporate governance practice, that when directors are unable to attend meetings, proxies are not generally delegated with specific instructions. This does not amend the balance of the board given that delegations may only be made by non-executive directors to other non-executive directors, and independent directors may only delegate to other independent directors, while directors are always required to defend the Company's corporate interest regardless of their director status.</p> <p>Moreover, and reflecting the freedom of each director who may also delegate with the appropriate instructions as suggested in the regulation of the Board of Directors, the decision to delegate without instructions represents each director's freedom to consider what provides most value to their proxy, and they may finally decide on the grounds that they want to give their proxy freedom to adapt to the result of the Board meeting debate. This is also in accordance with the law governing the powers of the Chairman of Board of Directors, who is given, among others, the responsibility of encouraging a good level of debate and the active involvement of all directors, safeguarding their right to adopt any position or stance they see fit.</p> <p>Therefore, the freedom to appoint proxies with or without specific instructions, at the discretion of each director, is considered good practice and, specifically, the absence of instructions is seen as facilitating the proxy's ability to adapt to the content of the debate.</p>
<p><b>28</b> When directors or the secretary express concerns about a proposal or, in the case of directors, about the company's performance, and such concerns are not resolved at the meeting, the person expressing them can request that they be recorded in the minute book.</p>		

Recommendation	Compliance	Comments
<b>29</b> The company should provide suitable channels for directors to obtain the advice they need to carry out their duties, extending if necessary to external assistance at the company's expense.		
<b>30</b> Regardless of the knowledge directors must possess to carry out their duties, they should also be offered refresher programmes when circumstances so advise.		
<b>31</b> The agendas of board meetings should clearly indicate on which points directors must arrive at a decision, so they can study the matter beforehand or gather together the material they need. For reasons of urgency, the chairman may wish to present decisions or resolutions for board approval that were not on the meeting agenda. In such exceptional circumstances, their inclusion will require the express prior consent, duly minuted, of the majority of directors present.		
<b>32</b> Directors should be regularly informed of movements in share ownership and of the views of major shareholders, investors and rating agencies on the company and its Group.		
<b>33</b> The chairman, as the person responsible for the efficient functioning of the board of directors, in addition to the functions assigned by law and the company's by-laws, should prepare and submit to the board a schedule of meeting dates and agendas; organise and coordinate regular evaluations of the board and, where appropriate, the company's chief executive officer; exercise leadership of the board and be accountable for its proper functioning; ensure that sufficient time is given to the discussion of strategic issues, and approve and review refresher courses for each director, when circumstances so dictate.		
<b>34</b> When a lead independent director has been appointed, the by-laws or regulation of the board of directors should grant him or her the following powers over and above those conferred by law: chairman the board of directors in the absence of the chairman or deputy chairman; give voice to the concerns of non-executive directors; maintain contact with investors and shareholders to hear their views and develop a balanced understanding of their concerns, especially those to do with the company's corporate governance; and coordinate the chair's succession plan.		
<b>35</b> The secretary to the board should strive to ensure that the board's actions and decisions are informed by the governance recommendations of the Good Governance Code of relevance to the company.		
<b>36</b> The board in full should conduct an annual evaluation, adopting, when necessary, an action plan to correct weakness detected in: <ul style="list-style-type: none"> <li>a. The quality and efficiency of the board of directors' operation.</li> <li>b. The performance and membership of its committees.</li> <li>c. The diversity of board membership and competences.</li> <li>d. The performance of the chairman of the board of directors and the company's chief executive.</li> <li>e. The performance and contribution of individual directors, with particular attention to the chairs of board committees.</li> </ul> <p>The evaluation of board committees should start from the reports they send the board of directors, while that of the board itself should start from the report of the appointments committee.</p> <p>Every three years, the board of directors should engage an external facilitator to aid in the evaluation process. This facilitator's independence should be verified by the appointments committee.</p> <p>Any business dealings that the facilitator or members of its corporate group maintain with the company or members of its corporate group should be detailed in the Annual Corporate Governance Report.</p> <p>The process followed and areas evaluated should be detailed in the Annual Corporate Governance Report.</p>		<p>For 2025, the Board of Directors decided to conduct an internal self-assessment of its performance, having decided not to engage the services of an external advisor, on the grounds that, given the partial renewal of the board and the relatively short period for which the current board had been in place following the changes to its composition approved at the 2025 General Meeting of Shareholders, it was considered more appropriate and reasonable to postpone the involvement of an external expert until the next self-assessment exercise.</p> <p>Consequently, the self-assessment exercise followed the same procedure as the previous year, with the assistance of the General Secretary and the Board of Directors.</p>
<b>37</b> When there is an executive committee, there should be at least two non-executive members, at least one of whom should be independent; and its secretary should be the secretary to the board of directors.		
<b>38</b> The board should be kept fully informed of the business transacted and decisions made by the executive committee. To this end, all board members should receive a copy of the committee's minutes.		

Recommendation	Compliance	Comments
<b>39</b> All members of the audit committee, particularly its chairman, should be appointed with regard to their knowledge and experience in accounting, auditing and risk management matters, both financial and non-financial.		
<b>40</b> Listed companies should have a unit in charge of the internal audit function, under the supervision of the audit committee, to monitor the effectiveness of reporting and control systems. This unit should report functionally to the board's non-executive chairman or the chairman of the audit committee.		
<b>41</b> The head of the unit handling the internal audit function should present an annual work programme to the audit committee, for approval by this committee or the board, inform it directly of any incidents or scope limitations arising during its implementation, the results and monitoring of its recommendations, and submit an activities report at the end of each year.		
<b>42</b> The audit committee should have the following functions over and above those legally assigned: <b>With respect to internal control and reporting systems:</b> <ul style="list-style-type: none"> <li>a. Monitor and evaluate the preparation process and the integrity of the financial and non-financial information, as well as the control and management systems for financial and non-financial risks related to the company and, where appropriate, to the group – including operating, technological, legal, social, environmental, political and reputational risks or those related to corruption – reviewing compliance with regulatory requirements, the accurate demarcation of the consolidation perimeter and the correct application of accounting principles.</li> <li>b. Monitor the independence of the unit handling the internal audit function; propose the selection, appointment and removal of the head of the internal audit service; propose the service's budget; approve or make a proposal for approval to the board of the priorities and annual work programme of the internal audit unit, ensuring that it focuses primarily on the main risks the company is exposed to (including reputational risk); receive regular report-backs on its activities; and verify that senior management is acting on the findings and recommendations of its reports.</li> <li>c. Establish and supervise a mechanism that allows employees and other persons related to the company, such as directors, shareholders, suppliers, contractors or subcontractors, to report any potentially serious irregularities, including financial, accounting or any other irregularities related to the company, that they observe in the company or its group. This mechanism must guarantee confidentiality and enable communications to be made anonymously, respecting the rights of both the complainant and the accused party.</li> <li>d. In general, ensure that the internal control policies and systems established are applied effectively in practice.</li> </ul> <b>With respect to the external auditor:</b> <ul style="list-style-type: none"> <li>a. Investigate the issues giving rise to the resignation of the external auditor, should this come about.</li> <li>b. Ensure that the remuneration of the external auditor does not compromise its quality or independence.</li> <li>c. Ensure that the company notifies any change of external auditor through the CNMV, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for the same.</li> <li>d. Ensure that the external auditor has a yearly meeting with the Board in full to inform it of the work undertaken and developments in the company's risk and accounting positions.</li> <li>e. Ensure that the company and the external auditor adhere to current regulations on the provision of non-audit services, limits on the concentration of the auditor's business and other requirements concerning auditor independence.</li> </ul>		
<b>43</b> The audit committee should be empowered to meet with any company employee or manager, even ordering their appearance without the presence of another senior officer.		
<b>44</b> The audit committee should be informed of any fundamental changes or corporate transactions the company is planning, so the committee can analyse the operation and report to the board beforehand on its economic conditions and accounting impact and, when applicable, the exchange ratio proposed.		

Recommendation	Compliance	Comments
<p><b>45</b> The risk control and management policy should identify or establish at least:</p> <ul style="list-style-type: none"> <li>a. The various types of financial and non-financial risks (including operational, technological, legal, social, environmental, political and reputational risks and risks relating to corruption) which the company faces, where financial or economic risks include contingent liabilities and other off-balance-sheet risks.</li> <li>b. A risk control and management model based on different levels, of which a specialised risks committee will form part when sector regulations provide or the company deems it appropriate.</li> <li>c. The level of risk that the company considers acceptable.</li> <li>d. The measures in place to mitigate the impact of identified risks, should they occur.</li> <li>e. The internal reporting and control systems to be used to control and manage the above risks, including contingent liabilities and off-balance-sheet risks.</li> </ul>		
<p><b>46</b> Companies should establish a risk control and management function in the charge of one of the company's internal department or units and under the direct supervision of the audit committee or some other dedicated board committee. This function should be expressly charged with the following responsibilities:</p> <ul style="list-style-type: none"> <li>a. Ensure that risk control and management systems are functioning correctly and, specifically, that major risks the company is exposed to are correctly identified, managed and quantified.</li> <li>b. Participate actively in the preparation of risk strategies and in key decisions about their management.</li> <li>c. Ensure that risk control and management systems are mitigating risks effectively under the policy drawn up by the board of directors.</li> </ul>		
<p><b>47</b> Appointees to the appointments and remuneration committee - or of the appointments committee and Remuneration committee, if separately constituted - should have the right balance of knowledge, skills and experience for the functions they are called on to discharge. The majority of their members should be independent directors.</p>		
<p><b>48</b> Large cap companies should operate separately constituted appointments and remuneration committees.</p>		
<p><b>49</b> The appointments committee should consult with the company's chairman and chief executive, especially on matters relating to executive directors.</p> <p>When there are vacancies on the board, any director may approach the appointments committee to propose candidates that it might consider suitable.</p>		
<p><b>50</b> The remuneration committee should operate independently and have the following functions in addition to those assigned by law:</p> <ul style="list-style-type: none"> <li>a. Propose to the board the standard conditions for senior officer contracts.</li> <li>b. Monitor compliance with the remuneration policy set by the company.</li> <li>c. Periodically review the remuneration policy for directors and senior officers, including share-based remuneration systems and their application, and ensure that their individual compensation is proportionate to the amounts paid to other directors and senior officers in the company.</li> <li>d. Make sure that potential conflicts of interest do not undermine the independence of external advice given to the committee.</li> <li>e. Verify the information on the remuneration of directors and senior management contained in the various corporate documents, including the Annual Report on the Remuneration of Directors.</li> </ul>		
<p><b>51</b> The remuneration committee should consult with the chairman and chief executive, especially on matters relating to executive directors and senior management.</p>		

Recommendation	Compliance	Comments
<p><b>52</b> The terms of reference of supervision and control committees should be set out in the regulation of the board of directors and aligned with those governing legally mandatory board committees as specified in the preceding sets of recommendations. They should include at least the following terms:</p> <ul style="list-style-type: none"> <li>a. Committees should be formed exclusively by non-executive directors, with a majority of independents.</li> <li>b. Committees should be chaired by an independent director.</li> <li>c. The board should appoint the members of these committees with regard to the knowledge, skills and experience of its directors and each committee's missions, discuss their proposals and reports as well as provide report-backs on their activities and work at the first full board meeting after each committee meeting.</li> <li>d. They may engage external advice, when they feel it necessary for the discharge of their functions.</li> <li>e. Meeting proceedings should be minuted and a copy made available to all board members.</li> </ul>		
<p><b>53</b> The task of supervising compliance with the policies and rules of the company in the environmental, social and corporate governance areas, and internal rules of conduct, should be assigned to one board committee or split between several, which could be the audit committee, the appointments committee, a committee specialised in sustainability or corporate social responsibility, or a dedicated committee established by the board under its powers of self-organisation. Such a committee should be made up solely of non-executive directors, the majority being independent and specifically assigned the following minimum functions.</p>		
<p><b>54</b> The minimum functions referred to in the previous recommendation are as follows:</p> <ul style="list-style-type: none"> <li>a. Monitor compliance with the company's internal codes of conduct and corporate governance rules, and ensure that the corporate culture is aligned with its purpose and values.</li> <li>b. Monitor the implementation of the general policy on the disclosure of economic-financial, non-financial and corporate information, as well as communication with shareholders and investors, proxy advisors and other stakeholders. Similarly, the way in which the entity communicates and relates with small and medium-sized shareholders should be monitored.</li> <li>c. Periodically evaluate the effectiveness of the company's corporate governance system and environmental and social policy, to confirm that it is fulfilling its mission to promote the corporate interest and catering, as appropriate, to the legitimate interests of remaining stakeholders.</li> <li>d. Ensure the company's environmental and social practices are in accordance with the established strategy and policy.</li> <li>e. Monitor and evaluate the company's interaction with its stakeholder groups.</li> </ul>		
<p><b>55</b> Environmental and social sustainability policies should identify and include at least:</p> <ul style="list-style-type: none"> <li>a. The principles, commitments, objectives and strategy with regard to shareholders, employees, customers, suppliers, social issues, environment, diversity, fiscal responsibility, respect for human rights and the prevention of corruption and other unlawful conduct.</li> <li>b. The methods or systems for monitoring compliance with policies, associated risks and their management.</li> <li>c. The mechanisms for supervising non-financial risk, including that related to ethical aspects and aspects of business conduct.</li> <li>d. Channels for stakeholder communication, participation and dialogue.</li> <li>e. Responsible communication practices that prevent the manipulation of information and protect the company's honour and integrity.</li> </ul>		
<p><b>56</b> Director remuneration should be sufficient to attract individuals with the desired profile and compensate the commitment, abilities and responsibility that the post demands, but not so high as to compromise the independent judgement of non-executive directors.</p>		
<p><b>57</b> Variable remuneration linked to the company and the director's performance, the award of shares, options or any other right to acquire shares or to be remunerated on the basis of share price movements, and membership of long-term savings schemes such as pension plans should be confined to executive directors.</p> <p>The company may consider the share-based remuneration of non-executive directors provided they retain such shares until the end of their term in office. The above condition will not apply to any shares that the director must dispose of to defray costs related to their acquisition.</p>		

Recommendation	Compliance	Comments
<p><b>58</b> In the case of variable awards, remuneration policies should include limits and technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the company's sector, or circumstances of that kind.</p> <p>In particular, variable remuneration items should meet the following conditions:</p> <ul style="list-style-type: none"> <li>a. Be subject to predetermined and measurable performance criteria that factor the risk assumed to obtain a given outcome.</li> <li>b. Promote the sustainability of the company and include non-financial criteria that are geared towards creating long-term value, such as compliance with the company's rules and internal procedures and with its risk management and control policies.</li> <li>c. Be based on balancing the attainment of short-, medium- and long-term objectives, so as to allow remuneration of continuous performance over a period long enough to be able to assess their contribution to sustainable value creation, so that the factors used to measure performance are not associated only with one-off, occasional or extraordinary events.</li> </ul>		
<p><b>59</b> The payment of the variable components of remuneration is subject to sufficient verification that previously established performance, or other, conditions have been effectively met. Entities should include in their annual directors' remuneration report the criteria relating to the time required and methods for such verification, depending on the nature and characteristics of each variable component.</p> <p>Additionally, entities should consider establishing a reduction clause ('malus') based on deferral for a sufficient period of the payment of part of the variable components that implies total or partial loss of this remuneration in the event that prior to the time of payment an event occurs that makes this advisable.</p>		
<p><b>60</b> In the case of remuneration linked to company earnings, deductions should be computed for any qualifications stated in the external auditor's report.</p>		
<p><b>61</b> A major part of executive directors' variable remuneration should be linked to the award of shares or financial instruments whose value is linked to the share price.</p>		
<p><b>62</b> Following the award of shares, options or financial instruments corresponding to the remuneration schemes, executive directors should not be able to transfer their ownership or exercise them until a period of at least three years has elapsed. Except for the case in which the director maintains, at the time of the transfer or exercise, a net economic exposure to the variation in the price of the shares for a market value equivalent to an amount of at least twice his or her fixed annual remuneration through the ownership of shares, options or other financial instruments. The foregoing shall not apply to the shares that the director needs to dispose of to meet the costs related to their acquisition or, upon favourable assessment of the appointments and remuneration committee, to address an extraordinary situation.</p>		

**Recommendation**
**Compliance** **Comments**

**63** Contractual arrangements should include provisions that permit the company to reclaim variable components of remuneration when payment was out of step with the director's actual performance or based on data subsequently found to be misstated.



**64** Termination payments should not exceed a fixed amount equivalent to two years of the director's total annual remuneration and should not be paid until the company confirms that he or she has met the criteria or conditions established for its reception.



For the purposes of this recommendation, payments for contractual termination include any payments whose accrual or payment obligation arises as a consequence of or on the occasion of the termination of the contractual relationship that linked the Director with the company, including previously unconsolidated amounts for long-term savings schemes and the amounts paid under post-contractual non-compete agreements.

Payments for termination or expiry of the Chief Executive Officer's contract, including severance pay in the event of termination or expiry of the relationship in certain cases and the post-contractual non-compete agreement, do not exceed the amount equivalent to two years of total annual remuneration.

In addition, CaixaBank has recognised a social security supplement for the Chief Executive Officer to cover the contingencies of retirement, death and total permanent disability, absolute permanent disability or severe disability.

In the case of the commitment to cover the retirement contingency, this is a system established under a defined contribution plan, for which the annual contributions to be made are fixed in advance.

By virtue of this commitment, the Chief Executive Officer is entitled to receive a retirement benefit when he/she reaches the legally established retirement age. This benefit will be the result of the sum of the contributions made by CaixaBank and their corresponding returns up to that date, provided that he/she is not dismissed for just cause, and without prejudice to the applicable treatment of discretionary pension benefits in accordance with the remuneration regulations applicable to credit institutions.

With the termination of the Chief Executive Officer's contract, the contributions would be consolidated (except in the event of termination for just cause attributable to the Chief Executive Officer), but in no case is there any provision for the possibility of receiving an early retirement benefit, since its accrual and payment would occur only on the occasion and at the time of retirement (or the occurrence of the other contingencies covered) and not on the occasion of the termination of the contract.

The nature of these savings systems is not to indemnify or compensate for the loss of rights to the assumption of non-competition obligations, as they are configured as a savings system that is endowed over time with periodic contributions and which form part of the fixed components of the usual remuneration package of the Executive Directors; unlike indemnities or compensations for not competing, it grows over time and is not set in absolute terms.

Therefore, the institution would only be in breach of recommendation 64 if the mere consolidation of savings scheme entitlements, without actual accrual or payment at the time of termination, were to be included in the concept of termination payments or termination of contract payments as defined therein.



*This Annual Corporate Governance Report was approved by the Company's Board of Directors on **19 February 2026***





## ANNUAL CORPORATE GOVERNANCE REPORT FOR LISTED COMPANIES

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### ISSUER IDENTIFICATION

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End of financial year:

[ 12/31/2025 ]

CIF:

[ A08663619 ]

Corporate name:

[ **CAIXABANK, S.A.** ]

Registered office:

[ CL. PINTOR SOROLLA N.2-4 (VALENCIA) ]

**A. OWNERSHIP STRUCTURE**

A.1. Complete the following table on share capital and the attributed voting rights, including those corresponding to shares with a loyalty vote as of the closing date of the year, where appropriate:

State whether the company's by-laws include the provision for loyalty shares with double voting rights:

Yes  
 No

Date of last amendment	Share capital (€)	Number of shares	Number of voting rights
12/05/2025	7,024,520,689.00	7,024,520,689	7,024,520,689

Indicate whether different types of shares exist with different associated rights:

Yes  
 No

A.2. Details of direct and indirect owners of significant holdings at the end of the financial year, excluding directors with a significant shareholding:

Name or corporate name of the shareholder	% voting rights attributed to the shares		% of voting rights through financial instruments		% total voting rights
	Direct	Indirect	Direct	Indirect	
BLACKROCK, INC	0.00	4.66	0.00	0.06	4.72
"LA CAIXA" BANKING FOUNDATION	0.00	31.27	0.00	0.00	31.27
FUND FOR ORDERLY BANK RESTRUCTURING	0.00	18.08	0.00	0.00	18.08

Details of indirect holding:

Name or corporate name of the indirect owner	Name or corporate name of the direct owner	% of voting rights attributed to the shares	% of voting rights through financial instruments	% total voting rights
BLACKROCK, INC	OTHER CONTROLLED ENTITIES THAT MAKE UP THE BLACKROCK, INC GROUP	4.66	0.06	4.72

Name or corporate name of the indirect owner	Name or corporate name of the direct owner	% of voting rights attributed to the shares	% of voting rights through financial instruments	% total voting rights
"LA CAIXA" BANKING FOUNDATION	CRITERIA CAIXA, S.A.U.	31.27	0.00	31.27
FUND FOR ORDERLY BANK RESTRUCTURING	BFA TENEDORA DE ACCIONES, S.A.	18.08	0.00	18.08

**A.3.** Give details of the participation at the close of the fiscal year of the members of the Board of Directors who are holders of voting rights attributed to shares of the company or through financial instruments, whatever the percentage, excluding the directors who have been identified in Section A.2 above:

Name or corporate name of director	% of voting rights attributed to shares (including loyalty shares)		% voting rights through financial instruments		% total voting rights	Of the % of voting rights attributed to the shares, specify, where applicable, the % of additional votes corresponding to loyalty shares	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
MS KORO USARRAGA UNSAIN	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MS CRISTINA GARMENDIA MENDIZÁBAL	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR EDUARDO JAVIER SANCHIZ IRAZU	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MS MARÍA TERESA SANTERO QUINTILLÁ	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MS MARÍA VERÓNICA FISAS VERGÉS	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR TOMÁS MUNIESA ARANTEGUI	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MS MARÍA AMPARO MORALEDA MARTÍNEZ	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Name or corporate name of director	% of voting rights attributed to shares (including loyalty shares)		% voting rights through financial instruments		% total voting rights	Of the % of voting rights attributed to the shares, specify, where applicable, the % of additional votes corresponding to loyalty shares	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
MR GONZALO GORTAZAR ROTAECHE	0.00	0.00	0.00	0.00	0.01	0.00	0.00
MR FERNANDO MARÍA COSTA DUARTE ULRICH	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR LUIS ÁLVAREZ SATORRE	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR PABLO ARTURO FORERO CALDERÓN	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MS ROSA MARÍA GARCÍA PIÑEIRO	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR BERNARDO SÁNCHEZ INCERA	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR PETER LÖSCHER	0.00	0.00	0.00	0.00	0.00	0.00	0.00
% of total voting rights held by members of the board of directors						0,02	

Details of indirect holding:

Name or corporate name of director	Name or corporate name of the direct owner	% of voting rights attributed to shares (including loyalty shares)	% voting rights through financial instruments	% total voting rights	Of the % of voting rights attributed to the shares, specify, where applicable, the % of additional votes corresponding to loyalty shares
No data					

Indicate the percentage of total voting rights represented on the board:

% of total voting rights represented on the board of directors	49,37
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**A.7.** Indicate whether the company has been notified of any shareholders' agreements pursuant to Articles 530 and 531 of the Spanish Capital Companies Act ("LSC"). Provide a brief description and list the shareholders bound by the agreement, where applicable.

Yes  
 No

Indicate whether the company is aware of the existence of any concerted action among its shareholders. Give a brief description, if applicable.

Yes  
 No

**A.8.** State whether any natural person or legal entity currently exercises control or could exercise control over the company in accordance with Article 5 of the Spanish Securities Market Act. If so, identify them:

Yes  
 No

A.9. Complete the following tables on the company's treasury shares.

At year end:

Number of shares held directly	Number of shares held indirectly (*)	% of total share capital
15,755,959	928,441	0.24

(\*) Through:

Name or corporate name of direct shareholder	Number of shares held directly
BANCO BPI, S.A.	454,865
CAIXABANK OPERATIONAL SERVICES, S.A.U.	5,315
CAIXABANK PAYMENTS & CONSUMER, E.F.C., E.P., S.A.	128,958
VIDACAIXA, S.A.U. DE SEGUROS Y REASEGUROS	274,292
NUEVO MICRO BANK, S.A.U.	22,611
CAIXABANK WEALTH MANAGEMENT LUXEMBOURG, S.A.	42,035
CAIXABANK FACILITIES MANAGEMENT, S.A.	365
Total	928,441

A.11. Estimated floating capital:

	%
Estimated floating capital:	45.67

A.14. State whether the company has issued shares that are not traded on a regulated EU market.

Yes  
 No

**B. GENERAL MEETING OF SHAREHOLDERS**

B.4. Give details of attendance at the general meetings of shareholders held during the year of this report and the two previous years:

Date of general meeting	Attendance data					Total
	% attending in person	% by proxy	% remote voting			
			Electronic means	Other		
03/31/2023	49.61	25.22	0.91	0.82	76.56	
Of which, free float	0.02	20.82	0.91	0.82	22.57	
03/22/2024	48.74	28.29	0.35	0.45	77.83	
Of which, free float	0.04	23.29	0.35	0.45	24.13	
04/11/2025	48.94	32.90	0.52	0.45	82.81	
Of which, free float	0.03	28.77	0.52	0.45	29.77	

B.5. State whether any items on the agenda of the general meetings of shareholders held during the year were not approved by the shareholders for any reason:

- Yes  
 No

B.6. State whether the by-laws contain any restrictions requiring a minimum number of shares to attend general meetings of shareholders, or that affect remote voting:

- Yes  
 No

Number of shares required to attend general meetings of shareholders	1,000
Number of shares required for remote voting	1

**C. STRUCTURE OF THE COMPANY'S ADMINISTRATION**

**C.1. Board of directors**

C.1.1 Maximum and minimum number of directors established in the company by-laws and the number set by the general meeting:

Maximum number of directors	22
Minimum number of directors	12
Number of directors set by the general meeting	15

C.1.2 Complete the following table on board members:

Name or corporate name of director	Representative	Category of director	Position on the board	Date of first appointment	Date of last appointment	Election procedure
MS KORO USARRAGA UNSAIN		Independent	DIRECTOR	06/30/2016	04/11/2025	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
MS CRISTINA GARMENDIA MENDIZÁBAL		Independent	DIRECTOR	04/05/2019	03/31/2023	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
MR EDUARDO JAVIER SANCHIZ IRAZU		Independent	LEAD INDEPENDENT DIRECTOR	09/21/2017	04/08/2022	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
MS MARÍA TERESA SANTERO QUINTILLÁ		Proprietary	DIRECTOR	12/03/2020	04/11/2025	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
MS MARÍA VERÓNICA FISAS VERGÉS		Independent	DIRECTOR	02/25/2016	03/22/2024	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
MR TOMÁS MUNIESA ARANTEGUI		Proprietary	CHAIRMAN	01/01/2018	04/08/2022	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS

Name or corporate name of director	Representative	Category of director	Position on the board	Date of first appointment	Date of last appointment	Election procedure
MS MARÍA AMPARO MORALEDA MARTÍNEZ		Independent	DEPUTY CHAIRWOMAN	04/24/2014	03/31/2023	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
MR GONZALO GORTAZAR ROTAECHE		Executive	CHIEF EXECUTIVE OFFICER	06/30/2014	03/31/2023	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
MR FERNANDO MARÍA COSTA DUARTE ULRICH		Other external	DIRECTOR	12/03/2020	04/11/2025	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
MR PETER LÖSCHER		Independent	DIRECTOR	03/31/2023	03/31/2023	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
MR LUIS ÁLVAREZ SATORRE		Independent	DIRECTOR	04/11/2025	04/11/2025	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
MR PABLO ARTURO FORERO CALDERÓN		Other external	DIRECTOR	04/11/2025	04/11/2025	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
MS ROSA MARÍA GARCÍA PIÑEIRO		Independent	DIRECTOR	04/11/2025	04/11/2025	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
MR JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN		Proprietary	DIRECTOR	04/11/2025	04/11/2025	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
MR BERNARDO SÁNCHEZ INCERA		Independent	DIRECTOR	04/11/2025	04/11/2025	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS

Total number of directors	15
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Indicate any cessations, whether through resignation or by resolution of the general meeting, that have taken place in the board of directors during the reporting period:

Name or corporate name of director	Category of director at the time of cessation	Date of last appointment	Date of cessation	Specialised committees of which he or she was a member	State whether the director left before the end of his or her term of office
MR JOSÉ IGNACIO GOIRIGOLZARRI TELLAECHÉ	Executive	12/03/2020	01/01/2025	Executive Committee Innovation, Technology and Digital Transformation Committee	NO
MR JOAQUÍN AYUSO GARCÍA	Independent	12/03/2020	04/11/2025	Remuneration Committee and Risks Committee	NO
MR FRANCISCO JAVIER CAMPO GARCÍA	Independent	12/03/2020	04/11/2025	Appointments and Sustainability Committee, Audit and Control Committee and Innovation, Technology and Digital Transformation Committee.	NO
MS EVA CASTILLO SANZ	Independent	12/03/2020	04/11/2025	Executive Committee, Remuneration Committee and Innovation, Technology and Digital Transformation Committee	NO
MR JOSÉ SERNA MASIÁ	Proprietary	05/14/2021	04/11/2025	Audit and Control Committee, Remuneration Committee	YES

C.1.3 Complete the following tables on members of the board and their respective categories:

EXECUTIVE DIRECTORS		
Name or corporate name of director	Post held in the company	Profile
MR GONZALO GORTAZAR ROTAECHE	CHIEF EXECUTIVE OFFICER	Gonzalo Gortazar, born in Madrid in 1965, has been the CEO of CaixaBank since June 2014. He holds a degree in Law and Business Studies from the Universidad Pontificia Comillas (ICADE) and a Master's degree in Business Administration with distinction from INSEAD. He is also the current Chairman of VidaCaixa and CaixaBank Payments & Consumer, and Director of Banco BPI. Mr Gortazar served as CaixaBank's Chief Financial Officer until his appointment as CEO in June 2014. Before that, he was CEO of Criteria CaixaCorp between 2009 and June 2011. From 1993 to 2009, he worked at Morgan Stanley in London and Madrid, holding several posts in the investment banking division, heading up the European Financial Institutions Group, until he joined Criteria in mid-2009. Previously, he held various corporate banking and investment banking positions at Bank of America. He also served as First Deputy Chairman of Repsol and Director of Grupo Financiero Inbursa, Erste Bank, SegurCaixa Adeslas, Abertis, Port Aventura and Saba.

Total number of executive directors	1
% of the board	6.67

EXTERNAL PROPRIETARY DIRECTORS		
Name or corporate name of director	Name or corporate name of the significant shareholder represented or proposing appointment	Profile
MS MARÍA TERESA SANTERO QUINTILLÁ	FROB Y BFA TENEDORA DE ACCIONES, S.A.U.	Teresa Santero was born in Camporrells (Huesca) in 1959. She has been a member of the Board of Directors of CaixaBank since 2021. She holds a degree in Business Administration from the University of Zaragoza and a PhD in Economics from the University of Illinois Chicago (USA). Since 2012, she has been a lecturer at the Universidad Instituto de Empresa (UIE) in Madrid. Previously, she held management positions in the Central Government (General Secretary for Industry in the Ministry of Industry, Trade and Tourism from 2008 to 2011), and in Provincial Administration; namely, in the Government of the Autonomous Community of Aragon (Director of Economic Policy in the Department of Economy and the Treasury, from 2003 to 2007, and General Secretary for the Department of Social Services from 2007 to 2008).

EXTERNAL PROPRIETARY DIRECTORS		
Name or corporate name of director	Name or corporate name of the significant shareholder represented or proposing appointment	Profile
		<p>She previously worked for ten years as an economist in the Economics Department of the OECD in Paris. She has been a visiting lecturer at the Economics Department of the Complutense University in Madrid and associate professor and research aide at the University of Illinois Chicago (USA). She has been a member of various boards of directors, an independent member of the General Board of the Instituto Oficial de Crédito (ICO) (2018-2020), Director of the Spanish industrial holding company, SEPI (2008-2011) and of Navantia (2010-2011), member of the Executive Committee and the Board of the Zona Franca Consortium in Barcelona (2008-2011) and Director of Instituto Tecnológico de Aragón (2004-2007). She has also been a member of the Board of Trustees of several foundations: the Zaragoza Logistics Center (ZLC) Foundation (2005-2007), the Foundation for the Development of Hydrogen Technologies (2005-2007) and the Observatorio de Prospectiva Tecnológica Industrial Foundation (2008-2011).</p>
MR TOMÁS MUNIESA ARANTEGUI	"LA CAIXA" BANKING FOUNDATION	<p>Tomás Muniesa, born in Barcelona in 1952, has served as Chairman of CaixaBank since January 2025. He holds a degree in Business Studies and a Master's degree in Business Management from ESADE Business School. He joined "la Caixa" in 1976 and was appointed Deputy General Manager of the Insurance and Asset Management Group of CaixaBank in 1992 and became General Manager in 2011, a post he held until November 2018. In that year, he stepped down from his executive functions at the CaixaBank Group and was appointed Deputy Chairman of CaixaBank. He is also the current Chairman of the CaixaBank Dual Training Foundation (Dualiza), Deputy Chairman of CECA and Deputy Chairman of the COTEC Foundation. He is a member of the Board of Trustees of the ESADE Foundation and of other foundations such as: Fundación CEDE, Fundación FEDEA, Fundación Real Instituto Elcano, Fundación Aspen Institute España, Fundación Conexión España, Fundación Mobile World Capital and Fundación Consejo España-USA. He is also a member of the Advisory Board of the Spanish Confederation of Business Organizations (CEOE) and of other relevant institutions and associations in Spain. Additionally, he served as Chairman of MEFF (Sociedad Rectora de Productos Derivados), Deputy Chairman of VidaCaixa, where he was CEO, SegurCaixa Adeslas and BME (Bolsas y Mercados Españoles), Second Deputy Chairman of UNESPA, Director and Chairman of the Audit Committee of Consorcio de Compensación de Seguros, Director of Vithas Sanidad S.L., Director of Allianz Portugal and Alternate Director of Grupo Financiero Inbursa in Mexico.</p>

EXTERNAL PROPRIETARY DIRECTORS		
Name or corporate name of director	Name or corporate name of the significant shareholder represented or proposing appointment	Profile
MR JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN	"LA CAIXA" BANKING FOUNDATION	<p>José María Méndez Álvarez-Cedrón was born in Lugo in 1966. He has been a member of the Board of Directors of CaixaBank since 2025. He holds a degree in Law from the University of Santiago de Compostela and in Political Science and Administration from the Universidad Autónoma of Madrid, having also completed the Senior Management Programme at IESE Business School (University of Navarra). Additionally, he is a civil servant on leave of absence from the Cuerpo Superior de Administradores Civiles del Estado (Senior Civil Administrators of the State). Mr Méndez is currently Managing Director of Critería Caixa S.A.U. and holds management responsibilities at the "la Caixa" Banking Foundation in the institutional area. He is also a trustee of the FUNCAS, CEOE and CEDE foundations. Previously, he was CEO of Cecabank, S.A. and General Manager of CECA; Vice-Chairman of the Board of the European Savings and Retail Banking Group (ESBG); member of the Board of the World Saving Banks and Retail Banking Institute (WSBI); Deputy Chairman of the Fundación de las Cajas de Ahorros (FUNCAS); Chairman of the Spanish Centre for Sustainable and Responsible Finance (FINRESP); member of the Management Committee of the Deposit Guarantee Fund for Credit Institutions and an Independent Expert on the Board of the European Investment Bank (EIB). He joined CECA as General Secretary in 2003, having previously held various positions in the Directorate General of the Treasury and Financial Policy of the Ministry of Economy (1993-2003) and as Deputy General Manager of Financial Policy from 2000 to 2003.</p>

Total number of proprietary directors	3
% of the board	20.00

INDEPENDENT EXTERNAL DIRECTORS	
Name or corporate name of director	Profile
MS KORO USARRAGA UNSAIN	<p>Koro Usarraga Unsain was born in San Sebastián in 1957 and has been a member of CaixaBank's Board of Directors since 2016. She holds a degree in Business Administration and Management and a Master's degree in Business Management from the ESADE Business School, she took the PADE (Senior Management Programme) at IESE and is a qualified chartered accountant. She was an independent board member of NH Hotel Group from 2015 to October 2017 and worked for 20 years at Arthur Andersen, being appointed partner in the audit division in 1993. In 2001, she was appointed Corporate General Manager of Occidental Hotels &amp; Resorts, a group with significant international presence and specialising in the holiday sector.</p>

INDEPENDENT EXTERNAL DIRECTORS	
Name or corporate name of director	Profile
	<p>She was responsible for the finance, administration and management control departments, as well as IT and human resources. She served as General Manager of Renta Corporación, a real estate group specialising in the purchase, refurbishment and sale of properties. She has been a Director at Vocento, S.A. since 2019, and is currently a shareholder and director of the company 2005 KP Inversiones, S.L., which is dedicated to investing in companies and management consultancy. She is also a director of Vehicle Testing Equipment, S.L.</p>
<p>MS CRISTINA GARMENDIA MENDIZÁBAL</p>	<p>Cristina Garmendia Mendizábal was born in San Sebastián in 1962. She has been a member of the Board of Directors of CaixaBank since June 2019. She holds a degree in Biological Sciences, specialising in Genetics, and a PhD in Molecular Biology from the Severo Ochoa Molecular Biology Centre of the Universidad Autónoma of Madrid, in addition to an MBA from the IESE Business School at the University of Navarra. She is currently non-executive Chairwoman of Mediaset España Comunicación, S.A., and as such, a trustee of FAD Juventud. She is also Deputy Chairwoman of Compañía de Distribución Integral Logista Holdings, S.A. and Director of Ysios Capital Partners, SGEIC, S.A. She is Chairwoman of the COTEC Foundation and, as such, a member of the Board of Trustees of the Pelayo and SEPI Foundations and a member of the Advisory Board of the Women for Africa Foundation and UNICEF, Spanish Committee. She is also a member of the Advisory Board of Integrated Service Solutions, S.L. and of the cybersecurity company S2 Grupo. She was formerly executive Deputy Chairwoman and Chief Financial Officer of the Amasua Group. She sits on the governance bodies of Genetrix, S.L., (Executive Chairwoman), Sygnis AG (Chairwoman of the Supervisory Board), Satlantis Microsats (Chairwoman), Science &amp; Innovation Link Office, S.L. (Director) and serves as an Independent Director of NTT DATA (previously EVERIS), Naturgy Energy Group, S.A. (formerly, Gas Natural, S.A.), Corporación Financiera Alba and Pelayo Mutua de Seguros. She held the position of Minister of Science and Innovation in the Spanish Government throughout the entire 9th parliamentary term from April 2008 to December 2011.</p>
<p>MR EDUARDO JAVIER SANCHIZ IRAZU</p>	<p>Eduardo Javier Sanchiz Irazu, born in Vitoria in 1956, has been a member of the Board of Directors of CaixaBank since September 2017 and Lead Independent Director since 2023. He holds a degree in Economics and Business Administration from the University of Deusto, San Sebastian campus, and a Master's degree in Business Administration from the Instituto Empresa in Madrid. He was Chief Executive Officer of Almirall from July 2011 until 30 September 2017. During this period, the company carried out a major strategic transformation with the aim of becoming a leading global skincare company. Previously, after joining Almirall in May 2004, he was Executive Director of Corporate Development and Finance and Chief Financial Officer. In both positions, Mr Sanchiz led the company's international expansion through various partnerships with other companies and the licensing of external products, in addition to five acquisitions of companies and product portfolios. He also coordinated the IPO process in 2007. He has been a member of Almirall's Board of Directors since January 2005 and a member of the Dermatology Committee since its creation in 2015. Before joining Almirall, he worked for 22 years (17 of these outside Spain) at the US pharmaceutical company, Eli Lilly &amp; Co, in finance, marketing, sales and general management positions. He had the opportunity to live in six different countries and some of his most significant positions include General Manager in Belgium, General Manager in Mexico and, in his last position in the company, Executive Manager for the business area encompassing countries in</p>

INDEPENDENT EXTERNAL DIRECTORS	
Name or corporate name of director	Profile
	central, northern, eastern and southern Europe. He is a member of the Board of Directors of the French pharmaceutical company Pierre Fabre, S.A. and a member of its Strategy Committee as well as its Audit Committee. He is also a member of the Board of Directors of the venture capital company Sabadell Asabys Health Innovation Investments 2B S.C.R., S.A. and a member of the Advisory Board of Biotechnology Institute, S.L.
MS MARÍA VERÓNICA FISAS VERGÉS	Verónica Fisas, born in Barcelona in 1964, has been a member of the Board of Directors of CaixaBank since February 2016. She holds a degree in Law and a Master's degree in Business Administration. She joined Natura Bissé early in her professional career, holding different managerial positions in the corporate, commercial and operational areas. She was General Manager of the US subsidiary between 2001 and 2007, leading the company's expansion in North America and consolidating its position in the US and Mexican markets. Since 2008 she has been CEO of the Natura Bissé Group, driving its international growth, business diversification and the development of a strategy of innovation and operational excellence. In the same year she became a member of the Board of Trustees of the Ricardo Fisas Natura Bissé Foundation. She has been a member of the Board of Directors of the National Association of Perfumery and Cosmetics (Stanpa) since 2009 and she has chaired both the Association and its Foundation since 2019, playing a key role in the representation of the sector at national and European level. She has received various business awards over her career, including the Work-Life Balance Award (2009), the IWEC Award for her professional career (2014) and Best Executive of the Year Award (2017). In 2025, she was included in Forbes Women's list of the 100 Most Influential Women in Spain.
MR PETER LÖSCHER	Peter Löscher, born in Austria in 1957, has been a member of CaixaBank's Board of Directors since 2023. He studied Economics and Finance at the University of Vienna and Business Administration at the Chinese University of Hong Kong. He obtained a Master's degree in Business Administration and Management from the University of Vienna, and completed the Advanced Management Program at the Harvard Business School. He is currently an independent non-executive Director of Telefónica, S.A. (Spain) and Chairman of the Supervisory Board of Telefónica Deutschland Holding AG (Germany); member of the Supervisory Board of Royal Philips (Netherlands) and non-executive Director of Thyssen-Bornemisza Group AG (Switzerland). He previously held the post of Chairman of the Board of Directors of Sulzer AG (Switzerland) and Chairman of the Supervisory Board of OMV AG (Austria). From March 2014 to March 2016, he served as CEO of Renova Management AG (Switzerland), and was Chairman and CEO of Siemens AG (Germany) between 2007 and 2013. He also served as Chairman of Global Human Health and as a member of the Executive Board of Merck & Co., Inc. (USA), Chairman and CEO of GE Healthcare BioSciences, as well as a member of the General Electric Executive Board (USA) and Operations Director and member of the Board of Directors of Amersham Plc (United Kingdom). He held leading positions at Aventis (Japan), Hoechst (Germany and UK), and was a non-executive member of the Board of Directors of Doha Venture Capital LLC (Qatar). He served as Chairman of the Board of Directors of the Siemens Foundation and is an emeritus member of the Advisory Board of the Singapore Economic Development Board. He is also a member of the International Advisory Board of Bocconi University. He is Honorary Professor at Tongji University (Shanghai), holds an honorary doctorate in engineering from Michigan State University as well as an honorary doctorate

INDEPENDENT EXTERNAL DIRECTORS	
Name or corporate name of director	Profile
	from the Slovak Engineering University in Bratislava. He holds the Grand Decoration of Honor in Gold for Services to the Republic of Austria and is a Knight Commander of the Order of Civil Merit of Spain.
MS MARÍA AMPARO MORALEDA MARTÍNEZ	<p>María Amparo Moraleda, born in Madrid in 1964, has been a member of CaixaBank's Board of Directors since 2014. She holds a degree in Industrial Engineering from ICAI and an MBA from IESE. She is an independent director at several companies: Airbus Group, S.E. (since 2015), Vodafone Group (since 2017) and A.P. Møller-Mærsk A/S A.P. (since 2021). She is also a member of the Advisory Board of the following companies: SAP Ibérica (since 2013), Spencer Stuart (since 2017), Kearney (since 2022) and ISS España. She was a member of the Board of Spain's Higher Council for Scientific Research (CSIC) (from 2011 to 2022). Between 2012 and 2017, she served as a member of the Board of Directors of Faurecia, S.A. and as a member of the Advisory Board of KPMG España (from 2012). Between 2013 and 2021 she was a member of the Board of Directors of Solvay, S.A. Additionally, she was Chief Operating Officer for Iberdrola's International area with responsibility for the United Kingdom and the United States between January 2009 and February 2012. She was also the head of Iberdrola Engineering and Construction from January 2009 to January 2011. She was the Executive Chairwoman of IBM for Spain and Portugal from July 2001 to January 2009 and her responsibilities were expanded to include Greece, Israel and Türkiye from July 2005 to January 2009. Between June 2000 and 2001, she was executive assistant to the Chairwoman of IBM Corporation. From 1998 to 2000 she was General Manager at INSA (a subsidiary of IBM Global Services). From 1995 to 1997, she was Head of HR for EMEA at IBM Global Services and from 1988 to 1995 she held various offices and management positions at IBM España. She is also a member of various boards and trusts of different institutions and bodies, including the Royal Academy of Economic and Financial Sciences, the Academy of Social and Environmental Sciences of Andalusia, the Board of Trustees of MD Anderson International Spain, the Vodafone Foundation, the Airbus Foundation and the Curarte Foundation. In December 2015, she was made a full academic member of the Real Academia de Ciencias Económicas y Financieras. In 2005, she entered the Women in Technology International (WITI) organisation's Hall of Fame, which recognises, honours and promotes the outstanding contributions women make to the scientific and technological communities that improve and evolve society. Her numerous accolades include: Leadership through Values Award (FIGEVA Foundation - 2008), Javier Benjumea Award (Association of Engineers ICAI - 2003) and the Excellence Award (Spanish Federation of Women Managers, Executives, Professionals and Businesswomen - Fedepe - 2002).</p>
MR LUIS ÁLVAREZ SATORRE	<p>Luis Álvarez Satorre was born in Madrid in 1961. He has been a member of the Board of Directors of CaixaBank since 2025. He is a telecommunications engineer, having completed his studies at the Polytechnic University of Madrid. He is currently Country Manager for Spain at NEORIS, a company dedicated to global technology consultancy, digital transformation projects and artificial intelligence. In addition, Mr Álvarez is non-executive Chairman of several companies in the field of infrastructure and submarine cables: Eagle Crest Telecoms Ltd., Islalink Holding Sociedad Limitada and Balalink S.A.U. He was CEO of SIA (Sistemas Informáticos Abiertos), an Indra Group company specialising in cybersecurity, with a multinational scope, from January 2020 to July 2022. Previously, he was an independent consultant in the field of technology services and digital transformation projects and for almost 20 years he held various positions in BT Global Services, a multinational provider of</p>

INDEPENDENT EXTERNAL DIRECTORS	
Name or corporate name of director	Profile
	technology services, where he held the post of CEO from 2012 to 2017. Previously (and from the start of his professional career), he worked as a telecommunications engineer for several different companies, including Grupo Santander, IBM and Ericsson.
MS ROSA MARÍA GARCÍA PIÑEIRO	Rosa María García Piñeiro, born in Villalba (Lugo) in 1974, has been a member of the Board of Directors of CaixaBank since April 2025. She is an industrial engineer, with a Master's degree in Industrial Organisation and Management from the University of Vigo, a Master's degree in Environmental Engineering from the School of Industrial Organisation in Madrid and a Master's degree in Business Administration and Management from the University of Geneva. She is an independent director at several companies: ACERINOX, S.A. (since 2017), as a member of the Executive Committee and Chairwoman of the Sustainability Committee; Ence Energía y Celulosa, S.A. (since 2018), as a member of the Audit Committee, member of the Appointments and Remuneration Committee and Chairwoman of the Sustainability Committee, and PowerCo SE (since 2022). She is also Chairwoman of the Advisory Board of the Geneva Center for Business and Human Rights, an educational centre attached to the Geneva School of Economics and Management (GSEM); member of the Advisory Board of Blossom, a communications company mainly linked to the field of sustainability based in Geneva (Switzerland) and advisor to the Impact Committee of the Canadian venture capital fund, Circular Innovation Fund. Previously, her professional career was linked to the Alcoa Group (from 1999), where she held senior positions in the management of sustainability-related aspects, such as global Deputy Chairwoman of Sustainability at Alcoa Corp from November 2016 to February 2024 and notably serving as the Chairwoman of the Alcoa Foundation.
MR BERNARDO SÁNCHEZ INCERA	Bernardo Sánchez Incera was born in Santander in 1960. He has been a member of the Board of Directors of CaixaBank since 2025. He holds an MBA from INSEAD, a Graduate Diploma in Political Studies from Institut d'Etudes Politiques in Paris, a Degree in Economics from the University of Paris III and a Master's degree in International Economics from the University of Paris II. Mr Sánchez Incera is currently non-executive Chairman of the Board of Directors of COFACE, S.A. (Compagnie Française d'Assurance pour le Commerce Extérieur) (listed company). He is also an independent director of Edenred S.A. (listed company) and Deputy Chairman of the Board of Directors of Compagnie Financière Richelieu as well as a member of the Supervisory Board of its subsidiary, Banque Richelieu France. Furthermore, he is a member of the Board of INSEAD as well as a member of the Board and Treasurer of EHPAD (Association Sainte Famille nursing home). He previously held the position of Managing Director at Société Générale Group (France) (from November 2009 to September 2018), responsible for retail banking in France, international retail banking for Specialised Financial Services worldwide and insurance companies; he was also non-executive Director of Boursorama, S.A., a subsidiary of Société Générale Group, specialised in digital banking services. His former roles include Chief Executive Officer of the Monoprix Group (France) (2004-2009) and of the Vivarte Group (France) (2003-2004), Chairman of LVMH Fashion Group (France) (2001-2003) and International Director and member of the Executive Committee of Inditex Group and General Manager of Zara France (Inditex Group) (1996-2001),

INDEPENDENT EXTERNAL DIRECTORS	
Name or corporate name of director	Profile
	also holding various positions in the French banking group Crédit Lyonnais (1984-1996), including that of Chief Executive Officer of Banca Jover (the Group's subsidiary in Spain) from 1994 to 1996.

Total number of independent directors	9
% of the board	60.00

List any independent directors who receive from the company or group any amount or payment other than standard director remuneration or who maintain or have maintained during the last year a business relationship with the company or any group company, either in their own name or as a significant shareholder, director or senior manager of an entity which maintains or has maintained the said relationship.

If applicable, include a reasoned statement from the board detailing the reasons why the director may carry out his or her duties as an independent director.

Name or corporate name of director	Description of the relationship	Reasoned statement
No data		

OTHER EXTERNAL DIRECTORS			
Identify the other external directors and state the reasons why these directors are considered neither proprietary nor independent, and detail their ties with the company or its management or shareholders:			
Name or corporate name of director	Reasons	Company, executive or shareholder with whom the relationship is maintained	Profile
MR FERNANDO MARÍA COSTA DUARTE ULRICH	Fernando María Ulrich was classified as an other external director, neither proprietary nor independent, in accordance with the provisions of Section 2 of Article 529 duodecies of the Spanish Capital Companies Act (Ley de Sociedades de Capital). He is currently non-executive Chairman of Banco BPI, S.A., a post he has held since 2017.	BANCO BPI, S.A.	Fernando Maria Costa Duarte Ulrich was born in Lisbon in 1952. He has been a member of CaixaBank's Board of Directors since 2021. He studied Economics and Business Studies at the Instituto Superior de Economia e Gestão of the University of Lisbon. He has been the non-executive Chairman Banco BPI, S.A., a CaixaBank Group subsidiary, since 2017, having previously held various positions of responsibilities within Banco BPI, S.A. and its group and was CEO

OTHER EXTERNAL DIRECTORS

Identify the other external directors and state the reasons why these directors are considered neither proprietary nor independent, and detail their ties with the company or its management or shareholders:

Name or corporate name of director	Reasons	Company, executive or shareholder with whom the relationship is maintained	Profile
			<p>of the Entity from 2004 to 2017. He has also been the non-executive Chairman of BFA (Angola) (2005-2017); a member of the APB (Portuguese Association of Banks) Board of Directors (2004-2019); Chairman of the General and Supervisory Board of the University of Algarve, Faro (Portugal) (2009-2013); non-executive Director of SEMAPA, (2006-2008); non-executive Director of Portugal Telecom (1998-2005); non-executive Director of Allianz Portugal (1999-2004); non-executive Director of PT Multimedia (2002-2004); member of the Advisory Board of the Confederation of Portuguese Business (CIP) (2002-2004); non-executive Director of IMPRESA and of the Portuguese media conglomerate, SIC (2000-2003); Deputy Chairman of the Board of Directors of BPI SGPS, S.A. (1995-1999); Deputy Chairman of Banco de Fomento &amp; Exterior, S.A. and of Banco Borges &amp; Irmão (1996-1998); member of the Advisory Board for Treasury Reform (1990-1992); member of the National Board of the Portuguese Securities Market Commission (1992-1995); Executive Director of Banco Fonsecas &amp; Burnay (1991-1996); Deputy Chairman of Banco Português de Investimento (1989-2007); Executive Director</p>

OTHER EXTERNAL DIRECTORS

Identify the other external directors and state the reasons why these directors are considered neither proprietary nor independent, and detail their ties with the company or its management or shareholders:

Name or corporate name of director	Reasons	Company, executive or shareholder with whom the relationship is maintained	Profile
			of Banco Português de Investimento (1985-1989); Deputy Director of Sociedade Portuguesa de Investimentos (SPI) (1983-1985); Head of Cabinet of the Portuguese Government's Ministry of Finance (1981-1983); member of the Secretariat for Economic Cooperation of the Ministry of Foreign Affairs of the Government of Portugal (1979-1980) and member of the Portuguese delegation to the OECD (1975-1979). Responsible for the financial markets section of the newspaper Expresso (1973-1974).
MR PABLO ARTURO FORERO CALDERÓN	Pablo Arturo Forero was classified as an other external director, not proprietary or independent, in accordance with the provisions of Section 2 of Article 529 duodecies of the Spanish Capital Companies Act. At the time of his appointment, five years had not elapsed since he became CEO and executive Deputy Chairman of Banco BPI, S.A.	BANCO BPI, S.A.	Pablo Arturo Forero Calderón was born in Madrid in 1956. He has been a member of the Board of Directors of CaixaBank since 2025. He holds a degree in Economics, specialising in macroeconomics, from the Universidad Autónoma of Madrid. He was non-executive Chairman of CaixaBank Asset Management, SGIIC, S.A., a subsidiary of CaixaBank, S.A. and an independent director and Chairman of the Risks Committee of HSBC Continental Europe, the subsidiary bank of HSBC Holdings plc (2023–2025). From 2017 to 2020, he served as Chief Executive Officer and executive Deputy Chairman of Banco BPI, S.A. (Portugal). He was also Chief Risks Officer at CaixaBank (2013-2016); Director of Cash Management, Capital Markets

OTHER EXTERNAL DIRECTORS

Identify the other external directors and state the reasons why these directors are considered neither proprietary nor independent, and detail their ties with the company or its management or shareholders:

Name or corporate name of director	Reasons	Company, executive or shareholder with whom the relationship is maintained	Profile
			and Asset Allocation (2011-2013) and Investment Director of asset management operations as well as investment advisor for the company's insurance business (2009-2011). He was also an independent director of the Portuguese company, Grupo Jose de Mello (2021-2025). He held positions at JP Morgan Asset Management UK, where he was a member of the Management Committee and the Investment Committee; Head of Asset Management in Spain at JP Morgan España; Head of Markets and ALCO at the Spanish branch of the US investment bank, Manufacturers Hanover Trust Co. He began his professional career at Arthur Andersen & CO Spain, holding various positions in the audit department.

Total number of other external directors	2
% of the board	13.33

List any changes in the category of each director which have occurred during the year:

Name or corporate name of director	Date of change	Previous category	Current category
No data			

C.1.4 Complete the following table with information relating to the number of female directors at the close of the past four years, as well as the category of each:

	Number of women directors				% of total directors for each category			
	2025	2024	2023	2022	2025	2024	2023	2022
Executive					0.00	0.00	0.00	0.00
Proprietary	1	1	1	1	33.33	33.33	33.33	33.33
Independent	5	5	5	5	55.55	55.55	55.55	55.55
Other external					0.00	0.00	0.00	0.00
Total	6	6	6	6	40.00	40.00	40.00	40.00

C.1.11 List the positions of director, administrator or manager, or representative thereof, held by directors or representatives of directors who are members of the company's board of directors in other entities, whether listed or unlisted companies:

Identity of the director or representative	Corporate name of the listed or non-listed company	Position
MS KORO USARRAGA UNSAIN	VOCENTO, S.A.	DIRECTOR
MS KORO USARRAGA UNSAIN	VEHICLE TESTING EQUIPMENT, S.L. (100 % SUBSIDIARY OF 2005 KP INVERSIONES, S.L.)	JOINT AND SEVERAL DIRECTOR
MS KORO USARRAGA UNSAIN	2005 KP INVERSIONES, S.L.	JOINT AND SEVERAL DIRECTOR
MS CRISTINA GARMENDIA MENDIZÁBAL	MEDIASET ESPAÑA COMUNICACIÓN, S.A.	CHAIRWOMAN
MS CRISTINA GARMENDIA MENDIZÁBAL	YSIOS CAPITAL PARTNERS SGEIC, S.A.	DIRECTOR
MS CRISTINA GARMENDIA MENDIZÁBAL	COMPAÑÍA DE DISTRIBUCIÓN INTEGRAL LOGISTA HOLDINGS, S.A.	DEPUTY CHAIRWOMAN
MS CRISTINA GARMENDIA MENDIZÁBAL	YSIOS CAPITAL PARTNERS CIV II, S.L.	DIRECTOR
MS CRISTINA GARMENDIA MENDIZÁBAL	YSIOS CAPITAL PARTNERS CIV III, S.L.	DIRECTOR
MS CRISTINA GARMENDIA MENDIZÁBAL	YSIOS ASSET MANAGEMENT, S.L.	DIRECTOR
MS CRISTINA GARMENDIA MENDIZÁBAL	YSIOS CAPITAL PARTNERS CIV I, S.L.	DIRECTOR
MS CRISTINA GARMENDIA MENDIZÁBAL	JAIZKIBEL 2007, S.L. (HOLDING COMPANY)	SOLE DIRECTOR
MS CRISTINA GARMENDIA MENDIZÁBAL	FUNDACIÓN MARGARITA SALAS	TRUSTEE

Identity of the director or representative	Corporate name of the listed or non-listed company	Position
MS CRISTINA GARMENDIA MENDIZÁBAL	FUNDACIÓN REAL ESCUELA ANDALUZA DE ARTE ECUESTRE	TRUSTEE
MS CRISTINA GARMENDIA MENDIZÁBAL	FUNDACIÓN AMIGOS DEL MUSEO DEL PRADO	TRUSTEE
MS CRISTINA GARMENDIA MENDIZÁBAL	FUNDACIÓN FAD JUVENTUD	TRUSTEE
MS CRISTINA GARMENDIA MENDIZÁBAL	FUNDACIÓN COTEC PARA LA INNOVACIÓN	CHAIRWOMAN
MS CRISTINA GARMENDIA MENDIZÁBAL	FUNDACIÓN PELAYO	TRUSTEE
MS CRISTINA GARMENDIA MENDIZÁBAL	FUNDACIÓN SEPI FSP	TRUSTEE
MS CRISTINA GARMENDIA MENDIZÁBAL	FUNDACIÓN AMIGOS DEL MUSEO REINA SOFIA	TRUSTEE
MR EDUARDO JAVIER SANCHIZ IRAZU	SABADELL - ASABYS HEALTH INNOVATION INVESTMENTS 2B, S.C.R, S.A.	DIRECTOR
MR EDUARDO JAVIER SANCHIZ IRAZU	PIERRE FABRE, S.A.	DIRECTOR
MS MARÍA VERÓNICA FISAS VERGÉS	NATURA BISSÉ INTERNATIONAL TRADING (SHANGHAI), CO, LTD	JOINT AND SEVERAL DIRECTOR
MS MARÍA VERÓNICA FISAS VERGÉS	NATURA BISSÉ INTERNATIONAL, S.A.	CHIEF EXECUTIVE OFFICER
MS MARÍA VERÓNICA FISAS VERGÉS	NB SELECTIVE DISTRIBUTION, S.L.	JOINT AND SEVERAL DIRECTOR
MS MARÍA VERÓNICA FISAS VERGÉS	ASOCIACIÓN NACIONAL DE PERFUMERIA Y COSMÉTICA (STANPA)	CHAIRWOMAN
MS MARÍA VERÓNICA FISAS VERGÉS	FUNDACIÓN RICARDO FISAS NATURA BISSÉ	TRUSTEE
MS MARÍA VERÓNICA FISAS VERGÉS	FUNDACIÓN STANPA	CHAIRWOMAN
MS MARÍA VERÓNICA FISAS VERGÉS	NATURA BISSÉ INT. LTD (UK)	DIRECTOR
MS MARÍA VERÓNICA FISAS VERGÉS	NATURA BISSÉ INT. SA de C.V. (MEXICO)	CHAIRWOMAN
MS MARÍA VERÓNICA FISAS VERGÉS	NATURA BISSÉ INT. DALLAS (USA)	CHAIRWOMAN
MS MARÍA AMPARO MORALEDA MARTÍNEZ	FUNDACIÓN MD ANDERSON INTERNATIONAL ESPAÑA	TRUSTEE

Identity of the director or representative	Corporate name of the listed or non-listed company	Position
MS MARÍA AMPARO MORALEDA MARTÍNEZ	FUNDACIÓN CURARTE	TRUSTEE
MS MARÍA AMPARO MORALEDA MARTÍNEZ	IESE	OTHER
MS MARÍA AMPARO MORALEDA MARTÍNEZ	VODAFONE FOUNDATION	TRUSTEE
MS MARÍA AMPARO MORALEDA MARTÍNEZ	AIRBUS FOUNDATION	TRUSTEE
MS MARÍA AMPARO MORALEDA MARTÍNEZ	A.P. MOLLER-MAERKS A/S A.P.	DIRECTOR
MS MARÍA AMPARO MORALEDA MARTÍNEZ	AIRBUS GROUP, S.E.	DIRECTOR
MS MARÍA AMPARO MORALEDA MARTÍNEZ	VODAFONE GROUP PLC	DIRECTOR
MR GONZALO GORTAZAR ROTAECHE	EUROFI	OTHER
MR GONZALO GORTAZAR ROTAECHE	INSTITUTE OF INTERNATIONAL FINANCE	OTHER
MR GONZALO GORTAZAR ROTAECHE	CÍRCULO DE EMPRESARIOS	OTHER
MR GONZALO GORTAZAR ROTAECHE	FUNDACIÓN CONSEJO ESPAÑA-CHINA	TRUSTEE
MR PETER LÖSCHER	ROYAL PHILIPS	OTHER
MR PETER LÖSCHER	DOHA VENTURE CAPITAL LLC	DIRECTOR
MR PETER LÖSCHER	FUNDING FOUNDATION GUSTAV MAHLER JUGENDORCHESTER	TRUSTEE
MR PETER LÖSCHER	TELEFONICA DEUTSCHLAND HOLDING AG	OTHER
MR PETER LÖSCHER	TELEFONICA, S.A., ESPAÑA	DIRECTOR
MR PETER LÖSCHER	THYSSEN-BORNEMISZA GROUP	DIRECTOR
MR TOMÁS MUNIESA ARANTEGUI	CÁMARA DE COMERCIO DE ESPAÑA	OTHER
MR TOMÁS MUNIESA ARANTEGUI	CONFEDERACIÓN ESPAÑOLA DE CAJAS DE AHORROS (CECA)	DEPUTY CHAIRMAN
MR TOMÁS MUNIESA ARANTEGUI	CONSEJO EMPRESARIAL ESPAÑOL PARA EL DESARROLLO SOSTENIBLE (FORÉTICA)	DIRECTOR
MR TOMÁS MUNIESA ARANTEGUI	FOMENT DEL TREBALL NACIONAL	OTHER
MR TOMÁS MUNIESA ARANTEGUI	FUNDACIÓN ASPEN INSTITUTE ESPAÑA	TRUSTEE

Identity of the director or representative	Corporate name of the listed or non-listed company	Position
MR TOMÁS MUNIESA ARANTEGUI	FUNDACIÓN CAIXABANK DUALIZA	CHAIRMAN
MR TOMÁS MUNIESA ARANTEGUI	FUNDACIÓN CEDE (CONFEDERACIÓN ESPAÑOLA DE DIRECTIVOS Y EJECUTIVOS)	TRUSTEE
MR TOMÁS MUNIESA ARANTEGUI	FUNDACIÓN CONEXIÓN ESPAÑA	TRUSTEE
MR TOMÁS MUNIESA ARANTEGUI	FUNDACIÓN CONSEJO ESPAÑA-USA	TRUSTEE
MR TOMÁS MUNIESA ARANTEGUI	FUNDACIÓN COTEC PARA LA INNOVACIÓN TECNOLÓGICA	DEPUTY CHAIRMAN
MR TOMÁS MUNIESA ARANTEGUI	FUNDACIÓN DE ESTUDIOS DE ECONOMÍA APLICADA (FEDEA)	TRUSTEE
MR TOMÁS MUNIESA ARANTEGUI	FUNDACIÓN ESADE	TRUSTEE
MR TOMÁS MUNIESA ARANTEGUI	FUNDACIÓN MOBILE WORLD CAPITAL BARCELONA	TRUSTEE
MR TOMÁS MUNIESA ARANTEGUI	FUNDACIÓN REAL INSTITUTO ELCANO	TRUSTEE
MR LUIS ÁLVAREZ SATORRE	COMPAÑÍA NEORIS ESPAÑA, S.A.	OTHER
MR LUIS ÁLVAREZ SATORRE	EAGLE CREST TELECOMS LTD	CHAIRMAN
MR LUIS ÁLVAREZ SATORRE	ISLALINK HOLDING, S.L.	CHAIRMAN
MR LUIS ÁLVAREZ SATORRE	BALALINK, S.A.U.	CHAIRMAN
MR PABLO ARTURO FORERO CALDERÓN	JOSE DE MELLO CAPITAL S.A. (JOSE DE MELLO GROUP)	DIRECTOR
MS ROSA MARÍA GARCÍA PIÑEIRO	ACERINOX, S.A.	DIRECTOR
MS ROSA MARÍA GARCÍA PIÑEIRO	ENCE ENERGÍA Y CELULOSA, S.A.	DIRECTOR
MS ROSA MARÍA GARCÍA PIÑEIRO	POWERCO SE	DIRECTOR
MS MARÍA VERÓNICA FISAS VERGÉS	NATURA BISSÉ INTERNATIONAL, S.R.L. (ITALY)	CHIEF EXECUTIVE OFFICER
MR BERNARDO SÁNCHEZ INCERA	COFACE, S.A.	CHAIRMAN
MR BERNARDO SÁNCHEZ INCERA	EDENRED, S.A.	DIRECTOR
MR BERNARDO SÁNCHEZ INCERA	COMPAGNIE FINANCIÈRE RICHELIEU	DEPUTY CHAIRMAN
MR BERNARDO SÁNCHEZ INCERA	BANQUE RICHELIEU FRANCE	OTHER
MR BERNARDO SÁNCHEZ INCERA	INSEAD	DIRECTOR
MR BERNARDO SÁNCHEZ INCERA	L'EHPAD LA SAINTE FAMILLE	DIRECTOR
MR JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN	CRITERIA CAIXA, S.A.U.	OTHER
MR JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN	"LA CAIXA" BANKING FOUNDATION	OTHER

Identity of the director or representative	Corporate name of the listed or non-listed company	Position
MR JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN	FUNDACIÓN CEDE (CONFEDERACIÓN ESPAÑOLA DE DIRECTIVOS Y EJECUTIVOS)	TRUSTEE
MR JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN	FUNDACIÓN CEOE (CONFEDERACIÓN ESPAÑOLA DE ORGANIZACIONES EMPRESARIALES)	TRUSTEE
MR JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN	FUNCAS (CECA'S BANKS AND SAVINGS BANKS FOUNDATION)	TRUSTEE

For information regarding whether they are paid positions or not, see Section C.1.11 of the document in free format. In some cases, the positions do not correspond to their real name due to the limitations of the electronic form. For the exact titles, see the document in free format.

Indicate, where appropriate, the other remunerated activities of the directors or directors' representatives, whatever their nature, other than those indicated in the previous table.

Identity of the director or representative	Other paid activities
MS CRISTINA GARMENDIA MENDIZÁBAL	Member of the Advisory Board of INTEGRATED SERVICE SOLUTIONS, S.L. (Representative of Jaizkibel 2007 S.L., holding company) and member of the Advisory Board of S2 GRUPO DE INNOVACIÓN EN PROCESOS ORGANIZATIVOS, S.L.U. member of the Advisory Board of UNIVERSIDAD EUROPEA DE MADRID, S.A.
MS MARÍA TERESA SANTERO QUINTILLÁ	Lecturer at the INSTITUTO DE EMPRESA MADRID.
MS MARÍA AMPARO MORALEDA MARTÍNEZ	Member of the Advisory Board of AT KEARNEY, S.A.; Member of the Advisory Board of ISS SPAIN; Member of the Advisory Board of SAP IBÉRICA; Member of the Advisory Board of SPENCER STUART.
MS ROSA MARÍA GARCÍA PIÑEIRO	Advisor to the Impact Committee of CIRCULAR INNOVATION FUND.

C.1.12 State whether the company has established rules on the maximum number of company boards on which its directors may hold seats, providing details if applicable, identifying, where appropriate, where this is regulated:

Yes  
 No

C.1.13 State the remuneration received by the board of directors as a whole for the following items:

Remuneration accruing in favour of the board of directors in the financial year (thousands of €)	10,210
Cumulative amount of funds of current directors in long-term savings schemes with vested economic rights (thousands of €)	4,736

Cumulative amount of funds of current directors in long-term savings schemes with non-vested economic rights (thousands of €)	5,056
Amount of funds accumulated by former directors through long-term savings schemes (thousands of €)	

C.1.14 List any members of senior management who are not executive directors and indicate total remuneration paid to them during the year.

Name or corporate name	Position(s)
MR DAVID LÓPEZ PUIG	CHIEF PEOPLE OFFICER
MR LUIS JAVIER BLAS AGÜEROS	CHIEF OPERATING OFFICER
MR IGNACIO BADIOLA GÓMEZ	DIRECTOR OF CORPORATE & INVESTMENT BANKING
MR MANUEL GALARZA PONT	HEAD OF CONTROL, COMPLIANCE AND PUBLIC AFFAIRS
MR JORGE MONDÉJAR LÓPEZ	HEAD OF RISK
MR JAVIER PANO RIERA	CHIEF FINANCIAL OFFICER
MR JAUME MASANA RIBALTA	HEAD OF RETAIL, PRIVATE AND BUSINESS BANKING
MS MARIONA VICENS CUYÁS	HEAD OF DIGITAL TRANSFORMATION AND ADVANCED ANALYTICS
MS MARÍA LUISA MARTÍNEZ GISTAU	HEAD OF COMMUNICATIONS AND INSTITUTIONAL RELATIONS
MR EUGENIO SOLLA TOMÉ	CHIEF SUSTAINABILITY OFFICER
MR FRANCISCO JAVIER VALLE T-FIGUERAS	HEAD OF INSURANCE
MR ÓSCAR CALDERÓN DE OYA	GENERAL SECRETARY AND SECRETARY TO THE BOARD OF DIRECTORS
MS MARÍA LUISA RETAMOSA FERNÁNDEZ	HEAD OF INTERNAL AUDIT
MR JORDI NICOLAU AYMAR	HEAD OF PAYMENTS AND CONSUMER
MR MATTHIAS BULACH	HEAD OF ACCOUNTING, MGMT CONTROL AND CAPITAL

Number of women in senior management	3
Percentage of total members of senior management	20.00
Total remuneration received by senior management (thousands of €)	17,097

C.1.15 Indicate whether any changes have been made to the regulation of the board during the year.

Yes  
 No

C.1.21 Indicate whether there are any specific requirements other than those relating to the directors, to be appointed chair of the board of directors.

Yes  
 No

C.1.23 State whether the by-laws or the regulations of the board establish any term limits for independent directors other than those required by law:

- [ ] Yes  
[√] No

C.1.25 State the number of meetings held by the board of directors during the year and how many times the board met without the chair's attendance. Attendance will also include proxies appointed with specific instructions.

Number of board meetings	13
Number of board meetings held without the chair's attendance	0

State the number of meetings held by the lead director with the other directors, where there was neither attendance nor representation of any executive director:

Number of meetings	3
--------------------	---

State the number of meetings held by the various board committees during the year:

Number of meetings held by the INNOVATION, TECHNOLOGY AND DIGITAL TRANSFORMATION COMMITTEE	4
Number of meetings held by the APPOINTMENTS AND SUSTAINABILITY COMMITTEE	12
Number of meetings held by the REMUNERATION COMMITTEE	7
Number of meetings held by the RISKS COMMITTEE	13
Number of meetings held by the EXECUTIVE COMMITTEE	24
Number of meetings held by the AUDIT AND CONTROL COMMITTEE	13

C.1.26 State the number of meetings held by the board of directors during the year and provide information on members' attendance:

Number of meetings at which at least 80 % of directors attended in person	13
Attendance in person as a % of total votes during the year	97.78
Number of meetings attended in person or representations made with specific instructions, of all directors	10

% of votes issued at meetings held in person or with representations made with specific instructions, out of all votes cast during the year	97.78
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C.1.27 State if the individual and consolidated financial statements submitted to the board for preparation were previously certified:

- Yes  
 No

Identify, where applicable, the person(s) who certified the company's individual and consolidated financial statements prior for their authorisation for issue by the board.

C.1.29 Is the secretary to the board also a director?

- Yes  
 No

If the secretary is not also a director, complete the following table:

Name or corporate name of Secretary	Representative
MR ÓSCAR CALDERÓN DE OYA	

C.1.31 Indicate whether the company changed its external audit firm during the year. If so, identify the incoming audit firm and the outgoing auditor.

- Yes  
 No

Explain any disagreements with the outgoing auditor and the reasons for the same:

- Yes  
 No

C.1.32 State whether the audit firm provides any non-audit services to the company and/or its group and, if so, the sum of the fees paid and the percentage this represents of the fees for audit work invoiced to the company and/or its group:

- Yes  
 No

	Company	Group companies	Total
Amount invoiced for non-audit work (thousands of €)	1,157	224	1,381
Amount invoiced for non-audit services/Amount for audit work (in %)	33.00	7.00	20.00

C.1.33 State whether the auditors' report on the financial statements for the preceding year contains a qualified opinion or reservations. If so, please explain the reasons given by the chair of the audit committee to shareholders at the general meeting to explain the content and extent of the aforementioned qualified opinion or reservations.

- Yes  
 No

C.1.34 State the number of consecutive years the current audit firm has been auditing the individual and/or consolidated financial statements of the company. Likewise, indicate for how many years the current firm has been auditing the financial statements as a percentage of the total number of years over which the financial statements have been audited.

	Individual	Consolidated
Number of consecutive years	8	8
	Individual	Consolidated
Number of fiscal years audited by the current audit firm / number of fiscal years the company or its group has been audited (in %)	31.00	31.00

C.1.35 Indicate whether there are procedures for directors to receive the information they need in sufficient time to prepare for the meetings of the governing bodies:

- Yes  
 No

**Details of the procedure**

There is a procedure in place whereby directors may obtain the information needed to prepare for the meetings with the governing bodies with sufficient time. In general, documents to be approved by the board, especially those which cannot be fully analysed and discussed during the meeting due to their length, are sent to the members of the board before the meetings.

Furthermore, pursuant to the provisions of Article 29 of the Regulations of the Board of Directors, directors may request information on any aspect of the company and the group and examine its books, records and documents.

Requests should be addressed to the Secretary, who will relay them to the Chairman of the Board of Directors if they are of an executive nature. Otherwise, they will be relayed to the CEO, who will forward them to the appropriate contact person and, if necessary, inform the directors of their duty of confidentiality.

C.1.39 Identify individually, for directors, and collectively, in other cases, and provide details of any agreements made between the company and its directors, executives or employees containing indemnity or golden parachute clauses in the event of resignation or dismissal or termination of employment without cause following a takeover bid or any other type of operation.

Number of beneficiaries	26
Type of beneficiary	Description of the agreement
Chief Executive Officer and 2 members of the Management Committee, 5 executive officers // 18 middle managers	Chief Executive Officer: One year of the fixed components of his remuneration. Management Committee members: indemnity clause equivalent to one annual payment of the fixed components of their remuneration, or the amount payable by law, whichever is higher. There are currently two committee members for

Type of beneficiary	Description of the agreement
	which the amount payable by law is still lower than one year's payment. Further, the Chief Executive Officer and the members of the Management Committee are entitled to one annual payment of their fixed remuneration, payable in monthly instalments, as consideration for their non-compete undertaking. This payment would be discontinued if this agreement were to be broken. Executives and middle managers: 23 executives and middle managers between 0.1 and 2 annual payments of the fixed components of remuneration that established by law. Executives and middle managers of group companies are included in the calculation.

Indicate whether, beyond the cases established by legislation, these agreements have to be communicated and/or authorised by the governing bodies of the company or its group. If so, specify the procedures, events and nature of the bodies responsible for their approval or for communicating this:

	Board of directors	General meeting of shareholders
Body authorising the clauses	√	

	Yes	No
Is the general meeting of shareholders informed of these clauses?		√

## C.2. Board committees

C.2.1 Give details of all the board committees, their members and the proportion of proprietary, independent and other external directors:

INNOVATION, TECHNOLOGY AND DIGITAL TRANSFORMATION COMMITTEE		
Name	Position	Category
MS MARÍA AMPARO MORALEDA MARTÍNEZ	MEMBER	Independent
MR GONZALO GORTAZAR ROTAECHE	MEMBER	Executive
MR PETER LÖSCHER	MEMBER	Independent
MR TOMÁS MUNIESA ARANTEGUI	CHAIRMAN	Proprietary
MR LUIS ÁLVAREZ SATORRE	MEMBER	Independent
MS CRISTINA GARMENDIA MENDIZÁBAL	MEMBER	Independent
MR BERNARDO SÁNCHEZ INCERA	MEMBER	Independent

% of executive directors	14.29
% of proprietary directors	14.29
% of independent directors	71.43
% of other external directors	0.00

APPOINTMENTS AND SUSTAINABILITY COMMITTEE		
Name	Position	Category
MR EDUARDO JAVIER SANCHIZ IRAZU	MEMBER	Independent
MS MARÍA AMPARO MORALEDA MARTÍNEZ	CHAIRWOMAN	Independent
MR FERNANDO MARÍA COSTA DUARTE ULRICH	MEMBER	Other external
MR PETER LÖSCHER	MEMBER	Independent
MS ROSA MARÍA GARCÍA PIÑEIRO	MEMBER	Independent

% of executive directors	0.00
% of proprietary directors	0.00
% of independent directors	80.00
% of other external directors	20.00

REMUNERATION COMMITTEE		
Name	Position	Category
MS KORO USARRAGA UNSAIN	MEMBER	Independent
MS CRISTINA GARMENDIA MENDIZÁBAL	CHAIRWOMAN	Independent
MR LUIS ÁLVAREZ SATORRE	MEMBER	Independent
MR PABLO ARTURO FORERO CALDERÓN	MEMBER	Other external
MR JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN	MEMBER	Proprietary

% of executive directors	0.00
% of proprietary directors	20.00
% of independent directors	60.00
% of other external directors	20.00

RISKS COMMITTEE		
Name	Position	Category
MS KORO USARRAGA UNSAIN	CHAIRWOMAN	Independent
MS MARÍA VERÓNICA FISAS VERGÉS	MEMBER	Independent
MR FERNANDO MARÍA COSTA DUARTE ULRICH	MEMBER	Other external
MR PABLO ARTURO FORERO CALDERÓN	MEMBER	Other external
MS ROSA MARÍA GARCÍA PIÑEIRO	MEMBER	Independent

% of executive directors	0.00
% of proprietary directors	0.00
% of independent directors	60.00
% of other external directors	40.00

EXECUTIVE COMMITTEE		
Name	Position	Category
MS KORO USARRAGA UNSAIN	MEMBER	Independent
MR EDUARDO JAVIER SANCHIZ IRAZU	MEMBER	Independent
MR TOMÁS MUNIESA ARANTEGUI	CHAIRMAN	Proprietary
MS MARÍA AMPARO MORALEDA MARTÍNEZ	MEMBER	Independent
MR GONZALO GORTAZAR ROTAECHE	MEMBER	Executive
MS CRISTINA GARMENDIA MENDIZÁBAL	MEMBER	Independent

% of executive directors	16.67
% of proprietary directors	16.67
% of independent directors	66.67
% of other external directors	0.00

AUDIT AND CONTROL COMMITTEE		
Name	Position	Category
MS CRISTINA GARMENDIA MENDIZÁBAL	MEMBER	Independent
MR EDUARDO JAVIER SANCHIZ IRAZU	CHAIRMAN	Independent
MS MARÍA TERESA SANTERO QUINTILLÁ	MEMBER	Proprietary
MR JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN	MEMBER	Proprietary
MR BERNARDO SÁNCHEZ INCERA	MEMBER	Independent

% of executive directors	0.00
% of proprietary directors	40.00
% of independent directors	60.00
% of other external directors	0.00

Identify the directors who are members of the Audit Committee and have been appointed taking into account their knowledge and experience in accounting or audit matters, or both, and state the date that the chair of this committee was appointed.

Names of directors with experience	MS CRISTINA GARMENDIA MENDIZÁBAL / MR EDUARDO JAVIER SANCHIZ IRAZU / MS MARÍA TERESA SANTERO QUINTILLÁ / MR JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN / MR BERNARDO SÁNCHEZ INCERA
Date of appointment of the chair	03/31/2023

C.2.2 Complete the following table with information about the number of female directors who were members of board committees at the close of the past four years:

	Number of women directors							
	2025		2024		2023		2022	
	Number	%	Number	%	Number	%	Number	%
INNOVATION, TECHNOLOGY AND DIGITAL TRANSFORMATION COMMITTEE	2	28.57	3	42.86	3	42.86	3	60.00
APPOINTMENTS AND SUSTAINABILITY COMMITTEE	2	40.00	1	20.00	1	20.00	1	20.00
REMUNERATION COMMITTEE	2	40.00	3	60.00	3	60.00	2	50.00
RISKS COMMITTEE	3	60.00	2	40.00	2	40.00	2	33.33
EXECUTIVE COMMITTEE	3	50.00	3	42.86	3	42.86	4	57.14
AUDIT AND CONTROL COMMITTEE	2	40.00	2	40.00	2	40.00	3	50.00

**D. RELATED-PARTY AND INTRAGROUP TRANSACTIONS**

**D.2.** Give individual details of operations that are significant due to their amount or of importance due to their subject matter carried out between the company or its subsidiaries and shareholders holding 10 % or more of the voting rights or who are represented on the Board of Directors of the company, indicating which has been the competent body for its approval and if any affected shareholder or director has abstained. In the event that the board of directors has responsibility, indicate whether the proposed resolution has been approved by the board without a vote against by a majority of independents:

	Name or corporate name of the significant shareholder or any of its subsidiaries	% Holding	Name or corporate name of the company or entity within its group	Amount (thousands of €)	Approving body	Identification of the significant shareholder or director abstaining	The proposal made to the board, if applicable, has been approved by the board without a vote against by a majority of independent directors
	No data						

	Name or corporate name of the significant shareholder or any of its subsidiaries	Nature of the relationship	Type of operation and other information required for its evaluation
	No data		

**D.3.** Give individual details of the operations that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with the administrators or managers of the company, including those operations carried out with entities that the administrator or manager controls or controls jointly, indicating the competent body for its approval and if any affected shareholder or director has abstained. In the event that the board of directors has responsibility, indicate whether the proposed resolution has been approved by the board without a vote against by a majority of independents:

	Name or corporate name of administrators or managers or their controlled or jointly controlled entities	Name or corporate name of the company or subsidiary	Relationship	Amount (thousands of €)	Approving body	Identification of the significant shareholder or director abstaining	The proposal made to the board, if applicable, has been approved by the board without a vote against by a majority of independents
	No data						

Name or corporate name of administrators or managers or their controlled or jointly controlled entities	Type of operation and other information required for its evaluation
No data	

- D.4.** Report individually on intra-group transactions that are significant due to their amount or relevant due to their subject matter that have been undertaken by the company with its parent company or with other entities belonging to the parent's group, including subsidiaries of the listed company, unless no other related party of the listed company has an interest in such subsidiaries or the latter are wholly owned, directly or indirectly, by the listed company.

In any case, list any intragroup transactions carried out with entities in countries or territories considered to be tax havens.

Corporate name of the company within the group	Brief description of the transaction and other information required for its evaluation	Amount (thousands of €)
No data		

- D.5.** Give individual details of the operations that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with other related parties pursuant to the International Accounting Standards adopted by the EU, which have not been reported in previous sections.

Corporate name of the related party	Brief description of the transaction and other information required for its evaluation	Amount (thousands of €)
No data		

**G. DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS**

Indicate the degree of the company's compliance with the recommendations of the Good Governance Code of Listed Companies.

Should the company not comply with any of the recommendations or comply only in part, include a detailed explanation of the reasons so that shareholders, investors and the market in general have enough information to assess the company's behaviour. General explanations are not acceptable.

1. The by-laws of listed companies should not place an upper limit on the votes that can be cast by a single shareholder, or impose other obstacles to the takeover of the company by means of share purchases on the market.

Compliant  Explain

2. When the listed company is controlled, pursuant to the meaning established in Article 42 of the Commercial Code, by another listed or non-listed entity, and has, directly or through its subsidiaries, business relationships with that entity or any of its subsidiaries (other than those of the listed company) or carries out activities related to the activities of any of them, this is reported publicly, with specific information about:

- a) The respective areas of activity and possible business relationships between, on the one hand, the listed company or its subsidiaries and, on the other, the parent company or its subsidiaries.
- b) The mechanisms established to resolve any conflicts of interest that may arise.

Compliant  Partially compliant  Explain  Not applicable

This recommendation is not deemed to be applicable as CaixaBank is not a company controlled by another entity, listed or otherwise, in the sense of Article 42 of the Commercial Code.

3. During the annual general meeting of shareholders the chair of the board should verbally inform shareholders in sufficient detail of the most relevant aspects of the company's corporate governance, supplementing the written information circulated in the annual corporate governance report. In particular:

- a) Of any changes that have taken place since the previous annual general meeting of shareholders.
- b) Of the specific reasons for the company not following a given Good Governance Code recommendation and any alternative procedures followed in its stead.

Compliant  Partially compliant  Explain

4. The company should draw up and implement a policy of communication and contacts with shareholders and institutional investors, in the context of their involvement in the company, as well as proxy advisors, which complies in full with market abuse regulations and accords equitable treatment to shareholders in the same position. This policy should be disclosed on the company's website, complete with details of how it has been put into practice and the identities of the relevant interlocutors or those charged with its implementation.

Further, without prejudice to the legal obligations of disclosure of inside information and other regulated information, the company should also have a general policy for the communication of economic-financial, non-financial and corporate information through the channels it considers appropriate (media, social media or other channels) that helps maximise the dissemination and quality of the information available to the market, investors and other stakeholders.

Compliant  Partially compliant  Explain

5. The board of directors should not make a proposal to the general meeting for the delegation of powers to issue shares or convertible securities without pre-emptive subscription rights for an amount exceeding 20 % of capital at the time of delegation.

When the board of directors approves the issuance of shares or convertible securities without pre-emptive subscription rights, the company should immediately post a report on its website explaining the reasons for this exclusion as stipulated in company law.

Compliant  Partially compliant  Explain

CaixaBank partially complies with Recommendation 5, on the delegation of powers to issue shares and convertible securities without pre-emptive subscription rights, in that the maximum limit is complied with in relation to the increase in capital and, with respect to the issue of convertible securities, the 20 % limit stipulated in Article 511 of the Spanish Capital Companies Act is not applicable to issues by credit institutions that are considered additional tier 1 capital instruments (AT1), in compliance with the provisions of Regulation (EU) 575/2013 in accordance with the provisions of the Fifteenth Additional Provision of the Spanish Capital Companies Act. The resolutions adopted by the General Meeting of Shareholders on 22 March 2024 allow for the delegation of the powers to issue bonds convertible into shares in accordance with the Fifteenth Additional Provision of the Spanish Capital Companies Act, whereby the 20 % limit does not apply. Details of the instruments issued under this agreement are presented in Note 19.3.3 (to the Annual Financial Statements.)

6. Listed companies drawing up the following reports on a voluntary or compulsory basis should publish them on their website well in advance of the annual general meeting, even if their distribution is not obligatory:
- Report on the auditor's independence.
  - Reports on the operation of the audit committee and the appointments and remuneration committee.
  - Report by the audit committee on related-party transactions.

Compliant  Partially compliant  Explain

7. The company should broadcast its general meetings of shareholders live on its corporate website.

The company should have mechanisms in place that allow the delegation and exercise of votes by electronic means and even, in the case of large cap companies and, to the extent that it is proportionate, attendance and active participation in the general meeting of shareholders.

Compliant  Partially compliant  Explain

8. The audit committee should strive to ensure that the financial statements that the board of directors presents to the general meeting of shareholders are drawn up in accordance with accounting legislation. And in those cases where the auditor has included a qualification or reservation in its report, the chair of the audit committee should clearly explain to the general meeting of shareholders the committee's opinion of its content and scope, making a summary of that opinion available to the shareholders at the time of the publication of the notice of the meeting, along with the other board proposals and reports.

Compliant  Partially compliant  Explain

9. The company should disclose its conditions and procedures for certifying share ownership, the right to attend general meetings of shareholders and the exercise or delegation of voting rights, and display them permanently on its website.

These requirements and procedures should encourage shareholders to attend and exercise their rights and should be applied in a non-discriminatory manner.

Compliant  Partially compliant  Explain

10. When an accredited shareholder exercises his or her right to supplement the agenda or submit new proposals prior to the general meeting of shareholders, the company should:

- a) Immediately circulate the supplementary items and new proposals.
- b) Disclose the model of attendance card or proxy appointment or remote voting form duly modified so that new agenda items and alternative proposals can be voted on in the same terms as those submitted by the board of directors.
- c) Submit all these items or alternative proposals to a vote, applying the same voting rules as for those submitted by the board of directors, with particular regard to presumptions or deductions about the direction of the votes.
- d) After the general meeting of shareholders, disclose the breakdown of votes on these supplementary items or alternative proposals.

Compliant  Partially compliant  Explain  Not applicable

With regard to section c), the Board agrees that there are different presumptions about the direction of the vote for proposals submitted by shareholders and those submitted by the Board (as established in the Regulations of the Annual General Meeting of Shareholders), opting for the presumption of a vote in favour of agreements proposed by the board of directors (because the shareholders absent for the vote have had the opportunity to record their absence so their vote is not counted and they can also vote early in another direction through the mechanisms established for that purpose) and for the presumption of a vote against agreements proposed by shareholders (since there is a probability that the new proposals will deal with agreements that are contradictory to the proposals submitted by the board of directors and it is impossible to attribute opposite directions for their votes to the same shareholder. Additionally, shareholders who were absent have not had the opportunity to assess and vote early on the proposal).

Although this practice does not reflect the wording of Recommendation 10, it does better achieve the final objective of Principle 7 of the Good Governance Code which makes express reference to the Corporate Governance Principles of the OECD, which outline that the procedures used in Shareholders' Meetings must ensure the transparency of the count and the adequate registration of votes, especially in situations of voting battles, new items on the agenda and alternative proposals, because it is a measure of transparency and a guarantee of consistency when exercising voting rights.

11. If a company plans to pay a premium for attendance of the general meeting of shareholders, it should first establish a stable general policy in this respect.

Compliant  Partially compliant  Explain  Not applicable

12. The board of directors should perform its duties with unity of purpose and independent judgement, affording the same treatment to all shareholders in the same position. It should be guided at all times by the best interests of the company, understood to mean the creation of a profitable business that promotes its sustainable success over time, while maximising its economic value.

In pursuing the best interests of the company, it should not only abide by laws and regulations and conduct itself according to principles of good faith, ethics and respect for commonly accepted customs and good practices, but also strive to reconcile its own interests with the legitimate interests of its employees, suppliers, clients and other stakeholders, as well as with the impact of its activities on the broader community and the natural environment.

Compliant  Partially compliant  Explain

13. The board of directors should have an optimal size to promote its efficient functioning and maximise participation. The recommended range is accordingly between five and fifteen members.

Compliant  Explain

14. The board of directors should approve a policy aimed at favouring an appropriate composition of the board that:
- a) Is concrete and verifiable;
  - b) Ensures that appointment or re-election proposals are based on a prior analysis of the skills required by the board of directors; and
  - c) Favours diversity of knowledge, experience, age and gender. Therefore, measures that encourage the company to have a significant number of female senior managers are considered to favour gender diversity.

The results of the prior analysis of competences required by the board of directors should be written up in the appointments committee's explanatory report, to be published when the general meeting of shareholders is convened that will ratify the appointment and re-election of each director.

The appointments committee should run an annual check on compliance with this policy and set out its findings in the annual corporate governance report.

Compliant  Partially compliant  Explain

15. Proprietary and independent directors should constitute an ample majority of the board of directors, while the number of executive directors should be kept to a minimum, bearing in mind the complexity of the corporate group and the ownership interests they control.

The number of female directors should represent at least 40 % of the total number of members of the board of directors before the end of 2022 and not being below 30 % before that time.

Compliant  Partially compliant  Explain

16. The percentage of proprietary directors of all non-executive directors should be no greater than the proportion of the ownership stake of the shareholders they represent and the remainder of the company's capital.

This criterion can be relaxed:

- a) In large cap companies where few or no equity stakes attain the legal threshold for significant shareholdings.
- b) In companies with a plurality of shareholders represented on the board but not otherwise related.

Compliant  Explain

17. Independent directors should account for at least half of all board members.

However, when the company does not have a large market capitalisation, or when a large cap company has shareholders that individually or collectively control over 30 percent of its capital, independent directors should occupy at least one third of seats on the board.

Compliant  Explain

18. Companies should post the following information on directors on their websites, and keep it permanently updated:

- a) Professional experience and background;
- b) Directorships held in other companies, listed or unlisted, and other paid activities they engage in, regardless of their nature;
- c) Category of director to which they belong, in the case of proprietary directors indicating the shareholder they represent or have links with;
- d) Date of their first appointment as a board member and dates of any subsequent re-elections;
- e) Shares in the company and share options held.

Compliant  Partially compliant  Explain

19. Following verification by the appointments committee, the annual corporate governance report should disclose the reasons for the appointment of proprietary directors at the request of shareholders controlling less than 3 percent of capital; and explain any rejection of a formal request for a board place from shareholders whose equity stake is equal to or greater than that of others applying successfully for a proprietary directorship.

Compliant  Partially compliant  Explain  Not applicable

20. Proprietary directors should resign when the shareholders they represent dispose of their ownership interest in its entirety. They should also resign, in a proportional fashion, in the event that said shareholder reduces its percentage interest to a level that requires a decrease in the number of proprietary directors.

Compliant  Partially compliant  Explain  Not applicable

21. The board of directors should not propose the removal of independent directors before the expiry of their tenure as mandated by the by-laws, except where they find just cause, based on a prior report by the appointments committee. In particular, just cause will be presumed to exist when directors take up new posts or responsibilities that prevent them allocating sufficient time to the work of a board member or are in breach of their fiduciary duties or come under one of the disqualifying grounds for classification as independent enumerated in the applicable legislation.

The removal of independent directors may also be proposed when a takeover bid, merger or similar corporate transaction alters the company's capital structure, provided that the changes in board membership are the result of the application of the proportionality criterion set out in Recommendation 16.

Compliant  Explain

22. Companies should establish rules forcing directors to disclose any circumstance that might harm the organisation's name or reputation, whether related or not to their actions within the company itself, tendering their resignation if necessary, and, in particular, to inform the board of any criminal charges brought against them and the progress of any subsequent legal proceedings.

When the board of directors is informed or becomes aware of any of the situations mentioned in the previous paragraph, it should examine the case as quickly as possible and depending on the particular circumstances, subject to a report from the appointments and remuneration committee, decide whether or not to adopt any measures such as opening of an internal investigation, calling on the director to resign or proposing his or her dismissal. The Board should give a reasoned account of all such determinations in the annual corporate governance report, unless there are special circumstances that justify otherwise, which must be recorded in the minutes. This is without prejudice to the information the company must disseminate, if appropriate, at the time the corresponding measures are implemented.

Compliant  Partially compliant  Explain

23. Directors should express their clear opposition when they feel a proposal submitted for the board's approval might damage the corporate interest. In particular, independents and other directors not subject to potential conflicts of interest should strenuously challenge any decision that could harm the interests of shareholders lacking board representation.

When the board makes material or reiterated decisions about which a director has expressed serious reservations, then he or she must draw the pertinent conclusions. Directors resigning for such causes should set out their reasons in the letter referred to in the next recommendation.

The terms of this recommendation also apply to the secretary to the board, even if he or she is not a director.

Compliant  Partially compliant  Explain  Not applicable

24. Whenever, due to resignation or resolution of the general meeting of shareholders, a director leaves before the completion of his or her term of office, the director should sufficiently explain the reasons for this decision or, in the case of non-executive directors, their opinion of the reasons for cessation, in a letter addressed to all members of the board of directors.

This should all be reported in the annual corporate governance report, and if it is relevant for investors, the company should publish an announcement of the departure as rapidly as possible, with sufficient reference to the reasons or circumstances provided by the director.

Compliant  Partially compliant  Explain  Not applicable

25. The appointments committee should ensure that non-executive directors have sufficient time available to discharge their responsibilities effectively.

The regulations of the board of directors should lay down the maximum number of company boards on which directors can serve.

Compliant  Partially compliant  Explain

26. The board should meet with the necessary frequency to properly perform its functions, eight times a year at least, in accordance with a calendar and agendas set at the start of the year, to which each director may propose the addition of initially unscheduled items.

Compliant  Partially compliant  Explain

27. Director absences should be kept to a strict minimum and quantified in the annual corporate governance report. In the event of absence, directors should delegate their powers of representation with the appropriate instructions.

Compliant  Partially compliant  Explain

In the event of unavoidable absences, in order to prevent de facto changes to the balance of the board of directors, legislation allows for delegation to another director (non-executives only to other non-executives) - this is established in Principle 14 of the Good Governance Code and also envisaged in the By-laws (Article 37), as well as the Regulation of the Board (Article 24), which determine that directors must personally attend board meetings. However, when they are unable to do so in person, they shall endeavour to grant their proxy in writing, on a special basis for each meeting, to another board member, including the appropriate instructions. Non-executive directors may only delegate a proxy who is another non-executive director, while independent directors may only delegate to another independent director.

It should also be noted that CaixaBank's Corporate Governance Policy states, in relation to the duty of directors to attend Board of Directors' meetings, that if they cannot attend in person for justified reasons, they shall endeavour to grant their proxy in writing, and separately for each meeting, to a fellow Board member, including any relevant instructions. Every effort must be made to ensure that each and every director attends at least 80 % of Board meetings. As such, proxies are a comparative rarity at CaixaBank.

The Board of Directors considers, as good Corporate Governance practice, that when directors are unable to attend meetings, proxies are not generally delegated with specific instructions. This does not amend, de facto, the balance of the Board given that delegations may only be made by non-executive directors to other non-executive directors, and independent directors may only delegate to other independent directors, while directors are always required to defend the company's corporate interest regardless of their director status.

On the other hand, and reflecting the freedom of each director, who may also delegate with the appropriate instructions, as suggested in the Regulation of the Board of Directors, the decision to delegate without instructions represents each director's freedom to consider

what provides most value to their proxy, and they may finally decide that their representative shall adhere to the outcome of the Board meeting debate. This is also in accordance with the law governing the powers of the Chairman of Board of Directors, who is given, among others, the responsibility of encouraging a good level of debate and the active involvement of all directors, safeguarding their right to adopt any position or stance they see fit.

Therefore, the freedom to appoint proxies with or without specific instructions, at the discretion of each director, is considered good practice and, specifically, the absence of instructions is seen as facilitating the proxy's ability to adapt to the content of the debate.

28. When directors or the secretary express concerns about a proposal or, in the case of directors, about the company's performance, and such concerns are not resolved at the meeting, the person expressing them can request that they be recorded in the minute book.

Compliant  Partially compliant  Explain  Not applicable

29. The company should provide suitable channels for directors to obtain the advice they need to carry out their duties, extending if necessary to external assistance at the company's expense.

Compliant  Partially compliant  Explain

30. Regardless of the knowledge directors must possess to carry out their duties, they should also be offered refresher programmes when circumstances so advise.

Compliant  Explain  Not applicable

31. The agendas of board meetings should clearly indicate the points on which directors must arrive at a decision, so they can study the matter beforehand or collect the material they need.

For reasons of urgency, the chair may wish to present decisions or resolutions for board approval that were not on the meeting agenda. In such exceptional circumstances, their inclusion will require the express prior consent, duly minuted, of the majority of directors present.

Compliant  Partially compliant  Explain

32. Directors should be regularly informed of movements in share ownership and of the views of major shareholders, investors and rating agencies on the company and its group.

Compliant  Partially compliant  Explain

33. The chair, as the person responsible for the efficient functioning of the board of directors, in addition to the functions required by law and under the company's by-laws, should prepare and submit to the board of directors a schedule of meeting dates and agendas; organise and coordinate regular evaluations of the board and, where appropriate, the company's chief executive; exercise leadership of the company and be accountable for its proper functioning; ensure that sufficient time is given to the discussion of strategic issues; and agree on and review refresher programmes for each director, when necessary.

Compliant  Partially compliant  Explain

34. When a lead director has been appointed, the by-laws or regulation of the board of directors should grant him or her the following powers over and above those conferred by law: to chair the board of directors in the absence of the chair or deputy chairs; give voice to the concerns of non-executive directors; maintain contact with investors and shareholders to hear their views and develop a balanced understanding of their concerns, especially those relating to the company's corporate governance; and coordinate the chair's succession plan.

Compliant  Partially compliant  Explain  Not applicable

35. The secretary to the board of directors should strive to ensure that the board's actions and decisions are informed by the governance recommendations of the Good Governance Code of relevance to the company.

Compliant  Explain

36. The board of directors in full should conduct an annual evaluation, adopting, where necessary, an action plan to correct weakness detected in:
- The quality and efficiency of the board's operations.
  - The performance and composition of its committees.
  - The diversity of board membership and skills.
  - The performance of the chair of the board of directors and the company's chief executive.
  - The performance and contribution of individual directors, with particular attention to the chairs of board committees.

The evaluation of board committees should use the reports they submit to the board of directors as a starting point, while that of the board itself should use the report of the appointments committee.

Every three years, the board of directors should engage an external facilitator to aid in the evaluation process. This facilitator's independence should be verified by the appointments committee.

Any business dealings that the facilitator or members of its corporate group maintain with the company or members of its corporate group should be detailed in the annual corporate governance report.

The process followed and areas evaluated should be detailed in the annual corporate governance report.

Compliant [ ]      Partially compliant [X]      Explain [ ]

For 2025, the Board of Directors decided to conduct an internal self-assessment of its performance, having decided not to engage the services of an external adviser, on the grounds that, given the partial renewal of the board and the relatively short period for which the current board had been in place following the changes to its composition approved at the 2025 Annual General Meeting of Shareholders, it was considered more appropriate and reasonable to postpone the involvement of an external expert until the next self-assessment exercise.

Consequently, the self-assessment exercise followed the same procedure as the previous year, with the assistance of the General Secretary and the Board.

37. When there is an executive committee, there should be at least two non-executive members, at least one of whom should be independent; and its secretary should be the secretary to the board of directors.

Compliant [X]      Partially compliant [ ]      Explain [ ]      Not applicable [ ]

38. The board should be kept fully informed of the business transacted and decisions made by the executive committee. To this end, all board members should receive a copy of the committee's minutes.

Compliant [X]      Partially compliant [ ]      Explain [ ]      Not applicable [ ]

39. All members of the audit committee, particularly its chair, should be appointed with regard to their knowledge and experience in accounting, auditing and risk management matters, both financial and non-financial.

Compliant  Partially compliant  Explain

40. Listed companies should have a unit in charge of the internal audit function, under the supervision of the audit committee, to monitor the effectiveness of reporting and control systems. This unit should report functionally to the non-executive chair of the board of directors or the chair of the audit committee.

Compliant  Partially compliant  Explain

41. The head of the unit handling the internal audit function should present an annual work programme to the audit committee, for approval by this committee or the board, inform it directly of any incidents or scope limitations arising during its implementation, the results and monitoring of its recommendations, and submit an activities report at the end of each year.

Compliant  Partially compliant  Explain  Not applicable

42. The audit committee should have the following functions over and above those legally assigned:

1. With respect to internal control and reporting systems:
  - a) Monitor and evaluate the preparation process and the integrity of the financial and non-financial information, as well as the control and management systems for financial and non-financial risks related to the company and, where appropriate, to the group – including operating, technological, legal, social, environmental, political and reputational risks or those related to corruption – reviewing compliance with regulatory requirements, the accurate demarcation of the consolidation perimeter, and the correct application of accounting principles.
  - b) Monitor the independence of the unit handling the internal audit function; propose the selection, appointment and removal of the head of the internal audit service; propose the service's budget; approve or make a proposal for approval to the board of the priorities and annual work programme of the internal audit unit, ensuring that it focuses primarily on the main risks the company is exposed to (including reputational risk); receive regular report-backs on its activities; and verify that senior management is acting on the findings and recommendations of its reports.
  - c) Establish and supervise a mechanism whereby staff and other persons related to the company, such as directors, shareholders, suppliers, contractors or subcontractors, can report any potentially significant irregularities that they detect, including financial or accounting irregularities, or those of any other nature, related to the company or its group. This mechanism must guarantee confidentiality and enable communications to be made anonymously, respecting the rights of both the complainant and the accused party.
  - d) In general, ensure that the internal control policies and systems established are applied effectively in practice.
2. With respect to the external auditor:
  - a) Investigate the issues giving rise to the resignation of the external auditor, should this come about.
  - b) Ensure that the remuneration of the external auditor does not compromise its quality or independence.
  - c) Ensure that the company notifies any change of external auditor through the CNMV, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for the same.
  - d) Ensure that the external auditor has a yearly meeting with the board in full to inform it of the work undertaken and developments in the company's risk and accounting positions.
  - e) Ensure that the company and the external auditor adhere to current regulations on the provision of non-audit services, limits on the concentration of the auditor's business and other requirements concerning auditor independence.

Compliant [X]

Partially compliant [ ]

Explain [ ]

43. The audit committee should be empowered to meet with any company employee or manager, even requiring their appearance without the presence of another senior officer.

Compliant  Partially compliant  Explain

44. The audit committee should be informed of any fundamental changes or corporate transactions the company is planning, so the committee can analyse the operation and report to the board beforehand on its economic conditions and accounting impact and, when applicable, the exchange ratio proposed.

Compliant  Partially compliant  Explain  Not applicable

45. The risk control and management policy should identify or establish at least:

- a) The different types of financial and non-financial risk the company is exposed to (including operational, technological, legal, social, environmental, political and reputational risks, and risks relating to corruption), with the inclusion under financial or economic risks of contingent liabilities and other off-balance-sheet risks.
- b) A risk control and management model based on different levels, of which a specialised risks committee will form part when sector regulations provide or the company deems it appropriate.
- c) The level of risk that the company considers acceptable.
- d) Measures to mitigate the impact of risk events should they occur.
- e) The internal reporting and control systems to be used to control and manage the above risks, including contingent liabilities and off-balance-sheet risks.

Compliant  Partially compliant  Explain

46. Companies should establish a risk control and management function in the charge of one of the company's internal department or units and under the direct supervision of the audit committee or another dedicated board committee. This function should be expressly charged with the following responsibilities:

- a) Ensure that risk control and management systems are functioning correctly and, specifically, that major risks the company is exposed to are correctly identified, managed and quantified.
- b) Participate actively in the preparation of risk strategies and in key decisions about their management.
- c) Ensure that risk control and management systems are mitigating risks effectively in the frame of the policy drawn up by the board of directors.

Compliant  Partially compliant  Explain

47. Appointees to the appointments and remuneration committee – or the appointments committee and remuneration committee, if these are two separate bodies – should have the right balance of knowledge, skills and experience for the functions they are called on to discharge. The majority of their members should be independent directors.

Compliant  Partially compliant  Explain

48. Large cap companies should operate separately constituted appointments and remuneration committees.

Compliant  Explain  Not applicable

49. The appointments committee should consult with the company's chair and chief executive, especially on matters relating to executive directors.

When there are vacancies on the board, any director may approach the appointments committee to propose candidates that they consider suitable.

Compliant  Partially compliant  Explain

50. The remuneration committee should operate independently and have the following functions, in addition to those assigned by law:

- a) Propose to the board the standard conditions for senior officer contracts.
- b) Monitor compliance with the company's remuneration policy.
- c) Periodically review the remuneration policy for directors and senior officers, including share-based remuneration systems and their application, and ensure that their individual compensation is proportionate to the amounts paid to other directors and senior officers in the company.
- d) Ensure that conflicts of interest do not undermine the independence of any external advice provided to the committee.
- e) Verify the information on director and senior officers' pay contained in corporate documents, including the annual report on the remuneration of directors.

Compliant  Partially compliant  Explain

51. The remuneration committee should consult with the chair and the chief executive, especially on matters relating to executive directors and senior officers.

Compliant  Partially compliant  Explain

52. The terms of reference of supervision and control committees should be set out in the regulation of the board of directors and aligned with those governing legally mandatory board committees as specified in the preceding sets of recommendations. They should include at least the following terms:
- a) Committees should be composed exclusively of non-executive directors, with a majority of independents.
  - b) Committees should be chaired by an independent director.
  - c) The board of directors should appoint the members of these committees with regard to the knowledge, skills and experience of its directors and each committee's missions, discuss their proposals and reports as well as provide report-backs on their activities and work at the first full board meeting after each committee meeting.
  - d) The committees may engage external advice, when they feel it necessary for the discharge of their functions.
  - e) Meeting proceedings should be minuted and a copy made available to all board members.
- Compliant       Partially compliant       Explain       Not applicable

53. The task of supervising compliance with the policies and rules of the company in the environmental, social and corporate governance areas, and internal rules of conduct, should be assigned to one board committee or split between several, which could be the audit committee, the appointments committee, a committee specialised in sustainability or corporate social responsibility, or a dedicated committee established by the board under its powers of self-organisation. This committee should be made up solely of non-executive directors, the majority being independent and specifically assigned the minimum functions indicated in the next recommendation.
- Compliant       Partially compliant       Explain

54. The minimum functions referred to in the previous recommendation are as follows:

- a) Monitor compliance with the company's internal codes of conduct and corporate governance rules, and ensure that the corporate culture is aligned with its purpose and values.
- b) Monitor the implementation of the general policy regarding the disclosure of economic-financial, non-financial and corporate information, as well as communication with shareholders and investors, proxy advisors and other stakeholders. Similarly, the way in which the entity communicates and relates with small and medium-sized shareholders should be monitored.
- c) Periodically evaluate the effectiveness of the company's corporate governance system and environmental and social policy, to confirm that it is fulfilling its mission to promote the corporate interest and taking into account, as appropriate, the legitimate interests of the remaining stakeholders.
- d) Ensure the company's environmental and social practices are aligned with the established strategy and policy.
- e) Monitor and evaluate the company's interaction with its stakeholder groups.

Compliant  Partially compliant  Explain

55. Environmental and social sustainability policies should identify and include at least:

- a) The principles, commitments, objectives and strategy regarding shareholders, employees, clients, suppliers, social welfare issues, the environment, diversity, fiscal responsibility, respect for human rights and the prevention of corruption and other illegal conducts.
- b) The methods or systems for monitoring compliance with policies, associated risks and their management.
- c) The mechanisms for supervising non-financial risk, including that related to ethical aspects and business conduct.
- d) Channels for stakeholder communication, participation and dialogue.
- e) Responsible communication practices that prevent the manipulation of information and protect the company's honour and integrity.

Compliant  Partially compliant  Explain

56. Director remuneration should be sufficient to attract individuals with the desired profile and compensate the commitment, abilities and responsibility that the post demands, but not so high as to compromise the independent judgement of non-executive directors.

Compliant  Explain

57. Variable remuneration linked to the performance of the company and the director, the award of shares, options or any other right to acquire shares or to be remunerated on the basis of share price movements, and membership of long-term savings schemes such as pension plans should be confined to executive directors.

The company may consider the share-based remuneration of non-executive directors provided they retain such shares until the end of their term in office. The above condition will not apply to any shares that the director must dispose of to defray costs related to their acquisition.

Compliant  Partially compliant  Explain

58. In the case of variable awards, remuneration policies should include limits and technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the company's sector, or circumstances of that kind.

In particular, variable remuneration items should meet the following conditions:

- a) Be subject to predetermined and measurable performance criteria that factor in the risk assumed to obtain a given outcome.
- b) Promote the long-term sustainability of the company and include non-financial criteria that are relevant for the company's long-term value, such as compliance with its internal rules and procedures and its risk control and management policies.
- c) Be focused on achieving a balance between the delivery of short, medium and long-term objectives, such that performance-related pay rewards ongoing achievement, maintained over a period long enough to be able to assess their contribution to sustainable value creation, so that the factors used to measure performance are not associated only with one-off, occasional or extraordinary events.

Compliant  Partially compliant  Explain  Not applicable

59. The payment of the variable components of remuneration is subject to sufficient verification that previously established performance, or other, conditions have been effectively met. Entities should include in their annual report on the remuneration of directors the criteria relating to the time required and methods used for this verification, depending on the nature and characteristics of each variable component.

Additionally, entities should consider establishing a reduction clause ('malus') based on deferral for a sufficient period of the payment of part of the variable components that implies total or partial loss of this remuneration in the event that prior to the time of payment an event occurs that makes this advisable.

Compliant  Partially compliant  Explain  Not applicable

60. In the case of remuneration linked to the company's earnings, deductions should be computed for any qualifications stated in the external auditor's report.

Compliant  Partially compliant  Explain  Not applicable

61. A major part of executive directors' variable remuneration should be linked to the award of shares or financial instruments whose value is linked to the share price.

Compliant  Partially compliant  Explain  Not applicable

62. Following the award of shares, options or financial instruments corresponding to the remuneration schemes, executive directors should not be able to transfer their ownership or exercise them until a period of at least three years has elapsed.

Except for the case in which the director maintains, at the time of the transfer or exercise, a net economic exposure to the variation in the price of the shares for a market value equivalent to an amount of at least twice his or her fixed annual remuneration through the ownership of shares, options or other financial instruments.

The foregoing shall not apply to the shares that the director needs to dispose of to meet the costs related to their acquisition or, upon favourable assessment of the appointments and remuneration committee, to address an extraordinary situation.

Compliant  Partially compliant  Explain  Not applicable

63. Contractual arrangements should include provisions that permit the company to reclaim variable components of remuneration when the payment was out of step with the director's actual performance or based on data subsequently found to be misstated.

Compliant  Partially compliant  Explain  Not applicable

64. Termination payments should not exceed a fixed amount equivalent to two years of the director's total annual remuneration and should not be paid until the company confirms that he or she has met the criteria or conditions established.

For the purposes of this recommendation, payments for contractual termination include any payments whose accrual or payment obligation arises as a consequence of or on the occasion of the termination of the contractual relationship that linked the director with the company, including previously unconsolidated amounts for long-term savings schemes and the amounts paid under post-contractual non-compete agreements.

Compliant  Partially compliant  Explain  Not applicable

Payments for termination or expiry of the CEO's contract, including severance pay in the event of termination or expiry of the relationship in certain cases and the post-contractual non-compete agreement, do not exceed the amount equivalent to two years of total annual remuneration.

In addition, CaixaBank has recognised a social security supplement for the CEO to cover the contingencies of retirement, death and total permanent disability, absolute permanent disability or severe disability.

In the case of the commitment to cover the retirement contingency, this is a system established under a defined contribution plan, for which the annual contributions to be made are fixed in advance.

By virtue of this commitment, the CEO is entitled to receive a retirement benefit when he/she reaches the legally established retirement age. This benefit will be the result of the sum of the contributions made by CaixaBank and their corresponding returns up to that date, provided that he/she is not dismissed for just cause, and without prejudice to the applicable treatment of discretionary pension benefits in accordance with the remuneration regulations applicable to credit institutions.

With the termination of the CEO's contract, the contributions would be consolidated (except in the event of termination for just cause attributable to the CEO), but in no case is there any provision for the possibility of receiving an early retirement benefit, since its accrual and payment would occur only on the occasion and at the time of retirement (or the occurrence of the other contingencies covered) and not on the occasion of the termination of the contract.

The nature of these savings systems is not to indemnify or compensate for the loss of rights to the assumption of non-competition obligations, as they are configured as a savings system that is endowed over time with periodic contributions and which form part of the fixed components of the usual remuneration package of the Executive Directors; unlike indemnities or compensations for not competing, it grows over time and is not set in absolute terms.

Therefore, the institution would only be in breach of Recommendation 64 if the mere consolidation of savings scheme entitlements, without actual accrual or payment at the time of termination, were to be included in the concept of termination payments or termination of contract payments as defined therein.

State whether any directors voted against or abstained from voting on the approval of this report.

Yes  
 No

I declare that the details included in this statistical annex coincide and are consistent with the descriptions and details included in the annual corporate governance report published by the company.