

## Other relevant information

CaixaBank, S.A. informs that its Board of Directors plans to submit the following proposals regarding the composition of the Board of Directors to the next Ordinary General Shareholders' Meeting to be held on April 10 at first call and on April 11 at second call:

1º At the proposal of the Appointments and Sustainability Committee, the re-election of Ms. Koro Usarraga Unsain assigned to the category of independent director.

2º Following a favourable report from the Appointments and Sustainability Committee, the re-election of Mr. Fernando Maria Costa Duarte Ulrich, assigned to the category of other external director.

3º Following a favourable report from the Appointments and Sustainability Committee, and at the proposal of FROB, the Executive Resolution Authority and of BFA Tenedora de Acciones, S.A.U., the re-election of Ms. Teresa Santero Quintillá, assigned to the category of proprietary director.

4º At the proposal of the Appointments and Sustainability Committee, to appoint Ms. Rosa María García Piñeiro, as member of the Board of Directors, assigned to the category of independent director, covering the vacancy caused by the resignation of Mr. José Ignacio Goirigolzarri Tellaeche as a member of the Board, effective last January 1, 2025 (OIR registry number 31.114).

5º As Mr. Joaquín Ayuso García, Mr. Francisco Javier Campo García and Ms. Eva Castillo Sanz have expressed their desire not to renew their mandates after the expiration of their positions with effect from the end of the Ordinary General Shareholders' Meeting 2025, and in order to fill the vacancies generated, at the proposal of the Appointments and Sustainability Committee, to appoint as members of the Board of Directors Mr. Luis Alvarez Satorre and Mr. Bernardo Sánchez Incera, assigned to the category of independent director, and Mr. Pablo Forero Calderón, assigned to the category of other external director.

6º In view of the resignation presented by Mr. José Serna Masiá from the position of director as his current term of office is coming to an end, and with effect from the end of the Ordinary General Shareholders' Meeting, following a favourable report from the Appointments and Sustainability Committee in order to fill the vacancy created, and at the proposal of the Caixa d'Estalvis i Pensions de Barcelona Banking Foundation, "la Caixa" and Criteria Caixa, S.A.U., to appoint Mr. José María Méndez Álvarez-Cedrón as

a member of the Board of Directors, assigned to the category of proprietary director.

It is hereby informed that the proposed appointments of members of the Board of Directors are subject to the mandatory suitability assessment process of the European Central Bank supervisor.

If the above proposals are approved by the Ordinary General Shareholders' Meeting, the composition of the Board of Directors of CaixaBank will be as follows:

Mr. Tomás Muniesa Arantegui	Chairman (proprietary)
Mr. Gonzalo Gortázar Rotaeché	Chief Executive Officer (executive)
Mr. Eduardo Javier Sanchiz Irazu	Lead Independent Director (independent)
Mr. Luis Álvarez Satorre	Director (independent)
Mr. Fernando María Costa Duarte Ulrich	Director (other external)
Ms. María Verónica Fisas Vergés	Director (independent)
Mr. Pablo Forero Calderón	Director (other external)
Ms. Rosa María García Piñeiro	Director (independent)
Ms. Cristina Garmendia Mendizábal	Director (independent)
Mr. Peter Löscher	Director (independent)
Mr. José María Méndez Álvarez-Cedrón	Director (proprietary)
Ms. María Amparo Moraleda Martínez	Director (independent)
Mr. Bernardo Sánchez Incera	Director (independent)
Ms. Teresa Santero Quintillá	Director (proprietary)
Ms. Koro Usarraga Unsain	Director (independent)

Attached is a Press Release detailing the biographical profile of the Board Members.

February 20, 2025

## **CaixaBank's Board of Directors proposes the appointment of five new directors**

- **The proposed Board of Directors' composition keeps the 15 members' structure. 9 out of the 15 members - a 60% of the total - will continue being independent directors.**
- **The Board of Directors has agreed to propose the appointment of Rosa María García Piñeiro, Luis Álvarez Satorre, Bernardo Sánchez Incera, Pablo Forero Calderón and José María Méndez Álvarez-Cedrón as new directors, and the re-election of Koro Usarraga Unsain, Fernando Maria Costa Duarte Ulrich and Teresa Santero Quintillá.**
- **The proposed appointments and re-elections will be submitted for approval at the Ordinary General Shareholders' Meeting on the 11<sup>th</sup> of April.**

**Valencia, 20th of February 2025**

CaixaBank's Board of Directors has agreed to propose both the appointment of five new directors to cover the existent vacant seats and also the re-election of three current members of the entity's governing body.

In its meeting held today in Valencia, the Board of Directors has proposed appointing Rosa María García Piñeiro, Luis Álvarez Satorre and Bernardo Sánchez Incera as new independent directors; Pablo Forero Calderón in the category of "other external director"; and José María Méndez Álvarez-Cedrón as proprietary director at the proposal of the "la Caixa" Foundation, all of them for a period of four years.

These five nominees proposed by the Board of Directors will replace the former chairman of CaixaBank, José Ignacio Goirigolzarri, whose voluntary resignation took effect on the 1<sup>st</sup> of January; the independent directors Joaquín Ayuso García, Francisco Javier Campo García and Eva Castillo Sanz, who will not continue in their posts after expressing their desire not to renew their mandates past their expiry dates with effect at the end of the 2025 Ordinary General Shareholders' Meeting; and José Serna Masiá, a proprietary director on behalf of the "la Caixa" Foundation, who has resigned as a member of the Board also effective at the end of the Ordinary General Shareholders' Meeting, as his current term of office is about to expire.

Similarly, the financial institution's Board of Directors has proposed the re-election of the current directors Koro Usarraga Unsain (independent director), Fernando Maria Costa Duarte Ulrich (other

external director) and Teresa Santero Quintillá (proprietary director at the proposal of the FROB and BFA) also for a four-year period.

With this proposal for appointments and re-elections, which will be submitted for approval at the Annual Ordinary General Shareholders' Meeting on the 11<sup>th</sup> of April, CaixaBank's Board of Directors maintains the same 15-members' structure, with 9 of them, a 60% of the total, remaining as independent directors. The Board would also continue to have a 40% representation of women.

CaixaBank's Board of Directors composition is completed with the current directors: Tomás Muniesa, chairman of CaixaBank and proprietary director; Gonzalo Gortázar, CEO of CaixaBank, and executive director; and the independent directors Eduardo Javier Sanchiz Irazu, María Verónica Fisas Vergés, Cristina Garmendia Mendizábal, Peter Löscher and María Amparo Moraleda Martínez.

### **Five new directors**

The purpose of the appointment proposal for the Board of Directors is to add profiles that continue contributing to the compliance of best practices in corporate governance.

#### **Rosa María García Piñeiro**

Rosa María García Piñeiro, who has been proposed as an independent director, was born in 1974 in Villalba (Lugo), and is an Industrial Engineer. Since April 2017 to date, Rosa María García is an independent non-executive director of ACERINOX (Spain), member of its Executive Committee and chairwoman of its Sustainability Committee. She's also an independent non-executive director at Ence Energía y Celulosa, s.a. (Spain), member of its Audit Committee and Chairwoman of the Sustainability Committee. Besides these roles, she's also an independent non-executive director of powerco SE; Chair of the Advisory Board of the Centre de Genève pour les entreprises et les droits humains, a member of the Advisor Board of Blossom, and an advisor to the Impact Committee of the Canadian venture capital fund Circular Innovation Fund. Previously, her professional career was mainly linked to the ALCOA Group, where she has held senior positions in the management of sustainability-related aspects.

#### **Luis Álvarez Satorre**

Luis Álvarez Satorre, also proposed by the Board of Directors as a new independent director, was born in Madrid in 1961 and is a Telecommunications Engineer. He is currently NEORIS' chairman for EMEA and non-executive chairman of several companies in the field of underwater infrastructure and cables (Eagle Crest Telecoms Ltd., Islalink Holding Sociedad Limitada and Balalink SAU). From January 2020 to July 2022, Luis Álvarez was CEO of SIA (Sistemas Informáticos Abiertos), an Indra Group company specialised in cybersecurity. Previously, he was independent consultant in the field of technological services and digital transformation projects, and for almost 20 years he has held different positions in BT Global Services, where he was also CEO from 2012 to 2017.

### **Bernardo Sánchez Incera**

The Board of Directors has also proposed Bernardo Sánchez Incera as an independent director. He is an economist born in Santander in 1960 and currently serves as non-executive chairman of the Board of Directors of COFACE, S.A.; as an independent director of Edenred S.A.; as non-executives director of Boursorama, S.A.; and as Deputy Chairman of the Compagnie Financière Richelieu's Board of Directors and member of the Supervisory Board of Banque Richelieu France. He is also a member of the INSEAD Board of Directors and a member of the Board of EPAD, where he is also treasurer. He previously held the post of Managing Director of the Société Générale Group (France) between November 2009 and September 2018, where he was responsible for retail banking in France, international retail banking for specialised financial services worldwide, and insurance companies. Prior to this, he was CEO of the Monoprix Group in France (2004-2009) and of the Vivarte Group in France (2003-2004), chairman of LVMH Fashion Group (France), international director and member of the Executive Committee and Managing Director of Zara France. He also held various positions at the French banking group Crédit Lyonnais and was CEO of its subsidiary in Spain, Banca Jover.

### **Pablo Forero Calderón**

Pablo Forero Calderón has been proposed by the Board of Directors as a member in the category of 'other external director'. He was born in Madrid in 1956 and is an economist. He is currently the non-executive Chairman of CaixaBank asset management, an independent director of the Portuguese company Grupo Jose de Mello, and an independent director and Chairman of the Risk Committee of HSBC Continental Europe. From 2017 to 2020, he was CEO and executive deputy chairman of Banco BPI. Previously, Pablo Forero was general director of Risks at CaixaBank; director of Treasury, Capital Markets and Asset Allocation, and investment manager of the asset management business, as well as investment advisor for the company's insurance business. He has also held positions at JP Morgan and the Spanish branch of MANUFACTURERS HANOVER TRUST CO.

### **José María Méndez Álvarez-Cedrón**

José María Méndez Álvarez-Cedrón, proposed as a proprietary director representing the "la Caixa" Foundation, was born in Lugo in 1966 and holds degrees in Law & Political Science and Administration. Additionally, José María Méndez is a civil servant on leave from the Senior Corps of Civil Administrators of the State. Currently, he is the CEO of Cecabank, S.A. and general director of CECA. He is also vice chairman of the Board of the European Savings and Retail Banking Group (ESBG); member of the Board of the World Savings Banks and Retail Banking Institute (WSBI); Vice Chairman of the Foundation of Savings Banks (FUNCAS); chairman of the Spanish Center for Sustainable and Responsible Finance (FINRESP); member of the Management Committee of the Deposit Guarantee Fund for Credit Institutions; and trustee of various foundations (SERES, CEOE and CEDE). José María Méndez joined CECA as secretary general in 2003, having previously held various positions in the General Directorate of the Treasury and Financial Policy of

the Ministry of Economy (1993-2003), and between 2000 and 2003 he was deputy director general of Financial Policy.

