

Other relevant information

Regarding CaixaBank S.A.'s Ordinary General Shareholders' Meeting, to be held in València on 26 March 2026, at 11:00 am, on first call, and if it cannot be held on first call, to be held on 27 March 2026 on second call, the Board of Directors' reports and recommendation related to certain items on the agenda of the meeting and the reasoned proposal on the Remuneration Policy of the Board of Directors are appended hereto.

The General Meeting is expected to be held on second call, i.e. on 27 March 2026, at 11:00 am.

The Board of Directors has agreed to also allow **online attendance** at the Ordinary General Shareholders' Meeting, as provided by the By-laws and the Regulations of the General Meeting.

The aforementioned reports and recommendation, as well as the reasoned proposal together with the remaining documentation related to the 2026 Ordinary General Meeting, including the individual and consolidated financial statements for 2025, will also be available for shareholders and investors on the corporate webpage www.CaixaBank.com.

22 February 2026



**REPORT BY THE BOARD OF DIRECTORS OF CAIXABANK, S.A. ON
THE PROPOSED RE-ELECTIONS, APPOINTMENTS AND
RATIFICATION OF BOARD MEMBERS**

Board of Directors – 19 February 2026

I. PURPOSE OF THE REPORT

This report was drawn up by the Board of Directors of CaixaBank, S.A. (hereinafter referred to as “**CaixaBank**” or the “**Company**”), in accordance with Article 529 decies of the Spanish Companies Act (*Ley de Sociedades de Capital*), which requires an explanatory report to be drawn up by the Board of Directors evaluating the skill, experience and merits of the persons whose re-election or appointment is submitted for approval by the Company's General Shareholders' Meeting, called for 26 March 2026 on first call and for the following day 27 on second call, under items 4.1º, 4.2º, 4.3º and 4.4º on the agenda.

In accordance with the provisions of article 529. decies of the Spanish Companies Act, on proposal by Caixa d’Estalvis i Pensions de Barcelona Banking Foundation, “la Caixa” and Criteria Caixa, S.A.U., following a favorable report issued by the Appointments and Sustainability Committee, the re-election of Mr. Tomás Muniesa Arantegui, in the category of proprietary director, for a period of four years, is submitted to the General Shareholders’ Meeting

Secondly, on proposal by the Appointments and Sustainability Committee, the re-election to the Board of Directors of Mr. Eduardo Javier Sanchiz Irazu, in the category of independent director, for a period of four years, is submitted to the General Shareholders’ Meeting.

Furthermore, the appointment of Ms. Ana María García Fau as member of the Board of Directors, in the category of independent director, for a period of four years, as well as the ratification of the appointment by co-option and the appointment of Mr. Pablo Arturo Forero Calderón, in the category of independent director, for a period of four years, both on proposal by the Appointments and Sustainability Committee, are submitted to the General Shareholders’ Meeting.

The purpose of the appointment of Ms. Ana María García Fau is to fill the vacancy arising from the resignation of Ms. María Amparo Moraleda Martínez as member of the Board, which will be effective upon the conclusion of the Ordinary General Shareholders’ Meeting, as twelve years will have elapsed since her initial appointment as director on 24 April 2026.

As regards Mr. Pablo Arturo Forero Calderón, at the meeting of the Board of Directors held on 19 February 2026, he tendered his resignation as director classified as other external director, an appointment resolved by the Ordinary General Shareholders’ Meeting on 11 April 2025. At the same meeting of the Board of Directors held on 19 February 2026, the Board resolved his appointment by co-option until the next General Shareholders’ Meeting, in the category of independent director, as the requirements set out in article 529 duodecies of the Spanish Companies Act had been met, in particular, as more than five years had elapsed since his termination as Chief Executive Officer and Deputy Chairman of the Board of Directors of Banco BPI S.A.

Both the reports and the proposals of the Appointments and Sustainability Committee are included as annexes to this report.

The effectiveness of the appointment of Ms. Ana María García Fau is subject to the verification of the suitability of the candidate as a member of the Board of Directors by the competent banking supervisor.

It is hereby stated for the record that, in any case, it is the Company's intention to maintain the number of members of the Board of Directors at fifteen (15), within the limits established in the Company's By-laws and the threshold established by recommendation 13 of the current Good Governance Code of Listed Companies. If, for any reason, the positions of directors cannot be filled in accordance with the proposals submitted to the General Meeting under item 4 of the agenda, the corresponding vacancies shall be maintained until the appointment of new directors, either by co-option of another candidate by the Board of Directors itself after the General Meeting has been held, or by appointment of another candidate at a subsequent General Meeting.

Additionally, for the purposes of article 518(e) of the Spanish Companies Act, this report contains information on the identity, curriculum and category of each of the directors whose appointment, re-election or ratification is proposed, and it will be published together with the annexed proposals and report of the Appointments and Sustainability Committee on the Company's website as part of the documentation relating to the General Meeting.

Lastly, in accordance with article 540.4.c) 8 of the Spanish Companies Act, it is hereby informed that the re-election, appointment and ratification proposals submitted for approval by the General Meeting have taken into consideration and valued the diversity targets established in the *Policy for Selection, Diversity and Suitability Assessment of members of the Boards of Directors and Senior Management Members and Other Key Function Holders of CaixaBank and its Group*, attributing special weight to the aim of favouring diversity of gender, knowledge, training and professional experience, age and geographical origin in the overall composition of the Board, avoiding any kind of discrimination.

In particular, it has been taken into account the objective that the Board of Directors should have a composition that ensures the presence of at least forty percent of persons of the less represented sex, in accordance with the provisions of article 529 bis.3 of the Spanish Companies Act. Specifically, the proposals submitted to the General Shareholders' Meeting determine that the percentage of female directors shall continue to represent 40% of the total number of members of the Board of Directors.

Also, the proposals submitted will increase the proportion of independent directors, bringing their representation to 66.66% of the total members of the Board of Directors of CaixaBank, in accordance with best corporate governance practices and as stipulated in recommendation 16 of the Code of Good Governance, by virtue of which the number of independent directors must represent at least half of the total number of directors.

II. RE-ELECTION OF MR. TOMÁS MUNIESA ARANTEGUI (ITEM 4.1 ON THE AGENDA)

Professional profile and biographical data

Mr. Tomás Muniesa born in Barcelona in 1952; he has been Chairman of CaixaBank since January 2025.

Mr. Tomás Muniesa Arantegui holds a Degree in Business Studies and a Master's Degree in Business Administration from the ESADE Business School.

He joined 'la Caixa' in 1976 and was appointed Deputy General Manager in 1992 and General Manager of Insurance and Asset Management of CaixaBank from

2011 until November 2018. In that year, he left his executive duties at the CaixaBank Group and was appointed Deputy Chairman of CaixaBank.

He is currently Chairman of the CaixaBank Dual Training Foundation (Dualiza), Deputy Chairman of CECA and Deputy Chairman of Fundación COTEC. He sits on the Board of Trustees of ESADE Fundación and 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 also sits on the Advisory Board of CEOE and of other relevant institutions and associations in our country.

Previously also, he served as the Chairman of MEFF (Sociedad Rectora de Productos Derivados) and Deputy Chairman of VidaCaixa, where he was the top executive, and SegurCaixa Adeslas and of BME (Bolsas y Mercados Españoles), Second Deputy Chairman of UNESPA, Director and Chairman of the Audit Commission of the Insurance Compensation Consortium, Board Member of Vithas Sanidad SL, board member of Allianz Portugal and Substitute Board Member of Grupo Financiero Inbursa in Mexico.

Directorship category

As regards his classification within the Board of Directors of CaixaBank, Mr. Tomás Muniesa Arantegui is classified as a proprietary director, as his appointment was proposed by the indirect shareholder Fundación Bancaria Caixa d'Estalvis i Pensions de Barcelona, "la Caixa" and by Criteria Caixa, S.A.U.

Assessment of experience, skill, and merit

The Appointments and Sustainability Committee has verified that Mr. Tomás Muniesa Arantegui meets the suitability requirements referred to in article 24 of Law 10/2014 and articles 30, 31 and 32 of Royal Decree 84/2015 of 13 February implementing Law 10/2014, as well as article 32 of Bank of Spain Circular 2/2016 of 2 February: business and professional integrity, appropriate knowledge, skill and experience and readiness to exercise good governance of the Company, as well as not being subject to any incompatibilities, prohibitions or conflicts of interest.

The Board of Directors endorses the report issued by the Appointments and Sustainability Committee and considers that Mr. Tomás Muniesa Arantegui has the appropriate experience, competence and merits to hold the position of director. In particular, it highlights his in-depth knowledge of the banking and insurance business. It has also taken into account his service as a member of the Company's Board of Directors for more than eight years, his previous positions as Deputy Chairman of the Board of Directors and member of the Executive Committee and the Risk Committee, as well as his current positions as Chairman of the Board of Directors and Chairman of the Executive Committee and of the Innovation, Technology and Digital Transformation Committee.

Proposal

To re-elect Mr. Tomás Muniesa Arantegui as a member of the Board of Directors, in the category of proprietary director, on the proposal of the Fundación Bancaria Caixa d'Estalvis i Pensions de Barcelona, "la Caixa" (indirect shareholder of the Company through its wholly-owned subsidiary, Criteria Caixa, S.A.U.), and Criteria

Caixa, S.A.U., for a period of four (4) years, following a favourable report issued by the Appointments and Sustainability Committee.

III. RE-ELECTION OF MR. EDUARDO JAVIER SANCHIZ IRAZU (ITEM 4.2 ON THE AGENDA)

Professional profile and biographical data

Mr. Eduardo Javier Sanchiz Irazu was born in Vitoria in 1956. He has been a member of the CaixaBank Board of Directors since 2017 and the Lead Director from 2023.

He holds a degree in economics from the University of Deusto, San Sebastián campus, and a Master's Degree in Business Administration from the Instituto Empresa in Madrid.

He was CEO of Almirall from July 2011 until 30 September 2017. During this period, the company underwent a significant strategic transformation with the aim of becoming a global leader in skin treatment.

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 a number of alliances with other companies, and through 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 the Almirall Board of Directors since January 2005 and a member of the Dermatology Committee since its creation in 2015.

Prior to joining Almirall, he worked for 22 years (17 outside Spain) at Eli Lilly & Co, an American pharmaceutical company, in finance, marketing, sales and general management positions. He was able to live in six different countries and some of his significant positions include General Manager in Belgium, General Manager in Mexico and, in his last position in the company, Executive Officer for the business area that encompasses countries in the centre, north, east and south of Europe.

He is a member of the Board of Directors of the French pharmaceutical company Pierre Fabre, S.A. and 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 member of the Advisory Board of the Biotechnology Institute, S.L.

Directorship category

As regards his classification within the Board of Directors of CaixaBank, Mr. Eduardo Javier Sanchiz Irazu is classified as an independent director, as he meets the established in section 4 of article 529 duodecies of the Spanish Companies Act.

It is hereby noted that on 21 September 2029 Mr. Eduardo Javier Sanchiz Irazu will reach twelve years since his initial appointment as a director of CaixaBank and, should he continue to hold his position as a member of the Company's Board of Directors, he would at that time be reclassified as an "other external director".

Assessment of experience, skill, and merit

The Appointments and Sustainability Committee has verified that Mr. Eduardo Javier Sanchiz Irazu meets the suitability requirements referred to in article 24 of Law 10/2014, articles 30, 31 and 32 of Royal Decree 84/2015, of 13 February,

implementing Law 10/2014 and article 32 of Bank of Spain Circular 2/2016, of 2 February: business and professional integrity, appropriate knowledge, skill and experience and readiness to exercise good governance of the Company, as well as not being subject to any incompatibilities, prohibitions or conflicts of interest.

The Board of Directors endorses the proposal by the Appointments and Sustainability Committee and considers that Mr. Eduardo Javier Sanchiz Irazu has suitable experience, skill and merits to hold the position of director. In particular, the Committee assesses very positively Mr. Sanchiz's performance of his duties as director since his appointment by co-option on 21 September 2017, especially his participation in and performance of his previous positions as Chair of the Risk Committee and member of the Audit and Control Committee, as well as his current positions as Lead Independent Director, member of the Appointments and Sustainability Committee and of the Executive Committee, and Chairman of the Audit and Control Committee, together with his professional career in the pharmaceutical sector, a highly regulated industry with a strong international presence.

Proposal

To re-elect Mr. Eduardo Javier Sanchiz Irazu as a member of the Board of Directors, with the category of independent director, for the period of four (4) years, at the proposal of the Appointments and Sustainability Committee.

IV. APPOINTMENT OF MS. ANA MARÍA GARCÍA FAU (ITEM 4.3 ON THE AGENDA)

Professional profile and biographical data

Ms. Ana María García Fau holds a degree in Law and in Economics and Business Administration from Universidad Pontificia Comillas (ICADE, E-3) in Madrid. She also holds a Master in Business Administration (MBA) from the Massachusetts Institute of Technology (MIT) in Boston (United States).

She is currently an independent director of Acerinox, S.A. since May 2025, of Cellnex Telecom, S.A. since July 2022, of Gestamp Automoción, S.A. since March 2017, and of JDE Peet's NV (a listed company in the Netherlands) since May 2022.

She is also a member of the Advisory Board of several entities, specifically Pictet Wealth Management Iberia since 2019, Cosentino Group since December 2023, as well as Fremman Capital and the Advisory Board of the ESADE Corporate Governance Center. Likewise, she is a Trustee of the Fundación Universitaria Comillas-ICAI, Co-Chair of the Spanish chapter of Women Corporate Directors, and a member of the Executive Board of the Círculo de Empresarios.

Regarding her professional background, she has held positions at McKinsey & Company, Goldman Sachs, Wolff Olins, Telefónica Group and Hibu / Yell Group. During her career at Telefónica Group, she held executive positions at TPI–Páginas Amarillas as Director of Planning, Director of Corporate and International Development, and Chief Financial Officer and Director of Corporate Development (CFO), between 1997 and 2006. She also held senior executive positions at Yell Group (2006–2014), becoming Deputy Chairwoman and CEO of Yell Group for Spain, Latin America and the US Hispanic market, and Chief Strategy & Business Development Officer.

In recent years, she has served as a director at companies such as Merlin Properties, Socimi, S.A., Eutelsat Communications, S.A. (France), Euskaltel, S.A., Technicolor, S.A. (France), Renovalia Energy Group, S.A., Globalvía Inversiones,

S.A.U., Grupo Santalucía, S.A., Compañía de Seguros y Reaseguros, DLA Piper LLP (United Kingdom) and as Non-Executive Chairwoman of Finerge, S.A. (Portugal). She has also served as a member of the Salesforce Advisory Board.

Directorship category

As to her classification on the Board of Directors of CaixaBank, Ms. Ana María García Fau will have the category of independent director, as she meets the requirements established in section 4 of article 529 duodecies of the Spanish Companies Act.

Assessment of experience, skill and merit

The Appointments and Sustainability Committee has verified that Ms. Ana María García Fau meets the suitability requirements referred to in article 24 of Law 10/2014, articles 30, 31 and 32 of Royal Decree 84/2015, of 13 February, implementing Law 10/2014 and article 32 of Bank of Spain Circular 2/2016, of 2 February: business and professional integrity, adequate knowledge, skills and experience and readiness to exercise good governance of the Company, as well as not being subject to any cause of incompatibility, prohibition or conflict of interest.

The Board of Directors endorses the proposal of the Appointments and Sustainability Committee and considers that Ms. Ana María García Fau has the appropriate experience, competence and merits to hold the position of director. In particular, the Board assesses very positively her specialised academic background in the economic field, her executive career in the telecommunications and digital services sector at both the national and international level, as well as her solid experience in the area of corporate governance.

Consequently, on the basis of the proposal by the Appointments and Sustainability Committee, the Board of Directors considers that Ms. Ana María García Fau has suitable experience, skill and merits to hold the position of director.

Proposal

To appoint Ana María García Fau as a member of the Board of Directors, as an independent director, for the statutory period of four (4) years, at the proposal by the Appointments and Sustainability Committee, in order to fill the vacancy arising from submitted resignation as Board member of Ms. María Amparo Moraleda Martínez, effective at the conclusion of the Ordinary General Shareholders' Meeting.

The appointment of Ana María García Fau is subject to verification of their suitability as a director by the competent banking supervisor.

V. RATIFICATION OF THE APPOINTMENT BY CO-OPTION AND APPOINTMENT OF MR. PABLO ARTURO FORERO CALDERÓN (ITEM 4.4 ON THE AGENDA)

Professional profile and biographical data

Mr. Pablo Arturo Forero Calderón, born in Madrid in 1956. He has been a member of the CaixaBank Board of Directors since 2025.

He holds a degree in Economics, with a speciality in macroeconomics, from the Autonomous University of Madrid.

He has been non-executive Chairman of CaixaBank Asset Management, SGIIC, S.A., a subsidiary of CaixaBank, S.A., independent director and Chairman of the Risk Management Committee of HSBC Continental Europe, a subsidiary bank of HSBC

Holdings plc (2023-2025). From 2017 to 2020, he served as Chief Executive Officer and Executive Vice Chairman of Banco BPI, S.A. (Portugal). Previously, he held the position of Chief Risk Officer 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). And he has been independent director of the Portuguese company Grupo Jose de Mello (2021 -2025).

During his professional career, he has 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 Spain; Head of Markets and ALCO at the Spanish branch of Manufacturers Hanover Trust Co, an American investment bank. He began his professional career at Arthur Andersen & CO Spain, holding various positions in the audit department.

Directorship category

Regarding his classification within the CaixaBank Board of Directors, Mr. Pablo Arturo Forero Calderón shall hold the category of independent director, as he meets the requirements set out in section 4 of article 529 duodecies of the Spanish Companies Act.

For these purposes, it is noted that Mr. Pablo Arturo Forero Calderón was initially appointed director of CaixaBank with the category of other external director, following a favourable report from the Appointments and Sustainability Committee, by resolution of the General Shareholders' Meeting held on 11 April 2025.

Subsequently, after more than five years had elapsed since his removal as Chief Executive Officer and Deputy Chairman of the Board of Directors of Banco BPI S.A. —a position he held from 25 July 2017 to 29 November 2020— and having verified that he meets the requirements laid down in section 4 of article 529 duodecies of the Spanish Companies Act, the CaixaBank's Board of Directors, at its meeting of 19 February 2026 and at the proposal of the Appointments and Sustainability Committee, resolved to appoint him by co-option as an independent director, following his submission at that same meeting of his resignation from the position of other external director.

Assessment of experience, skill and merit

The Appointments and Sustainability Committee has verified that Mr. Pablo Arturo Forero Calderón meets the suitability requirements referred to in article 24 of Law 10/2014, articles 30, 31 and 32 of Royal Decree 84/2015, of 13 February, implementing Law 10/2014 and article 32 of Bank of Spain Circular 2/2016, of 2 February: business and professional integrity, adequate knowledge, skills and experience and readiness to exercise good governance of the Company, as well as not being subject to any cause of incompatibility, prohibition or conflict of interest.

The Board of Directors endorses the report issued by the Appointments and Sustainability Committee and considers that Mr. Pablo Arturo Forero Calderón has the appropriate experience, competence and merits for the performance of the duties of director. In particular, his experience in the financial sphere is highlighted, especially in the banking sector, where he has held positions of responsibility in various areas, including, among others, asset management, commercial banking and risk management. Consideration is also given to his

current performance as a member of CaixaBank's Board of Directors and as a member of the Risk Committee and the Remuneration Committee.

Proposal

To ratify the appointment of Mr. Pablo Arturo Forero Calderón as a member of the Board of Directors, by the co-option system, approved by the Board of Directors at its meeting on 19 February 2026 and to appoint him as a member of the Board of Directors as an independent director, at the proposal of the Appointments and Sustainability Committee, for a period of four (4) years.

19 February 2026

Annex 1

Report submitted to the Board of Directors by the Appointments and Sustainability Committee of CaixaBank, S.A., in compliance with the provisions of article 529 decies of the Spanish Companies Act, in relation to the proposal for the re-election of Mr. Tomás Muniesa Arantegui as a proprietary director of CaixaBank, S.A.

Article 529 decies of the Spanish Companies Act establishes that proposals to re-elect members of the Board of Directors must be accompanied by an explanatory report from the Board assessing the skill, experience and merits of the proposed candidate. In the case of non-independent directors, such proposals must also be preceded by a report from the Appointments and Sustainability Committee.

In compliance with the abovementioned requirement, the Appointments and Sustainability Committee has agreed to submit to the Board of Directors this report on the re-election of Mr. Tomás Muniesa Arantegui as a member of the Board of Directors of CaixaBank, S.A. (hereinafter referred to as "CaixaBank" or the "Company"), as proprietary director.

For this purpose, the Appointments and Sustainability Committee has studied the current composition of the Board of Directors and has determined that the Board, as a whole, has the sufficient knowledge, skill and experience in the governance of credit institutions to adequately understand the activities of CaixaBank with regard to which decisions must be made and its main risks, and to ensure the capacity for autonomous, independent decision-making in the interests of the Company.

In particular, the Committee highly values the functions performed by Mr. Muniesa as director, his previous positions as Deputy Chairman of the Board of Directors and member of the Executive Committee and the Risk Committee, as well as his current positions as Chairman of the Board of Directors and Chairman of the Executive Committee and of the Innovation, Technology and Digital Transformation Committee, together with his in-depth knowledge of the banking and insurance business.

In accordance with this assessment and the provisions of Law 10/2014, of 26 June, on the regulation, supervision and solvency of credit institutions (hereinafter, "Law 10/2014"), Royal Decree 84/2015, of 13 February, implementing Law 10/2014, of 26 June, on the regulation, supervision and solvency of credit institutions (hereinafter, "RD 84/2015") and the Protocol on procedures for assessing the suitability and appointments of directors and senior management members and other key function holders at CaixaBank, the Appointments and Sustainability Committee has also assessed Mr. Muniesa's suitability for holding the position of director.

Education and experience

Mr. Tomás Muniesa born in Barcelona in 1952; he has been Chairman of CaixaBank since January 2025.

Mr. Tomás Muniesa Arantegui holds a Degree in Business Studies and a Master's Degree in Business Administration from the ESADE Business School.

He joined 'la Caixa' in 1976 and was appointed Deputy General Manager in 1992 and General Manager of Insurance and Asset Management of CaixaBank from

2011 until November 2018. In that year, he left his executive duties at the CaixaBank Group and was appointed Deputy Chairman of CaixaBank.

He is currently Chairman of the CaixaBank Dual Training Foundation (Dualiza), Deputy Chairman of CECA and Deputy Chairman of Fundación COTEC. He sits on the Board of Trustees of ESADE Fundación and 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 also sits on the Advisory Board of CEOE and of other relevant institutions and associations in our country.

Previously also, he served as the Chairman of MEFF (Sociedad Rectora de Productos Derivados) and Deputy Chairman of VidaCaixa, where he was the top executive, and SegurCaixa Adeslas and of BME (Bolsas y Mercados Españoles), Second Deputy Chairman of UNESPA, Director and Chairman of the Audit Commission of the Insurance Compensation Consortium, Board Member of Vithas Sanidad SL, board member of Allianz Portugal and Substitute Board Member of Grupo Financiero Inbursa in Mexico.

Suitability assessment

The Appointments and Sustainability Committee has evaluated the content and validity of the responses on the Suitability Assessment Questionnaire filled in by Mr. Muniesa at the time of his suitability assessment for appointment as a director. This questionnaire is used to collect information on the three areas contemplated for assessment of the directors' suitability, i.e. business and professional integrity, knowledge, skills and experience and readiness to exercise good governance of the Company.

The Appointments and Sustainability Committee has also taken into account the Suitability Assessment Report issued by the Board of Directors at its meeting held on 21 December 2017, prior to his appointment as director by co-option, as well as the report issued on 22 February 2018 on the occasion of submitting to the General Shareholders' Meeting the ratification of his appointment by co-option and the confirmation of his appointment by the General Meeting.

Likewise, it took into account the continuous assessment reports issued by the Committee in December 2018, 2019, 2020, 2021, 2022, 2023, 2024 and 2025, at which it was concluded that Mr. Muniesa fulfilled the suitability requirements for continuing to be a member of the Board of Directors of CaixaBank.

The conclusion is that Mr. Muniesa met and continues to meet the suitability requirements to hold a position on the Board of Directors of CaixaBank, as he complies with the legal requirements set forth in the applicable Spanish legislation and the criteria established in the *European Banking Authority Guidelines on the assessment of the suitability of members of the management body and key function holders* (EBA/GL/2021/06).

Furthermore, Mr. Muniesa complies with the maximum limit of positions established in article 26 of Law 10/2014, there are no notable conflicts of interest that may generate undue influence by third parties and she has stated that she has sufficient time to perform the functions of the position of member of the Board of Directors of CaixaBank.

Directorship category

As regards his classification within the Board of Directors of CaixaBank, Mr. Tomás Muniesa Arantegui is classified as a proprietary director, as his appointment was proposed by the indirect shareholder Fundació Bancaria Caixa d'Estalvis i Pensions de Barcelona, "la Caixa" and by Criteria Caixa, S.A.U.

Conclusion

As a result of all the above and in view of the current needs of the CaixaBank Board of Directors, the Appointments and Sustainability Committee considers that Mr. Tomás Muniesa Arantegui has the appropriate knowledge, experience and merit to hold a position on the Board of Directors, also meeting the suitability requirements for this post, and it has therefore agreed to submit its favourable report to the Board of Directors on the proposal to the General Shareholders' Meeting of CaixaBank for his re-election as director for the statutory term of four (4) years, with the category of proprietary director.

Appointments and Sustainability Committee
12 February 2026

Annex 2

Proposal for the re-election of Mr. Eduardo Javier Sanchiz Irazu as independent director of CaixaBank, S.A., submitted by the Appointments and Sustainability Committee of CaixaBank, S.A. in accordance with the provisions of article 529. decies of the Spanish Companies Act.

Section 4 of article 529. decies of the consolidating text of the Spanish Companies Act, approved by Royal Legislative Decree 1/2010 of 2 July (henceforth, "Spanish Companies Act") establishes that proposals for reelection of independent Directors are to be made by the Appointments and Sustainability Committee.

In compliance with the above requirement, the Appointments and Sustainability Committee prepares this proposal for the re-election of Mr. Eduardo Javier Sanchiz Irazu as a member of the Board of Directors of CaixaBank, S.A. (hereinafter, "CaixaBank" or the "Company"), with the category of independent director.

For this purpose, the Appointments and Sustainability Committee has analysed the current composition of the Board of Directors and has determined that the Board, as a whole, has the sufficient knowledge, skill and experience in the governance of credit institutions to adequately understand the activities of CaixaBank, including its main risks, and to ensure the capacity for autonomous, independent decision-making in the interests of the Company.

Specifically, the Committee highly values Mr. Sanchiz performance of his duties as director, especially his participation in and performance of his previous positions as Chairman of the Risk Committee and member of the Audit and Control Committee, as well as his current positions as Lead Independent Director, member of the Appointments and Sustainability Committee and of the Executive Committee, and Chairman of the Audit and Control Committee, together with his professional career in the pharmaceutical sector, a highly regulated industry with a strong international presence.

In accordance with this assessment and the provisions of Law 10/2014 of 26 June on regulation, supervision and solvency of credit institutions (hereinafter referred to as "Law 10/2014"), Royal Decree 84/2015, of 13 February, implementing Law 10/2014 of 26 June on regulation, supervision and solvency of credit institutions, Bank of Spain Circular 2/2016 of February 2, regarding credit institutions' solvency and supervision completing the adaptation of Spanish legislation to Directive 2013/36/UE and Regulation (UE) nº 575/2013 and the Protocol on procedures for suitability assessment and appointment of members of the Board of Directors and senior management members and other key function holders at CaixaBank, the Appointments and Sustainability Committee also assessed Mr. Sanchiz suitability for holding the position of director.

Education and professional experience

Mr. Eduardo Javier Sanchiz Irazu was born in Vitoria in 1956. He has been a member of the CaixaBank Board of Directors since 2017 and the Lead Director from 2023.

He holds a degree in economics from the University of Deusto, San Sebastián campus, and a Master's Degree in Business Administration from the Instituto Empresa in Madrid.

He was CEO of Almirall from July 2011 until 30 September 2017. During this period, the company underwent a significant strategic transformation with the aim of becoming a global leader in skin treatment.

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 a number of alliances with other companies, and through 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 the Almirall Board of Directors since January 2005 and a member of the Dermatology Committee since its creation in 2015.

Prior to joining Almirall, he worked for 22 years (17 outside Spain) at Eli Lilly & Co, an American pharmaceutical company, in finance, marketing, sales and general management positions. He was able to live in six different countries and some of his significant positions include General Manager in Belgium, General Manager in Mexico and, in his last position in the company, Executive Officer for the business area that encompasses countries in the centre, north, east and south of Europe.

He is a member of the Board of Directors of the French pharmaceutical company Pierre Fabre, S.A. and 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 member of the Advisory Board of the Biotechnology Institute, S.L.

Suitability assessment

The Appointments and Sustainability Committee has assessed the content and validity of the Suitability Assessment Questionnaire completed by Mr. Sanchiz on his appointment as director. This questionnaire is used to collect information on the three areas contemplated for assessment of the directors' suitability, i.e. business and professional integrity, knowledge, skills and experience, as well as readiness to exercise good governance of the Company.

The Appointments and Sustainability Committee has also taken into account the Suitability Assessment Report issued by the Board of Directors in 2017, prior to his appointment by co-option as director, as well as the report issued on 22 February 2018 on the occasion of submitting to the General Shareholders' Meeting the ratification of his appointment by co-option and the confirmation of his appointment by the General Meeting.

Likewise, it took into account the continuous assessment reports issued by the Committee at its meetings held in December 2017, 2018, 2019, 2020, 2021, 2022, 2023, 2024 and 2025, at which it was concluded that Mr. Sanchiz fulfilled the suitability requirements for continuing to be a member of the Board of Directors of CaixaBank.

The conclusion is that Mr. Eduardo Javier Sanchiz Irazu met and continues to meet the suitability requirements to hold a position on the Board of Directors of CaixaBank, as he complies with the legal requisites set forth in the applicable Spanish legislation and the criteria established in the *European Banking Authority Guidelines on the assessment of the suitability of members of the management body and key function holders* (EBA/GL/2021/06).

Furthermore, Mr. Sanchiz complies with the maximum limit of positions established in article 26 of Law 10/2014, there are no notable conflicts of interest that may generate undue influence by third parties, and he has stated that he has sufficient time to perform the functions of the position of member of the Board of Directors of CaixaBank.

Directorship category

With regard to his classification within the CaixaBank Board of Directors, this Committee considers that, in view of the personal and professional circumstances of Mr. Eduardo Javier Sanchiz Irazu that enable him to perform his duties without being influenced by relationships with the Company or its Group, its significant shareholders or its executives, and in accordance with the provisions of section 4 of article 529 duodecies of the Spanish Companies Act, the category to which Mr. Sanchiz should be assigned is that of independent director.

It is hereby noted that on 21 September 2029, Mr. Eduardo Javier Sanchiz Irazu will reach twelve years since his initial appointment as a director of CaixaBank and, should he continue to hold his position as a member of the Company's Board of Directors, he would at that time be reclassified as an "other external director".

Proposal

Consequently, and in view of the CaixaBank Board of Directors' current requirements, the Appointments and Sustainability Committee hereby makes the following proposal for submission to the General Shareholders' Meeting:

To re-elect Mr. Eduardo Javier Sanchiz Irazu as a member of the Board of Directors, with the category of independent director, for the statutory period of four (4) years, at the proposal of the Appointments and Sustainability Committee.

Appointments and Sustainability Committee
12 February 2026

Annex 3

Proposal for the appointment of Ms. Ana María García Fau as independent director of CaixaBank, S.A., submitted by the Appointments and Sustainability Committee of CaixaBank, S.A. in accordance with the provisions of article 529. decies of the Spanish Companies Act.

Section 4 of article 529. decies of the consolidating text of the Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010 of 2 July (henceforth, "Spanish Companies Act") establishes that proposals for appointment of independent directors are to be made by the Appointments and Sustainability Committee.

In compliance with the above requirement, the Appointments and Sustainability Committee has drawn up this proposal for the appointment of Ms. Ana María García Fau as a member of the Board of Directors of CaixaBank, S.A. (hereinafter, "CaixaBank" or the "Company"), with the category of independent director.

For this purpose, the Appointments and Sustainability Committee has studied the current composition of the Board of Directors and has determined that the Board in general has the sufficient knowledge, skill and experience in the governance of credit institutions to adequately understand the activities of CaixaBank, including its main risks, and to ensure the capacity for autonomous, independent decisionmaking in the interests of the Company.

In particular, the Committee appreciates very positively that the incorporation of Ms. Ana María García Fau will contribute to a suitable composition of the Board of Directors as a whole, reinforcing the knowledge, experience and skills on the Board, highlighting her specialised training in the economic field, his executive career in the telecommunications and digital services sector at both national and international level, as well as his solid experience in the area of corporate governance.

In accordance with this assessment and the provisions of Law 10/2014 of 26 June on regulation, supervision and solvency of credit institutions (hereinafter referred to as "Law 10/2014"), Royal Decree 84/2015, of 13 February, implementing Law 10/2014 of 26 June on regulation, supervision and solvency of credit institutions (hereinafter referred to as "RD 84/2015"), Bank of Spain Circular 2/2016 of February 2, regarding credit institutions' solvency and supervision completing the adaptation of Spanish legislation to Directive 2013/36/UE and Regulation (UE) no. 575/2013, and the Protocol on procedures for suitability assessment and appointment of Directors and senior management members and other key function holders at CaixaBank, the Appointments and Sustainability Committee also assessed Ms. Ana María García Fau 's suitability for holding the position of director.

Education and professional experience

Ms. Ana María García Fau holds a degree in Law and in Economics and Business Administration from Universidad Pontificia Comillas (ICADE, E-3) in Madrid. She also holds a Master in Business Administration (MBA) from the Massachusetts Institute of Technology (MIT) in Boston (United States).

She is currently an independent director of Acerinox, S.A. since May 2025, of Cellnex Telecom, S.A. since July 2022, of Gestamp Automoción, S.A. since March 2017, and of JDE Peet's NV (a listed company in the Netherlands) since May 2022.

She is also a member of the Advisory Board of several entities, specifically Pictet Wealth Management Iberia since 2019, Cosentino Group since December 2023, as well as Fremman Capital and the Advisory Board of the ESADE Corporate Governance Center. Likewise, she is a Trustee of the Fundación Universitaria Comillas-ICAI, Co-Chair of the Spanish chapter of Women Corporate Directors, and a member of the Executive Board of the Círculo de Empresarios.

Regarding her professional background, she has held positions at McKinsey & Company, Goldman Sachs, Wolff Olins, Telefónica Group and Hibu / Yell Group. During her career at Telefónica Group, she held executive positions at TPI–Páginas Amarillas as Director of Planning, Director of Corporate and International Development, and Chief Financial Officer and Director of Corporate Development (CFO), between 1997 and 2006. She also held senior executive positions at Yell Group (2006–2014), becoming Deputy Chairwoman and CEO of Yell Group for Spain, Latin America and the US Hispanic market, and Chief Strategy & Business Development Officer.

In recent years, she has served as a director at companies such as Merlin Properties, Socimi, S.A., Eutelsat Communications, S.A. (France), Euskaltel, S.A., Technicolor, S.A. (France), Renovalia Energy Group, S.A., Globalvía Inversiones, S.A.U., Grupo Santalucía, S.A., Compañía de Seguros y Reaseguros, DLA Piper LLP (United Kingdom) and as Non-Executive Chairwoman of Finerge, S.A. (Portugal). She has also served as a member of the Salesforce Advisory Board.

Suitability assessment

The Appointments and Sustainability Committee has assessed the content of the answers given to the Questionnaire for the assessment of suitability completed by Ms. Ana María García Fau, on the occasion of the assessment of her suitability to be appointed director, verifying that she meets the suitability requirements referred to in article 24 of Law 10/2014, articles 30, 31 and 32 of RD 84/2015, of 13 February and article 32 of Bank of Spain Circular 2/2016, of 2 February: business and professional integrity, adequate knowledge, skills and experience and readiness to exercise good governance of the Company, as well as not being subject to any cause of incompatibility, prohibition or conflict of interest.

The conclusion is that Ms. Ana María García Fau meets the necessary conditions of suitability to hold the position of member of the Board of Directors of CaixaBank as she fulfils the legal requirements set out in the applicable national legislation and the criteria established by the European Banking Authority's Guidelines on the assessment of the suitability of members of the management body and key function holders (EBA/GL/2021/06).

Furthermore, Ms. Ana María García Fau complies with the maximum limit of positions established in article 26 of Law 10/2014, there are no notable conflicts of interest that may generate undue influence by third parties and she has stated that she has sufficient time to perform the functions of the position of member of the Board of Directors of CaixaBank.

Directorship category

As to her classification on the Board of Directors of CaixaBank, this Committee considers that Ms. Ana María García Fau should be assigned the category of independent director, in view of the personal and professional characteristics enabling her to perform her duties without being conditioned by the relationship Ms. García has with the Company or its Group, its significant shareholders or its managers, and in accordance with the provisions of section 4 of article 529. duodecies of the Spanish Companies Act.

Proposal

Consequently, and in view of the CaixaBank Board of Directors' current requirements, the Appointments and Sustainability Committee hereby presents the following proposal for submission to the General Shareholders' Meeting:

To appoint Ana María García Fau as a member of the Board of Directors, as an independent director, for the statutory period of four (4) years, at the proposal by the Appointments and Sustainability Committee, in order to fill the vacancy arising from submitted resignation as Board member of María Amparo Moraleda Martínez, effective at the conclusion of the Ordinary General Shareholders' Meeting.

The appointment of Ana María García Fau is subject to verification of their suitability as a director by the competent banking supervisor.

Appointments and Sustainability Committee
12 February 2026

Annex 4

Proposal for the ratification and appointment of Mr. Pablo Arturo Forero Calderón as independent director of CaixaBank, S.A., submitted by the Appointments and Sustainability Committee of CaixaBank, S.A., in compliance with the provisions of article 529 decies of the Spanish Companies Act.

Section 4 of article 529. decies of the consolidating text of the Corporate Enterprises Act, approved by Royal Legislative Decree 1/2010 of 2 July (henceforth, "Spanish Companies Act") establishes that proposals for appointment of independent directors are to be made by the Appointments and Sustainability Committee.

In compliance with the above requirement, the Appointments and Sustainability Committee has drawn up this proposal for the appointment of Mr. Pablo Arturo Forero Calderón as a member of the Board of Directors of CaixaBank, S.A. (hereinafter, "CaixaBank" or the "Company"), with the category of independent director.

For this purpose, the Appointments and Sustainability Committee has studied the current composition of the Board of Directors and has determined that the Board in general has the sufficient knowledge, skill and experience in the governance of credit institutions to adequately understand the activities of CaixaBank, including its main risks, and to ensure the capacity for autonomous, independent decision making in the interests of the Company.

Specifically, the Committee is very positive that the incorporation of Mr. Pablo Arturo Forero Calderón will contribute to an ideal composition of the Board as a whole, contributing to maintaining within the Board an adequate level of knowledge and experience specialised in the field of financial services, particularly in the banking sector. In this regard, consideration has been given to his experience in the financial sphere, especially in the banking sector, where he has held positions of responsibility in various areas, including, among others, asset management, commercial banking and risk management. Consideration is also given to his current performance as a member of the CaixaBank Board of Directors and as a member of the Risk Committee and the Remuneration Committee.

In accordance with this assessment and the provisions of Law 10/2014 of 26 June on regulation, supervision and solvency of credit institutions (hereinafter referred to as "Law 10/2014"), Royal Decree 84/2015, of 13 February, implementing Law 10/2014 of 26 June on regulation, supervision and solvency of credit institutions (hereinafter referred to as "RD 84/2015"), Bank of Spain Circular 2/2016 of February 2, regarding credit institutions' solvency and supervision completing the adaptation of Spanish legislation to Directive 2013/36/UE and Regulation (UE) no. 575/2013, and the Protocol on procedures for suitability assessment and appointment of Directors and senior management members and other key function holders at CaixaBank, the Appointments and Sustainability Committee also assessed Mr. Forero's suitability for holding the position of director.

Education and professional experience

Mr. Pablo Arturo Forero Calderón, born in Madrid in 1956. He has been a member of the CaixaBank Board of Directors since 2025.

He holds a degree in Economics, with a speciality in macroeconomics, from the Autonomous University of Madrid.

He has been non-executive Chairman of CaixaBank Asset Management, SGIC, S.A., a subsidiary of CaixaBank, S.A., independent director and Chairman of the Risk Management Committee of HSBC Continental Europe, a subsidiary bank of HSBC Holdings plc (2023-2025). From 2017 to 2020, he served as Chief Executive Officer and Executive Vice Chairman of Banco BPI, S.A. (Portugal). Previously, he held the position of Chief Risk Officer 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). And he has been independent director of the Portuguese company Grupo Jose de Mello (2021 -2025).

During his professional career, he has 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 Spain; Head of Markets and ALCO at the Spanish branch of Manufacturers Hanover Trust Co, an American investment bank. He began his professional career at Arthur Andersen & CO Spain, holding various positions in the audit department.

Suitability assessment

The Appointments and Sustainability Committee has verified, in accordance with his Fit & Proper questionnaire, that Mr. Pablo Arturo Forero Calderón meets the suitability requirements referred to in article 24 of Law 10/2014, articles 30, 31 and 32 of Royal Decree 84/2015, and article 32 of Circular 2/2016: business and professional integrity, adequate knowledge, skills and experience and readiness to exercise good governance of the Company, as well as not being subject to any cause of incompatibility, prohibition or conflict of interest.

The conclusion is that Mr. Pablo Arturo Forero Calderón meets the suitability requirements to hold a position on the Board of Directors of CaixaBank, as he complies with the legal requisites set forth in the applicable Spanish legislation and the criteria established in the *European Banking Authority Guidelines on the assessment of the suitability of members of the management body and key function holders* (EBA/GL/2021/06).

Furthermore, Mr. Forero complies with the maximum limit of directorships established in article 26 of Law 10/2014, there are no potential conflicts of interest that could generate undue influence from third parties, and he states that he has sufficient time to carry out the duties inherent to the position of member of the CaixaBank Board of Directors.

Directorship category

Regarding his classification within the CaixaBank Board of Directors, Mr. Pablo Arturo Forero Calderón shall hold the category of independent director, as he meets the requirements set out in section 4 of article 529 duodecies of the Spanish Companies Act.

For these purposes, it is noted that Mr. Pablo Arturo Forero Calderón was initially appointed director of CaixaBank with the category of other external director, following a favourable report from the Appointments and Sustainability Committee, by resolution of the General Shareholders' Meeting held on 11 April 2025.

Subsequently, after more than five years had elapsed since his removal as Chief Executive Officer and Deputy Chairman of the Board of Directors of Banco BPI S.A.

- a position he held from 25 July 2017 to 29 November 2020 - and having verified that he meets the requirements laid down in section 4 of article 529 duodecies of the Spanish Companies Act, the CaixaBank Board of Directors, at its meeting of 19 February 2026 and at the proposal of the Appointments and Sustainability Committee, resolved to appoint him by co-option as an independent director, following his submission at that same meeting of his resignation from the position of other external director.

Proposal

As a result of all the above and in view of the current needs of the CaixaBank's Board of Directors, the Appointments and Sustainability Committee submits the following proposal for its submission to the General Shareholders' Meeting:

To ratify the appointment of Pablo Arturo Forero Calderón as a member of the Board of Directors, by the co-option system, approved by the Board of Directors at its meeting on 19 February 2026 and to appoint him as a member of the Board of Directors as an independent director, at the proposal of the Appointments and Sustainability Committee, for a period of four (4) years.

Appointments and Sustainability Committee
12 February 2026



**REPORT OF THE BOARD OF DIRECTORS IN RELATION TO ITEM 5.1
ON THE AGENDA OF THE ORDINARY GENERAL SHAREHOLDERS'
MEETING CALLED FOR 26 MARCH 2026, AT FIRST CALL, AND FOR
THE FOLLOWING DAY, 27 MARCH 2026, AT SECOND CALL,
REGARDING THE PROPOSED RESOLUTION TO REDUCE THE
SHARE CAPITAL OF CAIXABANK, S.A. THROUGH THE
REDEMPTION OF TREASURY SHARES**

Board of Directors – 19 February 2026

I. SUBJECT MATTER OF THE REPORT

This report has been prepared by the Board of Directors of CaixaBank, S.A. ("CaixaBank" or the "Company") in compliance with the provisions of articles 286 and 318 of the revised text of the Spanish Companies Act, approved by Royal Legislative Decree 1/2010, of 2 July, as amended (the "**Spanish Companies Act**"), serving also for the purposes of the provisions of article 10 of Royal Decree 84/2015, of 13 February, implementing Law 10/2014, of 26 June, on the regulation, supervision and solvency of credit institutions (the "**Royal Decree 84/2015**"), in relation to the proposed resolution submitted for approval by the Ordinary General Shareholders' Meeting under item 5.1 on the agenda, to reduce the share capital of the Company by up to a maximum amount equivalent to 10% of the share capital at the time of adoption of the resolution (i.e. up to a maximum nominal amount of SEVEN HUNDRED AND TWO MILLION, FOUR HUNDRED AND FIFTY-TWO THOUSAND, SIXTY-EIGHT EUROS (EUR 702,452,068), corresponding to SEVEN HUNDRED AND TWO MILLION, FOUR HUNDRED AND FIFTY-TWO THOUSAND, SIXTY-EIGHT (702,452,068) shares with a nominal value of ONE EURO (EUR 1), after obtaining, where applicable, the corresponding regulatory authorisations, by redeeming the treasury shares acquired or to be acquired by CaixaBank under the authorisation granted by the Ordinary General Shareholders' Meeting of the Company held on 11 April 2025 under item 5.1 of the Agenda, authorising the Board of Directors of CaixaBank to execute the reduction in whole or in part, on one or more occasions, from the adoption of the reduction resolution until the date of the next Ordinary General Shareholders' Meeting or even not to carry it out when supervening circumstances so advise for reasons of corporate interest, all in accordance with the provisions of applicable legislation and regulations, as well as with the limitations that may be established by any competent authorities as indicated in this report.

Article 286 of the Spanish Companies Act requires that, in order to amend the corporate by-laws, the Directors to draw up a written report justifying the proposal.

Article 318 of the Spanish Companies Act states that the share capital reduction must be agreed by the General Meeting with the requirements for the amendment of the by-laws, and duly express the amount of the share capital reduction, the purpose of the reduction, the procedure by which the company will carry it out, the execution period and the amount to be paid, if any, to the shareholders.

Whereby the capital reduction must be in accordance with the requirements of the amendment to the by-laws and necessarily involves the amendment of the article of the by-laws governing the share capital, the Board of Directors of CaixaBank issues this report in compliance with the aforementioned provisions.

This report will also serve the purposes provided for in article 10 of Royal Decree 84/2015, which establishes that, in order to modify the corporate by-laws of

banks, a request must be submitted and accompanied by a certificate of the minutes in which it was agreed, an explanatory report of the proposal prepared by the Board of Directors, as well as a draft of new by-laws identifying the amendments made.

II. DESCRIPTION OF THE PROPOSAL

It is proposed to the Ordinary General Shareholders' Meeting of CaixaBank to approve the reduction of the Company's share capital up to a maximum nominal amount equivalent to 10% of CaixaBank's share capital, i.e. up to a maximum nominal amount of SEVEN HUNDRED AND TWO MILLION, FOUR HUNDRED AND FIFTY-TWO THOUSAND, SIXTY-EIGHT EUROS (EUR 702,452,068), corresponding to SEVEN HUNDRED AND TWO MILLION, FOUR HUNDRED AND FIFTY-TWO THOUSAND, SIXTY-EIGHT (702,452,068) shares of ONE EURO (EUR 1) nominal value, subject to obtaining, where applicable, the corresponding regulatory approvals, through the redemption of the treasury shares acquired or to be acquired by CaixaBank, all in accordance with the provisions of applicable legislation and regulations, as well as any limitations that may be established by any relevant authorities.

The share capital reduction does not entail the refund of contributions to the shareholders since the Company itself is the owner of the shares to be redeemed, and it will be carried out against the share premium account or, where appropriate, against other unrestricted reserve accounts, through the allocation of a restricted reserve for redeemed capital for an amount equal to the nominal value of the redeemed shares, which may only be used under the same requisites as those stipulated for the share capital reduction, in application of the provisions of Article 335.c) of the Spanish Companies Act.

Moreover, it is expressly stated in the proposal that, once the share capital reduction is fully effective, the amount equivalent to 20% of the share capital resulting from the reduction will be considered a legal reserve. Any surplus of 20% of the share capital in the legal reserve account will be reclassified to the voluntary reserves account and will therefore be considered as an available reserve from that moment onwards.

It is proposed to empower the Board of Directors, in the broadest terms possible, so that it can fully or partially execute the capital reduction, in one or several times, within the established completion period, or even not to do so should supervening circumstances so advise on the grounds of corporate interest, being able to establish the terms and conditions of the reduction where not provided for in the proposed resolution.

III. GROUNDS FOR THE RESOLUTION

CaixaBank's priority objective is to create shareholder value by analysing the various options available at any given time, depending on the prevailing circumstances.

In view of CaixaBank's high solvency position, the Board of Directors approved a share buyback programme, in accordance with the provisions of Regulation (EU) 596/2014 of the European Parliament and of the Council, of 16 April 2014, and of the Commission Delegated Regulation (EU) 2016/1052, of 8 March 2016, for a maximum monetary amount of FIVE HUNDRED MILLION EUROS (EUR 500,000,000), which was announced by the publication of the corresponding Inside Information notice on 31 October 2025 and which commenced on 25 November 2025.

The Board of Directors is empowered to execute the share capital reduction in order to redeem the treasury shares acquired under the aforementioned buyback programme by virtue of the powers conferred by the resolution adopted under agenda item 5.2 at the Ordinary General Shareholders' Meeting held on 11 April 2025. At the date of preparation of this capital reduction report, the share buyback programme for subsequent redemption has not yet been completed. In this regard, in the Inside Information notice dated 31 October 2025, it was foreseen that the share capital reduction could be executed on the basis of the resolution adopted by the Ordinary General Shareholders' Meeting held on 11 April 2025 or on the basis of a new proposed resolution for a capital reduction to be submitted for the approval of the Ordinary General Shareholders' Meeting in 2026.

In view of the fact that the term of implementation of resolution 5.2 of the Ordinary General Shareholders' Meeting of 11 April 2025 is valid until the 2026 Ordinary General Shareholders' Meeting, the Board of Directors considers it appropriate to submit this proposal for share capital reduction to the Ordinary General Shareholders' Meeting for approval, for the purpose of executing the share capital reduction through the redemption of the treasury shares acquired under the share buy-back programme whose approval was announced through the publication of the corresponding Inside Information notice on 31 October 2025, as well as any other treasury share buy-back programmes that the Board of Directors may resolve to establish, in accordance with the provisions of Regulation (EU) 596/2014 of the European Parliament and of the Council, of 16 April 2014, and Commission Delegated Regulation (EU) 2016/1052, of 8 March 2016.

The Board of Directors of CaixaBank is authorised to acquire treasury shares under article 146 of the Spanish Companies Act for up to 10% of share capital, authority which was granted to it for a period of five years by the Ordinary General Shareholders' Meeting held on 11 April 2025, under agenda item 5.1.

Although CaixaBank's Board of Directors is empowered to resolve to acquire treasury shares through the establishment of a buyback programme or other

formulas or mechanisms without the need to call a General Shareholders' Meeting, an additional resolution is required to redeem the treasury shares acquired, for which purpose the General Shareholders' Meeting must adopt a share capital reduction resolution such as the one proposed.

The proposed resolution provides for the reduction of the share capital through the redemption of the treasury shares acquired by the Company. Furthermore, in order to enable better management of the Company's treasury shares, this resolution provides for authorisation to the Board of Directors to implement all or part of the reduction of the share capital, in one or more times, within the established implementation period, with the power to set the terms and conditions of the reduction for all matters not provided for in the proposed resolution. For such purposes, the share capital reduction up to the maximum amount set out in the resolution must be implemented no later than the date of the next General Shareholders' Meeting, and the part of the capital reduction not implemented shall cease to have effect after that date. This is without prejudice to the possibility of not implementing it if circumstances make it advisable to do so, in the terms provided for in the proposed text.

This resolution is justified by the desirability of the Company having all the necessary mechanisms in place to enable it to acquire and redeem effectively and, if deemed appropriate, in full, any treasury shares that may be acquired through any mechanism, such as a share buyback programme, in an agile and flexible manner, without the need to call and hold a General Shareholders' Meeting on the occasion of each execution, albeit always within the limits, terms and conditions established by the Spanish Companies Act, the General Shareholders' Meeting and other limitations that may be established by the competent authorities.

The proposal foresees that, after each implementation of a capital reduction in accordance with the proposed resolution which is the subject of this report, the articles of the By-laws relating to the share capital and the shares into which the share capital of the Company is divided (articles 5 and 6) will be amended to reflect the new share capital figure and the new number of shares outstanding.

In any event, if treasury shares are not acquired for the purpose of redemption or if, once the Company has acquired them, the market conditions, the Company or any event of social or economic significance, suddenly advise against or prevent the completion of the resolution concerning the capital reduction, including, but not limited to, a significant change in the CaixaBank share price, the performance of the business, the capital position of the Company, the regulatory framework applicable to the company or the applicable capital requirements, the Board of Directors of CaixaBank may decide not make use of the resolution on the grounds of corporate interest, in which case such a decision must be reported at the next General Shareholders' Meeting.

In light of the above, the Board of Directors considers that the approval of a reduction in the Company's share capital through the cancellation of treasury shares acquired with the purpose of being cancelled up to a maximum of 10% of the share capital in the terms indicated and with the Board of Directors being conferred all the necessary powers to complete the resolution, totally or partially, in one or several times, up to the maximum indicated and within the established term, or even not to execute it, it is an adequate and flexible mechanism so that, in an agile and efficient manner, the Company can adequately attend to the opportunities that may arise at all times maximising the creation of value for the shareholder, avoiding the delays and cost increases that would entail the need to attend the General Shareholders' Meeting and in turn preserve capital adequacy and returns, all in accordance with the applicable conditions in each instance at any given time and in the best interests of the Company.

IV. EXCLUSION OF THE RIGHT OF OPPOSITION OF CREDITORS

At all times, the share capital reduction will be carried out with a charge to share premium unrestricted reserve accounts through the allocation of a restricted reserve for redeemed capital for an amount equal to the nominal value of the cancelled shares, which may only be used under the same requisites as those stipulated for the share capital reduction, in application of the provisions of Article 335.c) of the Spanish Companies Act. Therefore, the Company's creditors will not have the right of opposition referred to in article 334 of the Spanish Companies Act.

For the purposes of the provision of article 411.1 of the Spanish Companies Act, it is hereby stated that the consent of the bondholders of the Company's outstanding bond issuances would not be required, in accordance with the provision of the aforementioned article and Additional Provision 1, section 9, of Law 10/2014, of 26 June, on the organisation, supervision and capital adequacy of credit institutions.

V. PROPOSED RESOLUTION

Capital reduction for a maximum amount equivalent to 10% of the share capital through the redemption of treasury shares.

Approve the reduction of CaixaBank's share capital up to a maximum amount equivalent to 10% of the share capital on the date of this resolution (i.e. up to a maximum nominal amount of SEVEN HUNDRED AND TWO MILLION, FOUR HUNDRED AND FIFTY-TWO THOUSAND, SIXTY-EIGHT EUROS (EUR 702,452,068), corresponding to SEVEN HUNDRED AND TWO MILLION, FOUR HUNDRED AND FIFTY-TWO THOUSAND, SIXTY-EIGHT (702,452,068) shares of ONE EURO (EUR 1) nominal value), after obtaining, where applicable, the corresponding regulatory authorisations, through the redemption of the treasury shares acquired or to be acquired by CaixaBank under the authorisation granted by the Ordinary General Shareholders' Meeting of the Company held on 11 April 2025 under Agenda Item

5.1 or any other that may replace it in the future or that may be approved by the General Shareholders' Meeting in relation to the acquisition of treasury shares, all in accordance with the provisions of applicable legislation and regulations, as well as any limitations that may be established by any relevant authorities.

In this regard, it is hereby stated for the record that the Company resolved to approve a share buyback programme with a maximum monetary amount of FIVE HUNDRED MILLION EUROS (EUR 500,000,000), which was announced through the publication of the corresponding Inside Information notice on 31 October 2025 and which commenced on 25 November 2025, as stated in the Other Relevant Information disclosure published on 24 November 2025. The aforementioned share buyback programme has a duration of six (6) months, its execution not having been completed at the time of the preparation of this proposed resolution. In addition, the Company may establish share buyback programmes, in accordance with the provisions of Regulation (EU) 596/2014 of the European Parliament and of the Council, of 16 April 2014, and Commission Delegated Regulation (EU) 2016/1052, of 8 March 2016.

The term for completion of this resolution will finish on the date of the next Ordinary General Shareholders' Meeting, and as of that date it will have no further effects with respect to the unexecuted portion. All references in this resolution to the implementation of the capital reduction shall be understood to refer to all capital reductions that are ultimately carried out under this resolution during its term of validity.

The final amount of the capital reduction will be set by the Board of Directors, within the maximum limit indicated above, based on the number of treasury shares acquired and that the Board of Directors resolves to redeem in accordance with the delegation of powers approved below.

The capital reduction does not entail the refund of contributions to shareholders since the Company itself is the owner of the shares to be redeemed, and it will be charged to the share premium account or, where applicable, to other unrestricted reserve accounts. The moment that the capital reduction is carried out, the Board of Directors may decide to allocate a restricted reserve for the redeemed capital, with a charge to share premium or, where applicable, other unrestricted reserve accounts, for an amount equal to the nominal value of the redeemed shares, which may only be used under the same requisites as those stipulated for the share capital reduction, in application of the provisions of Article 335 c) of the Spanish Companies Act. Therefore, in such a case, the Company's creditors will not have the right of opposition referred to in Article 334 of the Spanish Companies Act.

It is hereby stated that the consent of bondholder syndicates for the Company's outstanding debenture and bond issues provided for in Article 411 of the Spanish Companies Act is not required, and in Additional Provision One of Law 10/2014, of 26 June, on the regulation, supervision and solvency of credit institutions.

Once the implementation of the reduction of share capital is fully effective, an amount equal to 20% of the share capital resulting from the reduction of share capital shall be deemed to be a legal reserve. Any surplus of 20% of the share capital in the legal reserve account will be reclassified to the voluntary reserves account and will therefore be considered as an available reserve.

Likewise, and without prejudice to the specific powers established above, it has been resolved to empower the Board of Directors, to the full extent required by law, with no power of delegation, so that it can fully or partially execute the capital reduction, on one or more occasions, within the established execution period and in the manner it deems most suitable, subject to the maximum amount and limits set forth in this resolution and applicable law, and in particular and without limitation, with the power to:

- (i) Specify and develop this resolution, setting the terms and conditions of the capital reduction in all aspects not covered by the resolution, including, but not limited to, establishing the date or dates on which the capital reduction must be carried out, which must be before the next Company's Ordinary General Shareholders' Meeting.*
- (ii) Establish the number of shares to be redeemed in each execution, and it may resolve not to fully or partially execute the resolution if no acquisition of treasury shares is made for the purposes of redemption, or when shares have been acquired for that purpose, market conditions, the Company's situation or any significant corporate or economic event so advise, for reasons of corporate interest, or prevent the execution from being carried out. Such a decision must be reported to the next Ordinary General Shareholders' Meeting.*
- (iii) Agree on the de-listing of the CaixaBank shares to be redeemed on the Spanish stock exchanges and/or on the markets on which the Company's shares are listed, and the cancellation of the corresponding accounting records and the effective redemption of the treasury shares, once this resolution to reduce capital has been implemented and formalised.*

Furthermore, without prejudice to the specific powers established above, it is resolved to empower the Board of Directors, to the fullest extent as required by law, and with express powers to delegate to the Executive Committee, the Chief Executive Officer, the Secretary and the Deputy Secretary or the Deputy Secretaries of the Board of Directors, in addition to the Chief Financial Officer and the Head of Accounting, Management Control and Capital, so that any of these, jointly and severally, may perform the actions required or appropriate for the execution and completion of this resolution or that may result from it, including but not limited to:

- (i) Declare each of the executions of the capital reduction finally resolved upon as closed, establishing, as the case may be, the definitive number of shares to*

be redeemed in each execution and, therefore, the amount by which the share capital of the Company must be reduced in each execution, in accordance with the limits established in this resolution, as well as the share premium account or available reserves against which each capital reduction is to be made and, if applicable, allocating the restricted reserve for redeemed capital.

- (ii) Undertake any actions, declarations or procedures that are necessary or appropriate in relation to the public information on the capital reduction and each of its executions, including any announcements that are required or appropriate, and any actions that should be carried out before the National Securities Market Commission (CNMV), Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal (Iberclear), the Spanish stock exchanges and/or the regulators and stock exchange management companies of the markets in which the Company's shares are listed.*
- (iii) Restate the text of Articles 5 and 6 of the By-laws to reflect the new capital figure and the number of outstanding shares after the completion of each approved capital reduction.*
- (iv) Grant the corresponding deed(s) of reduction of share capital and, in general, negotiate, agree and sign all such public and/or private documents as may be necessary or advisable to execute and successfully complete the capital reduction, including, without limitation, all such acts, legal transactions, contracts, declarations and operations as may be necessary.*
- (v) Undertake all the procedures and actions that are necessary or appropriate, and submit all required documents before the competent bodies, so that, once a cancellation of Company's shares has taken place and the corresponding capital reduction deed has been executed and filed with the Companies' Registry, the cancelled shares may be delisted from the Spanish stock exchanges and/or markets in which the Company's shares are traded, and cancelled in the corresponding accounting records, and the redemption of the treasury shares is effective.*
- (vi) Perform all tasks that may be required or advisable vis-à-vis any public or private bodies or organisations, whether Spanish or foreign, to obtain the consent and authorisations required to ensure the effectiveness of these resolutions and complete and formalise the capital reduction, including to declare, provide complementary information or correct defects or omissions that may impair or impede the full effectiveness of the aforementioned resolution.*

It is hereby stated for the record that shares redeemed under this resolution shall not be counted towards the limit of the authorisation granted by the General Shareholders' Meeting in relation to the acquisition of treasury shares.

19 February 2026



REPORT OF THE BOARD OF DIRECTORS IN RELATION TO ITEM 5.2 OF THE AGENDA OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING CALLED FOR 26 MARCH 2026, ON FIRST CALL, AND FOR THE FOLLOWING DAY, 27 MARCH, ON SECOND CALL, REGARDING THE DELEGATION TO THE BOARD OF DIRECTORS OF THE POWER TO ISSUE SECURITIES CONTINGENTLY CONVERTIBLE INTO SHARES OF CAIXABANK, S.A. FOR THE PURPOSE OF OR TO MEET REQUIREMENTS FOR THEIR ELIGIBILITY AS ADDITIONAL TIER 1 REGULATORY CAPITAL INSTRUMENTS ("CoCos"); THE POWER TO INCREASE THE SHARE CAPITAL IN THE AMOUNT REQUIRED; AND, WHERE APPLICABLE, TO EXCLUDE PRE-EMPTIVE SUBSCRIPTION RIGHTS

Board of Directors – 19 February 2026

I. PURPOSE OF THE REPORT

The Board of Directors of CaixaBank, S.A. ("**CaixaBank**" or the "**Company**"), subject to the provisions of articles 286, 510 and 511 of the restated text of the Spanish Companies Act approved by Royal Legislative Decree 1/2010, of 2 July (the "**Spanish Companies Act**"), issues this report in order to justify the proposed resolution on item 5.2 of the Agenda of the Ordinary General Shareholders' Meeting regarding the delegation to the Board of Directors of the power to issue, on one or more occasions, at any time during a maximum period of three years, securities that are contingently convertible into newly issued shares of CaixaBank, as well as financial instruments of a similar nature, which are intended or allow for meeting regulatory requirements for their eligibility as additional Tier 1 regulatory capital instruments ("**CoCos**"), for a maximum amount of THREE BILLION FIVE HUNDRED MILLION EUROS (EUR 3,500,000,000) (or its equivalent in other currencies), as well as the power to determine the terms and conditions of the conversion, the possibility of increasing the share capital by the amount necessary for the conversions and of excluding the pre-emptive subscription right of the Company's shareholders if it is justified by the company's interest.

For clarification purposes, it is hereby stated that the issuance of fixed income securities exchangeable exclusively (in other words, not additionally or alternatively convertible into newly issued Company shares) for existing shares of the Company or other companies in which CaixaBank may or may not hold a stake, or which are merely settled net, are not included in the scope of this proposed delegation and shall be governed instead by applicable law and the Company's By-laws.

II. JUSTIFICATION FOR THE PROPOSAL

The dynamics of any company and, especially, of large listed companies, require that their governance and management bodies have the most suitable instruments to provide an appropriate and agile response to the Company's needs at any time, given the market conditions. For this purpose, it is considered necessary that the Company's Board of Directors, in view of the current regulatory situation and of the financial markets, has the greatest flexibility to raise funds through the issuance of securities or convertible instruments that comply with the eligibility requirements for additional Tier 1 regulatory capital instruments ("**CoCos**") in accordance with solvency regulations, currently provided for in Regulation (EU) No 575/2013 of the European Parliament and of the Council, of 26 June 2013, on the prudential requirements of credit institutions and investment firms ("**Regulation (EU) 575/2013**").

Convertible securities that meet certain requirements make it possible to optimise the capital structure in order to meet capital and solvency requirements or, with a solid capital position and comfortably meeting the capital ratios required in accordance with the current regulations, allow capital to be increased at a lower cost. Therefore, it is considered appropriate that the Board of Directors be empowered to issue securities that will allow the Company to maintain and, where appropriate, increase its eligible capital ratios, in a flexible and agile manner, in accordance with the regulations that are

in force at any time. Likewise, the issuance of convertible instruments may also be an efficient way to raise funds in terms of cost or the issuance of new capital.

The Board of Directors understands that the proposed resolution submitted to the General Shareholders' Meeting of the Company is motivated by the opportunity to provide the Board with the room to manoeuvre and response capacity by means of a delegation of powers permitted under current regulations, by virtue of which, without the need to previously call and hold a General Meeting (with the delays and costs that this would inevitably entail), it will thus be able to agree, within the limits and in the time period, and subject to the terms and conditions established by the General Meeting, upon the issuances of securities convertible or contingently convertible into newly issued CaixaBank shares, for the purpose of or that meet the requirements for eligibility as additional level 1 regulatory capital instruments ("CoCos") and financial instruments of a similar nature, in line with the corporate interest.

The proposed resolution sets at THREE BILLION FIVE HUNDRED MILLION EUROS (EUR 3,500,000,000) (or its equivalent in other currencies) the maximum issuance amount for which authorisation is requested. The Board of Directors considers that this amount is of sufficient size to enable the necessary funds to be raised in the capital markets to implement the financing policy of the Company and its Group and, where appropriate, to increase the eligible capital ratios in accordance with capital and solvency regulations.

The proposed resolution also establishes the criteria for establishing the bases and terms of conversion, although it empowers the Board of Directors, in the event that it agrees to make use of the authorisation of the General Meeting, to specify these parameters for each issuance, within the limits and in accordance with the criteria established by the Board. Thus, the Board of Directors will establish the specific conversion ratio. Further, in accordance with the circumstances and terms set down in the Spanish Companies Act, the Board of Directors, on approving a securities issuance under this delegation of power, will ratify a report detailing the specific bases and terms of conversion applicable to the issuance which, in cases where legally applicable, will be supplemented by the corresponding report from an accounts auditor other than the Company's statutory auditor, as provided for in the Spanish Companies Act.

The draft resolution that is submitted by the Board for approval by the General Meeting provides that, for the purposes of conversion, fixed income securities will be valued at their nominal value, and shares at the exchange rate established by the Board of Directors in the resolution in which it makes use of this delegation, or the rate established on the date or dates close to the issuance as indicated in the Board resolution, with or without a discount or premium. It may also be resolved to issue convertible fixed income securities with a variable conversion ratio (which may include maximum and/or minimum limits on the conversion price). In such case, the price of the shares for the purposes of the conversion will be determined by the Board of Directors, which may apply a premium or discount on the share price in accordance with established criteria. Thus, the Board considers that it has been granted sufficient flexibility to set the price of the shares for conversion purposes based on market conditions and other applicable considerations.

The draft resolution to delegate to the Board of Directors also includes the power to establish the capital increases required to meet conversion requests, subject to any limits in force at all times. Consequently, this power may only be exercised provided that such capital increases under delegated powers, in addition to any other capital increases that the Board of Directors may have agreed upon under the authorisations granted by the General Meeting, is no higher than the limit of half of the amount of the share capital, as established in article 297.1.b) of the Spanish Companies Act. In this regard, the amount of capital increases that, where appropriate, are approved in order to carry out the conversion of securities or instruments issued under the delegation of powers described in this report, will be considered to fall within the limits available at any given time. Pursuant to the regulations currently in force, and the authorisation granted by the General Shareholders' Meeting on 22 March 2024, under item 5.3 of the agenda, the capital increases that the Board of Directors approves under the delegation resolution covered by this report to cover the conversion of this type of securities are subject to the limit of 50% of the share capital, in accordance with the provisions of the Fifteenth Additional Provision of the Spanish Companies Act.

It is hereby stated that the Board of Directors, pursuant to the provisions of the Spanish Companies Act, is also empowered to remove, all or part of shareholders' pre-emptive subscription rights, if required to raise funds on Spanish and international markets or for any other reason deemed to be in the corporate interest. The Board of Directors considers that the possibility of removing pre-emptive subscription rights is justified, as long as it is in the corporate interest, due to the flexibility and agility with which it is necessary to act in the current financial markets to be able to take advantage of the moments when market conditions are more favourable. This justification is especially relevant when the acquisition of financial resources is to be carried out on international markets, in which the large amount of funds traded and the agility and speed with which they move, can give rise to high volumes of funds under more favourable conditions using bookbuilding techniques. The Board considers that the removal of pre-emptive subscription rights could lead to relatively lower financial and transaction costs (especially the fees and commissions of the financial entities participating in the issue) compared to an issue with pre-emptive subscription rights, and at the same time would have a lower distortion effect on the trading of the Company's shares during the issuance period. Additionally, it is hereby stated given the nature of the securities issued, all the issuances of convertible securities carried out in recent years under the powers conferred by the General Shareholders' Meeting have been aimed at institutional or professional investors, as these securities were not suitable for retail investors, a point which also justifies the removal of pre-emptive subscription rights.

If the Board decides to remove shareholders' pre-emptive subscription rights in relation to any or all issuances it makes under this delegation of powers, upon implementing the issuance resolution it may have a legal requirement to draw up a specific report, which may, in turn, be the subject of a further report issued by an independent expert, pursuant to the Spanish Companies Act. These reports must be made available to shareholders in the terms provided for by law.

Directive 2013/36/EU of the European Parliament and of the Council, of 26 June 2013, on access to the activity of credit institutions and the prudential supervision of credit institutions and investment companies, and Regulation (EU) No 575/2013 on prudential requirements for credit institutions and investment firms, and Spanish Law 11/2015, of 18 June, on the recovery and resolution of credit institutions and investment services companies, anticipate the need for credit entities to provide, in certain proportions, different instruments in the composition of their regulatory capital so that they can be considered suitably capitalised. In this regard, there are different capital categories that must be covered by specific instruments. Although the Company's capital situation is currently adequate, it was deemed necessary to pass a resolution that allows the issuance of new instruments that may be convertible in certain cases.

Insofar as the issue of such instruments entails the need to have authorised capital available to cover any possible convertibility at the time of issuance and in order to provide the Company with greater flexibility, it has been considered appropriate that the increases in share capital that the Board approves under the delegated authority that is subject of this report to cover the conversion of this type of securities, whose issuance has excluded pre-emptive subscription rights, be subject to a maximum of 50% of the capital authorised by the General Meeting of Shareholders on 22 March 2024, under agenda item 5.3 (or any other that may replace it).

The Spanish Companies Act expressly establishes that, in the case of issues of convertible securities with exclusion of pre-emptive subscription rights, the maximum number of shares that may be issued to cover the exchange, added to the number of shares that have been issued under the delegation to the Board of Directors to increase the capital, may not exceed 20% of the number of shares comprising the share capital at the time of authorisation. However, this 20% limit shall not apply to convertible bond issues made by credit institutions, in accordance with Additional Provision 15 of the Spanish Companies Act, provided that these issues comply with the requirements laid down in Regulation (EU) 575/2013 in order for the convertible bonds issued to qualify as additional Tier 1 capital instruments of the issuing credit institution. Therefore, the general limit will be 50% for capital increases that are approved to cover the potential conversion of the securities issued under the delegation of powers referred to in this report, excluding pre-emptive subscription rights.

Lastly, the implementation of the necessary resolutions is proposed to ensure that the securities issued by virtue of this delegation of powers are admitted to trading on any official or unofficial, Spanish or foreign secondary market (organised or otherwise).

In conclusion, the resolution submitted to the General Meeting provides the Board of Directors with room for manoeuvre and response capacity and is justified by the flexibility and agility with which it is necessary to act in current financial markets in order to be able to take advantage of moments when market conditions are more favourable. In addition, although the Company's capital situation is currently adequate, the resolution submitted to the General Meeting allows the capital structure to be optimised and increased to comply with the current and future regulatory solvency and prudential capital requirements of credit institutions.

III. PROPOSED RESOLUTION

The full text of the proposed resolution under agenda item 5.2 is as follows:

Delegation to the Board of Directors of the power to issue securities contingently convertible into shares of the Company, or instruments of a similar nature, for the purpose of or to meet regulatory requirements for their eligibility as additional Tier 1 regulatory capital instruments ("CoCos") in accordance with applicable capital adequacy regulations, for a maximum total amount of EUR 3,500,000,000 (or the equivalent in other currencies); as well as the power to increase share capital by the necessary amount for its conversion, including power to exclude, where appropriate, pre-emptive subscription rights. Establishment of the criteria for determining the bases and modalities of conversion.

It is resolved to delegate powers to the Board of Directors, to the fullest extent required by law, to issue securities contingently convertible into newly issued shares of CaixaBank, or instruments of a similar nature, for the purpose of or to meet regulatory requirements for their eligibility as additional Tier 1 regulatory capital instruments ("CoCos"), in accordance with prevailing capital adequacy regulations, all this subject to the terms of this resolution and in compliance with applicable law and the By-laws and after obtaining any authorisations that may be required.

For clarification purposes, it is hereby stated that the issuance of fixed-income securities exchangeable for existing shares of the Company or other companies in which CaixaBank may or may not hold a stake, or which are merely settled net, fall outside the scope of this delegation of powers and shall be governed instead by applicable law and the Company's By-laws.

The delegation is made in accordance with the following conditions:

- 1. The Board of Directors is empowered by virtue of this resolution to issue securities on one or more occasions, at any time, within a maximum of three (3) years from the date this resolution is passed.*
- 2. The maximum total amount of the issuance or issuances of securities envisaged to be issued under this delegation of powers will be THREE BILLION, FIVE HUNDRED MILLION EUROS (EUR 3,500,000,000), or the equivalent value in another currency.*
- 3. Issues carried out under this delegation may be for Spanish or foreign investors of all kinds.*
- 4. By virtue of the powers hereby delegated, the Board of Directors shall be responsible for determining each and every one of the terms, characteristics and conditions of each of the issues of securities carried out under the terms of this resolution, including, without limitation, the amount thereof, though always subject to the aforementioned total quantitative limit, place of issue – national or foreign – and*

currency, including, if issued in foreign currency, the equivalent value in euros; the name or type, for the purposes of its eligibility as regulatory capital instruments in accordance with applicable capital adequacy regulations; the date or dates of issuance; the form, time and events of conversion; whether the securities are contingently convertible; the number of securities and their nominal value, which shall not be less than the nominal value of the shares; the issue price; the form and conditions of the remuneration, whether the interest rate is fixed or variable and the dates and procedures for payment of interest; the maturity date or whether the issuance is perpetual in nature; if applicable, the terms and conditions of early redemption (total or partial); the form of representation of the securities; anti-dilution clauses; pre-emptive subscription rights, if any, and the subscription regime; the rank or seniority of the securities and any subordination clauses; and the legislation applicable to the issuance, whether domestic or foreign. The Board shall likewise request, where appropriate, admission to trading (and, where appropriate, de-listing) of the issued securities on official or unofficial secondary markets, whether or not organised and whether domestic or foreign, in accordance with applicable legal requirements in each case; and, in general, any other term or condition of the issuance. It shall likewise establish the relevant body, form and mechanisms to allow for the association, collective organisation and/or representation and protection of the holders of the securities and, where applicable, shall appoint their representatives, if necessary or if it is decided that such representatives should exist.

This delegation of powers also includes authority for the Board of Directors to decide the terms of redemption of the securities issued, with authority to use, to the extent applicable, the redemption methods envisioned in the Spanish Companies Act or any others that may apply. Likewise, the Board of Directors is empowered to, when deemed appropriate, and subject to obtaining any approval or consent that may be required from the syndicates or bodies representing the holders of the securities, modify the terms of redemption of the issued securities and their respective terms and any yield or remuneration that may accrue in relation to each of the issuances made under this authorisation.

5. *For the purpose of determining the basis and modalities of the conversion, it is agreed to establish the following criteria:*
 - (i) *The securities issued under this resolution shall be contingently convertible into newly issued shares of the Company, at a fixed (determined or determinable) or variable conversion ratio (which may include maximum and/or minimum limits on the conversion price), with the Board of Directors being given the power to establish the terms of such conversion, including manner, time and conversion events or whether the conversion is to be contingent or conditional.*
 - (ii) *If it is resolved to issue the convertible securities with a fixed conversion ratio, the securities will be valued at their nominal value and the shares at the fixed exchange rate stipulated in the resolution of the Board of Directors made further to this delegation of powers, or at the exchange rate to be determined on the date or dates close to the issuance as indicated in the Board resolution itself, and based on the stock market value of the Company's shares on the date/s or*

period/s taken as the reference point in that same resolution, with or without discount or premium, with the Board of Directors being authorised to establish any conversion criteria it deems appropriate.

- (iii) It may also be agreed to issue the convertible securities with a variable conversion ratio. In the latter case, the price of the shares for the purposes of the conversion will be determined by the Board of Directors, which may apply a premium or discount on the share price in accordance with the relevant rules and criteria. The premium or discount may be different for each date taken as the reference for the conversion of each issuance (or, where applicable, each tranche of an issuance). In addition, a minimum and/or maximum reference price for the shares may be established for the purposes of their conversion, on such terms as the Board of Directors may deem appropriate.*
- (iv) Where conversion is applicable, any fractions of a share to be delivered to the holder of the securities shall be rounded down to the next whole number. The Board will be responsible for deciding whether each holder should be paid the resulting difference in cash, where the case may be.*

When approving an issuance of securities pursuant to the powers set out in this resolution, the Board of Directors shall issue a report specifying the terms and conditions of the issuance. This report may be accompanied by the corresponding report of an auditor other than the Company's own statutory auditor, all the foregoing in accordance with the provisions of the Spanish Companies Act.

- 6. To the extent that the conversion into shares of the securities that may be issued under this delegation is possible, their holders shall have all the rights recognised to them by applicable legislation.*
- 7. This delegation to the Board of Directors also includes the following powers, by way of example but without limitation:*
 - (i) The power for the Board of Directors to exclude, in whole or in part, the pre-emptive subscription rights of shareholders, when doing so is required in order to raise funds on national or international markets and is to be carried out through the use of bookbuilding or for any other reason to be deemed in the Company's interest. If the Board decides to exclude the pre-emptive subscription rights of shareholders in relation to a specific issue it decides to make under this authorisation, it shall, at the time of approving the issue, elaborate a specific report, when necessary and accordingly with the terms required by the applicable regulations, which, where applicable, will be subject of a consecutive report issued by an independent expert, in accordance with the Spanish Companies Act. These reports shall be made available to shareholders in due course in the terms provided for by law.*
 - (ii) The power to increase capital by the amount necessary to meet requests for conversion and/or where shareholders exercise their right to subscribe for shares, subject to any limits in force and available from time to time. It is hereby stated for the record that the increases in share capital that the Board may approve under this authorisation to cover the conversion of convertible securities*

or instruments of a similar nature that meet the regulatory requirements for their eligibility as additional tier 1 capital instruments in accordance with applicable solvency regulations, the issuance of which has excluded pre-emptive subscription rights, shall not be subject to the maximum limitation of 10% of share capital set forth in the proposed resolution approved by the General Shareholders' Meeting on 22 March 2024 under item 5.3, or that which may be approved in the future by the General Shareholders' Meeting, nor to the limitation set forth in Article 511 of the Spanish Companies Act, in accordance with the fifteenth additional provision of the Spanish Companies Act, which excludes the application of this limit to credit institutions. This capital increase authorisation includes the authorisation to issue and put into circulation, on one or more occasions, the shares representing it that are required for the conversion and/or exercise of the share subscription right, and the authorisation to amend the articles of the Company By-laws concerning the amount of capital and shares and, where the case may be, to cancel the part of the said capital increase that is not necessary for the conversion and/or exercise of the share subscription right.

- (iii) The power to draw up and specify the terms and modalities of the conversion and/or exercise of the rights to subscribe for shares by virtue of the securities to be issued, taking into account the criteria set out in section five above and, in general and in the broadest terms, the power to determine such aspects and conditions as may prove necessary or appropriate for the issuance.*
- (iv) To request, when deemed appropriate, the admission to (or, as the case may be, the de-listing from) trading of the securities issued under this delegation of powers on/from official or unofficial secondary markets, whether or not organised and whether national or foreign. For such purposes, the Board of Directors will be authorised to conduct such business as may be necessary or fitting in order to arrange the admission to trading of the issued securities vis-à-vis the competent bodies of different national or foreign securities markets, subject to the rules that currently exist or may apply in the future on matters relating to listing and, especially, trading, continuity of trading and de-listing from official trading.*

The delegation of powers in the Board of Directors – with express authority to sub-delegate such powers to the Executive Committee of the Board of Directors or to one or more Board members or senior managers – includes the broadest powers required by law for the interpretation and effective application, implementation and enforcement of the resolutions concerning the issuance of the securities. Likewise, the Board is granted powers to correct and further specify such resolutions as and when necessary and to comply with any legal requirements when implementing and acting upon such resolutions. It may also correct omissions or defects in such resolutions, as indicated by any national or foreign authorities, officials or bodies, and may adopt such further resolutions and implement such public or private documents as it deems necessary or advisable in order to adjust or amend the aforementioned resolutions for the issue of securities and the corresponding capital increase accordingly to reflect the verbal or written opinion of the Companies' Registry or, in general, of any other competent national or foreign authorities, officials or institutions.

This delegation of powers replaces and renders ineffective, to the extent of the unused amount, the previous delegation in force, approved under Agenda Item 5.4 at the General Meeting held on 22 March 2024.

19 February 2026



**REASONED PROPOSAL ON THE AMENDMENT OF THE
REMUNERATION POLICY OF THE BOARD OF DIRECTORS (2025-
2028)**

Board of Directors – 19 February 2026

Article 529 novodecies of the prevailing Spanish Companies Act¹ (**LSC**) obliges listed companies to prepare a Remuneration Policy for their Board of Directors, applicable for a period of up to three years, and submit it to the General Shareholders' Meeting for approval.

However, proposals for new Remuneration Policies for the Board of Directors must be submitted to the General Shareholders' Meeting before to the end of the last financial year of application of the previous policy. The General Shareholders' Meeting may determine that the new policy shall apply from the date of approval and for the following three years. Any amendment or substitution to the policy during the period requires the prior approval of the General Shareholders' Meeting in accordance with the procedure established for its approval.

In relation to the members of the Board of Directors in their capacity as such, the Remuneration Policy must determine their remuneration within the system provided for in the By-laws, and necessarily include the maximum amount of annual remuneration to be paid to all of them for their mere status as directors, i.e. without taking into account the remuneration for the executive functions of the members of the Board.

In relation to directors who carry out executive functions, the Remuneration Policy must also contemplate the amount of fixed annual remuneration and how it may change over the period to which the policy relates, as well as the different parameters for establishing the variable components and the main terms and conditions of their contracts, particularly duration, indemnity payments for early termination or termination of the contractual relationship and any exclusivity, post-contractual non-compete and minimum contract commitment or loyalty arrangements.

Any remuneration received by the directors for holding or terminating their posts and for performing executive functions must be in accordance with the prevailing Remuneration Policy of the Board of Directors, except in the case of remuneration expressly approved at the General Meeting.

The General Shareholders' Meeting of CaixaBank, S.A. (hereinafter **CaixaBank, Company or Entity**), held on 11 April 2025, approved the Directors' Remuneration Policy applicable from the date of its approval up to and including the financial year 2028 (hereinafter **Policy or Remuneration Policy**).

Without prejudice to the foregoing, the Board of Directors considers it necessary to amend the Remuneration Policy again, which must be approved by the General Shareholders' Meeting of CaixaBank. The proposed amendment to the Remuneration Policy is as follows:

- a) The remuneration of the Directors for their non-executive duties has been updated, as well as the maximum amount of global remuneration proposed at the General Shareholders' Meeting (section 5.3 of the Policy), as set out in greater detail in the Report of the Remuneration Committee on the proposed amendment of the Remuneration Policy of the Board of Directors (2025-2028) which is attached to this document as Appendix 2.
- b) The reference to the indicative limit for Variable Remuneration with Multi-Year Metrics on the fixed components of Executive Directors has been eliminated, so that said limit becomes subject to the general rules of authorisation by the General Shareholders' Meeting for the maximum ratio between fixed and variable components (sections 4 and 6.2 of the Policy), in the same manner as applies to all Identified Staff of the CaixaBank Group.
- c) The financial sector peer group used for benchmarking and determining the fixed remuneration for Directors in their executive duties has been updated, with the removal of Swedbank and the addition of Banca Intesa Sanpaolo (section 6.3.a of the Policy).

¹ Royal Legislative Decree 1/2010, of 2 July, approving the revised text of the Spanish Companies Act.

- d) The amounts of the various components of the remuneration envisaged for the Chief Executive Officer have been updated: fixed cash remuneration (section 6.13.a of the Policy); the target amount of the Variable Remuneration Scheme with Multi-Year Metrics (section 6.13.b of the Policy); payment of returns on deferred cash (section 6.13.c of the Policy); contributions to long-term savings schemes (section 6.13.d of the Policy); and other benefits (section 6.13.e of the Policy). All of the above is set out in greater detail in the Report of the Remuneration Committee on the proposed amendment of the Remuneration Policy of the Board of Directors (2025-2028), which is attached to this document as Appendix 2.
- e) It has been specified that contributions to pension schemes or long-term savings arrangements for Executive Directors form part of the standard remuneration package (section 6.8.a) of the Policy).
- f) The concept of compensation or payment for loss of remuneration accrued under a previous contract has been clarified to better align with the EBA Guidelines (section 6.9 of the Policy).
- g) It has been specified that compensation for post-contractual non-compete agreements with Executive Directors may consist of an amount that, in general and as a generic formula, may not exceed the sum of the fixed components of the remuneration that the Executive Director would have received had they continued in the Entity during the restriction period (section 6.12.b) of the Policy).
- h) It has been specified that the post-contractual non-compete agreements to be included in contracts with Executive Directors cover activities in the field of financial activities in general that effectively compete with the Entity (section 7.1.f) of the Policy).
- i) The functions of the Risks Committee in relation to the Remuneration Policy have been described in greater detail (section 10.4 of the Policy) and the names of certain areas of the Company involved in the corporate governance of the Remuneration Policy have been updated (section 10.5 of the Policy).
- j) Other minor editorial changes have been introduced in various paragraphs that do not alter the meaning of the previous version of the Policy.

As a result of the foregoing, at its meeting held on 19 February 2026, the Board of Directors of CaixaBank approved the proposed amendment to the Remuneration Policy and submit it to the General Shareholders' Meeting for approval as a separate item on the agenda.

At the same meeting, the Board of Directors of CaixaBank also agreed to take note of the mandatory report of the Remuneration Committee on the update of the Remuneration Policy of the Board of Directors (2025-2028), the content and reasons for which are endorsed by the Board as an integral part of this Reasoned Proposal.

- Appendix 1 Amended Remuneration Policy of the Board of Directors (2025-2028) to be submitted to the General Shareholders' Meeting for approval.
- Appendix 2 Report of the Remuneration Committee on the proposed amendment of the Remuneration Policy of the Board of Directors (2025-2028).

Appendix 1

Amended Remuneration Policy of the Board of Directors (2025-2028)

CaixaBank, S.A.

REMUNERATION POLICY OF THE BOARD OF DIRECTORS

València, 19 February 2026

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1. INTRODUCTION

Article 529 novodecies of the current Spanish Companies Act¹ (**LSC**) obliges listed companies to prepare a remuneration policy for their board of directors, applicable for a period of up to three years, and submit it to the General Shareholders' Meeting for approval.

The General Shareholders' Meeting of CaixaBank, S.A. (hereinafter, **CaixaBank, Company or Entity**) at its meeting on 11 April 2025, agreed to approve this Remuneration Policy of the Board of Directors for its application as of the date of approval until 2028, inclusive. This Policy replaced the previous one, approved at the General Meeting of CaixaBank held on 8 April 2022 and amended by resolutions of the Ordinary General Meeting of CaixaBank at its meetings held on 31 March 2023 and 22 March 2024 (hereinafter, **Previous Remuneration Policy or Previous Policy**).

The LSC establishes that any modification of the Directors' Remuneration Policy during its term of validity requires prior approval at the General Shareholders' Meeting in accordance with the established approval procedure.

Consequently, in view of the need to introduce certain amendments or updates to the current Remuneration Policy of the Board of Directors of CaixaBank, which will be detailed below, these amendments must be submitted for approval at the Company's 2026 Ordinary General Shareholders' Meeting.

The content of the policy (hereinafter, **Remuneration Policy or Policy**) is set out below, including the modifications proposed by the Board of Directors of CaixaBank, which will take effect after approval by the Ordinary General Shareholders' Meeting to be held at first call on 26 March 2026 and at second call on 27 March 2026. Details of the proposed amendments are set out in the mandatory report from the Remuneration Committee of CaixaBank dated 12 February 2026 as well as in the reasoned proposal of the Board of Directors of CaixaBank dated 19 February 2026. Both documents have been made available to the company's shareholders along with the notice of the Ordinary General Shareholders' Meeting of 2026.

In the event that the amendments to the Remuneration Policy are approved by the Company's Ordinary General Meeting, the amended version of the Policy will replace the version approved on 11 April 2025, without prejudice to the effects produced and consolidated during its term of validity.

2. AMENDMENTS TO THE REMUNERATION POLICY

2.1. Main changes in relation to the previous policy

The main changes in relation to the previous policy, as detailed in the mandatory report of the Remuneration Committee of CaixaBank dated 13 February 2025, and in the reasoned proposal of the Board of Directors of CaixaBank, dated 20 February 2025, both documents were made available to shareholders, together with the notice of the 2025 Ordinary General Shareholders' Meeting, which approved these changes that form part of the new Policy, were as follows:

- a) All references to Mr José Ignacio Goirigolzarri Tellaeché as Executive Chairman of the Board of Directors have been removed, as a consequence of the termination of his duties as of 1 January 2025; consequently, the only director with executive duties currently envisaged in the Policy is Mr Gonzalo Gortázar Rotaeché, in his capacity as Chief Executive Officer.

¹ Legislative Royal Decree 1/2010, of 2 July, approving the revised text of the Spanish Companies Act, after the amendment introduced by Law 5/2021, of 12 April.

- b) The fixed remuneration for the Non-Executive Chairman has been reintroduced following the appointment of Mr Tomás Muniesa Arantegui as the new Non-Executive Chairman of the Board of Directors, effective from 1 January 2025 (sections 5.2 and 5.3 of the previous version of the Policy).
- c) The remuneration for Directors in their non-executive functions has been updated, along with the proposed maximum total remuneration to be submitted to the General Shareholders' Meeting (section 5.3 of the previous version of the Policy).
- d) It has been specified that the maximum ratio of variable remuneration for Directors in their executive roles applies to all fixed remuneration components (section 6.2 of the previous version of the Policy).
- e) The financial sector peer group used for benchmarking and determining the fixed remuneration for Directors in their executive functions has been updated, with the addition of UniCredit (section 6.3.a of the previous version of the Policy).
- f) The performance measurement metrics used to set variable remuneration for Directors in their executive functions have been updated (section 6.4.b of the previous version of the Policy).
- g) It has been specified that the dividends to which the Executive Director is not entitled are those agreed prior to their actual delivery (paragraph 6.4.g) of the previous version of the Policy).
- h) It has been added that the Entity has systems in place to require and confirm that Executive Directors comply with commitments not to engage in personal hedging strategies or circumvention mechanisms that undermine the risk-aligned management objectives promoted by its remuneration systems (section 6.4.k of the previous version of the Policy).
- i) It has been clarified that the absolute limit for early termination payments to Executive Directors must be calculated based on all fixed remuneration components (section 6.12.e of the previous version of the Policy).
- j) The amounts of the various components of the remuneration envisaged for the Chief Executive Officer have been updated: Fixed cash remuneration (section 6.13.a) of the previous version of the Policy); Variable Remuneration Scheme with Multi-Year Metrics, including target amount and performance metrics (section 6.13.b) of the previous version of the Policy); performance crediting on deferred cash (section 6.13.c) of the previous version of the Policy); contributions to long-term savings schemes (section 6.13.d) of the previous version of the Policy); and other benefits (section 6.13.e) of the previous version of the Policy). In this last section, and in section 6.11, the possibility has been introduced that Directors with executive functions may benefit from the application of preferential financial conditions applicable in general to other employee categories of the company.
- k) Other technical or drafting improvements have been introduced which do not alter the meaning of the Previous Policy.

2.2. Main changes to the current Policy

The main changes to the current Remuneration Policy approved at the 2025 Ordinary General Shareholder's Meeting of CaixaBank, which are detailed in the report of the Remuneration Committee of CaixaBank dated 12 February 2026 and in the reasoned proposal of the Board of Directors of CaixaBank dated 19 February 2026, both documents made available to the shareholders of the Company, together with the notice of the 2026 Ordinary General Shareholders' Meeting, are as follows:

- a) The remuneration for Directors in their non-executive functions has been updated, along with the proposed maximum total remuneration to be submitted to the General Shareholders' Meeting (section 5.3 of the Policy).
- b) The reference to the indicative limit for Variable Remuneration with Multi-Year Metrics on the fixed components of Executive Directors is eliminated, so that it becomes subject to the general rules of authorisation by the General Shareholders' Meeting of the maximum ratio between fixed and variable components (sections 4 and 6.2 of the Policy) in the same manner as applies to the entire Identified Staff of the CaixaBank Group.
- c) The financial sector peer group used for benchmarking and determining the fixed remuneration for Directors in their executive duties has been updated, with the removal of Swedbank and the addition of Banca Intesa Sanpaolo (section 6.3.a of the Policy).
- d) The amounts of the various components of the remuneration envisaged for the Chief Executive Officer have been updated: fixed cash remuneration (section 6.13.a of the Policy); the Variable Remuneration Scheme with Multi-Year Metrics, including the target amount (section 6.13.b of the Policy); payment of returns on deferred cash (section 6.13.c of the Policy); contributions to long-term savings schemes (section 6.13.d of the Policy); and other benefits (section 6.13.e of the Policy).
- e) It has been specified that contributions to pension schemes or long-term savings arrangements for Executive Directors form part of the standard remuneration package (section 6.8.a) of the Policy).
- f) The concept of compensation or payment for loss of remuneration accrued under a previous contract has been clarified to better align with the EBA Guidelines (section 6.9 of the Policy).
- g) It has been specified that compensation for post-contractual non-compete agreements with Executive Directors may consist of an amount that, in general and as a generic formula, may not exceed the sum of the fixed components of the remuneration that the Executive Director would have received had they continued in the Company during the restriction period (section 6.12.b) of the Policy).
- h) It has been specified that the post-contractual non-compete agreements to be included in contracts with Executive Directors cover activities in the field of financial activities in general in effective competition with the Company (section 7.1.f) of the Policy).
- i) The functions of the Risks Committee in relation to the Remuneration Policy have been described in greater detail (section 10.4 of the Policy) and the names of certain areas of the Entity involved in the corporate governance of the Remuneration Policy have been updated (section 10.5 of the Policy).
- j) Other minor editorial changes have been introduced in various paragraphs that do not alter the meaning of the previous version of the Policy.

3. OBJECTIVE AND SCOPE

The objective of this Policy is to establish a comprehensive regulatory framework for the remuneration of members of the Board of Directors of CaixaBank, respecting the provisions of the By-laws and other internal and external regulations. This remuneration system must be compatible with CaixaBank's business strategy and proportional with the scale of the Entity, its business situation and market standards among peers.

The Policy seeks to define the Entity's remuneration practices for its directors clearly and concisely, in accordance with article 217.4 of the LSC. Its aim is to foster the long-term profitability and sustainability of CaixaBank while incorporating the caution needed to avoid excessive risk taking and rewarding unfavourable results. It is non-discriminatory in terms of gender.

The Policy shall only apply to members of the Board of Directors of CaixaBank. With regard to its temporal scope of application, in accordance with article 529 novodecies of the LSC, the Policy will apply from the date of approval and for the following three financial years (up to and including the 2028 financial year).

4. PRINCIPLES OF THE REMUNERATION POLICY

CaixaBank considered the remuneration policy of all Company employees in establishing the Remuneration Policy, especially with respect to the terms and conditions of remuneration of Executive Directors.

The Remuneration Policy is aligned with the Company's general remuneration scheme, based on general remuneration principles aimed at achieving a market positioning that attracts and fosters loyalty among the necessary talent and promotes behaviours that ensure long-term value generation and sustainability.

Specifically, it aims to foster the engagement of professionals to the Entity, personal and corporate ethics, and promote strategic and sustainable development objectives.

Furthermore, market practices are analysed annually through salary surveys and specific ad hoc studies conducted by leading specialist firms. The reference samples used include a group of European financial sector institutions comparable to CaixaBank and the IBEX 35 companies.

The overall Remuneration Policy focuses on fostering behaviour to ensure long-term value creation and results that are sustainable over time, contributing to CaixaBank's business strategy, objectives, values and long-term interests through the following general remuneration principles, which are shared with Company employees:

- a) Variable remuneration takes into account not only the achievement of targets but also the way in which these targets are met, ensuring prudent risk management.
- b) Individual professional targets are defined on the basis of the commitment employees undertake and establish with their managers.
- c) The remuneration policy's strategy for attracting and fostering loyalty among talent is based on the employees and professionals becoming involved in a distinctive social and business endeavour and developing professionally with competitive overall remuneration conditions that guarantee a fair wage.
- d) As part of these overall compensation conditions, the Remuneration Policy aims for the amount of the fixed remuneration plus social benefits to be highly competitive, with these two remuneration components being the main basis for its capacity to attract and foster loyalty in talent.

- e) The main component of the benefits provided is the corporate pension scheme offered to employees and professionals, which stands out in comparison to other financial institutions in the Spanish market and is a key feature of their remuneration.
- f) The fixed components and the social benefits offered constitute the bulk of the remuneration packages offered. In general, variable remuneration tends to be more moderate, given its potential to generate risk for the Entity.
- g) The Policy is consistent with managing sustainability risks. The variable remuneration component includes sustainability-related metrics, taking into account the duties and functions assigned.
- h) The Policy and its implementation must ensure non-discrimination and promote equal remuneration management in terms of gender.
- i) The promotions system is based on an appraisal of skills, performance, commitment and professional merit of employees over time.
- j) The remuneration of the members of the CaixaBank Board of Directors, established within the general framework defined in the Remuneration Policy, is approved by CaixaBank's competent governing bodies.

Furthermore, directors are subject to the general remuneration principles set out in Article 33 of Act 10/2014, of 26 June, on the regulation, supervision and solvency of credit institutions (hereinafter, **LOSS** for its initials in Spanish) and its implementing regulations, governing those persons whose activities have a material impact on the risk profile of the Company and its Group (hereinafter, **Identified Staff**). In any case, for the members of the Identified Staff, the variable components may not exceed 100% of the fixed components, unless authorised by the General Shareholders' Meeting in the manner provided for by law.

5. REMUNERATION OF DIRECTORS IN THEIR CAPACITY AS SUCH

5.1 Remuneration components

In accordance with the By-laws, the current remuneration payable to members of CaixaBank's Board of Directors acting in their capacity as such (**Directors in their capacity as such**) consists solely of fixed components.

Non-executive directors maintain a purely organic relationship with CaixaBank and therefore have no contract in effect with the Company governing the performance of their duties and have no type of recognised payment upon termination of their directorship.

The system provided for in the By-laws thus establishes that the remuneration of CaixaBank directors should consist of a fixed annual amount to be determined by the General Meeting, which shall remain in force until the General Shareholders' Meeting agrees to amend it.

The figure set by the General Shareholders' Meeting shall be used to remunerate the Board of Directors and its committees and shall be distributed as the Board of Directors sees fit upon the recommendation of the Remuneration Committee, not only in terms of remuneration payable to members, especially the Chairman, according to the duties and dedication of each member and the positions they hold on the various committees, but also as regards the frequency and the form of remuneration stipulated in the By-laws. Consequently, the distribution may give rise to different remuneration for each director.

Any future proposals for share-based remuneration must be approved by the CaixaBank General Shareholders' Meeting pursuant to the Spanish Companies Act and the By-laws.

Lastly, the Directors in their capacity as such are named as insured parties under the civil liability

insurance policy arranged for directors and managers of the CaixaBank Group (hereinafter **CaixaBank Group** or the **Group**) to cover any liability they may incur when performing their duties.

5.2 Remuneration of the Chairman of the Board of Directors

The Chairman of the Board of Directors of CaixaBank, insofar as he/she does not have executive duties, shall receive a fixed remuneration for holding the position of Chairman. This remuneration is warranted due to the special dedication required of the Chairman in performing duties inherent to the Chairman's post – as established in the LSC and especially in the Company's By-laws – at such a large and complex a group as CaixaBank.

The LSC also vests the Chairman with ultimate responsibility for the efficient operation of the Board of Directors and for calling and presiding Board meetings, establishing the agenda and steering discussions and debates. The Chairman must also ensure that directors receive sufficient information ahead of the meeting to be able to discuss the agenda and shall encourage debate among directors and ensure their active involvement at meetings and protect their freedom to express their opinions freely. The Chairman of the CaixaBank Board also chairs the Company's General Shareholders' Meetings.

In addition, and as established in the By-laws and without prejudice to powers of the Chief Executive Officer, and other Directors who may have executive duties in the future, and any powers and delegations that may have been established, the Chairman of the Board of Directors is also responsible for the institutional representation of CaixaBank and its subsidiary companies (without prejudice to the duties and functions ascribed to the Board of Directors itself in this regard); for representing the Company vis-à-vis corporate bodies and representatives of the sector, pursuant to the Articles of Association; for affixing the Company's official signature and thus for signing, on the Company's behalf, all agreements required by law or under the By-laws, including contracts, labour agreements or other legal instruments with local authorities and other entities; and for acting as the Company's official representative vis-à-vis authorities, entities and third-party bodies, whether Spanish or foreign.

While the aforementioned duties cannot be considered executive functions due to their organisational or representative nature, from a quantitative viewpoint they require considerable dedication and are much more intensive than those of the other members of the Board of Directors (except those directors who have also been entrusted with executive functions).

5.3 Remuneration envisaged for the financial year 2026 and the following financial years

a) Remuneration envisaged for the financial year 2026

The maximum annual amount of the remuneration of the Directors in their capacity as such, without taking executive functions into account, which will be submitted for approval by the General Shareholders' Meeting to be held on 26 March 2026, at first call, and on 27 March 2026, at second call, is €5,150,000, an amount which will remain unchanged in subsequent years until such time as the General Meeting resolves on a new figure and which will be applicable starting 1 January 2026.

The distribution among its members, as agreed by the Board of Directors at its meeting of 19 February 2026 and subject to the approval by the General Shareholders' Meeting of the maximum amount referred to above, is as follows:

- (i) €114,000 annual remuneration for each member of the Board of Directors, for their membership on the Board.
- (ii) €1,485,000 of additional annual remuneration for the Chairman of the Board of Directors.
- (iii) €37,000 of additional annual remuneration for each member of the Remuneration Committee.

- (iv) €37,000 of additional annual remuneration for each member of the Innovation, Technology and Digital Transformation Committee. The Chairman of the Board of Directors and the Chief Executive Officer are members of this Committee, but do not receive any remuneration for their membership.
- (v) €43,500 of additional annual remuneration for each member of the Appointments and Sustainability Committee.
- (vi) €62,000 of additional annual remuneration for each member of the Executive Committee, the Audit and Control Committee or the Risks Committee, due to the responsibility and dedication required.
- (vii) €44,500 of additional annual remuneration for the Lead Independent Director.
- (viii) The remuneration of the chairmen of the various committees attached to the Board of Directors will always be 50% higher than that of the other members.

The criteria for distributing the maximum remuneration among the Directors will remain the same until the Board of Administration approves a different distribution, which is within its competences under the LSC and the By-laws, considering criteria such as the dedication required of the Directors, duties on the Board, and membership of Committees and the complexity of these.

b) Remuneration envisioned for the following years

In relation to the Directors in their capacity as such (i.e. without taking into account the remuneration of Directors for the performance of executive duties), their remuneration in the financial years following 2026 shall be adapted to the system defined in the By-laws at that time and to the maximum amount of remuneration to be established by the General Shareholders' Meeting. Accordingly, the current Remuneration Policy will be deemed to have been amended in relation to the maximum amount of remuneration payable to directors acting in their capacity as such if and when the General Shareholders' Meeting agrees upon a different maximum figure to that stipulated in section 5.3.a).

Any future proposals for remuneration based on By-laws systems must be approved pursuant to the precepts of the Spanish Companies Act and the By-laws, and share-based payments shall require the approval of the CaixaBank General Shareholders' Meeting.

6. DIRECTORS' REMUNERATION FOR THEIR EXECUTIVE DUTIES

6.1 Contract of Directors with executive duties

When a member of the Board of Directors is appointed Chief Executive Officer or is assigned executive duties in some other form (hereinafter, **Executive Director**), they must sign a contract with the Entity, which must first be approved by the Board of Directors with a vote in favour by two thirds of its members. The director concerned must abstain from attending the deliberations and from voting.

The contracts of Executive Directors must detail all the items for which they can receive remuneration for their executive duties. The Executive Director may not receive any remuneration for performance of executive duties other than for the amounts and items in their contracts. All contracts must comply with the provisions of this Policy.

6.2 General description and materiality of fixed and variable components

The LSC and CaixaBank's By-laws grant Executive Directors remuneration for their executive duties in addition to that received as directors in their capacity as such.

At present, Gonzalo Gortázar Rotaache, as Chief Executive Officer (hereinafter, "**Chief Executive**"), is

the only member of the Board of Directors to perform executive duties at CaixaBank.

The remuneration components for Executive Directors are structured considering the business situation and results, and mainly include:

- a) Fixed remuneration based on the subject's responsibility and track record, which constitutes a major portion of the total remuneration.
- b) Variable remuneration, mainly through a variable remuneration scheme linked to the achievement of previously established annual and multi-year targets and prudent risk management. (hereinafter, **Variable Remuneration Scheme with Multi-Year Metrics**).
- c) Employee benefits.

Long-term incentive plans can also be established for all or some of the Executive Directors, as a variable remuneration component. The remuneration of such plans may be based on CaixaBank instruments or benchmarked against their price (**LTI**), as established in section 6.5.

In accordance with the objective of reasonable and prudential balance between fixed and variable remuneration components, the amounts of the fixed remuneration of Executive Directors must be sufficient, and the variable components must be established so as not to encourage excessive risk-taking and link performance to the Entity's sustainability.

In any event, the overall 100% limit of the variable remuneration components relative to fixed components may only be exceeded if CaixaBank's General Shareholders' Meeting approves a higher level, which may never exceed 200% of the fixed components, in the manner and as per the requirements and procedures set forth in the LOSS.

In this regard, the procedure to be followed by the Entity in the event of approval of a variable remuneration level higher than 100% of the fixed component is set out below:

- (i) The Board of Directors will notify all shareholders in advance that this matter will be submitted for approval to the General Shareholders' Meeting, providing a detailed recommendation setting out the reasons and scope of the decision and including the number of people involved and their positions, as well as the projected effect on the continuing robustness of the Entity's capital base.
- (ii) The Board of Directors will notify the Entity of Spain immediately of the recommendation to the General Shareholders' Meeting, including the highest level of the variable component of the proposed remuneration and the justification for this. It will certify that this level does not affect the Entity's obligations under solvency regulations, particularly with regard to its own funds obligations.
- (iii) The General Shareholders' Meeting will adopt a decision by a majority of at least two-thirds, provided that at least half of the shares or equivalent voting rights are present or represented in the vote. If this quorum is not possible, the resolution will be adopted by a majority of at least three-quarters of the share capital present or represented with voting rights.
- (iv) The persons directly affected by the application of higher maximum levels of variable remuneration may not exercise any voting rights that they may have as shareholders, directly or indirectly. Their shares will be deducted from total share capital for calculating the majority of votes required for resolutions involving the application of higher maximum levels of variable remuneration.
- (v) The Board of Directors will notify the Entity of Spain immediately of the decision adopted by the General Shareholders' Meeting, including the highest maximum percentage of the variable component of remuneration approved.

Components of remuneration will be classified as fixed or variable in accordance with regulations on remuneration in credit institutions.

6.3 Fixed components of remuneration

a) Fixed remuneration

Fixed remuneration of Executive Directors is largely based on the level of responsibility and the professional career of each Director, combined with a market approach taking account of specific salary and ad hoc surveys. The salary surveys and specific ad hoc studies in which CaixaBank participates are performed by top level specialised companies, with the sample being comparable to that of the market financial sector where CaixaBank operates and that of comparable IBEX 35 companies.

CaixaBank has been using publicly available information on the executive directors of financial and non-financial entities listed on the IBEX 35 (including Santander, BBVA, Banco Sabadell and Bankinter, among others) as a reference sample for the financial sector. Since 2018, and updated in 2026, this sample has also included European banks such as ABN Amro, Commerzbank, Deutsche Bank, Erste Group, KBC Group, Intesa SanPaolo, Lloyds Banking Group, NatWest, ING Groep, Société Générale, Standard Chartered or UniCredit, among others. As a multi-sector sample, CaixaBank has been using publicly available information on the executive directors of a representative number of companies that are comparable to CaixaBank in terms of size (market capitalisation, assets, turnover and number of employees).

b) Remuneration for holding posts at investee companies

The fixed remuneration of Executive Directors includes any remuneration they may receive for holding managerial posts at CaixaBank Group companies or at other companies in CaixaBank Group's interests, with this remuneration to be deducted from the net amount to be paid by CaixaBank as fixed remuneration.

c) Other fixed remuneration components

As a fixed component of remuneration, the contracts of the Executive Directors envisage pre-defined contributions to pension and savings plans, as explained at greater length in section 6.8.

Executive directors may also be beneficiaries, at CaixaBank's expense, of medical insurance for themselves and their close family members and other remuneration (use of a car or home or similar benefits) customary in the sector, appropriate to their professional status and in accordance with the standards established by CaixaBank at any given time for the same segment of professionals to which they belong.

6.4 Variable Remuneration with Multi-year Metrics

a) General aspects

The Executive Directors may be granted variable remuneration in the form of a risk-adjusted bonus, based on measurement of their performance. This performance measurement is carried out through ex ante and ex post adjustments to remuneration, as a way of implementing risk control.

b) Performance measurement

Annual factors using quantitative (financial) and qualitative (non-financial) corporate criteria are taken into account when assessing performance and evaluating individual results. These must be specified and clearly documented.

Multi-year factors based on corporate criteria are also used and adjust, as a reduction mechanism, payment of the deferred portion subject to multi-year factors.

The Variable Remuneration with Multi-year Metrics Scheme (applicable as of 2022) for Executive Directors is established on the basis of a target bonus established for each director by the Board of Directors on the recommendation of the Remuneration Committee, subject to a maximum attainment percentage of 120%.

Level of attainment of metrics for measuring annual factors is determined exclusively based on corporate targets.

This portion of variable remuneration of measurement of annual factors includes the upfront payment of the bonus and the first two deferred payments.

The annual and multi-year corporate targets are set each year by the CaixaBank Board of Directors based on a proposal by the Remuneration Committee, and their weighting is distributed among objective concepts according to the Entity's main objectives. For the establishment, monitoring and measurement of qualitative metrics, the Remuneration Committee will be supported by the specific Board Committees assigned this responsibility, depending on the type of challenge proposed. For annual targets, these concepts may, by way of example, include some or all of:

- (i) ROTE
- (ii) Recurring Cost-to-Income Ratio
- (iii) Changes in non-performing assets (NPAs)
- (iv) *Risk Appetite Framework*
- (v) Quality
- (vi) Market Share
- (vii) Conduct and compliance
- (viii) Sustainability factors

Multi-year targets will also use measurable concepts that may, by way of example, include some or all of:

- (i) CET1
- (ii) Total shareholder return (TSR)
- (iii) Multi-year ROTE
- (iv) Sustainability factors

The final determination of the achievement of the accrued variable remuneration must be approved by the Board of Directors upon proposal of the Remuneration Committee.

The proposal for the composition and weighting of corporate targets is always set in accordance with the provisions of the LOSS and implementing regulations and may vary between Executive Directors.

For variable remuneration accrued in years prior to 2022 and pending collection through the Bonus Programmes or Challenge Programmes, the schemes set out in the previous Remuneration Policies shall apply.

c) Deferral percentage

The deferral percentage applicable to the variable remuneration of Executive Directors will be 60%.

This deferral percentage may be amended if the competent authorities decide to establish absolute or relative thresholds for determining what constitutes a “particularly high amount” of variable remuneration within the meaning of the European Banking Authority (EBA) guidelines on sound remuneration

policies² (**EBA Guidelines**).

d) Deferral period

At the date of the bonus payment, the non-deferred part of the variable remuneration to have accrued must be paid (the **Initial Payment Date**).

Providing that none of the reduction situations foreseen in section 6.6 arise, the risk-adjusted deferred portion of variable remuneration is paid in five instalments, the amounts and dates of these are determined as follows:

- (i) 1/5 12 months after the Initial Payment Date
- (ii) 1/5: 24 months after the Initial Payment Date
- (iii) 1/5: 36 months after the Initial Payment Date
- (iv) 1/5: 48 months after the Initial Payment Date
- (v) 1/5: 60 months after the Initial Payment Date.

For these purposes, deferred payments receivable 36, 48, and 60 months from the Initial Payment Date are subject to an additional adjustment through the multi-year metrics described in section 6.4 b). This adjustment can only reduce the outstanding variable remuneration receivable, never increase it.

e) Payment in cash and instruments

Of the upfront payment, 50% will be paid in cash and the remaining 50% in non-cash instruments, once the applicable taxes (withheld or on account) have been paid.

30% of the deferred amounts are paid in cash and the remaining 70% are paid in instruments, after any applicable taxes (withholding or prepayments) have been paid.

Where payment is to be made in financial instruments, this may be in the form of CaixaBank shares. However, CaixaBank may deliver other eligible instruments for payment of the variable remuneration, subject to the conditions and requirements set out in section 1.I) of article 34 of the LOSS and other applicable regulations.

f) Lock-up policy

All instruments delivered are subject to a retention period of three years, during which the director may not use the shares.

However, one year after delivery of the instruments, the Director may dispose of the instruments if he/she maintains, after the disposal or exercise, a net economic exposure to changes in the price of the instruments for a market value equivalent to an amount of at least twice his/her annual fixed remuneration, through ownership of shares, options or other financial instruments reflecting the market value of CaixaBank.

They may also dispose of the instruments after the first year of ownership to the extent required to meet the related acquisition costs or, based on a favourable opinion of the Remuneration Committee, to address extraordinary situations requiring this.

During the retention period, directors will enjoy all of the rights as the owners of the instruments.

g) Payment of interest and returns on deferred cash and instruments

During the deferral period, CaixaBank will retain ownership of both the shares and the cash for which

² Guidelines of the European Banking Authority on sound remuneration policies under Directive 2013/36/EU, applicable from 31 December 2021 (EBA/GL/2021/04.).

delivery has been deferred.

Pursuant to the principles of labour and contractual law applicable in Spain, particularly the bilateral nature of contracts and equity in the accrual of reciprocal consideration, the deferred cash accrues interest in favour of the recipient, calculated by applying the corresponding interest rate to the first tranche of the "CaixaBank employee" account. Interest shall only be paid at the end of each payment date and shall be applied to the cash amount of the variable remuneration that is actually to be received, net of any applicable reductions under section 6.6.

In respect of instrument returns, in compliance with the EBA Guidelines, the Entity does not pay accrued interest or dividends agreed during the deferral period in respect of deferred instruments, either during or after the deferral period.

h) Termination or suspension of the professional relationship

The termination or suspension of the professional relationship, as well as cases of disability leave, early retirement, retirement or partial retirement, do not result in the interruption of the variable remuneration payment cycle; this is without prejudice to the provisions on the reduction and recovery of variable remuneration in section 6.6.

In the event of the employee's death, the People department and the Risk Management function shall determine and, where applicable, propose a process to settle any pending payments based on criteria compatible with the general principles of the LOSS, implementing regulations and the Remuneration Policy.

i) Special situations

In the event of any unexpected special situation (e.g. corporate operations that affect ownership of the deferred or delivered shares), specific solutions must be applied in accordance with the LOSS, its implementing regulations and the principles enshrined in the Remuneration Policy, so as not to artificially dilute or alter the value of the consideration in question.

j) Permanence requirement

In order to be eligible for the Variable Remuneration with Multi-year Metrics Scheme, a necessary condition is that the Executive Director must maintain a service relationship with CaixaBank as at 31 December of the year in which the variable remuneration is to be accrued.

k) Incompatibility with personal hedging strategies or circumvention mechanisms

In accordance with Article 34(1)(o) of the LOSS and the EBA Guidelines, Executive Directors undertake not to use personal hedging strategies or remuneration-related insurance that undermine the alignment effects with sound risk management that their remuneration schemes promote. CaixaBank has established monitoring and confirmation systems in relation to these commitments.

Likewise, CaixaBank must not pay variable remuneration through instruments or methods that are intended to or effectively result in a breach of the remuneration requirements applicable to Executive Directors as members of CaixaBank's Identified Staff.

6.5 Long-term incentives

Some or all of the Executive Directors may additionally be remunerated through long-term incentive (LTI) plans. These may or may not be based on instruments as a form of multi-year variable remuneration.

The LTI may be structured as a variable remuneration scheme enabling participants to receive an amount in shares or other instruments, stock options or cash, after a certain period of time, providing they meet certain conditions established in the LTI.

The specific conditions of the ILP (including those relating to the payment cycle and reduction and recovery clauses) shall be those established by the CaixaBank Board of Directors, at the proposal of the Remuneration Committee, in the corresponding agreements and development documents regulating the same and must be adapted to and compatible with the principles of the Remuneration Policy and be subject to approval by the General Shareholders' Meeting of CaixaBank to the extent mandatory.

6.6 Reduction and recovery of variable remuneration

a) Circumstances for reductions

Pursuant to the LOSS, amounts of variable remuneration accrued by Executive Directors shall be reduced partially or to zero, including amounts pending payment (whether in cash or in instruments), in the event of poor financial performance by CaixaBank overall or by any given division or area, or because of the exposure generated. To this end, CaixaBank must compare the performance assessment made with the ex-post behaviour of the variables that contributed to achieving the objectives.

The following situations may result in a reduction of variable remuneration:

- a) Material failures in risk management (such as serious breaches in the RAF, as ruled by the Global Risks Committee) committed by CaixaBank, or by a business unit or risk control unit, including any qualified opinions in the external auditor's report or circumstances that would impair the parameters used as a basis to calculate the variable remuneration.
- b) Any increase in capital requirements for CaixaBank or one of its business units that was not envisaged at the time the exposure was generated.
- c) Regulatory sanctions or adverse legal rulings attributable to the unit or the employee responsible for those proceedings and to the executive director.
- d) Failure to comply with the Entity's internal regulations or codes of conduct, including, in particular:
 - (i) Any regulatory breach attributable to the subject that qualifies as serious or very serious.
 - (ii) Any serious or very serious breaches of internal regulations.
 - (iii) Breach of the applicable suitability and behavioural requirements.
 - (iv) Regulatory breaches attributable to them which, whether or not involving losses, could jeopardise the solvency of a line of business and, in general, participation in or responsibility for conduct that has generated significant losses.
- e) Improper conduct, whether committed individually or with others, with specific consideration of the adverse effects of the sale of unsuitable products and the responsibility of executive directors in taking such decisions.
- f) Fair dismissal or, in the case of business contracts, with just cause³ by the Entity (in this case the amount will be reduced to zero).
- g) When the payment or vesting is not sustainable in light of CaixaBank's financial situation overall, or not justified in light of CaixaBank's overall results, those of the business unit and those of the Executive Director in question.

³ Just cause means any serious and culpable breach of the duties of loyalty, care and good faith governing the employee's performance of his/her duties at the CaixaBank Group, and any other serious and culpable breach of the obligations assumed by virtue of his/her contract or any other organic relationships or service arrangements that may be established between the employee and the CaixaBank Group.

- h) Any other causes that may be expressly provided for in the corresponding contracts.
- i) Any other causes established by the applicable legislation or by the regulatory authorities in the exercise of their powers of regulatory development, enforcement or interpretation of the rules.
- j) Whenever CaixaBank's dividend distribution policy is restricted by a requirement or recommendation from a competent authority, or if it is required to do so by a competent authority in the exercise of its powers under the regulations, pursuant to the provisions of Royal Decree 84/2015⁴ and Bank of Spain Circular 2/2016⁵ (**Circular 2/2016**).

b) Clawback

In cases where any of the situations in points a) to j) of section a) may have occurred prior to payment of any amount of the variable remuneration so that, had this situation been taken into account, partial or full payment would not have been made, the executive director shall repay the corresponding CaixaBank Group Entity the part of the variable remuneration erroneously received, along with any returns paid out pursuant to section 6.4.g). This reimbursement must be made in cash or instruments, as applicable.

Scenarios in which the executive director has made a major contribution to poor or negative financial results will be regarded as being particularly serious, as shall cases of fraud or other instances of fraudulent behaviour or gross negligence leading to significant losses.

c) Common rules

The Remuneration Committee is responsible for proposing the application of the reduction or loss of the right to collect deferred amounts, or their total or partial clawback, to the Board of Directors. This will depend on the characteristics and circumstances of each particular case and shall comply with the procedure established by the Entity for effective application of these malus and clawback clauses, as approved by CaixaBank for this purpose at all times.

Pursuant to the provisions of the EBA Guidelines, scenarios of deductions from variable remuneration are applicable throughout the entire deferral period for the remuneration. The cases for clawback of variable remuneration apply throughout the deferral and retention period for the variable remuneration.

The implementing regulations of the LTI must establish specific rules regarding the reduction (malus) or recovery (clawback) of benefits by Executive Directors, adapting the malus and clawback events set out in the Remuneration Policy to the terms and purposes of the LTI, as and when necessary.

d) Main principles of contract or employment law

In accordance with the LOSS, proposals for the reduction or recovery of variable remuneration must be compliant with the main principles of contract or employment law.

6.7 Guaranteed variable remuneration

Executive Directors may not be paid any guaranteed variable remuneration. However, in exceptional circumstances the Entity may consider this advisable in the event of new appointments or new hires, provided it has a healthy and sound capital base and the remuneration is applied to the first year of the contract only. In general, guaranteed variable remuneration should not exceed the amount of one year of fixed remuneration components.

⁴ Royal Decree 84/2015, of 13 February, implementing Law 10/2014, of 26 June, regarding regulation, supervision and solvency of credit institutions.

⁵ Bank of Spain Circular 2/2016, of 2 February, to credit institutions, regarding supervision and solvency and completing the transposition of Directive 2013/36/EU and Regulation (EU) No. 575/2013 into Spanish law.

6.8 Pension and long-term savings systems

a) General description

Executive Directors may be entitled, as part of their standard remuneration package, to a supplementary pension scheme in addition to the ordinary scheme for all CaixaBank employees. In the case of commercial service relationships, they may be eligible for specific pension schemes equivalent to the complementary pension scheme.

The commitments assumed with Executive Directors may take the form of a defined contribution scheme to cover situations of retirement, disability and death and such directors may also be entitled to defined benefit coverage in the event of disability or death. These commitments shall be implemented through an insurance contract.

b) Non-discretionary nature

Except as provided for in section e) below, the contributions regime for the pension scheme applicable to executive directors cannot be considered a discretionary benefit. As a result, the pension scheme for executive directors must be applied objectively according to when the individual became an executive director or similar circumstances that entailed changes to their remuneration, taking the form of a lump sum or an amount benchmarked to fixed remuneration, according to their contracts.

The establishment of the size of the contributions and degree of coverage of the benefits:

- (i) should be pre-determined and adequately covered in the relevant contracts;
- (ii) may not originate from variable parameters (such as attaining targets, achieving milestones etc.);
- (iii) may not take the form of extraordinary contributions (e.g. bonuses, awards or extraordinary contributions made in the years leading up to retirement or departure); and
- (iv) may not be related to substantial changes in the retirement conditions, including any changes arising from merger processes or business combinations.

c) Elimination of duplicate coverage or benefits

The contributions paid to pension schemes by CaixaBank shall be less the amount of any contributions paid to equivalent instruments or policies that may be established as a result of positions held at Group companies or other entities in the interests of CaixaBank. These contributions must be adjusted accordingly to avoid overlap or duplication.

d) Vesting of rights

Executive directors must retain their economic rights to the pension scheme in the event that the professional relationship is terminated or ends before the date the covered contingencies occur, unless that termination or end is due to fair dismissal, as defined in section 6.6, or for any other specific causes that may be expressly envisaged in the relevant contracts.

e) Mandatory variable-base contributions

Notwithstanding the provisions of section b), and pursuant to the provisions of Circular 2/2016, 15 percent of the contributions paid to complementary pension schemes are considered a target amount (the remaining 85% is considered a fixed remuneration item).

This amount is determined using the same principles and procedures established for granting remuneration based on annual factors in the Variable Remuneration with Multi-year Metrics Scheme set out in section 6.4, and it is contributed to a Discretionary Benefits Pension Policy.

The contribution is considered as deferred variable remuneration for all the purposes set out in Circular 2/2016 and, consequently, the Discretionary Pension Benefit Policy must contain the necessary clauses

so that it is explicitly subject to the reduction scenarios set out in section 6.6 for the Variable Remuneration Scheme with Multi-Year Metrics. It is also included in the sum of variable remuneration for the purposes of limits and other factors that might be established.

In accordance with section 1.ñ) of Article 34 of the LOSS, if the Executive Director leaves the Entity due to retirement or for any other reason, the discretionary pension benefits are subject to a retention period of five years. The five-year retention just mentioned in the preceding paragraph is counted from the date on which the employee no longer provides services at the Entity, no matter the reason. During the retention period, the Entity must apply the same requirements governing malus and clawback of remuneration as those discussed in section 6.6.

6.9 Payments for the cancellation of previous contracts

In cases where remuneration packages are agreed involving compensation for cancellation of previous employment contracts, these must be in the Entity's long-term interests, applying the limits and requirements of the LOSS and EBA Guidelines, and provisions of similar payment cycles to those for variable remuneration in the Remuneration Policy.

According to the EBA Guidelines, remuneration shall be considered as compensation or payment for loss of remuneration accrued under a previous contract when the deferred variable remuneration has been reduced or revoked by the previous employer due to the termination of the contract.

6.10 Retention premiums

Any retention bonuses agreed between the Entity and an Executive Director must subject to the conditions, limits and requirements established in the LOSS and EBA Guidelines and principles similar to those in the Remuneration Policy for variable remuneration.

6.11 Other benefits

In general, Executive Directors are eligible for the benefits policy established for CaixaBank Group employees, which comprises competitive benefits and is based on exploiting the Group's synergies (i.e. preferential financial conditions and healthcare).

Executive Directors must be covered by the civil liability policy for directors and executives of CaixaBank Group entities, which covers liabilities that they may incur in the performance of their duties, in accordance with the subjective scope defined in such policies.

6.12 Payments for termination of contract

a) Amount and limits of severance for termination of contract

The amount of termination benefits for Executive Directors is established taking into account the criteria set out in the EBA Guidelines and will be calculated using the following generic formulas:

- (i) As a general rule and unless a higher mandatory amount results from the applicable law (e.g. for having a previous suspended employment contract), the amount of severance payments must not exceed one times the annual amount of all fixed components of remuneration, without prejudice to the agreed compensation for post-contractual non-compete commitments provided for in section 6.12 b).
- (ii) In cases where the Entity and the Executive Director reach an agreement in the event of an actual conflict or differences in the interpretation of the contract that might otherwise give rise to legal proceedings, CaixaBank may agree on an indemnity not exceeding that provided for in section (i) above.

- (iii) The same rule regarding the calculation of the amount applies when CaixaBank and the Executive Director agree to early termination of the contract in situations in which, although there are no grounds for termination for cause, CaixaBank has an interest in relieving the Executive Director for justified strategic reasons, and the Executive Director shows willingness to accept compensation that does not exceed that which would correspond in accordance with section (i) above.

As required by the EBA Guidelines, regular payments related to the length of the applicable notice periods do not qualify as termination payments.

b) Post-contractual non-compete payments

The contracts with Executive Directors may contain post-contractual non-compete agreements. The compensation for these agreements may consist of an amount that, as a general rule, may not exceed the sum of the fixed components of the remuneration the Executive Director would have received had they continued in the Entity during the restricted period. The amount of such compensation must be divided into instalments payable over the duration of the non-compete agreement.

c) Deferral and payment

The payment of the amount of termination payments which, under the provisions of section 172 of the EBA Guidelines, is not exempted from the requirements for computation in the maximum ratio, deferral and payment in instruments, shall be subject to deferral and payment as follows:

- (i) The deferral rate is 60%, in accordance with paragraph 6.4.c).
- (ii) The non-deferred part of variable remuneration must be paid on the early termination date (the **Initial Payment Date**).
- (iii) Providing that none of the reduction situations foreseen in section 6.6 arise, the deferred portion is paid in five instalments, the amounts and dates of these are determined as follows:
 - 1/5: 12 months after the Initial Payment Date
 - 1/5: 24 months after the Initial Payment Date
 - 1/5: 36 months after the Initial Payment Date
 - 1/5: 48 months after the Initial Payment Date
 - 1/5: 60 months after the Initial Payment Date
- (iv) Of both the Initial Payment and the deferred part, 50% must be paid in cash and the remaining 50% in non-cash instruments, once the applicable taxes (withheld or on account) have been paid.
- (v) Where payment is to be made in financial instruments, this may be in the form of CaixaBank shares. However, CaixaBank may deliver other eligible instruments for payment of the variable remuneration, subject to the conditions and requirements set out in section 1.l) of article 34 of the LOSS and other applicable regulations.
- (vi) All instruments delivered are subject to a retention period of one year, during which the director may not use the shares.
- (vii) These payments are also subject to the principles set out in sections g), h), i) and k) of article 6.4.

d) Reduction and recovery

Early termination payments that, under the terms of applicable regulations and the EBA Guidelines, are not exempt from the application of the same malus and clawback clauses established for variable

remuneration in section 6.6, thus having the effects and being subject to the procedure described in that section, including their possible treatment as deferred payments payable in future.

e) Absolute limit on payments for early termination

Under no circumstances may early termination payments cause CaixaBank to breach the limits on variable remuneration to fixed components prescribed by law. If necessary, early termination payments will be reduced accordingly in order to comply with those mandatory limits.

f) Main principles of contract or employment law

In accordance with the LOSS, any proposals for reduction or recovery of early termination payments must take into account the main legal principles with regard to contractual or employment matters.

6.13 Remuneration envisaged for the financial year 2026 and the following financial years

a) Fixed remuneration in cash

The total fixed annual cash remuneration payable to the Chief Executive Officer is €2,660,000⁶. Remuneration for positions held in Group companies or entities or in the interest of CaixaBank must be deducted from this amount.

Remuneration for positions held in Group companies or in the interest of CaixaBank includes annual remuneration for the mere fact that the Chief Executive Officer is a member of the CaixaBank Board of Directors or its Committees, which is set at €176,000.

The total amount of remuneration for positions held (or that might effectively be received in the 2026 financial year and subsequent years by the Executive Directors of Group companies or other companies in the interests of CaixaBank) must be discounted from the amount to be paid by CaixaBank as fixed remuneration as set out in this section. The estimated amount to be paid by CaixaBank in 2026 to the Chief Executive Officer is €2,124,275. In subsequent years of application of the Remuneration Policy, appropriate amounts should be deducted.

b) Variable Remuneration with Multi-Year Metrics Scheme

The target amount for the Chief Executive Officer for the corresponding services in the 2026 financial year and subsequent years is €2,620,000⁷.

The parameters for the measurement of the annual targets in 2025 and beyond are as follows:

- (i) CaixaBank's ROTE: with a weighting of 20% and a minimum achievement level of 80% and a maximum of 120%.
- (ii) Recurring cost-to-income ratio with a weighting of 15% and a minimum achievement level of 80% and a maximum of 120%.
- (iii) Changes in non-performing assets: with a weighting of 10% and a minimum achievement level of 80% and a maximum of 120%.
- (iv) Risk appetite framework: with a weighting of 20% and a minimum achievement level of 80% and a maximum of 120%.
- (v) CaixaBank quality: with a weighting of 15% and a minimum achievement level of 80% and a maximum of 120%.

⁶ This amount represents an increase of 3% compared to 2025.

⁷ This amount represents an increase of 49.7% compared to 2025.

- (vi) Sustainability factors: with a weighting of 10% and a minimum achievement level of 80% and a maximum of 120%.
- (vii) Market Share: with a weighting of 10% and a minimum achievement level of 80% and a maximum of 120%.
- (viii) Conduct and compliance adjustment: adjustment linked to the number of compliance gaps, which can be negatively adjusted up to a maximum of 5%.

The parameters for measuring multi-year targets for the 2026-2028 period are as follows:

- (i) CET1: with a maximum reduction of 25% of the deferred amount subject to multi-year metrics.
- (ii) Total Shareholder Return (TSR): with a maximum reduction of 25% of the deferred amount subject to multi-year metrics.
- (iii) Multi-year ROTE: with a maximum reduction of 25% of the deferred amount subject to multi-year metrics.
- (iv) Sustainability factors: with a maximum reduction of 25% of the deferred amount subject to multi-year metrics.

c) Performance-based payments in deferred cash

The forecast of payments to the Chief Executive Officer for the deferred cash payments envisaged in section 6.4.g) for 2026 is €19,430, to be updated for each of the years in which the Remuneration Policy is in force.

d) Long-term savings system

The total annual defined contribution to cover retirement, death or total, absolute or severe disability of the Chief Executive Officer is €571,000⁸. In addition to the above, the same policy shall include coverage in the event of death or total, absolute or serious permanent disability in the amount of two annual payments of fixed remuneration at the time the event occurs. The estimated premium for this coverage is €118,470, to be updated for each year in which this Remuneration Policy remains in effect.

The annual target amount in relation to the Discretionary Benefits Pension Policy, in accordance with section 6.8.e), is €85,650 for the Chief Executive Officer.

e) Other benefits

The contract with the Chief Executive also includes medical assistance insurance for him, his spouse and children under the age of 25, valued at €4,906, to be updated for each in which this Remuneration Policy remains in effect. The contract may also provide for the application of preferential financial conditions generally applicable to other categories of CaixaBank employees.

f) Remuneration of new Executive Directors

The remuneration conditions for potential new Executive Directors should be determined by taking into account, to the extent possible, those envisaged for Executive Directors as described in the Policy applicable at the time of the new appointment. However, to safeguard corporate interest, the Board of Directors, exercising its non-delegable powers, subject to a report from the Remuneration Committee and in accordance with the remuneration principles set out in the LOSS and in the Remuneration Policy, may set different remuneration conditions than current ones based on the following circumstances:

⁸ This amount represents an increase of 3% compared to 2025.

- (i) The new Executive Director's level of experience and qualifications, and the duties and responsibilities assigned.
- (ii) The remuneration level prior to the appointment and whether it was internal or external.
- (iii) Market conditions of comparable positions and at peer institutions.
- (iv) The related jurisdiction.
- (v) Guidelines and feedback from institutional investors and proxy advisors.

For the same purpose, for new Executive Directors, the Board of Directors shall have authority use of the remuneration mechanisms provided for in sections 6.7 (Guaranteed variable remuneration), 6.9 (Payments for cancellation of previous contracts) and 6.10 (Retention bonuses), where this is necessary to attract and foster loyalty in talent and provide incentives for hiring the new Executive Director or compensate lost remuneration from their previous position, all under terms that are competitive relative to the market.

Any new conditions or changes to the remuneration components for existing or new Executive Directors who may be hired, must be disclosed in the Annual Report on Directors' Remuneration for the financial year in which they occur.

7. CONTRACT TERMS OF EXECUTIVE DIRECTORS

7.1 General contract conditions

a) Type of contract

Executive Directors generally hold commercial or employment contracts which are determined by the level of duties carried out above and beyond those of Director, pursuant to prevailing legislation and changes in Supreme Court case-law concerning so-called "relationship theory".

b) Duration

In general, contracts must be of indefinite duration.

c) Description of duties, dedication, exclusivity and incompatibilities

The contracts must provide a clear description of the duties and responsibilities to be assumed and the director's functional location and hierarchical position within CaixaBank's organisational and governance structure. In general, they must also establish the obligation of exclusive dedication to the Group, notwithstanding any other activities authorised in the interests of the CaixaBank Group, other occasional lecturing or conference speaking activities, or the administration and management of personal assets or duties at their own or family enterprises, provided these additional activities do not interfere with the performance and fulfilment of the duties of care and loyalty inherent to their posts and do not entail any conflict with the Entity.

The contract may also include other permanency obligations that are in CaixaBank's best interests.

Executive Directors are subject to the regime of incompatibilities laid down in laws governing credit institutions.

d) Compliance with duties and confidentiality obligation

Without prejudice to the legal regime established for directors of commercial companies, the contracts must contain strict obligations of compliance with the duties of directors and of secrecy in relation to confidential information to which Directors have access during the performance of their duties at CaixaBank or its Group.

e) Civil liability coverage and compensation

Executive Directors are covered by the civil liability policy for Directors and executives of the CaixaBank Group to cover any third-party liabilities they may incur when carrying out their duties.

Likewise, the contracts may state that CaixaBank shall hold Executive Directors harmless of any losses or damages arising from claims by third parties, unless the Executive Directors have acted negligently or with wilful deceit.

f) Post-contractual non-compete agreements

The contracts may establish post-contractual non-compete agreements within the scope of financial activities in general in effective competition with the Entity, which must remain valid for at least one year following termination of the contract, subject to the consideration stipulated in section 6.12.b).

Likewise, should the non-compete agreement not be honoured, CaixaBank shall be entitled to receive compensation from the Executive Directors in an amount at least in proportion to the compensation paid to the Director.

g) Termination clauses

Contracts shall establish the scenarios in which Executive Directors may terminate their contract with the right to compensation. These may include non-compliance on the part of CaixaBank, unfair dismissal or a change of control at the Entity.

Likewise, contracts shall recognise CaixaBank's right to terminate the contract in the event of non-compliance by the Executive Director, with no compensation due to said Director.

In any case of termination of contract, CaixaBank reserves the right to insist on the Executive Directors' resignation from any other posts or duties they may hold or perform within the CaixaBank Group or at any other companies or entities in the Entity's interests.

Contracts must also include a notice period of at least three months and appropriate compensation in the event of non-compliance, proportional to the fixed remuneration to be accrued during the years not served.

Likewise, compensation and indemnities payable to Executive Directors due to early termination of their contracts should be governed by the provisions of section 6.12.

h) Other terms of contract

Contracts with Executive Directors may contain other customary contractual clauses compatible with the LOSS, the LSC, other applicable regulations and the Remuneration Policy.

i) Establishing or amending the terms of contract

The basic contract conditions described in this Policy must be applied to any Executive Director who joins the Entity's Board of Directors during the term of this Policy's validity.

However, the contract conditions for any new Executive Directors and those in the agreements currently signed with the Chief Executive Officer may be set or amended by mutual agreement between them and the Entity during the years covered by the Remuneration Policy. Any setting or amendment of such terms must be in accordance with the general conditions in this section 7.1 of the Remuneration Policy and must be approved by the Board of Directors in exercise of its powers under the LSC. Any conditions in contracts with potential new Executive Directors or changes in the conditions currently provided for in contracts with Executive Directors should be disclosed in the Annual Directors' Remuneration Report for the year in which they occur.

7.2 Terms and conditions of the Chief Executive's current contracts

a) General aspects

The services agreement for the post of Chief Executive Officer signed with Gonzalo Gortázar Rotaeché is an open-ended commercial contract. It took effect on the date of CaixaBank's 2017 General Shareholders' Meeting, applying retroactively from 1 January 2017.

The contract contains a clear description of their functions and responsibilities and the obligation to devote themselves exclusively to CaixaBank, in the terms of section 7.1.c).

It also includes clauses on fulfilment of duties, confidentiality and scope of responsibilities, as governed by sections 7.1.d) and 7.1.e). The contract does not contain any seniority agreements.

Provisions are included in the contract for its integration with the Remuneration Policy and its amendments, as well as for its adaptation to any future regulatory requirements.

b) Post-contractual and non-compete compensation agreement

The contract contains a post-contractual non-compete undertaking of one year running from termination of contract, covering any direct or indirect activities carried out within the financial sector.

In any situation of termination, the compensation for the non-compete clause is set at one year's payment of the fixed components of their remuneration, payable in twelve equal instalments.

Failure to comply with the non-compete agreement will lead to payment by the Chief Executive Officer to CaixaBank of the amount established as compensation.

c) Reasons for termination

The contracts contain the following grounds for termination:

- (i) Unilateral termination by the Chief Executive Officer due to serious breach by CaixaBank of the obligations included in the contract.
- (ii) Unilateral termination by CaixaBank where no just cause is found.
- (iii) Cessation or non-renewal of his position on the Board of Directors of CaixaBank and of the duties as Chief Executive Officer without just cause.
- (iv) Unilateral termination by the Chief Executive Officer in the event of a takeover of CaixaBank by any entity other than Fundación Bancaria "la Caixa" under the terms of Article 42 of the Commercial Code, or assignment or transfer of all or a significant portion of its business or its assets and liabilities to a third party, or integration with another business group acquiring control of the Company.
- (v) Gonzalo Gortázar Rotaeché's resignation as Chief Executive Officer and termination of the contract for just cause (serious and culpable breach of his obligations).
- (vi) Voluntary resignation of the Chief Executive Officer, with at least three months' notice.

The Chief Executive Officer must exercise his right to terminate the contract in the cases envisaged in points (i) and (iv) above, within six (6) months from the time he is aware of the cause of termination. If he has not exercised his right of termination once this time has elapsed, the Chief Executive Officer shall not be entitled to any compensation.

d) Severance for early termination

In all cases of termination where just cause is not present, and unless the Chief Executive Officer has stood down voluntarily, he will be entitled to receive an indemnity payment (in addition to the compensation for the post-contractual non-compete agreement established in section 7.2.b).

The envisaged compensation to be received by the Chief Executive Officer is an amount equivalent to one year of the gross fixed annual components of his remuneration, equivalent to the amount of the

annual fixed remuneration provided for in section 6.13.a) and 85% of the annual contribution to the supplementary pension system provided for in section 6.13.d), for the amounts applicable on the date of contract termination.

The right to receive the indemnity is conditional upon the Chief Executive Officer simultaneously resigning from all positions held in companies in the interest of CaixaBank.

8. MAXIMUM AMOUNT OF DIRECTOR REMUNERATION

The maximum amount of remuneration of all Company directors shall be the sum of the following items:

- a) The maximum amount of remuneration of the Directors in their capacity as such that is applicable at the time, as provided for in section 5.3 a) of the Policy.
- b) The amounts for the items indicated in section 6.13 above and which remunerate the performance of executive duties by executive directors, in the amounts in force at any given time, taking into account the possible application of exceptions provided for in section 9.

In the event of dismissal of the Chief Executive Officer, to the amounts described above must be added the amount to which he/she is entitled, in accordance with the terms of his/her contract, under the terms indicated in sections 7.2.b) and 7.2.d) above.

The amounts resulting from applying this item shall remain applicable while the Remuneration Policy is in effect unless a resolution is adopted at the General Shareholders' Meeting to modify them in the future.

Any remuneration received by directors for the performance or termination of their duties shall be in accordance with the Remuneration Policy, except any remuneration the General Shareholders' Meeting expressly approves or has approved.

9. TEMPORARY EXCEPTIONS TO ENFORCEMENT OF THE POLICY

Only in exceptional circumstances in which it is necessary to serve the long-term interests and sustainability of CaixaBank as a whole or to ensure its viability, the Board of Directors of the Entity may, following a reasoned proposal from the Remuneration Committee:

- a) Agree to the application of temporary exceptions to the Policy in relation to the granting, vesting and/or payment of any of the components provided for in the Policy.
- b) Adjust the targets applicable to the Variable Remuneration with Multi-Year Metrics Scheme because of exceptional circumstances that may arise during the financial years in which the Policy is in force.
- c) Change the rules for the award, vesting and payment of the remuneration provided for in this Policy should any event, circumstance or corporate transaction arise that, in the opinion of the Board of Directors, could significantly affect the receipt of the deferred variable remuneration components.

Such exceptions, applied restrictively, should be based on the particular needs of the Entity's business.

Any application of exceptionality should be duly disclosed and explained in the relevant Annual Directors' Remuneration Report.

10. CORPORATE GOVERNANCE OF THE REMUNERATION POLICY

10.1 General aspects

The main rules and regulations in effect at CaixaBank governing the process of determining, applying and supervising the Remuneration Policy are described below.

10.2 Functions of the CaixaBank Board of Directors

The LOSS establishes that the board of directors of a credit institution must adopt and regularly review the general principles of the remuneration policy and be responsible for supervising its application.

Among other non-delegable powers, the LSC establishes the following powers for the boards of directors of listed companies:

- a) determining the company's general policies and strategies;
- b) determining the risk management policy;
- c) determining the corporate governance policy of the company and of the group they are the parent company of;
- d) appointing and removing the Executive Directors of the company, and establishing their contract conditions; and
- e) making decisions regarding director remuneration, within the framework set out in the By-laws and the remuneration policy approved by the General Meeting.

CaixaBank's By-laws and the Regulations of the Board of Directors are consistent with these precepts.

The EBA Guidelines establish the following duties for the board of directors:

- a) adopt and maintain the Entity's remuneration policy and supervise its application to ensure its full operation as planned;
- b) approve any subsequent significant exemptions for individual staff members and changes to remuneration policy and carefully consider and monitor their effects. The exemptions must not be based on gender considerations or on other discriminatory grounds. They must be duly justified and comply with the remuneration requirements in national legislation; and
- c) ensure that the Entity's remuneration policies and practices are adequately applied and are in accordance with the Entity's general corporate governance framework, corporate culture, risk appetite and capital structure, and the related governance processes.

10.3 Functions of CaixaBank's Remuneration Committee

The duties attributed to the remuneration committees of listed companies by the LSC include proposing the remuneration policy for directors to the board of directors.

CaixaBank's By-laws and the Regulations of the Board of Directors are consistent with these precepts.

In line with the EBA Guidelines, CaixaBank's Remuneration Committee has the following duties:

- a) preparing remuneration decisions to be made by the Board of Directors, particularly with respect to the remuneration of executive members and other members of the Identified Staff, in compliance with non-delegable powers of the Board established in the LSC;
- b) supporting and advising the Board of Directors on defining the Entity's remuneration policy and making sure that remuneration policy has no gender bias and supports equal treatment of personnel of different gender;
- c) supporting the Board of Directors with regard to control of the remuneration policies, practices and processes and compliance with the remuneration policy;
- d) checking that the current remuneration policy is up to date and proposing any necessary changes;
- e) reviewing the appointment of external remuneration consultants that the Board of Directors may decide to engage for advice or support;
- f) guaranteeing the adequacy of the information on remuneration policies and practices provided to

the shareholders, and in particular the proposal of any upper limits exceeding the ratio between the fixed and variable remuneration;

- g) evaluating the mechanisms and systems adopted to ensure that the remuneration system duly considers all types of risks, liquidity and capital levels, and that the general remuneration policy promotes, and is consistent with adequate and efficient risk management and is in line with the business strategy, the corporate objectives, the culture and values, the risk culture and the Entity's long-term interests;
- h) as the case may be, evaluating attainment of the results targets and the need for any ex-post risk adjustments, including the application of malus and clawback clauses; and
- i) as the case may be, reviewing different possible scenarios in order to analyse how the remuneration policies and practices react in the case of internal and external events, and back-testing the criteria used to determine ex-ante risk assumption and adjustment based on real risk results.

The Remuneration Committee's proposals are submitted to CaixaBank's Board of Directors for its scrutiny and, as the case may be, approval. If the decisions correspond to the CaixaBank General Shareholders' Meeting, in accordance with its remit, CaixaBank's Board of Directors shall approve their inclusion on the agenda and the corresponding motions, accompanied by the mandatory reports.

10.4 Functions of other specialised Committees of CaixaBank

The Risks Committee, without prejudice to the powers of the Remuneration Committee described in the preceding section, shall advise the Remuneration Committee in relation to sections g), h) and i), due to the link between risk management, risk profile and remuneration.

To accomplish this, in turn, the Risks Committee will be supported by the Risk Management Function (hereinafter RMF). In this regard, the RMF may report to the Remuneration Committee whenever it deems appropriate, in order to convey the conclusions of the analysis provided. In addition, the head of the RMF may request that the chairman of the Remuneration Committee intervene in this governing body.

10.5 Functions of the Internal Control and Management Committee of CaixaBank

The EBA Guidelines state that an institution's control functions (internal audit, risk management and compliance), other corporate areas (People, Legal, Strategic Planning and Research, Corporate Planning, etc.) and business units must provide all necessary information about the design, implementation and oversight of the institution's remuneration policies; likewise, the EBA Guidelines entrust specific responsibilities to the functions of People, Risk Management, Compliance and Internal Audit, whose duties are assumed, respectively, by CaixaBank's People, Risk Management and Compliance and Internal Audit departments.

Similarly, CaixaBank's Management Committee includes representatives from the areas of Risk, Finance, Internal Audit, People and the General Secretary's office (legal counsel), among others, and it is responsible for ensuring that the necessary information is obtained and drawn up so that the Remuneration Committee of CaixaBank can efficiently perform its duties. CaixaBank's People department is responsible for promoting these actions in the Management Committee of CaixaBank.

To prevent conflicts of interest, the Remuneration Committee is directly responsible for obtaining, drawing up and reviewing information on the remuneration of the members of CaixaBank's Board of Directors for both their supervisory and executive duties, and of the members of CaixaBank's Management Committee.

Appendix 2

Report of the Remuneration Committee on the proposed amendment of the Remuneration Policy of the Board of Directors (2025-2028).

CaixaBank, S.A.

**Report of the Remuneration Committee on the proposed modification of
the Remuneration Policy of the Board of Directors (2025-2028)**

12 February 2026

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1. INTRODUCTION: REASONS JUSTIFYING THE MODIFICATION OF THE REMUNERATION POLICY OF THE BOARD OF DIRECTORS

Article 529 novodecies of the current Spanish Companies Act¹ (hereinafter, **LSC**) sets forth the obligation for listed companies to draw up any proposals for approval, amendment or substitution of the Board of Directors' Remuneration Policy and to submit them for approval to the General Shareholders' Meeting. It also establishes the obligation to draw up and submit the Board of Directors' Remuneration Policy for approval by the General Shareholders' Meeting, to be applied for a maximum period of three financial years.

The General Shareholders' Meeting of CaixaBank, S.A. (hereinafter, **CaixaBank, Company or Entity**) held on 11 April 2025, approved the remuneration policy of the Board of Directors, applicable from the date of its approval up to and including the financial year 2028 (hereinafter, **Policy or Remuneration Policy**).

In accordance with the LSC, the drafting of the proposal to amend the Remuneration Policy of the Board of Directors must be reasoned and accompanied by a specific report from the Remuneration Committee.

In compliance with the aforementioned legal provision, the Remuneration Committee of the Board of Directors of CaixaBank, S.A. (hereinafter, **Remuneration Committee**) has prepared this report (hereinafter, the **Report**) on the proposed amendment of the Remuneration Policy, to be submitted to the Board of Directors as a plenary body (hereinafter, **Board of Directors or Board**) and then submitted to the General Shareholders' Meeting for approval as a separate item on the agenda.

2. MAIN AMENDMENTS TO THE REMUNERATION POLICY

The amendments to the Policy are essentially based on continuity with the Policy in almost all respects, except for the following main amendments:

- a) The remuneration of Directors for their non-executive duties has been updated, as well as the maximum amount of total remuneration proposed at the General Shareholders' Meeting in the amount of EUR 5,150,000 (section 5.3 of the Policy). The individual remuneration of directors reflects the remuneration set by the Board of Directors within its powers, subject to the approval by the General Shareholders' Meeting of the maximum amount referred to above. The amendment reflects an average increase of approximately 3.3% of the items on the amounts previously established for the 2025 financial year. The reasons leading the Board of Directors to approve this update are the following:
 - (i) The maintenance of real remuneration, compensating for the effect of inflation².
 - (ii) The need to maintain an adequate level of remuneration, which is close to the level established in comparable entities according to salary surveys and specific ad hoc studies carried out by leading specialised companies in which the Company participates, as well as the ability to attract and retain directors with the desired profile in accordance with the high suitability requirements of the sectoral legislation for credit institutions.
- b) The reference to the indicative limit for variable remuneration on the fixed components of Executive Directors has been eliminated, so that said limit becomes subject to the general rules of authorisation by the General Shareholders' Meeting of the maximum ratio between fixed and variable components (sections 4 and 6.2 of the Policy), in the same manner as applies to all Identified Staff of the CaixaBank Group.

¹ Royal Legislative Decree 1/2010, of 2 July, approving the revised text of the Spanish Companies Act.

² The increase in fixed remuneration for CaixaBank's workforce will be more than 4% in 2026, comprising the 3% increase established in the collective bargaining agreement plus the increases due to labour agreements.

- c) The financial sector peer group used for benchmarking and determining the fixed remuneration for Directors in their executive duties has been updated, with the removal of Swedbank and the addition of Banca Intesa Sanpaolo (section 6.3.a of the Policy).
- d) The amounts of the various components of the remuneration envisaged for the Chief Executive Officer have been updated as follows:
- (i) Fixed remuneration in cash (section 6.13.a) of the Policy), to reflect an increase of 3% over the amount previously established for the 2025 financial year. The same section also accordingly updates the amounts to be deducted from fixed remuneration for membership of the governing bodies of group companies or other companies of interest to CaixaBank, including the Board of Directors of the latter. The reasons for updating this remuneration component are as follows:
 - The need to maintain a level of remuneration appropriate to that established in comparable entities according to salary surveys and specific ad hoc studies, conducted by top-level specialised companies, in which the bank participates. The reference samples include comparable IBEX 35 companies, as well as European banks with a size or business model comparable to CaixaBank.
 - Linked to the above is the need to continue to focus on a competitive positioning with respect to the strategy of attracting, fostering loyalty among and retaining talent through remuneration policies, which form part of the principles on which remuneration conditions are based, in line with CaixaBank's employee remuneration policy.
 - The proposed increase is in line with the increase in fixed remuneration and pensionable amount set by agreement for 2026 for the CaixaBank workforce.
 - (ii) Variable Remuneration Scheme with Multi-Year Metrics (section 6.13.b) of the Policy).
 - The target amount reflects an increase of 49.7% over the amounts previously established for the 2025 financial year. The reasons justifying the update of this remuneration component are the same as those expressed in heading (i) above in relation to the fixed remuneration in cash. In terms of variable target remuneration, the proposed amount helps to rebalance the remuneration mix towards a higher weighting of variable remuneration, in line with market best practices. This change of the pay mix increases the weight, within total remuneration, of remuneration linked to the achievement of financial metrics and to Total Share Return, as well as the weight of remuneration subject to multi-year metrics and the weight of the amount paid in shares. This improves the alignment of remuneration with shareholders' interests.
 - In addition to the above, the increase in variable remuneration is linked to greater demands, in line with the announced upward revision of the ambitions set out in the Strategic Plan (2025-2027) and following the trend already established in 2025 of surpassing the growth targets set.
 - (iii) The envisaged amount of payments of returns on deferred cash (section 6.13(c) of the Policy) has been updated.
 - (iv) Contributions to long-term savings arrangements (section 6.13.d) of the Policy) have been increased by 3%, in line with the increase in the fixed remuneration agreement. The amount of the premium for the Executive Director's risk coverage has been updated upon its renewal, while maintaining the same coverage.
 - (v) Other benefits (section 6.13.e) of the Policy. The medical care insurance amount has been updated.

- e) It has been specified that contributions to pension schemes or long-term savings arrangements for Executive Directors form part of the standard remuneration package (section 6.8.a) of the Policy).
- f) The concept of compensation or payment for loss of remuneration accrued under a previous contract has been clarified to better align with the EBA Guidelines (section 6.9 of the Policy).
- g) It has been specified that compensation for post-contractual non-compete agreements with Executive Directors may consist of an amount that, in general and as a generic formula, may not exceed the sum of the fixed components of the remuneration that the Executive Director would have received had they continued in the Company during the restriction period (section 6.12.b) of the Policy).
- h) It has been specified that the post-contractual non-compete agreements to be included in contracts with Executive Directors cover activities in the field of financial activities in general that effectively compete with the Entity (section 7.1.f) of the Policy).
- i) The functions of the Risks Committee in relation to the Remuneration Policy have been described in greater detail (section 10.4 of the Policy) and the names of certain areas of the Entity involved in the corporate governance of the Remuneration Policy have been updated (section 10.5 of the Policy).
- j) Other minor editorial changes have been introduced in various paragraphs that do not alter the meaning of the previous version of the Policy.

3. CONCLUSION

In accordance with what is stated in this report, the Remuneration Committee of CaixaBank considers that the approval of the proposed amendments to the Remuneration Policy of the Board of Directors (2025-2028) is appropriate with the content and for the reasons indicated above.

València, 12 February 2026



DETAILED RECOMMENDATION ON THE PROPOSAL TO APPROVE THE MAXIMUM AMOUNT OF VARIABLE REMUNERATION PAYABLE TO EMPLOYEES WHOSE PROFESSIONAL ACTIVITIES HAVE A SIGNIFICANT IMPACT ON THE COMPANY'S RISK PROFILE.

Board of Directors – 19 February 2026

I. PURPOSE OF THE RECOMMENDATION

Article 34.1 g) of Law 10/2014 of 26 June 2014, on the organisation, supervision and capital adequacy of credit institutions (referred to by its Spanish acronym of "LOSS"), states that when credit institutions set the variable components of remuneration for senior executives, employees who are risk takers, staff engaged in control functions and any employee whose total remuneration takes them into the same remuneration bracket as senior executives and risk takers, whose professional activities have a material impact on the Company's risk profile (Identified Staff), they must determine appropriate ratios between the fixed and variable remuneration components, applying the following principles:

1. The variable component must not exceed 100% of the fixed component of the total remuneration for each person.
2. The entity's shareholders may however approve a higher level than that indicated in the previous paragraph, providing it does not exceed 200% of the fixed component of the total remuneration.

For the purpose of approving this higher level of variable remuneration, the article just mentioned states the shareholders of the institution must reach their decision on the basis of a detailed recommendation issued by the board of directors or equivalent body, setting out the reasons for and the scope of the decision, including the number of affected individuals and their positions, as well as the expected effect on the entity's ability to maintain a sturdy capital base (**Detailed Recommendation**).

The Board of Directors of CaixaBank, S.A. (**CaixaBank**, the **Company** or the **Entity**), subject to the provisions of Article 34.1 of the LOSS, hereby issues this Detailed Recommendation on the motion to approve the maximum level of variable remuneration (200% of fixed items) for a total of 230 positions within the Identified Staff, said motion as included under Agenda Item 6.4 of the General Shareholders' Meeting to be held on 26 March 2026, at first call, and on 27 March 2026, at second call.

II. APPLICABLE LAW AND REGULATIONS

The variable components of the Identified Staff's remuneration are mainly governed by Article 34.1 of the LOSS, the said section g) of which governs the ratios to be established in relation to the fixed components and the mechanisms for determining them.

The variable components of remuneration include not only annual variable bonuses or incentives (annual or multi-year, short-term or long-term), as well as other items such as early termination payments (severance payments, compensation for non-compete obligations, discretionary pension benefits, retention bonuses or payments for walking away from previous contracts).

Further to the above, paragraph 131 of the Guidelines of the European Banking Authority¹ (**EBA Guidelines**) set out the criteria for a remuneration component to be considered as fixed remuneration; while paragraph 130 explains where the clear allocation of a component to the fixed remuneration is not possible based on the criteria provided in those guidelines, it should be considered as variable remuneration.

Consequently, when calculating the variable remuneration for the purposes of the maximum ratio, all the components, which due to their nature or residual nature, that cannot be considered as fixed and which are granted in a given year must be taken into account, including, as previously mentioned, not only bonuses or incentives, but also other items that are classified as variable remuneration components.

With regard to early termination payments, section 172 of the EBA Guidelines, despite reiterating that severance payments are considered variable remuneration, establishes that such payments must not be contemplated on calculating the ratio or be subject to application of deferral and payment in instruments if they are included in any of the following categories:

1. compulsory severance payments under national labour law²;
2. indemnity payments obliged by a Court ruling³;
3. the following severance pay, when the Entity is able to demonstrate the reasons and the adequacy of its amount:
 - a) compensation calculated using a suitable generic predefined formula established in the remuneration policy in the situations referred to in paragraph 167 of the EBA Guidelines⁴;
 - b) severance payments relating to an additional amount due to the application of a non-compete clause in the contract and are paid in future years up to the maximum amount of fixed remuneration that would have been paid in the non-compete period if the staff were still employed;

¹Guidelines on remuneration policies adapted in accordance with Directive 2013/36/EU (EBA/GL/2021/04); although the Guidelines of the European Banking Authority do not properly form part of European Union Law, the European Union Regulation that governs their creation and operation establishes that the competent authorities and entities must do everything possible to "adhere to them".

²Taken to mean those legally established as being mandatory or minimum by the Workers' Statute or by Royal Decree 1382/1985, of 1 August, governing special labour relationships for senior management staff.

³According to the original English version of the EBA Guidelines.

⁴This section refers to compensation in the following specific situations: a) severance pay in the event of early termination of the contract by the Bank or its subsidiary; b) remuneration granted for a limited time in which it is agreed to introduce a cooling-off period upon termination of the contract and subject to a non-compete clause; c) the Bank terminates the personnel contracts due to the infeasibility of the Bank or early action measures; d) the Bank wants to terminate the contract after a significant reduction in the activities in which the member of staff was engaged or when certain business areas are acquired by other entities without the staff having the option of maintaining their employment in the acquirer; and e) the Bank and a staff member reach an agreement in the event of an actual labour dispute that might otherwise lead to legal action.

4. severance payments envisaged in section 167 of the EBA Guidelines that do not fulfil the condition of section 3.a) above when the Entity has demonstrated the reasons and the suitability of the amount before the competent authority.

Section 175 of the EBA Guidelines considers certain payments after the end of a contract that are either not considered as variable remuneration or are not subject to the requirements applicable to variable remuneration⁵.

III. THE VARIABLE COMPONENTS IN CAIXABANK'S REMUNERATION POLICIES

1. General remuneration policy for variable remuneration

The remuneration guidelines approved by the Board of Directors and generally applicable to the Entity and its group include the principle that the fixed and welfare benefit components should constitute the predominant part of the overall remuneration conditions, and that the variable remuneration item should tend to be conservative, given its potential as a risk generation factor.

This conservative principle for variable remuneration is reflected in both the General Remuneration Policy for CaixaBank and its group and the specific Remuneration Policies for the Board of Directors and CaixaBank's Identified Staff.

There follows a description of the approach to the variable remuneration components in these policies.

2. Board of Directors' Remuneration Policy

a) General Considerations

CaixaBank's Directors' Remuneration Policy (**DRP**) envisages items of variable remuneration for executive directors only.

In relation to executive directors and in keeping with the objective of a reasonable and prudent balance between the fixed and variable components of remuneration, the **DRP** establishes that the amounts of fixed remuneration must be sufficient; it also establishes that the variable component of executive directors' remuneration must not exceed 100% of the fixed component of the total remuneration of each of them, unless the General Shareholders' Meeting of CaixaBank approves a higher level, not exceeding 200% of the fixed component, in the manner, with the requirements and following the procedures provided for by the **LOSS**.

The various components of variable remuneration for executive directors are mainly regulated in sections 6.4, 6.5, 6.6, 6.7, 6.8. e), 6.9 and 6.10 of the **DRP 2025-2028** (whose amendment will be submitted to the 2026 General Shareholders' Meeting) or such sections as may replace them and are established in compliance, insofar as

⁵These include ordinary remuneration payments related to the length of the notice period, which are not considered severance pay; or the payment of an adequate fixed amount after the ordinary termination of an employment contract and to compensate staff when the Bank restricts access to a professional activity, which will not be subject to the requirements of variable remuneration when this is compatible with the national legislation.

applicable, with the legally established parameters regarding deferral, payment in instruments, retention, computation of maximum ratio and reduction (malus) and recovery (clawback) clauses.

The main regular variable remuneration component for executive directors provided for in the DRP is variable remuneration with multi-year metrics, calculated using the percentages and metrics set out in it.

b) Considerations on termination payments

In relation to early termination payments, section 6.12. a) of the DRP states that the amount of executive directors' termination payments should at all times be set so as not to exceed the legally established limits on the maximum variable remuneration ratio, based on the criteria set out in the EBA Guidelines.

In relation to payments for **post-contractual non-compete agreements**, section 6.12. b) of the DRP provides that contracts may contain agreements of this nature, compensation for which may consist of an amount that should not generally -using a generic formula- exceed the sum of the fixed components of the remuneration that the executive director would have received had he or she continued at the company; the amount of the compensation should be divided into future periodic instalments payable over the term of the non-compete agreement.

Paragraph 6.12 of the DRP finally states that in no case may the payment of early termination payments cause the Entity to breach the limits on variable remuneration prescribed by applicable law in respect of fixed remuneration, and that, where necessary, early termination payments must be lowered accordingly so as to ensure strict compliance with the mandatory limits.

c) Other variable components

The DRP also provides for other variable components of remuneration for executive directors, such as discretionary pension benefits, retention bonuses and payments for walking away from previous contracts.

d) The Entity's practice

Since the entry into force of the EBA Guidelines, CaixaBank sets this compensation as the equivalent of one year's fixed components of the executive director's remuneration. Meanwhile, the term of the non-contractual non-compete arrangements of the contracts in effect is one year, and the compensation has been set at an amount equal to one year's fixed components of the subject's remuneration, payable monthly in 12 equal parts.

Both the indemnity and the compensation for the non-compete agreement established contractually are considered by the EBA Guidelines as variable remuneration and, therefore, subject in general to the payment cycle of this type of remuneration, unless the circumstances (application of predefined formulas) allow the Entity not to subject them to computation in the maximum ratio, deferral and payment in instruments.

15% of the agreed contributions to supplementary pension plans are considered as discretionary pension benefits and are therefore classified as a variable component.

Finally, although the respective contracts of the executive directors do not currently include such remuneration, the DRP provides for the possibility of establishing retention bonuses or payments for walking away from previous contracts.

3. Remuneration Policy for the Identified Staff⁶

a) General Considerations

As in the DRP, the CaixaBank Identified Staff Remuneration Policy (hereinafter, **ISRP**) reflects the Entity's conservative policy on variable remuneration components.

The different components of variable remuneration of the members of the Identified Staff are largely regulated in sections 7, 8, 9, 10, 11, 12.5, 13 and 14 of the ISRP, or such sections as may replace them, and are established in compliance with the legally established parameters regarding deferral, payment in instruments, withholding, calculation of the maximum ratio and malus and clawback clauses, as applicable.

The main regular variable remuneration component for executive directors provided for in the ISRP is variable remuneration with multi-year metrics, calculated using the percentages and metrics set out in it.

b) Considerations on termination payments

In relation to payments for early termination, section 16.1 of the ISRP establishes the generic formulas for determining severance payments for the termination of contracts with members of the Identified Staff:

- In the case of ordinary employment contracts, the amounts established in the Workers' Statute as a minimum, mandatory and non-available amount.
- In general terms and provided that the applicable legislation does not establish a higher mandatory amount (e.g. due to a suspended contract), once the annual amount of all the fixed remuneration components, without prejudice to the compensation agreed on in the post-contractual non-compete commitments.
- In cases of settlement of a labour dispute, an amount not exceeding the amounts provided for in the two preceding points, as appropriate, in the event of unfair dismissal or termination for causes attributable to the Entity.
- The same rule applies in cases of termination by mutual agreement in special situations described in the ISRP.

⁶Although the Identified Staff includes the members of the CaixaBank Board of Directors, both executive and non-executive, they are not included in CaixaBank's Remuneration Policy for the Identified Staff as they are subject to specific regulation in the Remuneration Policy of the Board of Directors.

Paragraph 16.2 of the ISRP stipulates that if a **post-contractual non-compete undertaking** has been included in the contract, the compensation may not generally, using a generic formula, exceed the sum of the fixed components of the remuneration that the professional would have received had they remained at the Entity; and that the amount of the compensation must be divided into future and equal periodic instalments, payable over the entire duration of the non-compete undertaking.

Meanwhile, section 16.5 of the ISRP regulates payments for termination under a collective redundancy plan which applies generally to all CaixaBank employees (**TRP**) who are eligible under the plan, and to which members of the Identified Staff with an employment relationship may also be subject. The terms and conditions of redundancy plans (collective redundancy, workforce restructuring measures or voluntary redundancy plans) are normally those agreed with the bank's employee representatives, although they may also be established unilaterally by the bank. The plans may include (i) monthly payments equivalent to less than 100% of fixed remuneration, (ii) payment of social security contributions until the expected date of retirement, (iii) continued contributions to social security schemes until the expected date of retirement, and (iii) other in-kind benefits of less material importance (e.g. health insurance).

Section 16.6 of the ISRP establishes the cases in which the Entity does not have to fulfil the requirements for calculating the maximum ratio, deferral and payment in instruments, based mainly on the set formulas described above.

Lastly, paragraph 16.8 of the ISRP states that in no case may the payment of early termination payments cause the Entity to breach the limits on variable remuneration prescribed by applicable law in respect of fixed remuneration, and that, where necessary, early termination payments will be lowered accordingly so as to ensure strict compliance with all such mandatory limits.

c) Other variable components

The ISRP also provides for other variable remuneration components for Identified Staff members, such as special incentives, discretionary pension benefits, retention bonuses or payments for walking away from previous contracts.

d) The Entity's practice

In accordance with the contractual practice followed by CaixaBank since the application of the EBA Guidelines, for members of the Identified Staff with a senior management contract an indemnity payment has generally been established consisting of either (i) the indemnity payment that would correspond to them by virtue of the Workers' Statute in accordance with a suspended previous ordinary employment contract or (ii) a year's payment of the fixed components of the annual remuneration, whichever is the highest.

As a general rule, the contracts of members of the Identified Staff that contain post-contractual non-compete commitments have a term of one year, and the compensation for such commitments consists – again using a generic formula – of

an amount equal to one year of the fixed components of the subject's remuneration, payable monthly in 12 equal parts.

In accordance with paragraph 16.6 of the ISRP and paragraph 172 of the EBA Guidelines, certain termination payments based on the above generic formulas may be exempted from being calculated in the maximum ratio, deferral and payment in instruments. However, there may be cases where the exemption does not apply (e.g. certain cases of TRP, termination payments in excess of the generally established formulas, etc.), and where the amounts paid must be fully subject to the requirements of the variable remuneration payment cycle (particularly the maximum ratio).

Finally, discretionary pension benefits (15% of the agreed contributions to supplementary social welfare plans of the members of the Management Committee) should be calculated as variable remuneration, according to applicable regulations and the ISRP. Likewise, special incentives, retention bonuses and payments for walking away from previous contracts should be calculated as variable remuneration, in the cases where the Entity and the member of the Identified Staff have agreed on these remuneration components.

IV. EVENTS WARRANTING THE PROPOSED INCREASE IN THE MAXIMUM RATIO OF VARIABLE REMUNERATION AND JUSTIFICATIONS

The cases giving rise to the motion to increase the maximum variable remuneration ratio, and their justification, are as follows:

1. The need to adapt to standard practice and market competition.

Although CaixaBank's remuneration policy generally establishes relatively low variable remuneration in relation to the fixed components and welfare benefits, the proportion established between the fixed and variable components for certain specific posts must comply with standard market practice for equivalent posts, both in Spain and internationally, on the basis of market surveys and information drawn up by top-level specialist companies.

European credit institutions are required to limit their variable remuneration regardless of the location of their business, while non-EU entities are only subject to this limitation for the business they carry out in Europe. As a bank with international vocation, CaixaBank must invest itself with the maximum potential and the necessary flexibility to be competitive with regard to attracting and retaining talent. CaixaBank must thus be able to attract, motivate and retain the best professionals for the posts in question, through a remuneration system comparable to those of the Company's direct competitors.

Extending the maximum ratio to 200% due to market conditions would, as in previous years, affect a limited number of 32 positions in the Identified Staff, as identified under **Heading I** of the **APPENDIX** to this Detailed Recommendation.

However, in accordance with the Entity's current remuneration principles and

practices, the motion is for limited, specific and non-generalised use of variable remuneration in bonus form in the case of it possibly exceeding 100% of the fixed component.

2. Co-existence of different variable components in the same year of payment

As explained in previous sections, the obligatory classification of the different types of remuneration by fixed and variable components (with no intermediate or additional categories existing) and the form of defining each one (a variable component is any component that cannot be defined as fixed) means that in the same financial year, apart from the multi-year bonuses established, different types of variable remuneration may be earned, all of them subject to the maximum ratio applicable to the Entity (special incentives, early termination payments, including TRP payments, not exempt from being calculated in the ratio, special incentives, discretionary pension benefits, retention bonuses or payments due to walking away from previous contracts).

In the case of CaixaBank, although conservative policies have been applied with regard to variable remuneration, in some cases these variable remuneration payments may have to be reduced as their overall amount exceeds the limit of 100% of the fixed components when they are calculated together with all the variable components and are not totally or partially exempted from being calculated in the maximum ratio, in accordance with applicable regulations and the EBA Guidelines.

Extending the maximum ratio to 200% in these cases would not change the Entity's policies on variable remuneration in the form of variable remuneration and early termination payments, but would make it better able to honour, in quantitative terms, all of its commitments with the members of the Identified Staff under the same conditions as the rest of the Entity's employees (without prejudice to the fact that their payment, insofar as it is classified as a variable component and not exempted under the EBA Guidelines, it must be made in accordance with the applicable principles of deferral, payment in instruments, retention, malus and clawback clauses).

In raising the maximum ratio to 200% for this reason it must eventually include all 230 positions of the Identified Staff that have recognised variable remuneration components, as identified under **Heading I** and **Heading II** of the APPENDIX.

The approval of the maximum ratio should not constitute a general authorisation for the Entity to change its policies regarding variable remuneration components or for it to conduct a broad review of the terms of the contracts of the members of the Identified Staff; rather, and as stated above, its purpose is to respond to the needs of the market in the case of the positions in **Heading I** of the APPENDIX, and to make the Entity better able to honour its individual and collective commitments in terms of variable remuneration under equal conditions for all members of its Identified Staff and all other employees who receive variable remuneration components, both for positions under **Heading I** and those under **Heading II** of the APPENDIX.

V. EFFECT OF THE PROPOSAL ON THE ABILITY TO MAINTAIN A STRONG CAPITAL BASE

For the 32 positions whose annual variable remuneration may exceed 100% of their fixed components due to market conditions (as described in **section IV.1** above and listed under **Heading I of the APPENDIX** to this Detailed Recommendation), the maximum estimated aggregate amount of such excess, even in the hypothetical (and unforeseen) scenario, would be EUR 2,855,000.

In relation to the total 230 positions of the Identified Staff that receive variable remuneration components (as described under **Heading I** and **Heading II** of the **APPENDIX** this Detailed Recommendation), and taking into account the fact that they may only potentially be affected, even if the concurrence of variable components were to affect a significant number of the persons currently occupying the positions included on the list whose contractual situation would require a reduction in payments for early termination or TRP, the economic impact would be EUR 8,535,000.

The Board of Directors considers that the aggregate amount of both figures (EUR 11,390,000) would not have a material impact on the maintenance of a sound capital base and would not affect the solvency obligations of the Entity.

VI. APPLICATION OF THE MAXIMUM LEVEL OF VARIABLE REMUNERATION AT CAIXABANK SUBSIDIARIES

The proposal to approve the maximum variable remuneration ratio extends to members of the CaixaBank Group's Identified Staff who work or provide services at subsidiaries of the Company, without prejudice to the need for these subsidiaries to comply with the obligations pertaining to them specifically in each case when raising this ratio up to the maximum level permitted.

VII. PROPOSED RESOLUTION OF THE GENERAL SHAREHOLDERS' MEETING

By virtue of the above, the Board of Directors proposes approval of the following resolution to the General Shareholders' Meeting:

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

Approve that the maximum level of variable remuneration for the two hundred and thirty (230) employees, whose professional activities have a significant impact on the risk profile of the Company (Identified Staff) to which the "Detailed Recommendation of the Board of Directors regarding the proposed resolution for approval of the maximum level of variable remuneration for professionals belonging to the Identified Staff" refers, may reach up to two hundred per cent (200%) of the fixed component of their total remuneration, all of the abovementioned pursuant to and subject to the provisions of article 34 of Law 10/2014, of 26 June, on the regulation, supervision and solvency of credit institutions.

The purpose of the approval of this resolution is (i) to meet the market conditions in the case of the thirty-two (32) positions included in section I of the appendix to the aforementioned Detailed Recommendation, or (ii) for all the positions included in sections I and II of the aforementioned appendix, expand the Company's capacity to meet

the individual and collective commitments acquired in terms of variable remuneration in equal conditions for all members of its Identified Staff and the rest of its staff who have recognised variable remuneration components, without this implying a general change in the remuneration practices and policies in force in the Company.

Likewise, to approve the motion that the Company may exercise its voting rights at subsidiaries subject to a maximum variable remuneration ratio in the sense of agreeing upon the maximum permitted limit, following the same principles that apply to the Company itself.

València, 19 February 2026

APPENDIX

to the Detailed Recommendation on the proposed resolution to approve the maximum level of variable remuneration for professionals belonging to the Identified Staff

NUMBER OF PERSONS AND POSITIONS AFFECTED

Heading I Affected positions of the Identified Staff due to market reasons

POST	NO. OF PERSONS
INTERNATIONAL BANKING DIRECTOR	1
CORPORATE & INVESTMENT BANKING SOLUTIONS DIRECTOR	1
STRUCTURED FINANCE DIRECTOR	1
ASSET & STRUCTURED TRADE FINANCE DIRECTOR	1
INSTITUTIONAL BANKING DIRECTOR	1
DEBT CAPITAL MARKETS & FICC SALES DIRECTOR	1
CIB TRANSACTIONAL BANKING DIRECTOR	1
CONSTRUCTION & INFRAST. & REAL ESTATE DIRECTOR	1
HEALTHCARE & CHEMICALS / FOOD & BEVERAGE DIRECTOR	1
TMT & SERVICES DIRECTOR	1
ENERGY DIRECTOR	1
INTERNATIONAL BRANCH DIRECTOR	1
TREASURY & CPM DIRECTOR	1
MARKETS DIRECTOR	1
EQUITY DIRECTOR	1
STRUCTURED LIABILITIES & COMMODITIES DIRECTOR	1
RATES & FIXED INCOME DIRECTOR	1
FIXED INCOME DIRECTOR	1
INTEREST RATES DERIVATIVES DIRECTOR	1
FOREIGN EXCHANGE DIRECTOR	1
FX DERIVATIVES DIRECTOR	1
FX CASH DIRECTOR	1
FUNDING DIRECTOR	1
LIQUIDITY & COLLATERAL MANAGEMENT DIRECTOR	1
LIQUIDITY MANAGEMENT DIRECTOR	1
CVA-FVA DIRECTOR	1
FIXED INCOME PORTFOLIO MANAGEMENT DIRECTOR	1
CREDIT PORTFOLIO MANAGEMENT & ALM DIRECTOR	1
SECURITISATIONS MANAGEMENT MANAGING DIRECTOR	1
EQUITY CAPITAL MARKETS DIRECTOR	1
M&A ORIG. DIRECTOR SME / RE / FIN. SPONSORS	1
SME M&A EXECUTION DIRECTOR	1

Heading II Total number of positions in the Identified Staff who receive variable remuneration
components

POST	NO. OF PERSONS
CHIEF EXECUTIVE DIRECTOR	1
BUSINESS DIRECTOR	1
INTERNAL AUDIT DIRECTOR	1
FINANCE DIRECTOR	1
RESOURCES DIRECTOR	1
CORPORATE & INVESTMENT BANKING DIRECTOR	1
COMMUNICATION AND INSTITUTIONAL RELATIONS DIRECTOR	1
ACCOUNTING, MANAGEMENT CONTROL AND CAPITAL DIRECTOR	1
INSURANCE DIRECTOR	1
CREDIT RISK ADMISSION & MONITORING DIRECTOR	1
PEOPLE DIRECTOR	1
GENERAL SECRETARY	1
DIGITAL TRANSFORM. & ADVANCED ANALYTICS DIRECTOR	1
RISK MANAGEMENT & COMPLIANCE DIRECTOR	1
COMPLIANCE DIRECTOR	1
PAYMENTS & CONSUMER DIRECTOR	1
RETAIL BANKING DIRECTOR	1
BUSINESS BANKING DIRECTOR	1
WEALTH MANAGEMENT DIRECTOR	1
MADRID REGIONAL MANAGER	1
BARCELONA REGIONAL MANAGER	1
VALENCIA AND MURCIA REGIONAL MANAGER	1
ANDALUSIA REGIONAL MANAGER	1
CATALONIA REGIONAL MANAGER	1
NORTHERN SPAIN REGIONAL MANAGER	1
BALEARIC ISLANDS REGIONAL MANAGER	1
CONNECTA REGIONAL MANAGER	1
INTERNATIONAL BANKING DIRECTOR	1
REAL ESTATE BUSINESS AND DEVELOPMENT DIRECTOR	1
INVESTEE AND COMPLIANCE AUDIT DIRECTOR	1
ACCOUNTING, SOLVENCY AND PEOPLE AUDIT DIRECTOR	1
NETWORK AND BUSINESS AUDIT DIRECTOR	1
GOVERNANCE, STRATEGY AND AUDIT REPORTING DIRECTOR	1
RISKS, MARKETS AND CIB AUDIT DIRECTOR	1
IT AUDIT AND DIGITAL BANKING DIRECTOR	1
WEALTH & ASSET MANAG. AND SUSTAINABILITY DIRECTOR	1
STRUCTURAL AND MARKET RISKS DIRECTOR	1
REGULATED CREDIT RISK MODELS DIRECTOR	1
ENTERPRISE RISK MANAGEMENT & PLANNING DIRECTOR	1
POLICIES AND CREDIT RISK INFO. DIRECTOR	1

(continued)

POST	NO. OF PERSONS
PLANNING, IMPAIRMENT AND REGULATORY CAPITAL DIRECTOR	1
SECTORAL AND MAJOR RISK ACCOUNTING MONITORING AND ANALYSIS DIRECTOR	1
NON-FINANCIAL RISKS DIRECTOR	1
INTERNAL CONTROL AND VALIDATION DIRECTOR	1
REGULATORY COMPLIANCE DIRECTOR	1
COMPLIANCE ANALYTICS DIRECTOR	1
COMPLIANCE CONTROL AND REPORTING DIRECTOR	1
AML/CTF DIRECTOR	1
BEHAVIOURAL RISKS DIRECTOR	1
CORPORATE, MARKET AND INTEGRITY RISKS DIRECTOR	1
GROUP COMPLIANCE DIRECTOR	1
P&C VALUE PROPOSITION DIRECTOR	1
COMMERCIAL P&C RETAIL CHANNEL DIRECTOR	1
CORPORATE & INVESTMENT BANKING SOLUTIONS DIRECTOR	1
STRUCTURED FINANCE DIRECTOR	1
ASSET & STRUCTURED TRADE FINANCE DIRECTOR	1
INSTITUTIONAL BANKING DIRECTOR	1
PRODUCT DEVELOPMENT DIRECTOR	1
EQUITIES & CORPORATE FINANCE DIRECTOR	1
CORPORATE BANKING DIRECTOR	1
CIB TRANSACTIONAL BANKING DIRECTOR	1
CIB EVOLUTION DIRECTOR	1
CONSTRUCTION & INFRASTR. & REAL ESTATE DIRECTOR	1
INDUSTRIAL & CONSUMER GOODS DIRECTOR	1
HEALTHCARE & CHEMICALS / FOOD & BEVERAGE DIRECTOR	1
TMT & SERVICES DIRECTOR	1
FIG & IFI DIRECTOR	1
ENERGY DIRECTOR	1
SUSTAINABILITY DIRECTOR	1
RETAIL BANKING VALUE PROPOSITION DIRECTOR	1
CUSTOMER SERVICE, MODELS AND BUSINESS CTRL DIRECTOR	1
EBRO REGIONAL MANAGER	1
CANARY ISLANDS REGIONAL MANAGER	1
CASTILLA Y LEON REGIONAL MANAGER	1
CASTILLA LA MANCHA-EXTREMADURA REGIONAL MANAGER	1
PERMANENT LENDING COMMITTEE DIRECTOR	1
LARGE COMPANIES RESTRUCTURING AND AD-HOC PORTFOLIOS DIRECTOR	1
CORPORATE LENDING OFFICE DIRECTOR	1
RETAIL LENDING OFFICE DIRECTOR	1
DEFAULTS AND RECOVERIES DIRECTOR	1

(continued)

POST	NO. OF PERSONS
FORECLOSURE REAL ESTATE ASSETS DIRECTOR	1
PREMIER, PERSONAL, RETAIL & COMMERCIAL BANKING DIRECTOR	1
AGROBANK DIRECTOR	1
BUSINESS SALES DIRECTOR	1
MARKETING AND SALES DIRECTOR	1
HOME COMMERCIAL BUSINESS DIRECTOR	1
FINANCIAL SOLUTIONS AND CORPORATE TRANSACTIONS DIRECTOR	1
CORPORATE SOLUTIONS SUPPORT DIRECTOR	1
COMMERCIAL BUSINESS BANKING DIRECTOR	1
HOTELS & TOURISM DIRECTOR	1
CORPORATE BUSINESS DEVELOPMENT DIRECTOR	1
CORPORATE VALUE PROPOSITION DIRECTOR	1
BUSINESS BANKING FINANCING AND PRICING DIRECTOR	1
BUSINESS BANKING PROJECT DIRECTOR	1
BUSINESS AND PRODUCT PROMOTER DIRECTOR	1
REAL ESTATE AND SUBROGATION MANAGEMENT DIRECTOR	1
BUSINESS WEALTH MANAGEMENT DIRECTOR	1
GLOBAL WEALTH AND PRIVATE WEALTH DIRECTOR	1
INVESTMENT STRATEGY & SUSTAINABILITY WEALTH MANAGEMENT DIRECTOR	1
DES. & TRANSFORMATION WEALTH MANAGEMENT DIRECTOR	1
RESOURCES, CUSTOMERS & LIABILITIES DIRECTOR	1
FINANCIAL PLANNING WEALTH MANAGEMENT DIRECTOR	1
KEY CLIENTS DIRECTOR	1
WEALTH MANAGEMENT ADVISORY DESK DIRECTOR	1
RETAIL ADMISSION DIRECTOR	1
ANDALUSIA REGIONAL RISK APPROVAL DIRECTOR	1
BARCELONA REGIONAL RISK APPROVAL DIRECTOR	1
VALENCIA AND MURCIA REGIONAL RISK APPROVAL DIRECTOR	1
MADRID REGIONAL RISK DIRECTOR	1
NORTHERN SPAIN REGIONAL RISK APPROVAL DIRECTOR	1
CATALONIA REGIONAL RISK APPROVAL DIRECTOR	1
BALEARIC ISLANDS REGIONAL RISK APPROVAL DIRECTOR	1
RISK ANALYSTS DIRECTOR I	1
RISK ANALYSTS DIRECTOR II	1
RISK ANALYSTS DIRECTOR III	1
MADRID REGIONAL COMMERCIAL BUSINESS BANKING DIRECTOR	1
MADRID REGIONAL SME COMMERCIAL BUSINESS BANKING DIRECTOR	1
MADRID REGIONAL COMMERCIAL WEALTH MANAGEMENT DIRECTOR	1
MADRID REGIONAL COMMERCIAL RETAIL BANKING DIRECTOR	1

(continued)

POST	NO. OF PERSONS
MADRID REGIONAL COMMERCIAL DIRECTOR – EAST MADRID NETWORK	1
MADRID REGIONAL COMMERCIAL DIRECTOR – NORTH MADRID NETWORK	1
MADRID REGIONAL COMMERCIAL DIRECTOR – SOUTH MADRID NETWORK	1
BARCELONA REGIONAL COMMERCIAL DIRECTOR – BARCELONA NORTH NETWORK	1
BARCELONA REGIONAL COMMERCIAL DIRECTOR – BARCELONA CNTRL NETWORK	1
BARCELONA REGIONAL COMMERCIAL DIRECTOR – BARCELONA SOUTH NETWORK	1
BARCELONA REGIONAL SME COMMERCIAL BUSINESS BANKING DIRECTOR	1
BARCELONA REGIONAL COMMERCIAL BUSINESS BANKING DIRECTOR	1
BARCELONA REGIONAL COMMERCIAL WEALTH MANAGEMENT DIRECTOR	1
BARCELONA REGIONAL COMMERCIAL RETAIL BANKING DIRECTOR	1
VALENCIA & MURCIA REGIONAL COMMERCIAL DIRECTOR – NORTH VALENCIA NETWORK	1
VALENCIA & MURCIA REGIONAL COMMERCIAL RETAIL BANKING DIRECTOR	1
VALENCIA & MURCIA REGIONAL COMMERCIAL DIRECTOR – MURCIA NETWORK	1
VALENCIA & MURCIA REGIONAL COMMERCIAL DIRECTOR – SOUTH VALENCIA NETWORK	1
VALENCIA & MURCIA REGIONAL COMMERCIAL WEALTH MANAGEMENT DIRECTOR	1
VALENCIA & MURCIA REGIONAL COMMERCIAL DIRECTOR – REGION OF MURCIA	1
VALENCIA & MURCIA REGIONAL COMMERCIAL BUSINESS BANKING DIRECTOR – VALENCIA & CASTELLON	1
VALENCIA & MURCIA REGIONAL COMMERCIAL CORPORATE BANKING DIRECTOR – ALICANTE & MURCIA	1
ANDALUSIA REGIONAL COMMERCIAL DIRECTOR – MALAGA-CORDOBA-ALMERIA NETWORK	1
ANDALUSIA REGIONAL COMMERCIAL DIRECTOR – GRANADA-JAEN NETWORK	1
ANDALUSIA REGIONAL COMMERCIAL DIRECTOR – SEVILLE NETWORK	1
ANDALUSIA REGIONAL COMMERCIAL BUSINESS BANKING DIRECTOR – ANDALUSIA EAST	1
ANDALUSIA REGIONAL COMMERCIAL RETAIL BANKING DIRECTOR	1
ANDALUSIA REGIONAL COMMERCIAL DIRECTOR – CADIZ-HUELVA NETWORK	1
ANDALUSIA REGIONAL COMMERCIAL WEALTH MANAGEMENT DIRECTOR	1
ANDALUSIA REGIONAL COMMERCIAL BUSINESS BANKING DIRECTOR – ANDALUSIA WEST	1
CATALONIA REGIONAL COMMERCIAL DIRECTOR – GIRONA-OSONA NETWORK	1
CATALONIA REGIONAL COMMERCIAL DIRECTOR – TARRAGONA-LLEIDA NETWORK	1
CATALONIA REGIONAL COMMERCIAL RETAIL BANKING DIRECTOR	1
CATALONIA REGIONAL COMMERCIAL DIRECTOR – BARCELONA PROVINCE NETWORK	1
CATALONIA REGIONAL COMMERCIAL BUSINESS BANKING DIRECTOR – CAT. NORTH-EAST	1
CATALONIA REGIONAL COMMERCIAL BUSINESS BANKING DIRECTOR – CAT. SOUTH-EAST	1
CATALONIA REGIONAL COMMERCIAL WEALTH MANAGEMENT DIRECTOR	1
NORTHERN SPAIN REGIONAL COMMERCIAL WEALTH MANAGEMENT DIRECTOR	1
NORTHERN SPAIN REGIONAL COMMERCIAL BUSINESS BANKING DIRECTOR – BASQUE COUNTRY/CANTABRIA/ASTURIAS	1
NORTHERN SPAIN REGIONAL COMMERCIAL BUSINESS BANKING DIRECTOR – GALICIA	1
NORTHERN SPAIN REGIONAL RETAIL BANKING COMMERCIAL DIRECTOR	1
NORTHERN SPAIN REGIONAL COMMERCIAL DIRECTOR – ASTURIAS & CANTABRIA NETWORK	1
NORTHERN SPAIN REGIONAL COMMERCIAL DIRECTOR – GALICIA NETWORK	1

(continued)

POST	NO. OF PERSONS
NORTHERN SPAIN REGIONAL COMMERCIAL DIRECTOR – BASQUE COUNTRY NETWORK	1
BALEARIC ISLANDS REGIONAL COMMERCIAL BUSINESS BANKING DIRECTOR	1
BALEARIC ISLANDS REGIONAL COMMERCIAL RETAIL BANKING DIRECTOR	1
BALEARIC ISLANDS REGIONAL COMMERCIAL DIRECTOR – BALEARIC ISLANDS NETWORK	1
BALEARIC ISLANDS REGIONAL COMMERCIAL WEALTH MANAGEMENT DIRECTOR	1
CONNECTA REGIONAL COMMERCIAL DIRECTOR CONNECTA SOUTH NETWORK	1
CONNECTA REGIONAL COMMERCIAL RETAIL BANKING DIRECTOR	1
CONNECTA REGIONAL COMMERCIAL DIRECTOR – CONNECTA NORTH NETWORK	1
CONNECTA REGIONAL COMMERCIAL DIRECTOR – CONNECTA EPS NETWORK	1
INTERNATIONAL BRANCH DIRECTOR	1
LEGAL ADVISORY DIRECTOR	1
LEGAL ADVISORY DIRECTOR – CORPORATE M&A AND TAX	1
INTEGRATED ACCOUNTING AND LEGAL REPORTING DIRECTOR	1
CORPORATE PLANNING DIRECTOR	1
RESEARCH AND STRATEGIC PLANNING DIRECTOR	1
PEOPLE MANAGEMENT AND COMPENSATION DIRECTOR	1
GROUP PEOPLE DIRECTOR	1
IT SERVICES DIRECTOR	1
ARCHITECTURE AND CYBERSECURITY DIRECTOR	1
PURCHASING AND GOBEX DIRECTOR	1
CREDIT RISK POLICY DIRECTOR	1
RETAIL DEFAULTS AND RECOVERIES DIRECTOR	1
CORPORATE DELINQUENCY AND RECOVERIES DIRECTOR	1
RETAIL PORTFOLIO RISKS DIRECTOR	1
GOVERNANCE AND CONTROL OF OPERATIONS DIRECTOR	1
FINANCIAL CRIME UNIT DIRECTOR	1
BUSINESS CONTROL DIRECTOR	1
SOLVENCY, SUPERVISORS AND RESOLUTION DIRECTOR	1
TREASURY & CPM DIRECTOR	1
CIB BUSINESS CONTROL DIRECTOR	1
OPERATIONS DIRECTOR	1
SECURITY AND INTELLIGENCE DIRECTOR	1
CIB CREDIT MANAGEMENT DIRECTOR	1
BUSINESSES CREDIT MANAGER DIRECTOR	1
PORTFOLIO MANAGER – CIB & COMPANIES	1
MARKETS DIRECTOR	1
EQUITY DIRECTOR	1
STRUCTURED LIABILITIES & COMMODITIES DIRECTOR	1
EQUITY DERIVATIVES DIRECTOR	1
RATES & FIXED INCOME DIRECTOR	1

(continued)

POST	NO. OF PERSONS
FIXED INCOME DIRECTOR	1
INTEREST RATES DERIVATIVES DIRECTOR	1
FOREIGN EXCHANGE DIRECTOR	1
FX DERIVATIVES DIRECTOR	1
FX CASH DIRECTOR	1
FUNDING DIRECTOR	1
LIQUIDITY & COLLATERAL MANAGEMENT DIRECTOR	1
LIQUIDITY MANAGEMENT DIRECTOR	1
CVA-FVA DIRECTOR	1
FIXED INCOME PORTFOLIO MANAGEMENT DIRECTOR	1
CREDIT PORTFOLIO MANAGEMENT & ALM DIRECTOR	1
SECURITISATIONS MANAGEMENT MANAGING DIRECTOR	1
DIGITAL PRODUCTS AND SALES DIRECTOR	1
DEBT CAPITAL MARKETS & FICC SALES DIRECTOR	1
CORPORATE CONTROL INSURANCE AND WELFARE DIRECTOR	1
COORDINATION OF SUSTAINABLE BUSINESS PRODUCTS DIRECTOR	1
COMMUNICATION STRATEGY AND SPONSORSHIPS DIRECTOR	1
POLICIES AND ACCOUNTING CONSOLIDATION DIRECTOR	1
CORPORATE INF. AND INVESTEE CONTROL DIRECTOR	1
SUBSIDIARY CONTROL DIRECTOR	1
CENTRALISED SANCTION RECOVERY DIRECTOR RETAIL	1
BALANCE SHEET ANALYSIS AND MONITORING DEPARTMENT	1
RESOURCES AND GENERAL SERVICES BUDGET MANAGEMENT DIRECTOR	1
GOVERNANCE AND CONTROL OF RESOURCES DIRECTOR	1
CORPORATE DEVELOPMENT DIRECTOR	1
COUNTRY MANAGER LONDON	1
CORPORATE BANKING COMMERCIAL DEVELOPMENT AND FRAMEWORK DIRECTOR	1
EQUITY CAPITAL MARKETS DIRECTOR	1
DIVERSITY DIRECTOR	1
M&A ORIG. DIRECTOR SME / RE / FIN. SPONSORS DIRECTOR	1
SME M&A EXECUTION DIRECTOR	1
ORGANISATION AND PROCESS DIRECTOR	1