

## Other relevant information

Regarding CaixaBank S.A.'s Ordinary General Shareholders' Meeting, to be held in València on 10 April 2025 at 11:00 am on first call, and if it cannot be held on first call, to be held on 11 April 2025 on second call, the proposed resolutions the Board of Directors will submit to the Meeting are appended hereto.

**The General Meeting is expected to be held on second call, i.e. on 11 April 2025, at 11:00 am.**

The Board of Directors has agreed to also allow **online attendance** at the Ordinary General Shareholders' Meeting, whereby those shareholders that so request may attend and take part in the General Meeting via a remote connection in real time, as provided by the By-laws and the Regulations of the General Meeting.

The proposals together with the remaining documentation related to the 2025 Ordinary General Meeting, including the individual and consolidated financial statements for 2024, will also be available for shareholders and investors on the corporate webpage: [www.CaixaBank.com](http://www.CaixaBank.com).

25 February 2025



**FULL TEXT OF THE RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS REGARDING ITEMS ON THE AGENDA OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING CALLED FOR 10 APRIL 2025, AT FIRST CALL, AND, IF APPROPRIATE, ON 11 APRIL 2025, AT SECOND CALL**

**Board of Directors – 20 February 2025**

## **ONE. ANNUAL ACCOUNTS AND CORPORATE MANAGEMENT**

### **ONE 1. Corresponding to Agenda Item 1.1**

#### **Approval of the individual and consolidated annual accounts and their respective management reports for the year ended on 31 December 2024.**

Approval of the individual annual accounts of CaixaBank, S.A. (comprising the balance sheet, the profit and loss account, statement of changes in net assets – which includes the statement of recognised income and expenses and the total statement of changes in net assets – cash flow statement and notes to the annual accounts), for the year ended on 31 December 2024, as well as the corresponding management report (which includes, in separate sections, the Annual Corporate Governance Report and the Annual Report on Directors' Remuneration), all such documents drawn up in European single electronic format (ESEF) to form an eXtensible HyperText Markup Language (XHTML) electronic file, in accordance with Directive 2004/109/EC and Commission Delegated Regulation (EU) 2019/815, and bearing the signatures and signature authentications of the signatory directors.

The individual annual accounts, together with the management report, have been audited by the auditors of CaixaBank, S.A. (hereinafter referred to also as “CaixaBank” or the “Company”).

Approval of the consolidated annual accounts of the CaixaBank Group (comprising the balance sheet, statement of profit and loss, statement of recognised income and expenses, statement of changes in net assets, statement of cash flows and notes to the annual accounts) for the year ended on 31 December 2024, as well as the corresponding consolidated management report (which includes the consolidated non-financial statement and the information contained in the Annual Corporate Governance Report and the Annual Report on Directors' Remuneration), all such documents drawn up in single European electronic format (ESEF) to form an eXtensible HyperText Markup Language (XHTML) electronic file, which includes the consolidated financial statements tagged using the eXtensible Business Reporting Language (XBRL) standard, in accordance with the provisions of Directive 2004/109/EC and Commission Delegated Regulation (EU) 2019/815, and containing the signatures and signature authentications of the signatory directors.

The consolidated annual accounts, together with the management report, have been audited by the Company's auditors.

### **ONE 2. Corresponding to Agenda Item 1.2**

#### **Approval of the consolidated non-financial information statement for the year ended on 31 December 2024.**

Approval of the consolidated non-financial information statement for the year ended on 31 December 2024, which is part of the consolidated management report.

The consolidated non-financial information statement has been subject to verification in accordance with the legislation in force.

### ONE 3. Corresponding to Agenda Item 1.3

#### Approval of the Board of Directors' management during the financial year ended on 31 December 2024.

To approve the management carried out by the Board of Directors during the financial year 2024.

### TWO. Corresponding to Agenda Item 2

#### Approval of the proposed allocation of profit for the year ended on 31 December 2024.

Approval of the allocation of the individual net profit of EUR 5,543,291,018.21 as follows:

Total profit	EUR 5,543,291,018.21
<b>For dividends:</b>	<b>EUR 3,096,357,018.37 (1)</b>
Interim dividend (November 2024)	EUR 1,068,479,753.54
Supplementary dividend (April 2025)	EUR 2,027,877,264.83 (2)
<b>Reserves:</b>	<b>EUR 2,446,933,999.84 (3)</b>
To legal reserve	EUR 0 (4)
To voluntary reserve	EUR 2,446,933,999.84 (5)(6)

(1) Estimated total amount (see note (2) below).

(2) Amount corresponding to the payment of the supplementary dividend of EUR 28.64 per share, to be paid in cash on 24 April 2025. It is noted that the total amount of the supplementary dividend has been determined under the assumption that, as a result of the execution of the share buyback programme, the approval and commencement of which was announced by means of an Inside Information notice dated 31 October 2024 and a subsequent notice of Other Relevant Information dated 19 November 2024, which is currently in progress, the number of outstanding shares of the Bank entitled to receive the dividend at the payment date will be 7,080,577,042. The purpose of the aforementioned buyback programme is to reduce CaixaBank's share capital by redeeming the treasury shares acquired. Therefore, the total amount of the supplementary dividend may be higher if fewer shares than expected are acquired in the buyback program or lower if more shares are acquired.

In the event that the Company holds more treasury shares than estimated at the dividend payment date, the amount of the dividend corresponding to these additional treasury shares shall be applied to voluntary reserves.

(3) Estimated amount (see note (5) below).

(4) It is not necessary to allocate part of the profit of 2024 to the legal reserve, since it already amounts to 20% of the share capital (Article 274 of the Spanish Corporation Law).

(5) Estimated amount to be allocated to voluntary reserve. This amount shall be increased or reduced by the same amount by which the total amount of the supplementary dividend is lower or higher, respectively, than the estimated supplementary dividend. (see notes 1 and 2 above).

(6) The remuneration payable on the AT1 equity instruments for 2024, amounting to EUR 266,510,635.15, will be paid out of this amount of voluntary reserves.

The dividend out of 2024 profit amounting to EUR 28.64 per share will be paid to shareholders on 24 April 2025. The dividend will be paid through the entities participating in the clearing house Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR). Any tax withholding required by applicable legislation for the gross amount paid will be made, as the case may be.

### **THREE. Corresponding to Agenda Item 3**

#### **Re-election of the Company's accounts auditor and its consolidated group for the financial year 2026.**

Re-elect PricewaterhouseCoopers Auditores, S.L., with registered office at Paseo de la Castellana 259 B, Torre PWC, 28046 Madrid, registered in the Madrid Companies Registry in Volume 9,267, Book 8,054, Sheet 75, Section 3, Page M-63988, with Tax Identification Number B-79031290 and registered in the Official Register of Statutory Auditors of the Institute of Accounting and Auditing of Accounts under number S0242, as the accounts auditor of the Company and of its consolidated group for the 2026 financial year in line with the recommendation of the Audit and Control Committee.

### **FOUR. RE-ELECTION AND APPOINTMENT OF MEMBERS OF THE BOARD OF DIRECTORS**

#### **FOUR 1. Corresponding to item 4.1 on the Agenda**

##### **Re-election of Ms. Koro Usarraga Unsain.**

To re-elect Ms. Koro Usarraga Unsain 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.

#### **FOUR 2. Corresponding to item 4.2 on the Agenda**

##### **Re-election of Mr. Fernando Maria Costa Duarte Ulrich.**

To re-elect Mr. Fernando Maria Costa Duarte Ulrich as a member of the Board of Directors, with the category of other external director, for the statutory period of four (4) years, following a favourable report by the Appointments and Sustainability Committee.

#### **FOUR 3. Corresponding to Item 4.3 on the Agenda**

##### **Re-election of Ms. Teresa Santero Quintillá.**

To re-elect Ms. Teresa Santero Quintillá as a member of the Board of Directors, with the category of proprietary director, at the proposal of FROB, the Executive Resolution Authority and BFA Tenedora de Acciones, S.A.U., for the statutory period of four (4) years, following a favourable report by the Appointments and Sustainability Committee.

#### **FOUR 4. Corresponding to item 4.4 on the Agenda**

##### **Appointment of Ms Rosa María García Piñeiro.**

To appoint Ms Rosa María García Piñeiro as 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, to cover the vacancy existing due to the resignation of Mr José Ignacio Goirigolzarri Tellaeche as member of the Board, which became effective on last 1 January.

The appointment of Ms. Rosa María García Piñeiro is subject to verification of her suitability as a director by the competent banking supervisor. In the event that such verification is not

obtained or if for any other reason, she would not assume the position, the vacancy on the Board will be filled either by co-option of another candidate by the Board of Directors itself following the General Shareholders' Meeting, or by appointment of another candidate at a subsequent General Shareholders' Meeting, being the intention of the General Shareholders' Meeting to maintain the number of members of the Board of Directors at fifteen (15).

#### **FOUR 5. Corresponding to item 4.5 on the Agenda**

##### **Appointment of Mr. Luis Álvarez Satorre.**

To appoint Mr. Luis Álvarez Satorre as 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, to cover the vacancy created by the non-renewal of the position of Mr. Joaquín Ayuso García, having expressed his desire not to renew his mandate with effect from the end of the General Shareholders' Meeting.

The appointment of Mr. Luis Álvarez Satorre is subject to verification of his suitability as a director by the competent banking supervisor. If this verification is not obtained, or by any other reason access to the post would not be possible, it is envisaged that the existing vacancy on the Board will be filled by either co-option of another candidate by the Board of Directors itself after the General Shareholders' Meeting has been held, or by appointing another candidate at a subsequent General Shareholders' Meeting, it is the will of the General Shareholders' Meeting to maintain the number of Board members in fifteen (15).

#### **FOUR 6. Corresponding to item 4.6 on the Agenda**

##### **Appointment of Mr. Bernardo Sánchez Incera.**

To appoint Mr. Bernardo Sánchez Incera as 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, to cover the vacancy created by the non-renewal of the position of Mr. Francisco Javier Campo García, having expressed his desire not to renew his mandate with effect from the end of the General Shareholders' Meeting.

The appointment of Mr. Bernardo Sánchez Incera is subject to verification of his suitability as a director by the competent banking supervisor. If this verification is not obtained, or by any other reason access to the post would not be possible, it is envisaged that the existing vacancy on the Board will be filled by either co-option of another candidate by the Board of Directors itself after the General Shareholders' Meeting has been held, or by appointing another candidate at a subsequent General Shareholders' Meeting, it is the will of the General Shareholders' Meeting to maintain the number of Board members in fifteen (15).

#### **FOUR 7. Corresponding to item 4.7 on the Agenda**

##### **Appointment of Mr. Pablo Arturo Forero Calderón.**

To appoint Mr. Pablo Arturo Forero Calderón as member of the Board, with the category of other external director, for the statutory period of four (4) years, following a favourable report by the Appointments and Sustainability Committee, to cover the vacancy created by the non-renewal of the position of Ms. Eva Castillo Sanz, having expressed her desire not to renew her mandate with effect from the end of the General Shareholders' Meeting.

The appointment of Mr. Pablo Arturo Forero Calderón is subject to verification of his suitability as a director by the competent banking supervisor. If this verification is not obtained, or by any

other reason access to the post would not be possible, it is envisaged that the existing vacancy on the Board will be filled by either co-option of another candidate by the Board of Directors itself after the General Shareholders' Meeting has been held, or by appointing another candidate at a subsequent General Shareholders' Meeting, it is the will of the General Shareholders' Meeting to maintain the number of Board members in fifteen (15).

## **FOUR 8. Corresponding to item 4.8 on the Agenda**

### **Appointment of Mr. José María Méndez Álvarez-Cedrón.**

To appoint Mr. José María Méndez Álvarez-Cedrón as a member of the Board of Directors, with the category of proprietary director representing significant shareholders, at the proposal of Caixa d'Estalvis i Pensions de Barcelona Banking Foundation, "la Caixa" and Criteria Caixa, S.A.U., for the statutory period of four (4) years, to cover the vacancy created as a result of the resignation tendered by the director Mr. José Serna Masiá, effective at the end of the General Shareholders' Meeting, following a favourable report by the Appointments and Sustainability Committee.

The appointment of Mr. José María Méndez Álvarez-Cedrón is subject to verification of his suitability as a director by the competent banking supervisor. If this verification is not obtained, or by any other reason access to the post would not be possible, it is envisaged that the existing vacancy on the Board will be filled by either co-option of another candidate by the Board of Directors itself after the General Shareholders' Meeting has been held, or by appointing another candidate at a subsequent General Shareholders' Meeting, it is the will of the General Shareholders' Meeting to maintain the number of Board members in fifteen (15).

## **FIVE. TREASURY SHARES AND SHARE CAPITAL**

### **FIVE 1. Corresponding to Agenda Item 5.1**

**Authorisation for the Company to acquire treasury shares as provided for in Article 146 of the Corporate Enterprises Act, revoking, in terms of the undrawn amount, the authorisation currently in force, approved at the General Shareholders' Meeting of 22 May 2020.**

Authorisation for the Company's Board of Directors to make the acquisition deriving from the Company's own shares, in accordance with Articles 146 and 509 of the Corporate Enterprises Act, either directly or indirectly through its subsidiaries, under the following terms:

- The acquisition may be made in the form of a sale, swap, dation in payment or any other alternative or possibility permitted by law, on one or more occasions, providing the combined par value of the acquired shares and those already held by the Company does not exceed 10% of the subscribed capital.
- In the case of onerous acquisition, the price or equivalent will be the closing price of the Company shares on the Continuous Market the day before the acquisition, with a maximum upward or downward variation of 15%.

The term of validity of the authorisation will be five years from the adoption of this resolution by the Company's General Shareholders' Meeting.

Similarly, and for the purposes set forth in paragraph 2 of section a) of Article 146.1 of the Corporate Enterprises Act, it is agreed to grant express authorisation for the acquisition of Company shares by any of the subsidiaries under the same terms as those resulting from this agreement.

It is expressly noted that the shares acquired by virtue of this authorisation may be used for either disposal or redemption or for application of the remuneration systems contemplated in paragraph 3 of section a) of Article 146 of the Corporate Enterprises Act, and may be delivered to the employees and Board Members of the Company or its group, as well as for any other legally possible purpose.

The Board of Directors is empowered to delegate this authorisation to any person or persons it so deems appropriate.

The foregoing shall be subject to the limits and requirements stipulated by the Corporate Enterprises Act and other applicable standards, revoking, in terms of the undrawn amount, the authorisation previously in force, approved at the General Shareholders' Meeting of 22 May 2020.

## **FIVE 2. Corresponding to Agenda Item 5.2**

### **Capital reduction by 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 SEVENTEEN MILLION, FOUR HUNDRED AND NINETY-THREE THOUSAND, SEVEN HUNDRED AND EIGHTY-FOUR EUROS (EUR 717,493,784), corresponding to SEVEN HUNDRED AND SEVENTEEN MILLION, FOUR HUNDRED AND NINETY-THREE THOUSAND, SEVEN HUNDRED AND EIGHTY-FOUR (717,493,784) 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 General Shareholders' Meeting of the Company held on 22 May 2020, under point 8 of the Agenda, of the authorisation submitted for approval by this General Shareholders' Meeting under point 5.1 above 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 with any limitations that may be established by any competent authorities. For this purpose, the Company approved a Share Buyback programme with a maximum monetary amount of 500 million euros, which was announced as Inside Information on 31 October 2024, and commenced on 19 November 2024, as stated in the Other Relevant Information disclosure published on the same date. The aforementioned share buyback programme has a duration of six months, its execution not having been completed at the time of the formulation of this proposed resolution. In addition, the Company plans to establish Share Buyback programmes during the financial year 2025, in accordance with the provisions of Regulation (EU) No 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 Annual General Meeting, and as of that date it will have no further effects with respect to the non-completed 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 Corporate Enterprises Act. Therefore, in such a case, the Company's creditors will not have the right of opposition referred to in article 334 of the Corporate Enterprises Act.

It is hereby stated that the consent of bondholder syndicates for outstanding debenture and bond issues provided for in article 411 of the Corporate Enterprises Act is not required, pursuant to the provisions of 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, 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 implement 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 resolution must be carried out, which must be before the Company's next 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) Recast the text of Articles 5 and 6 of the By-laws to reflect the new capital figure and the number of outstanding shares after each execution of the 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 present all required documents before the competent bodies, so that, once the redemption of the Company's shares has taken place and the corresponding capital reduction deed has been awarded and filed in the Companies' Registry, the redeemed shares may be de-listed 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 its treasury shares will be effectively carried out.
- (vi) Perform all tasks that may be required or advisable vis-à-vis any public or private bodies or institutions, whether Spanish or foreign, to obtain the consent and authorisations required to ensure the effectiveness of these resolutions and complete the capital reduction, including duties 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.

## SIX. REMUNERATION

### SIX 1. Corresponding to Agenda Item 6.1

#### Setting of the remuneration of Directors.

For the purposes of the provisions of Article 34 (2) and (3) of the Company's By-laws, to set at FIVE MILLION EUROS (€5,000,000) the maximum annual fixed amount of remuneration for all Directors in their capacity as such and without taking remuneration for executive functions into account. This amount shall remain in force until the General Shareholders' Meeting resolves to amend it.

### SIX 2. Corresponding to Agenda Item 6.2

#### Approval of the Remuneration Policy of the Board of Directors.

In accordance with the provisions of Article 529 novodecies of the Corporate Enterprises Act, to approve a new Remuneration Policy for the Board of Directors of CaixaBank (2025-2028), which will fully replace the current Remuneration Policy for the Board members (2022-2025), all without prejudice to any effects occurred and consolidated during its term.

The new Remuneration Policy of the Board of Directors will be applicable from the date of its approval at this General Meeting until the financial year 2028, inclusive.

The new Remuneration Policy of the Board of Directors is included as part of the documentation made available to the shareholders on the occasion of the call for this General Meeting, together with the reasoned proposal approved by the Board of Directors, and the required report from the Remuneration Committee.

Likewise, to empower the Board of Directors, as broadly as necessary under law, to interpret, develop and execute the remuneration policy of the Board of Directors, implementing the resolutions and approving and signing all public or private documents that may be necessary or appropriate, to ensure its full application and effect.

### SIX 3. Corresponding to Agenda Item 6.3

#### Delivery of shares to the Executive Directors as payment of the variable components of their remuneration.

Within the framework of the variable remuneration systems and components provided for in CaixaBank's Remuneration Policy for the Board members, and especially the Variable Remuneration Scheme with Multi-year Metrics, to approve the delivery of shares to the Company's executive Directors in the terms indicated below:

Direct payment: Payment of 40% of the variable remuneration (50% cash and 50% in shares) corresponding to 2025 will be made before the end of the first quarter of 2026.

Deferred payment: Payment of 60% of the variable remuneration (30% in cash and 70% in shares) corresponding to 2025 will be deferred over 5 years and paid in fifths before the end of the first quarter of all years from 2027 to 2031.

For deferred amounts payable in 2029, 2030, and 2031, payment will also be subject to compliance with multi-year metrics that could reduce (but never increase) the payment of the deferred amounts.

Amount: The maximum amount distributable in shares to executive Directors in 2026 and the following five years as a result of the 2025 variable remuneration, in accordance with the

above schedule for each year, is estimated at a total of ONE MILLION THREE HUNDRED TWO THOUSAND EUROS (€1,302,000), after deduction of taxes and withholdings, considering that this group and the target variable remuneration amount remain unchanged.

The maximum number of shares to be delivered, after tax and withholdings, will be the ratio between the estimated maximum amount and the average value of the closing prices on the trading days between 1 January and 31 January each year.

Delegation of powers: delegate to the Board of Directors, with express powers to sub-delegate, in turn, the Executive Committee of the Board of Directors, the Remuneration Committee or any Director it deems appropriate, the necessary authority under the fullest extent permitted by law to develop, formalise and implement this agreement or terminate it, where the case may be, adopting any resolutions and signing any public or private documents that may be necessary or appropriate to ensure its full effectiveness, also being authorised to remedy, rectify, amend or complement this resolution and, in particular and for illustrative purposes only, to carry out the following:

- (i) To develop and establish the specific terms of the share-based variable remuneration system, with regard to any aspects not contemplated in the resolution.
- (ii) To draft, subscribe and submit any notices and documentation that may be necessary or appropriate, before any public or private body, for the implementation, execution and payment of the share-based variable remuneration system, including the corresponding prospectuses where the case may be.
- (iii) To determine the exact number of shares corresponding to each of the beneficiaries of the resolution, respecting the established maximum limitations.
- (iv) To carry out any action or procedure or make any statement before any Spanish or foreign, public or private body, entity or register, in order to obtain any authorisation or verification required for the implementation, execution and payment of the share-based variable remuneration system.
- (v) To negotiate, agree on and sign compensation and settlement contracts with financial institutions which it may freely appoint, under the terms and conditions it deems appropriate.
- (vi) To draw up and publish any announcements that may be required or appropriate.
- (vii) To draw up, sign and execute and, where applicable, certify whatsoever type of document connected with the share-based variable remuneration system.
- (viii) To adapt the content of the system to any requirements or observations made by the competent supervisory authorities.
- (ix) And, in general, to perform any actions and sign any documents necessary or advisable to ensure the validity, efficacy, implementation, development, execution, settlement and success of the share-based variable remuneration system and of the resolution.

#### **SIX 4. Corresponding to Agenda Item 6.4**

**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 ten (210) 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 (30) 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 recognized 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.

## **SIX 5. Corresponding to Agenda Item 6.5**

### **Consultative vote on the Annual Report on Directors' Remuneration for the financial year 2024.**

To approve the Annual Report on Directors' Remuneration for the financial year 2024.

## **SEVEN. Corresponding to Agenda Item 7**

### **Authorisation and delegation of powers to interpret, correct, supplement, implement and develop the resolutions adopted by the General Meeting, and delegation of powers to notarise those resolutions in public deeds, register them and, where the case may be, correct them.**

To delegate to the Board of Directors, with express authority to sub-delegate to the Executive Committee of the Board of Directors, or to the director or directors it deems appropriate, or to the Secretary, Deputy Secretary or Deputy Secretaries of the Board, such powers as may be considered necessary to interpret, rectify, further specify, implement and carry out any of the resolutions adopted by the General Meeting. This vesting of powers includes authority to carry out any modifications, amendments and additions as may be necessary or appropriate to ensure the full effectiveness and implementation of these resolutions.

To delegate powers to the Chairman of the Board of Directors, the Chief Executive Officer, the Secretary and the Deputy Secretary or Deputy Secretaries of this body, without distinction, to sign any private documents and to execute before a Notary of their choice any public documents that may be necessary or appropriate for execution of the aforementioned resolutions or their entry in the corresponding registers, with express powers to rectify any errors or omissions.

## **EIGHT. INFORMATIONAL ITEMS**

### **EIGHT 1. Corresponding to Agenda Item 8.1**

#### **Information on the amendment of the Regulations of the Board of Directors agreed by the Board at its meeting on 20 February 2025**

Acknowledge the amendment to the Regulations of the Board of Directors of the Company approved by the Board of Directors at its meeting held on 20 February 2025. The purpose of this amendment is to adapt and complete the Regulations of the Board of Directors to the various rules, guidelines and recommendations on good governance that affect different aspects related to the composition, functioning and competencies of the governing bodies of CaixaBank.

The amendment of the Regulations of the Board of Directors is explained in detail in the explanatory report issued by the Board of Directors in accordance with articles 528 and 518.d) of the Corporate Enterprises Act.

### **EIGHT 2. Corresponding to Agenda Item 8.2**

#### **Notification of the report of the Board of Directors for the purposes of the provisions of article 511 of Royal Legislative Decree 1/2010, of 2 July, approving the revised text of the Corporate Enterprises Act.**

In accordance with the provisions of article 511 of the Corporate Enterprises Act, the General Meeting is hereby informed of the directors' report on the issue of preference shares contingently convertible into shares for a total nominal amount of ONE BILLION EUROS (EUR 1,000,000,000) and excluding pre-emptive subscription rights. This issue was approved by the Board of Directors under the delegation granted in its favour by the Ordinary General Shareholders' Meeting held on 22 March 2024, the definitive terms being fixed on 16 January 2025, as published in a communication of Other Relevant Information on the same date.

The directors' report on this issue has been made available to shareholders as part of the documentation for this General Meeting.

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