

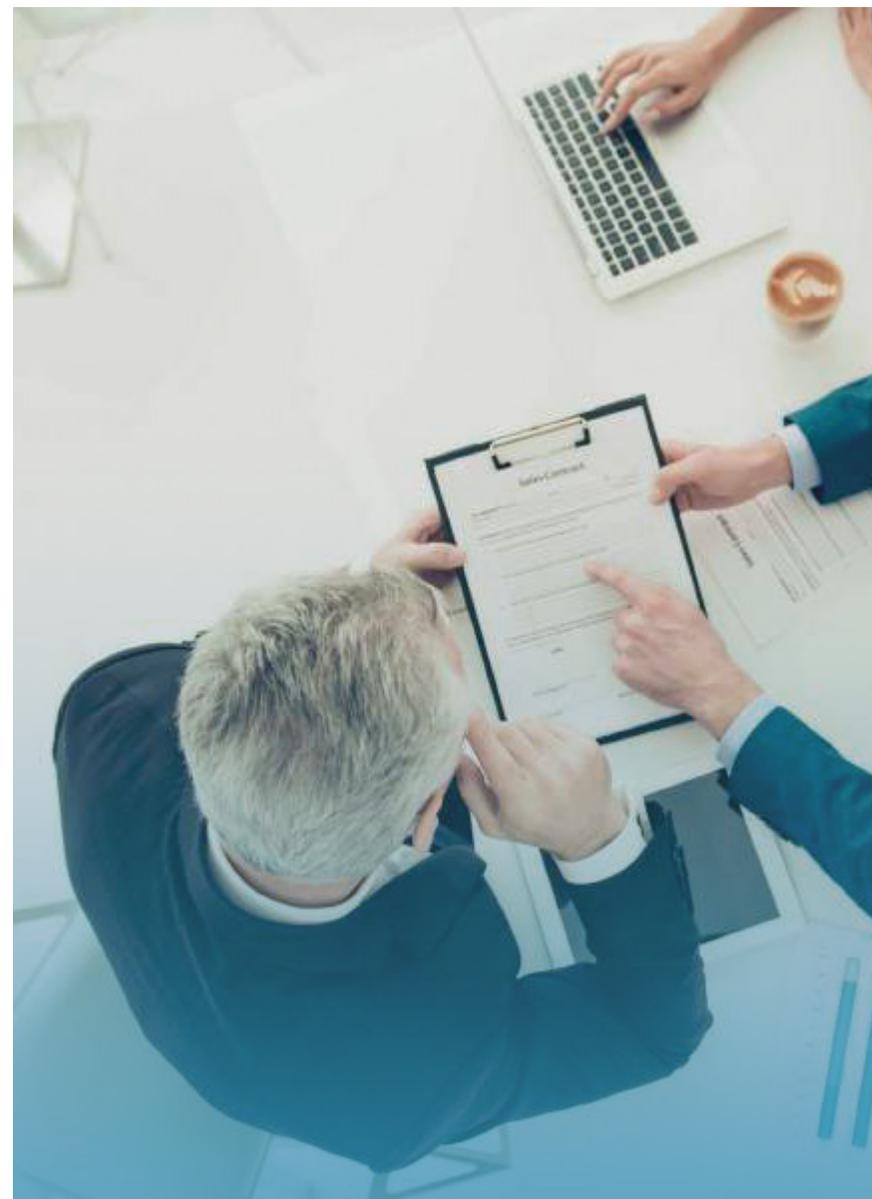
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# Independent verification report





*This version of our report is a free translation from the original, which was prepared in Spanish. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation.*

## Limited assurance report issued by a verifier on the Consolidated Non-Financial Information Statement and Sustainability Information

To the shareholders of CaixaBank, S.A. on behalf of the management:

### Limited Assurance Conclusion

In accordance with Article 49 of the Commercial Code, we have conducted a limited assurance engagement on the attached Consolidated Non-Financial Information Statement (hereinafter, NFIS) for the fiscal year ended December 31, 2025, of CaixaBank, S.A. (hereinafter, the Parent Company) and its subsidiaries (hereinafter, the Group), which forms part of the Group's consolidated management report.

The content of the NFIS includes additional information beyond that required by current commercial regulations on non-financial information, specifically including the Sustainability Information prepared by the Group for the fiscal year ended December 31, 2025 (hereinafter, sustainability information), in accordance with the Directive (EU) 2022/2464 of the European Parliament and of the Council of December 14, 2022, on the disclosure of sustainability information by companies (CSRD). This sustainability information has also been subject to limited assurance.

Based on the procedures performed and the evidence we have obtained, nothing has come to our attention that causes us to believe that:

- a) the Group's Non-Financial Information Statement for the fiscal year ended December 31, 2025, has not been prepared, in all material respects, in accordance with the contents set out in the current commercial regulations and following the selected criteria of the European Sustainability Reporting Standards (ESRS), as well as other criteria described according to what is mentioned for each matter in the table included in Chapter 8 "Table of correspondence with Law 11/2018 and Taxonomy Regulation" of the said Statement;
- b) the sustainability information as a whole has not been prepared, in all material respects, in accordance with the sustainability reporting framework applied by the Group and identified in the "Basis of Preparation" section of Chapter 6 attached, including:
  - That the description provided of the process for identifying sustainability information included in the "Materiality Analysis" section of Chapter 6 is consistent with the implemented process and allows for the identification of material information to be disclosed according to the prescriptions of the ESRS.
  - Compliance with the ESRS.

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inscrita en el R.D.A.G. con el número 80242, NIF: B-79031296

- Compliance with the disclosure requirements included in the "Green Taxonomy" subsection of the environmental section of the sustainability information in accordance with Article 8 of Regulation (EU) 2020/852 of the European Parliament and of the Council of June 18, 2020, establishing a framework to facilitate sustainable investments.

### Basis for Conclusion

We have conducted our limited assurance engagement in accordance with generally accepted professional standards applicable in Spain, specifically following the guidelines contained in the Revised Practice Notes 47 and 56 issued by the Institute of Chartered Accountants of Spain on non-financial information assurance engagements, and considering the content of the note published by the Institute of Accounting and Auditing (ICAC) dated December 18, 2024 (hereinafter, generally accepted professional standards).

The scope of procedures applied in a limited assurance engagement is narrower compared to those required in a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is lower than it would have been if a reasonable assurance engagement had been performed.

Our responsibilities in accordance with these standards are described in more detail in the Verifier's Responsibilities section of our report.

We have complied with the independence and other ethical requirements of the International Code of Ethics for Professional Accountants (including international independence standards) issued by the International Ethics Standards Board for Accountants (IESBA Code), which is based on the fundamental principles of integrity, objectivity, professional competence and due care, confidentiality, and professional behavior.

Our firm applies International Quality Management Standard (ISQM) 1, which requires the design, implementation, and operation of a quality management system that includes policies and procedures concerning compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

We consider that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

### Responsibilities of the Parent Company's Management

The preparation of the NFIS included in the Group's consolidated management report, as well as its content, is the responsibility of the management of CaixaBank, S.A. The NFIS has been prepared in accordance with the contents set out in the current commercial regulations and following the selected criteria of the European Sustainability Reporting Standards (ESRS), as well as other criteria described for each matter in the table included in Chapter 8 "Table of correspondence with Law 11/2018 and Taxonomy Regulation" of the said Statement.

This responsibility also includes the design, implementation, and maintenance of the internal control deemed necessary to ensure that the NFIS is free from material misstatements, whether due to fraud or error.

The management of CaixaBank, S.A. is also responsible for defining, implementing, adapting, and maintaining the management systems from which the necessary information for the preparation of the NFIS is obtained.

Regarding sustainability information, the management of the Parent Company is responsible for developing and implementing a process to identify the information that must be included in the sustainability information in accordance with the content of the CSRD, the ESRS, and Article 8 of Regulation (EU) 2020/852 of the European Parliament and of the Council of June 18, 2020, and for disclosing information about this process in the sustainability information itself in the "Materiality Analysis" section of Chapter 6. This responsibility includes:

- understanding the context in which the Group's business activities and relationships are developed, as well as its stakeholders, concerning the impacts the Group has on people and the environment;
- identifying actual and potential impacts (both negative and positive), as well as the risks and opportunities that could affect, or could reasonably be expected to affect, the financial position, financial results, cash flows, access to financing, or the cost of capital of the Group in the short, medium, or long term;
- assessing the materiality of identified impacts, risks, and opportunities; and
- making assumptions and estimates that are reasonable based on the circumstances.

The management of the Parent Company is also responsible for preparing the sustainability information, which includes the information identified by the process, in accordance with the sustainability reporting framework applied, including compliance with the CSRD, compliance with the ESRS, and compliance with the disclosure requirements included in the "Green Taxonomy" subsection of the environmental section of the sustainability information in accordance with Article 8 of Regulation (EU) 2020/852 of the European Parliament and of the Council of June 18, 2020, establishing a framework to facilitate sustainable investments.

This responsibility includes:

- Designing, implementing, and maintaining internal control that the management of the Parent Company considers relevant to enable the preparation of sustainability information that is free from material misstatements due to fraud or error.
- Selecting and applying appropriate methods for presenting sustainability information and making assumptions and estimates that are reasonable, considering the circumstances, regarding specific disclosures.

#### Inherent limitations in the preparation of information

According to the ESRS, the management of the Parent Company is required to prepare forward-looking information based on assumptions and hypotheses, which must be included in the sustainability information, about events that may occur in the future, as well as potential future actions that the Group may take. Actual results may differ significantly from those estimated, as they relate to the future and future events often do not occur as expected.

To determine the disclosures of sustainability information, the management of the Parent Company interprets legal and other terms that are not clearly defined and may be interpreted differently by others, including the legal conformity of such interpretations and, consequently, they are subject to uncertainty.

#### Verifier's Responsibilities

Our objectives are to plan and perform the verification engagement to obtain limited assurance about whether the NFIS and the sustainability information are free from material misstatement, whether due to fraud or error, and to issue a limited assurance report that includes our conclusions in this regard. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably be expected to influence the decisions made by users based on this information.

As part of a limited assurance engagement, we apply our professional judgment and maintain a professional skepticism throughout the engagement. We also:

- Design and apply procedures to assess whether the process for identifying the information included in both the NFIS and the sustainability information is consistent with the description of the process followed by the Group and allows, where applicable, the identification of material information to be disclosed according to the prescriptions of the ESRS.
- Apply risk-based procedures, including obtaining an understanding of the internal controls relevant to the engagement to identify the information to be disclosed where it is more likely that material misstatements may arise, due to fraud or error, but not for the purpose of providing a conclusion on the effectiveness of the Group's internal control.
- Design and apply procedures that respond to the disclosures contained in both the NFIS and the sustainability information where it is likely that material misstatements may arise. The risk of not detecting a material misstatement due to fraud is higher than for a material misstatement due to error, as fraud may involve collusion, forgery, deliberate omissions, intentionally erroneous statements, or the circumvention of internal control.

#### Summary of work performed

A limited assurance engagement includes performing procedures to obtain evidence that serves as a basis for our conclusions. The nature, timing, and extent of the procedures selected depend on professional judgment, including identifying the information to be disclosed where it is likely that material misstatements may arise, due to fraud or error, in the NFIS and the sustainability information.

Our work has involved inquiries with management, as well as with the various units and components of the Group that have participated in the preparation of the NFIS and sustainability information, reviewing the processes for collecting and validating the information presented in the NFIS and sustainability information, and applying certain analytical procedures and sampling review tests, which are described below:

In relation to the NFIS verification process:

- Meetings with the Group's staff to understand the business model, policies, and management approaches applied, the main risks related to these issues, and to obtain the necessary information for external review.
- Analysis of the scope, relevance, and completeness of the contents included in the NFIS for the fiscal year 2025 based on the materiality analysis conducted by the Group and described in the "Materiality Analysis" section of Chapter 6, considering contents required by the current commercial regulations.
- Analysis of the processes for collecting and validating the data presented in the NFIS for the fiscal year 2025.

- Review of information related to the risks, policies, and management approaches applied concerning the material aspects presented in the NFIS for the fiscal year 2025.
- Verification, through testing based on a sample selection, of the information related to the contents included in the NFIS for the fiscal year 2025 and its proper compilation from the data provided by the information sources.

In relation to the verification process of the sustainability information:

- Conducting inquiries with the Group's staff:
  - To understand the business model, policies, and management approaches applied, the main risks related to these issues, and to obtain the necessary information for the external review.
  - To understand the origin of the information used by management (for example, the interaction with stakeholders, business plans, and strategy documents); and reviewing the Group's internal documentation regarding its process.
- Obtaining, through inquiries with the Group's staff, knowledge of the entity's processes for collecting, validating, and presenting relevant information for preparing its sustainability information.
- Evaluating the consistency of the evidence obtained from our procedures regarding the process implemented by the Group for determining the information to be included in the sustainability information with the description of the process included in such information, as well as evaluating whether the said process implemented by the Group allows for the identification of material information to be disclosed according to the prescriptions of the ESRS.
- Evaluating whether all the information identified in the process implemented by the Group for determining the information to be included in the sustainability information is effectively included.
- Evaluating the consistency of the structure and presentation of the sustainability information with the provisions of the ESRS and the rest of the sustainability reporting framework applied by the Group.
- Conducting inquiries with relevant personnel and analytical procedures on information disclosed in the sustainability information, considering where material misstatements, due to fraud or error, are likely to arise.
- Performing, where applicable, substantive procedures through sampling on information disclosed in the selected sustainability information, considering where material misstatements, due to fraud or error, are likely to arise.
- Obtaining, where applicable, reports issued by accredited independent third parties attached to the consolidated management report in response to European regulatory requirements and, in relation to the information to which they refer and in accordance with generally accepted professional standards, checking exclusively the accreditation of the verifier and that the scope of the issued report corresponds with the one required by European regulations.

- Obtaining, where applicable, the documents containing the information incorporated by reference, the reports issued by auditors or verifiers on these documents, and, in accordance with generally accepted professional standards, checking exclusively that the conditions described in the ESRS are met in the document referred to by the information incorporated by reference, to be able to incorporate information by reference in the sustainability information.
- Obtaining a letter of representations from the Parent Company's administrators and management regarding the NFIS and sustainability information.

#### Other Information

The administrators of the Parent Company are responsible for the other information. The other information comprises the consolidated annual accounts and the rest of the information included in the consolidated management report, but does not include either the audit report of the consolidated annual accounts or the verification reports issued by accredited independent third parties required by the European Union law on specific disclosures contained in the sustainability information and that figure as an annex to the consolidated management report.

Our verification report does not cover the other information, and we do not express any verification conclusion thereon.

In relation to our verification engagement on the sustainability information, our responsibility is to read the other information identified above and thus consider whether the other information presents material inconsistencies with the sustainability information or with the knowledge we have acquired during the verification engagement that might indicate the existence of material misstatements in the sustainability information.

PricewaterhouseCoopers Auditores, S.L.

PRICEWATERHOUSECOOPERS AUDITORES, S.L.

Original in Spanish signed by  
Guillermo Cavia González

February 20, 2026



*This version of our report is a free translation from the original, which was prepared in Spanish. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation.*

## Independent Limited Assurance Report on the UNEP FI Principles for Responsible Banking of CaixaBank, S.A.

To the shareholders of CaixaBank, S.A., on behalf of the management.

### Limited assurance conclusion

We have carried out a limited assurance engagement on the information of certain United Nations Principles for Responsible Banking (PRB) promoted by the United Nations Environment Programme Finance Initiative (UNEP FI) ('the selected PRB Information') of CaixaBank, S.A. (the Parent company) and subsidiaries (the 'Group') contained in the table 'United Nations Environment Programme Finance Initiative (UNEP FI)' of chapter 9 'Other reporting frameworks' of the attached consolidated management report as of December 31, 2025 and for the year then ended.

Specifically, the selected PRB Information includes the section 'Principle 2: Impact & Target Setting' and the section 'Principle 5: Governance & Culture', prepared by the directors of CaixaBank, S.A. in accordance with the criteria set out in the Responsible Banking Progress Statement for PRB Signatories Template of the UNEP FI PRB, as well as a series of own preparation and reporting Criteria of the Group that are described in the Group's consolidated management report (hereinafter, 'the reporting Criteria').

Based on the procedures performed and the evidence obtained, nothing has come to our attention that causes us to believe that the selected PRB Information as a whole corresponding to the section 'Principle 2: Impact & Target Setting' and the section 'Principle 5: Governance & Culture' included in the table 'United Nations Environment Programme Finance Initiative (UNEP FI)' of chapter 9 'Other reporting frameworks' of the attached consolidated management report of the Group has not been prepared, in all material respects, in accordance with the aforementioned reporting Criteria.

### Basis for conclusion

We conducted our limited assurance engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3000 (Revised), 'Assurance Engagements Other than Audits or Reviews of Historical Financial Information' ('ISAE 3000 (Revised)'), issued by the International Auditing and Assurance Standards Board (IAASB), and taking into account the UNEP FI Guidance for assurance providers Providing Limited Assurance for Reporting on Principles for Responsible Banking issued by UNEP FI.

We consider that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion. Our responsibilities in accordance with that standard are described in more detail in the Practitioner's responsibilities section of our report.

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As part of a limited assurance engagement in accordance with ISAE 3000 (Revised), we exercise professional judgment and maintain professional scepticism throughout the engagement. We also:

- Determine the appropriateness in the circumstances of the Group's use of the reporting Criteria as the basis for the preparation of the selected PRB Information.
- Apply risk assessment procedures, including obtaining an understanding of the internal control relevant to the engagement, to identify areas where material misstatements are more likely to arise, whether due to fraud or error, but not for the purpose of expressing a conclusion on the effectiveness of the Group's internal control.
- Design and implement procedures that address the areas in which material misstatements in the selected PRB Information are likely to arise. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, intentional misrepresentations, or the override of internal control.

#### Summary of the work performed

A limited assurance engagement involves performing procedures to obtain evidence on the selected PRB Information. The procedures in a limited assurance engagement vary in nature and timing, and their extent is less than in a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than that which would have been obtained had a reasonable assurance engagement been performed.

The nature, timing and extent of the procedures selected depend on professional judgment, including the identification of areas where material misstatements in the selected PRB Information are likely to arise, whether due to fraud or error.

In carrying out our limited assurance work, we have:

- Held meetings with the Group personnel to obtain an understanding of the business model, risks, policies and management approaches applied, and to obtain the information necessary for the external review of the selected PRB Information;
- Obtained an understanding of the information management processes and systems to collect and validate the data presented relating to the selected PRB Information;
- Assessed whether the significant information identified by the process to determine the information reported in the selected PRB Information is complete;
- Performed review procedures, including sample selection, and variance analysis of the selected PRB Information and assessed its proper compilation from data provided by the Group's information sources;
- Evaluated the methods used by the Group to develop estimates and forward-looking information in relation to the selected PRB Information;
- Obtained a representation letter from the directors and management of the Parent company.

#### Use and distribution

Our report is issued to the shareholders of CaixaBank, S.A. on behalf of the management, in accordance with the terms of our engagement letter dated November 14, 2025, which states that we do not assume responsibility to third parties other than the addressees of this report.

This work does not constitute an accounts audit nor is it subject to the regulations governing the audit activity in force in Spain, so we do not express an audit opinion in the terms provided for in the aforementioned regulations.

PricewaterhouseCoopers Auditores, S.L.

PRICEWATERHOUSECOOPERS AUDITORES, S.L.

Original in Spanish signed by  
Guillermo Cavia González

February 20, 2026

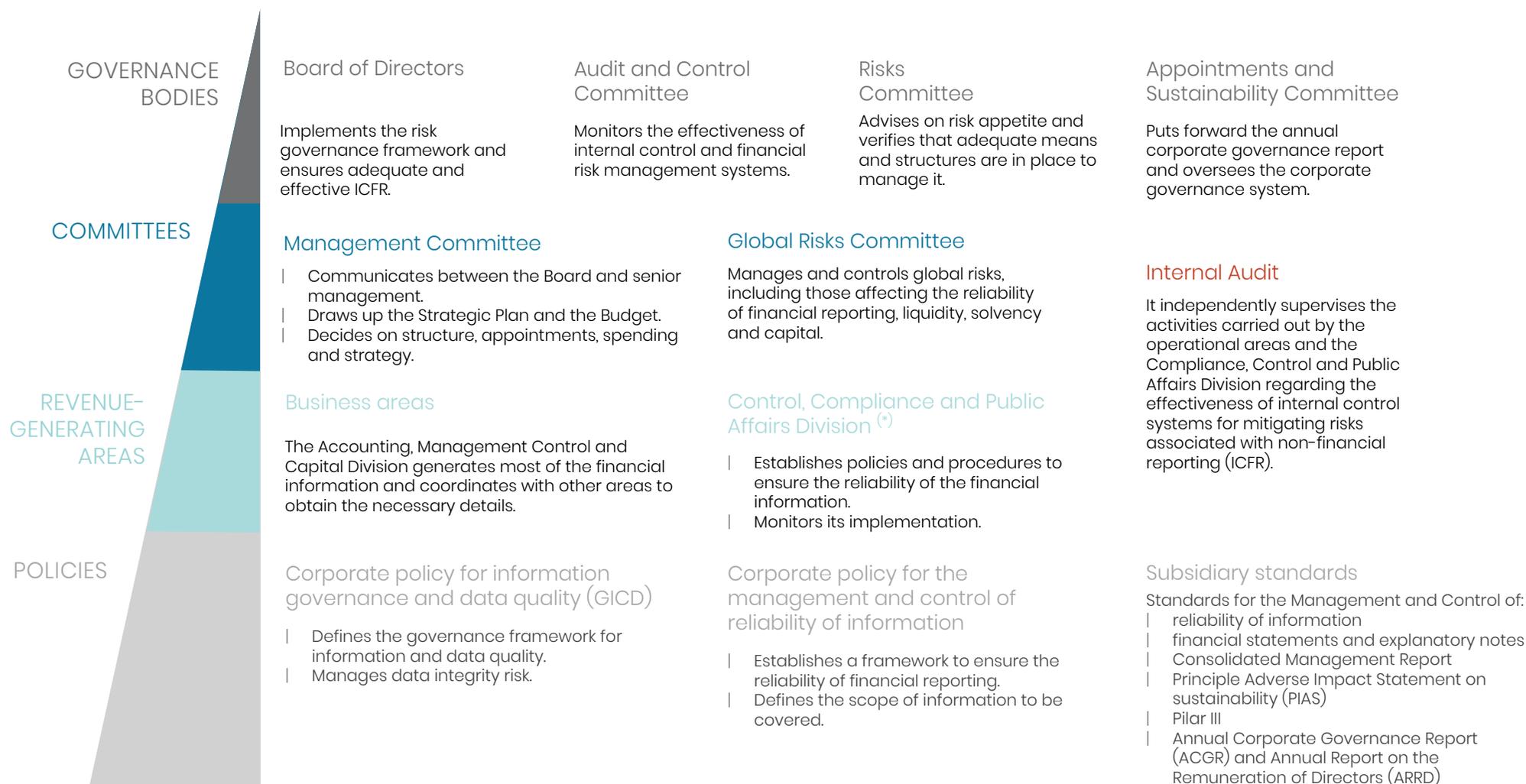


## **Internal control and risk management systems related to the financial reporting process (ICFR)**

# CONTROL ENVIRONMENT FOR FINANCIAL INFORMATION (F.1)

## GOVERNANCE AND BODIES IN CHARGE

The governance bodies involved in the financial reporting control environment are detailed below:



(\*) ICFR management in the CaixaBank Group is the responsibility of the Financial Reporting Reliability Division, which is part of the Control and Validation Division. In December 2025, an organisational change moved this function from the Compliance, Control and Public Affairs Division to the Risk Management and Compliance Division, to which it currently belongs.

## ORGANISATIONAL STRUCTURE AND FUNCTIONS

The review and approval of the organisational structure and lines of responsibility and authority are carried out by CaixaBank's Board of Directors, through the Management Committee and the Appointments and Sustainability Committee.

The Organisation area designs the organisational structure of CaixaBank and proposes to the Bank's governing bodies any suitable changes. Subsequently, the People Division proposes the appointments to undertake the defined responsibilities.

## CODE OF ETHICS AND OTHER INTERNAL POLICIES

The Code of Ethics is the foundation that guides the behaviour of the individuals who are part of CaixaBank, namely, employees, executives and members of its governance bodies, and it applies at all levels: in internal professional relations within the Company and in external relations with shareholders, customers, suppliers, and with society at large. In the Code of Ethics, CaixaBank sets out the values, principles and rules that should govern its activity and aligns itself with the highest national and international standards, adopting an active stance of rejection of all types of unethical practices and the general principles of action set out in the code.

In this context, as part of the employee recruitment process, the employee's express commitment to strict compliance with the Code of Ethics and other internal policies of the Company is established and formalised.

The Board of Directors of CaixaBank is the body responsible for its approval. The Code of Ethics is reviewed every three years or whenever unforeseen or extraordinary circumstances so require.

The Code of Ethics is accessible through:

- | CaixaBank's corporate website.
- | Corporate intranet.

The corporate values that underpin the Code of Ethics are:

**Quality:** defined as the desire to serve customers, providing them with excellent treatment and offering them the products and services most suited to their needs.

**Trust:** defined as the sum of integrity and professionalism, cultivated with empathy, through dialogue, being approachable and accessible.

**Social commitment:** defined as a commitment not only to add value for customers, shareholders and employees but also to contribute to the development of a fairer society, with greater equality of opportunity. It is the origin of CaixaBank, its foundational essence, what distinguishes it and makes it unique.

In January 2025, the Code of Ethics was revised to incorporate the definitions of corporate culture and business conduct, as well as a reference to Law 2/2023 regulating the protection of individuals who report regulatory infringements and the fight against corruption.

At the same time, the guiding principles for the development of corporate values are as follows:

- | Compliance with the laws and regulations in force at any given time.
- | Respect.
- | Integrity.
- | Transparency.
- | Excellence and Professionalism.
- | Confidentiality.
- | Social responsibility.





The principles of conduct ensure, among other aspects, that:

- | CaixaBank and the people within it act in a lawful, ethical, and professional manner. The principles of conduct and the reputation of CaixaBank cannot be compromised.
- | CaixaBank’s mission is to fully meet the banking needs of the greatest possible number of customers, through an appropriate and complete range of products and excellent service quality, while maintaining the commitment to contribute value for customers, shareholders, employees and society at large. CaixaBank also provides its customers with appropriate explanations of the characteristics of the products and services it offers in a precise, clear and truthful manner so that they can freely choose the product or service that best suits their needs and interests, ensuring that they are aware of and understand the risks associated with or inherent to these products and services.
- | In every phase of product and service marketing, the customers’ needs and interests take precedence over those of CaixaBank, acting with honesty and transparency in information. It is important to guarantee an adequate level of protection by implementing transparency measures with support from informational material and the provision of the necessary pre-contractual and contractual documentation in each case to ensure proper marketing in line with the customer’s needs and guarantee a long-lasting relationship of trust.
- | CaixaBank promotes advertising that is clear, sufficient, balanced, objective and not misleading in simple, easy-to-understand language, without omitting necessary information, creating false expectations or providing misleading information about the characteristics of the product or service offered, so that the recipient can make an informed decision about the products and services advertised.
- | The commitment to transparency extends to society at large. In particular, to shareholders and institutional investors through relevant financial and corporate information; to relationships with suppliers, through objective processes and agreements that ensure best practices in ethics, social responsibility, and environmental matters; and also to the media when opinions, statements, or information disseminated may be attributed to CaixaBank.

Therefore, the values and principles of the Code of Ethics are extended to CaixaBank Group suppliers through the Supplier Code of Conduct, a mandatory document aimed at spreading and promoting the values and principles in suppliers’ activities, which are essential for achieving growth and quality service objectives, and whose consistency with CaixaBank’s positioning and mission is crucial.

Based on these ethical principles and values, CaixaBank has developed a series of Corporate Conduct standards, applicable to all companies in the CaixaBank Group. These rules specify the following in relation to financial reporting:

Policy	Target	2025 update
<b>Corporate Internal Information System Policy</b>	Core document that outlines the regulatory, operational and management framework of the CaixaBank Group's internal reporting system, with the primary channel being the Whistleblowing Channel.	No changes were implemented in 2025
<b>Criminal Compliance Corporate Policy</b>	It lays down a general framework that guides the CaixaBank Group's criminal prevention model. Its objective is to ensure there is a robust control environment in place to help prevent and avoid the commission of crimes in those behaviours whose criminal responsibility is attributable to the legal entity, (including accessory crimes covered by Article 129 of the Penal Code, as well as the relevant criminal risks at the sector level).	The policy has been updated with minor changes related to the regulatory framework.
<b>Corporate Anti-Corruption Policy</b>	This is an essential tool to prevent CaixaBank Group companies and their external collaborators from directly, or through intermediaries, engaging in conduct that may be against the law or the business principles of CaixaBank. This policy complements the Code of Ethics and is an integral part of the CaixaBank Group's Criminal Prevention Model.	No changes were implemented in 2025
<b>Corporate Conflicts of Interest Policy</b>	It provides a global and harmonised framework of general principles and procedures of action to be taken to manage any real or potential conflicts of interest that may arise in the performance of activities and services.	No changes were implemented in 2025
<b>Corporate AML/CFT Policy and Financial Countermeasures</b>	It actively promotes the implementation of the highest international standards in this area, in all jurisdictions where the CaixaBank Group is present and operates.	The policy has been updated with some modifications, including the definition of the AML Manager and the updating of the customer admission policy, as well as the inclusion of more details on roles and responsibilities.
<b>Internal Code of Conduct</b>	It establishes the actions of CaixaBank and CaixaBank Group companies, as well as their governance and management bodies, employees and agents with regard to the conduct rules on market abuse, with the goal of promoting transparency in the markets and protecting the interests of investors, minimising conflict of interest risks and ultimately ensuring that investors receive appropriate and timely information, in the interest of market integrity.	No changes were implemented in 2025
<b>Corporate Privacy and Data Protection Policy</b>	It establishes a general framework for managing privacy and processing personal data. It outlines the principles governing the handling of personal information by the CaixaBank Group, as well as the internal governance framework for privacy matters.	No changes were implemented in 2025
<b>Telematic Code of Conduct</b>	It ensures the proper use of the resources provided by CaixaBank and raises awareness among employees and partners about the importance of information security.	The security rules have been updated and reinforced especially for remote work, prohibiting the use of non-approved devices and the uploading of internal information to non-approved tools. In addition, guidelines on the responsible use of AI are incorporated and the use of non-approved applications for professional communications is banned.
<b>Corporate Policy on Competition Law</b>	It regulates the compliance standards for the CaixaBank Group, its staff, and other stakeholders regarding competition law.	No changes were implemented in 2025
<b>Supplier Code of Conduct</b>	It defines the values and ethical principles that will govern the activities of the Group's suppliers of goods and services, contractors and third-party collaborators.	No changes were implemented in 2025
<b>Corporate Regulatory Compliance Policy</b>	It defines the regulatory compliance function, which identifies, assesses, supervises and reports the risks of sanctions or financial losses to which the Company is exposed as a result of a breach or defective/inadequate compliance with laws, regulations, judicial or administrative requirements, codes of conduct or ethical standards and good practices, within its scope of activity with reference to legal and regulatory risk and conduct and compliance risk.	No changes were implemented in 2025.

In 2025, CaixaBank successfully passed the follow-up audits associated with the following certifications:

- | UNE/ISO 37301 Compliance Management Systems
- | UNE 19601 Criminal Compliance Systems
- | UNE/ISO 37001 on Anti-Bribery Management Systems
- | UNE 19602 for Tax Compliance Management Systems

#### INTERNAL REPORTING SYSTEM/CONSULTATION CHANNEL/WHISTLEBLOWING CHANNEL

CaixaBank has an Internal Reporting System, the main communication channel being the Whistleblowing Channel, which complies with Law 2/2023 and with best national and international practices, facilitating the confidential and efficient reporting of irregularities that may be detected during professional activities and that could constitute infringements.

The CaixaBank Board of Directors is responsible for implementing the Internal Reporting System and the Group's Compliance Officer is responsible for its oversight.

The safeguards provided by the Internal Reporting System include: (i) Confidentiality in the management process; (ii) Prohibition of retaliation; (iii) Anonymity and non-traceability; (iv) Presumption of innocence; and (v) Partial outsourcing of management in order to ensure independence.

The Consultation Channel is another means of communication that the CaixaBank Group makes available to the specific groups for the formulation of queries arising from the application or interpretation of the Code of Ethics and the Rules of Conduct. At CaixaBank, the groups with access are

directors, employees, staff of temporary employment agencies, agents and suppliers.

The Consultation Channel also offers a number of safeguards: (i) Confidentiality; (ii) Non-traceability; and (iii) Confidentiality of the identity of the enquirer.

It should be noted that both the consultation channel and the whistleblowing channel have specific sections for enquiries or complaints about irregularities in the reliability of financial information.

For more information, see Section 06. Sustainability Reporting - G. Governance - Mechanisms for the detection and investigation of unlawful behaviour - Internal Reporting System (IRS).

#### TRAINING AND DISSEMINATION

Disseminating and providing training about this regulation are considered an essential tool for raising awareness about the commitment undertaken by the CaixaBank Group and its employees. In this context, the current training and awareness plan at CaixaBank is as follows:

- | Annual regulatory training, mandatory for all employees, with completion tied to eligibility for variable remuneration. Training is conducted through an internal platform that includes a final test, ensuring the continuous monitoring of course completion and assessment results. The 2025, regulatory courses at CaixaBank were related to conduct and market risks (Generation +), regulatory risks (the Code of Ethics, anti-corruption and the whistleblowing channel), Accessibility Law and risk relating to anti-money laundering and counter terrorist financing.
- | Additionally, microlearning sessions are provided, either to specific target audiences or the entire workforce. These are short, focused training modules launched when a particular issue requires

attention. In 2025, sessions on security, fraud prevention and artificial intelligence were conducted.

- | Training for new employees ensures that all new hires receive the necessary knowledge about CaixaBank's compliance framework, ethical principles and regulatory obligations from the start of their employment. These courses are also adapted for other groups, such as temporary staff and agents.
- | Training for new employees as part of the framework of the CaixaBank Experience programme, alongside training and awareness initiatives for other groups (Private Banking Centres, Business Centres, Business Control, Corporate Investment Banking (CIB), and international offices).
- | Training for members of the Management Committee: Throughout 2025, face-to-face training sessions were held for members of the Management Committee on conduct and markets risks (Generation +), regulatory risks (Code of Ethics, anti-corruption and the whistleblowing channel), Accessibility Law and risk relating to anti-money laundering and counter terrorist financing.

#### MONITORING AND CONTROL BODIES

Corporate Criminal Management Committee, responsible for supervising the operation of and compliance with the Criminal Prevention Model. This Committee has autonomous powers of initiative and control, with sufficient capacity to ask questions, request information, propose measures, initiate investigations, or carry out any necessary procedures related to the prevention of illegal activities and the management of the Criminal Prevention Model.

It is a multidisciplinary committee chaired by CaixaBank's Chief Compliance Officer and reports hierarchically to the Global Risks Committee of CaixaBank, to which it reports annually as well as whenever the Corporate Criminal Management Committee deems it appropriate. It also informs the Board of Directors and governance bodies, through the Board's Risks Committee (without prejudice to the functions assigned to the Audit and Control Committee for overseeing the internal control system and the Company's Internal Reporting System) when the Corporate Criminal Management Committee intends to raise issues to the Board of Directors.

For the Group entities that make up CaixaBank's Criminal Perimeter the role of the Corporate Criminal Management Committee Officer stands out. This person is appointed by the governance bodies and/or management of each company and serves as highest authority for monitoring and managing the criminal prevention model within their organisation.

#### TRAINING

The CaixaBank Group ensures the provision of ongoing training plans adapted to the different positions and responsibilities of the staff involved in preparing and reviewing financial reporting, with a

focus on accounting, audits, internal control (including ICFR), risk management, regulatory compliance and remaining up to date on legal/ tax matters. It is estimated that more than 45,912 hours of training in this area have been provided to 1,443 Group employees.

In particular, in terms of ICFR, an online course is launched each year with the following objectives: to promote a culture of internal control in the organisation, based on the principles and best practices recommended by the CNMV; raise awareness about the ICFR system implemented at the Company; and promote the establishment of mechanisms that contribute to guaranteeing the reliability of the financial information, as well as the duty to ensure compliance with the applicable regulations.

In 2025, this course covered aspects related to the reliability of the information as a whole, including financial information, and it was taken by 78 CaixaBank employees involved (directly or indirectly) in the process of preparing financial information (Accounting, Management Control and Capital, Internal Control and Validation and Internal Audit, among other groups) and non-financial information, with 97 obtaining certification in 2024.

Furthermore, the Accounting, Management Control and Capital Division is also active, alongside other areas of the Group, in sector-specific working groups on both the national and international levels. These groups address topics relating to accounting standards and financial matters.



## RISK ASSESSMENT IN FINANCIAL REPORTING (F.2)

The Group's internal control over financial reporting function adheres to the international standards established by the Committee of Sponsoring Organisations of the Treadway Commission (COSO), which covers the control objectives regarding: the effectiveness and efficiency of operations, the reliability of financial reporting, compliance with applicable laws and the safekeeping of assets.

The Group has its own methodology for identifying risks, which is implemented in its main subsidiaries in a homogeneous manner, with regard to:

- | the responsibility for and timing of implementation and updating
- | criteria to be followed and sources of information to be used
- | criteria to identify the significant components for the ICFR, as set out in the following process:



<b>Scope</b>	Includes the selection of financial information, based on quantitative and qualitative criteria.
<b>Material entities</b>	Categorisation of these entities to establish the required standard of control for each one of ..
<b>Material processes</b>	That directly or indirectly affect the financial information generated.
<b>Potential risks</b>	That may affect the material processes of the internal control system over financial reporting, through upward internal certification processes.

The elements of the system of internal control over financial reporting are coordinated and operate together with the objective of preventing, detecting, offsetting, mitigating or correcting errors with a material impact, or fraud in financial reporting. An appropriate ICFR therefore ensures that:

- | Transactions and events included in the financial information genuinely exist and were documented at the right time (existence and occurrence).
- | The information includes all transactions and events in which the Company is the party concerned (completeness).
- | Transactions and events are recorded and assessed in accordance with regulations in force (valuation).
- | Transactions and events are classified, presented and disclosed in the financial information in accordance with applicable regulations (presentation, disclosure and comparability).
- | The financial information shows, at the corresponding date, the entity's rights and obligations through the corresponding assets and liabilities, in accordance with applicable standards (rights and obligations).

The risk identification process takes into account both routine transactions and less frequent transactions which are potentially more complex, as well as the effects of other types of risks (operational, technological, financial, legal, reputational, environmental, etc.). In particular, there is an analysis procedure in place, implemented by the different business areas in charge of corporate transactions, and non-recurring and/or special operations, in which

the accounting and financial effects are studied and their impacts are reported in a timely manner.

The Reliability of Financial Reporting Division reviews control activities designed to mitigate risks associated with the reliability of financial reporting. If, during the course of the year, circumstances arise that could affect the preparation of financial information, the Management must evaluate the need for incorporating new risks in addition to those already identified.

Lastly, the Audit and Control Committee is tasked with overseeing the process for preparing the regulated financial reporting process of the Group and ICFR, supported by the work of the Internal Audit function and the conclusions of the external auditor.

In addition to the ICFR system, CaixaBank has had another control framework in place since 2023, whose objective is to cover the generation, review and disclosure processes of the documents that make up the Relevant Reporting Perimeter (including financial reporting) which, in general terms, consists of the following:

- | Reports disclosed to the market.
- | Public reports submitted to the regulator.
- | Confidential reports submitted to the regulator.
- | Internal reports submitted to governance bodies or senior management, with relevant information for decision-making purposes.
- | Internal reports submitted to other bodies.

With regard to the outlined perimeter, the methodological approach defined and developed by the Internal Control and Validation Division is based on carrying out the following activities for every report:

- | Definition of the inherent risk and risk appetite.
- | Assessment of the environment for control.
- | Definition of the residual risk and quantification of the model.
- | Conclusion on the control environment's sufficiency.

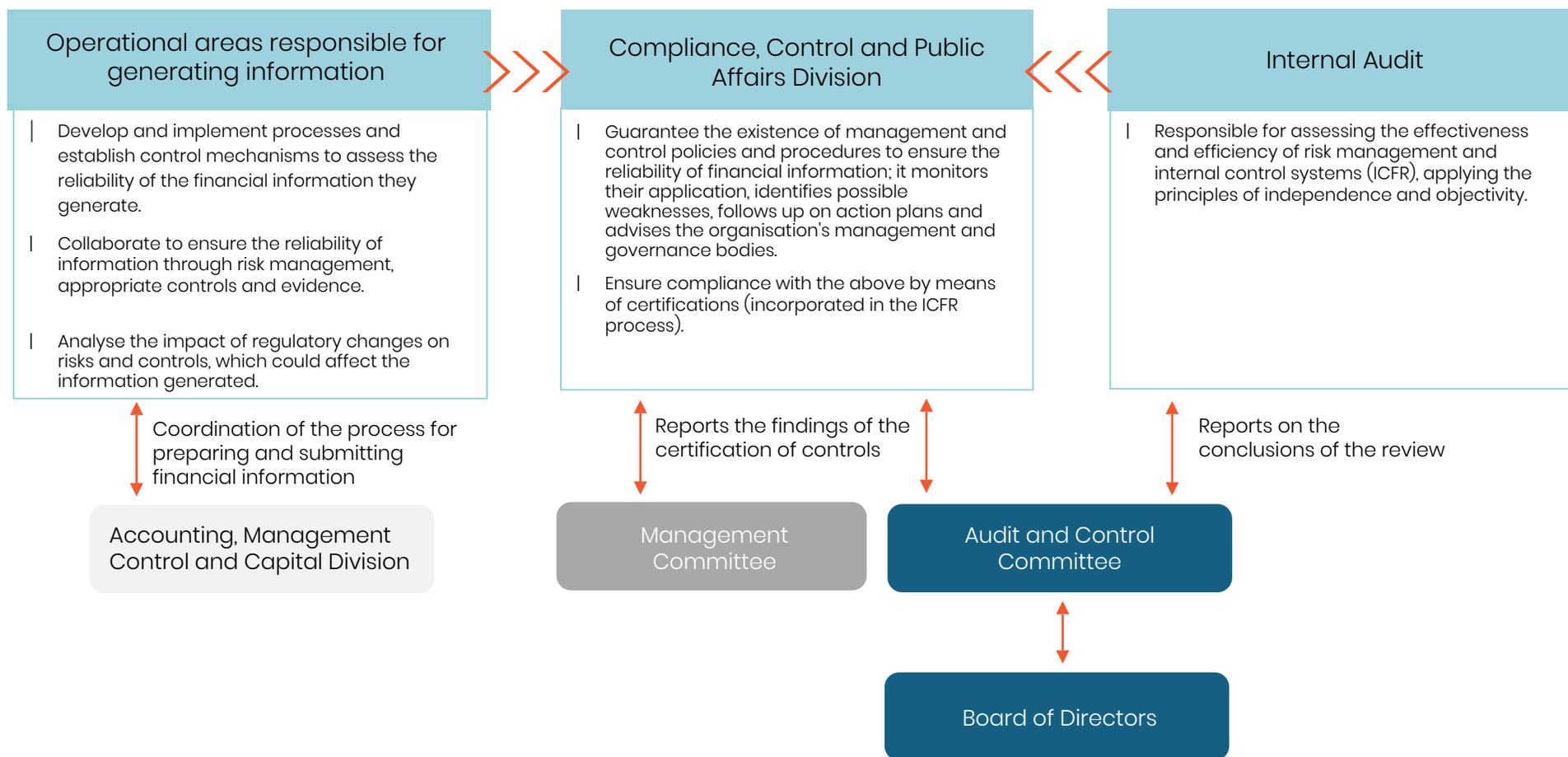
The model's quantification methodology, which allows an evaluation of the inherent risk, the control environment and the residual risk associated with each report, is based on the quantitative and qualitative evaluation of risks and controls. Together with the professional judgement and expert criteria of the Reliability of Financial Reporting Division it will allow the control framework and risk for each report to be periodically defined.



## PROCEDURES AND ACTIVITIES FOR CONTROLLING FINANCIAL INFORMATION (F.3)

*CaixaBank promotes a culture within the Group that encourages a robust internal control framework that reaches throughout the organisation and enables fully informed decisions to be taken.*

The CaixaBank Group's internal control framework, set out in the Corporate Governance and Internal Control Policy, is structured according to the three lines of defence model, which ensures the strict segregation of duties; it also establishes that the owner of a process must ensure the existence of and compliance with a robust operational control and governance environment. With regard to the reliability of the information:



## REVIEW AND AUTHORISATION PROCEDURES FOR FINANCIAL REPORTING

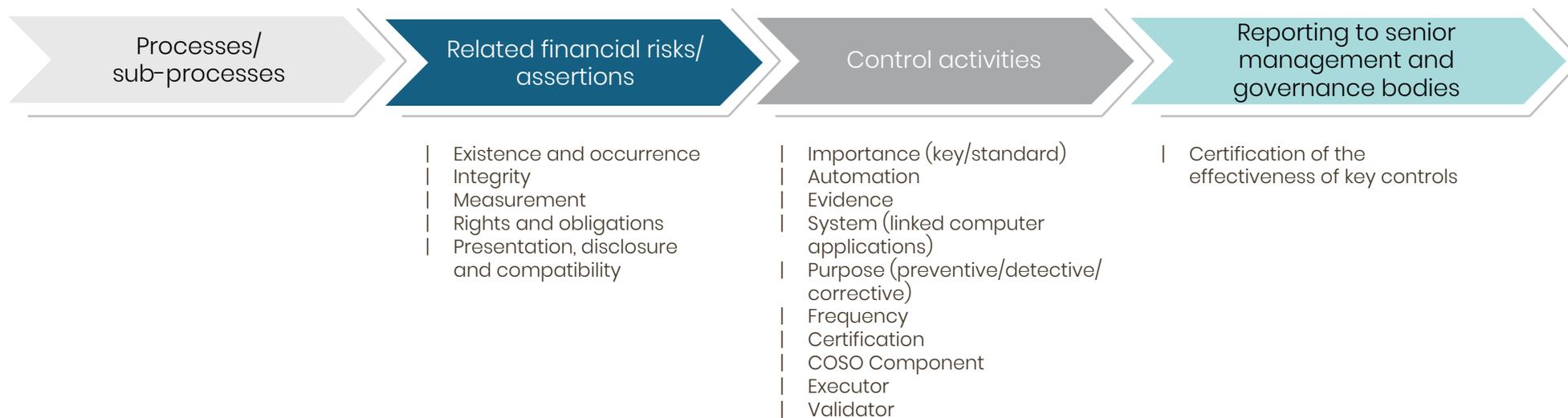
The professional profile of the personnel involved in reviewing and authorising the financial information is of a suitable standard, with knowledge and experience in accounting, audit and/or risk management.

The preparation and review of financial information is carried out by the various areas of the Accounting, Management Control and Capital Division, which requests collaboration from the business units and support functions, as well as companies within the Group, in order to obtain the level of detail it deems necessary for this information. Financial reporting is monitored by the various hierarchical levels within this division and other areas within the Company. Finally, the relevant financial information

to be published in the market is submitted by the management to the relevant governance bodies and the Management Committee where it is reviewed and, where appropriate, approved.

The Internal Control and Validation Management Division presents the conclusions of the ICFR certification to the same governing bodies and to the Management Committee for examination and approval.

CaixaBank has a process in place to continuously review all documentation concerning the activities carried out, any risks inherent in reporting the financial information and the controls needed to mitigate said risks.



With respect to the systems used for ICFR management, the Company has the SAP Fiori tool (GRC tool) in place. This allows for a comprehensive management of the risks and process controls related to the preparation of financial information and relevant documentation and evidence.

During the 2025 financial year, quarterly certification processes were carried out and no significant weaknesses were revealed.

The preparation of the consolidated financial statements required the Board of Directors to make certain judgements, estimates and assumptions in order to quantify certain assets, liabilities, revenues, expenses and obligations shown in them. These judgements and estimates are shown in detail in Note 1: "Corporate information and Basis of presentation" in the notes to the financial statements.

## PROCEDURES FOR IT SYSTEMS

The IT systems which support the processes used to prepare the financial information are subject to internal control policies and procedures which guarantee completeness in the preparation and publication of financial information. Accordingly, the CaixaBank Group has a Corporate Information Security Policy in place, which is approved by the Board of Directors on an annual basis.

A series of documents derive from the policy which form part of the CaixaBank Group's information security regulations, detailing all the controls, taking as a framework the requirements defined by international standards of good information security practices (such as the ISO/IEC 27000 family of standards, NIST, CAS, etc.), the directives and regulatory standards in force, the requirements of the control authorities (EBA, ESMA, EIOPA, APD, etc.), business requirements and the requirements of

customers. All these controls are continuously monitored and reported to key actors inside and outside the organisation.

In addition, with regard to Technological Contingency, the Bank has implemented a comprehensive plan to guarantee its IT services are not interrupted. Strategies have been developed to recover information as quickly as possible. This IT Contingency Plan has been designed and operates according to ISO 27000.

AENOR has once again certified that CaixaBank's Business Continuity Management System is compliant with ISO 22301:2019, which accredits the commitment of CaixaBank's senior management to business continuity and the implementation of business continuity management best practices.

In terms of IT Governance, CaixaBank's information and technology (IT) governance model ensures that its IT services are aligned with the Organisation's business strategy and comply with all regulatory, operational and business requirements. IT governance is an essential part of overall governance and encompasses organisational structures and guidelines to ensure that the IT services support and facilitate the fulfilment of strategic objectives.

CaixaBank's IT Governance Regulatory Body is developed in accordance with the European Central Bank's technological risk guide and on the basis of requirements specified in the ISO 38500:2008 standard.

## PROCEDURES FOR MANAGING OUTSOURCED ACTIVITIES AND INDEPENDENT EXPERTS

The CaixaBank Group has a cost policy that homogeneously details the general principles and procedures regarding the definition, management, execution and control of the budget for the CaixaBank Group's operational and investment expenses and a procurement policy, approved by the Board of Directors in November 2025. The Corporate Procurement Policy is the general framework within which activities related to procurement management are carried out. It also defines the model for supplier relations and contracting. This policy is governed by the rules on procurement and supplies, which establishes the reference framework for procurement management within the CaixaBank Group; it sets out best practices and optimises the Group's procurement processes, including, among others, ESG criteria.

This policy is implemented through the Group's internal standards, which primarily govern processes relating to:

- a. Budget drafting and approval.
- b. Budget execution and demand management.
- c. Purchases and contracting of goods and services.
- d. Payment of invoices to suppliers.

As a delegated body of the Efficiency Committee (CEFI), the Purchasing Panel ensures the proper implementation of the purchasing/contracting policies and procedures defined in the regulations, encouraging equal opportunities among suppliers. The Company's Code of Ethics states that the purchase of goods or contracting of services must be carried out with objectivity and transparency, avoiding situations that could affect the objectivity of the people involved.

CaixaBank's Procurement area contains specialised categories (Facility Management & Logistics, Works and general services, IT, Professional Services and Marketing and Communication) with a cross-cutting vision and management of the Group's purchases.

The objective, aligned with the business strategy, is to responsibly and sustainably acquire necessary goods and services within specified timeframes, quantities, and quality standards. CaixaBank aims to minimise costs and business.

CaixaBank seeks to forge quality relationships with suppliers who share the same ethical principles and corporate commitment, having established criteria and control elements to ensure compliance with these principles, such as audits. The continuous improvement of supplier relations is key to creating value at CaixaBank.

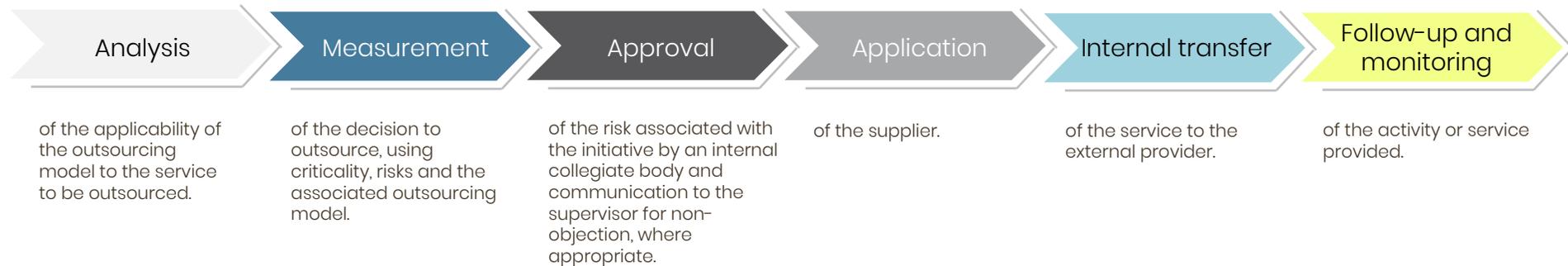
When selecting suppliers, criteria of participation, objectivity, professionalism, transparency and equal opportunities are applied. The approval of awards is governed by the matrix of powers in force at any given time. This matrix has been approved by the Efficiency Committee.

CaixaBank has a Corporate Outsourcing Risk Management Policy in place, which was updated and approved by the Board of Directors in July 2025. This policy is governed by the provisions of the prevailing law and regulations in the area of outsourcing, and mainly by the European Banking Authority (EBA) Guidelines on Outsourcing EBA/GL/2019/02, set out in Rule 43 of Bank of Spain Circular 2/2016, amended by Bank of Spain Circular 3/2022,

and in the DORA Regulation. The policy establishes the corporate principles and premises that regulate the outsourcing process from start to finish. In addition, the policy establishes the scope, governance, management framework and risk control of the CaixaBank Group, on which the actions to be carried out in the full life cycle of outsourcing must be based.

CaixaBank has strengthened its control efforts even further, and ensures that future outsourcing does not represent a loss of supervision, analysis and enforcement capacities of the service or activity in question.

The following procedure is followed when there is a new outsourcing initiative:



All outsourced activities are subject to controls, largely based on service performance indicators and mitigation measures included in the contract. These help mitigate the risks detected in the outsourcing decision assessment. Each of the Company's outsourcing managers asks their suppliers to keep up-to-date and report on their performance indicators, which are reviewed internally on a regular basis.



## INFORMATION AND COMMUNICATION (F.4)

### ACCOUNTING POLICIES

The exclusive responsibility for defining and communicating the Group's accounting criteria falls to the Accounting and Comprehensive Legal Reporting Division, specifically the Accounting Policies and Regulation Department, which forms part of the Accounting, Management Control and Capital Division.

Its responsibilities include monitoring and analysing regulations relating to financial reporting applicable to the Group, for their interpretation and subsequent application in financial reporting, uniformly across all companies that comprise the Group; it also continually updates accounting criteria applied for any new kind of contract or operation, or any regulatory change.

The monitoring of new regulations in relation to non-financial reporting is also included among the duties of the Accounting Policies and Regulation Department. In particular, it carries out a continuous analysis of the new information requirements and the trends in national, European and international regulations in terms of sustainability and non-financial reporting. Alongside the other relevant areas in the CaixaBank Group, it analyses the resulting implications and works to ensure that these implications are managed and incorporated into the Group's working practices.

Furthermore, this Department analyses and studies the accounting implications of individual transactions, to anticipate impacts and ensure the correct accounting process is applied in the consolidated financial statements; it also resolves any questions or conflicts surrounding accounting matters that are not included in a cost sheet, or where there are any doubts regarding their interpretation.

Ongoing communication is maintained with the rest of the Accounting and Comprehensive Legal Reporting Division, sharing when necessary the accounting queries concluded by the department and providing an explanation of the technical reasoning behind them or the interpretations made, as well as the issues under analysis.

In the process of creating new products, through participation in the Group's Product Committee, the accounting implications of the products are analysed on the basis of their characteristics, whereby this analysis leads to the creation or update of a cost sheet, detailing all the potential events that a contract or transaction may involve. In addition, the main characteristics of administrative operation, tax regulations and accounting criteria and standards are described. Additions and amendments to the accounting circuits are notified immediately and can mostly be consulted on the Company's intranet.



This Department also participates in and supports the Regulation Committee of the CaixaBank Group in terms of regulations on financial and non-financial reporting. In the event of any regulatory change that must be implemented in the Group, the Department communicates this in writing to the departments or group subsidiaries affected, and participates or leads the implementation projects for such changes wherever relevant.

Additionally, the Accounting Policies and Regulation Department is responsible for implementing training activities in the relevant business areas of the Organisation, on new developments and changes in accounting matters.

Lastly, with regard to the Audit and Control Committee, the Accounting Control Department coordinates and prepares, where appropriate, all the documentation relating to the Accounting Division and is also responsible for re-evaluating on a quarterly basis the main judgements and estimates made during the period that have impacted the consolidated financial statements. These judgements and estimates are reported with the same frequency to the Audit and Control Committee.

## MECHANISMS FOR FINANCIAL REPORTING

CaixaBank has internal IT tools that ensure completeness and homogeneity in the preparation processes for financial reporting. All the applications have IT contingency mechanisms to ensure the conservation and accessibility of information under any circumstances.

For the purposes of preparing consolidated information, both CaixaBank and the companies that comprise the Group use specialised tools to employ information capturing, analysis and preparation mechanisms with homogeneous formats. The accounts plan, which is incorporated into the consolidation application, has been defined to comply with requirements of the various regulators.



## SUPERVISION OF THE FUNCTIONING OF THE INTERNAL CONTROL SYSTEM OVER FINANCIAL REPORTING (F.5)

The Audit and Control Committee is entrusted with overseeing the preparation and submission process for regulated financial information and the effectiveness of the internal control and risk management systems in place at the Company. These duties are explained in detail in the section "The Administration – Board Committees – Audit and Control Committee". In addition, the Audit and Control Committee oversees ICFR through the statements signed by its managers and the bottom-up certification carried out by the Information Reliability Management Division.

The Internal Audit function, represented in the Management Committee, is governed by the principles contained in the CaixaBank Group Internal Audit Regulations, approved by the CaixaBank Board of Directors. It is an independent and objective function that offers a systematic approach to the assessment of risk management processes and controls, as well as corporate governance. Its purpose is to support the Audit and Control Committee in its supervisory role. In order to establish and ensure this independence, Internal Audit reports to the Chairman of the Audit and Control Committee, without prejudice to its obligation to report to the Chairman of the Board of Directors for the proper fulfilment of its duties.

Internal Audit comprises 287 auditors organised into various specialised teams, including a group that coordinates the oversight of processes related to the financial information of the CaixaBank Group. This group is part of the Accounting, Solvency and People Audit Division.

The activities of the internal audit function in relation to financial information reliability risk are periodically reported to the Audit and Control Committee, which, in turn, reviews the following: (i) internal audit planning and the adequacy of its scope; (ii) the conclusions of the audits carried out; and (iii) the monitoring of corrective action.

Internal Audit implements a specific work programme to review the design, effectiveness and adequacy of the Group's ICFR based on the evaluation of the regulatory environment developed by the Company, the control implemented in the main subsidiaries, the identification of the material areas affected by ICFR, the monitoring of control certifications, as well as, for certain processes, the review of the risks identified, controls implemented and evidence provided of their execution. Based on this, the Internal Audit function publishes an annual global report that includes an assessment of the performance of ICFR during the year. The 2025 assessment focused on the following:

- | Analysis of compliance and good practices established by the CNMV guidelines.
- | Verification of the application of the Corporate policy for the management and control of information reliability and the Standard for the management and control of information reliability to ensure that ICFR at corporate level is adequate. Furthermore, the Corporate Policy and Regulation were correctly updated and validated in the fourth quarter of 2025.
- | Assessment of the hierarchical attestation process for key controls.
- | Evaluation of the descriptive documentation of relevant processes, risks and controls included in the Audit Plan.

Furthermore, in 2025, the Internal Audit carried out a range of reviews of processes that affect the generation, preparation and presentation of financial information, focused on the financial and accounting areas, corporate risk management and the insurance business, among others.

The Company also has procedures for regular discussions with its external auditor, which assists the Audit and Control Committee and reports on its audit planning and the conclusions reached before publishing the results, as well as any weaknesses found in the internal control system.

## EXTERNAL AUDITOR'S REPORT

In accordance with the recommendation concerning the Auditor's Report included in the guidelines on the information relating to the Internal Control over Financial Reporting System for listed companies published by the CNMV on its website, the statutory auditor of the financial statements of CaixaBank has reviewed the content of the information on the Internal Control over Financial Reporting System. The final report concludes that, as a result of the procedures applied regarding information on ICFR, there are no relevant inconsistencies or incidents.



*This version of our report is a free translation of the original, which was prepared in Spanish. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation.*

### Auditor's report on "Information regarding the Internal Control System over Financial Reporting (ICSFR)"

To the administrators of CaixaBank, S.A.:

In accordance with the request of the Board of Directors of CaixaBank, S.A. ("the Company") and our engagement letter dated 13 December 2025, we have applied certain procedures in respect of the attached "Information regarding the ICSFR", included in section F of the Annual Corporate Governance Report of CaixaBank, S.A. for the 2025 financial year, which includes a summary of the Company's internal control procedures relating to its annual financial information.

The administrators are responsible for adopting the necessary measures to reasonably ensure the implementation, maintenance and supervision of an appropriate internal control system, and for developing improvements to that system and preparing and establishing the content of the accompanying Information regarding the ICSFR.

In this regard, it should be borne in mind that, regardless of the quality of the design and operating efficiency of the internal control system used by the Company in relation to its annual financial information, only a reasonable, but not absolute, degree of assurance may be obtained in relation to the objectives it seeks to achieve, due to the limitations inherent in any internal control system.

In the course of our audit work on the consolidated annual accounts and in accordance with Spanish Auditing Standards, the sole purpose of our evaluation of the Company's internal control system is to enable us to establish the scope, nature and timing of our audit procedures in respect of the Company's annual accounts. Accordingly, our internal control evaluation, performed for the purposes of our audit, is not sufficient in scope to enable us to issue a specific opinion on the effectiveness of such internal control over the regulated annual financial information.

For the purposes of the present report, we have exclusively applied the specific procedures described below, as indicated in the "Guidelines concerning the auditor's Report on the Information regarding the Internal Control System over Financial Reporting for listed entities" published by the National Securities Market Commission (hereinafter NSMC) on its web site, which sets out the work to be performed, the scope of such work and the content of this report. In view of the fact that, in any event, the scope of the work resulting from these procedures is reduced and substantially less than the scope of an audit or review of the internal control system, we do not express an opinion on the effectiveness thereof, its design or operational efficiency, in relation to the Company's annual financial information for the 2025 financial year described in the accompanying Information regarding the ICSFR. Had we applied additional procedures to those determined by the aforementioned Guidelines, or had we performed an audit or review of the internal control system in relation to the regulated annual financial information, other matters could have come to light in respect of which you would have been informed.

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In addition, provided that this special work neither constitutes an account audit it is not even submitted to the governing regulations of audit, we do not express an opinion of audit in the terms foreseen in the mentioned regulation.

The Procedures applied were as follows:

- 1) Reading and understanding the information prepared by the Company in relation to the ICSFR – as disclosed in the Directors' Report – and the evaluation of whether such information includes all the information required as per the minimum content set out in Section F regarding the description of the ICSFR, in the model of the Annual Corporate Governance Report, as established in Circular 5/2013 of the NSMC, dated June 12, 2013, and subsequent amendments, the most recent being Circular 3/2021, of September 28, of the NSMC (from now on the Circulars of NSMC).
- 2) Making enquiries of personnel in charge of preparing the information mentioned in point 1 above in order to: (i) obtain an understanding of the preparation process; (ii) obtain information that enables us to assess whether the terminology used is in line with the framework of reference; (iii) obtain information as to whether the control procedures described have been implemented and are functioning in the Company.
- 3) Review of supporting documentation explaining the information described in point 1 above and which mainly comprises the information made directly available to the persons responsible for preparing the information on the ICSFR. Such documentation includes reports prepared by the internal audit function, senior management and other internal and external specialists in support of the functions of the Audit and Control Committee.
- 4) Comparison of the information described in point 1 above with our knowledge of the Company's ICSFR, obtained by means of the application of the procedures performed within the framework of the audit engagement on the consolidated annual accounts.
- 5) Reading the minutes of meetings of the Board of Directors, Audit and Control Committee and other committees of the Company, for the purposes of evaluating the consistency between the matters dealt with therein in relation to the ICSFR and the information described in point 1 above.
- 6) Obtaining a representation letter concerning the work performed, duly signed by the persons responsible for the preparation and drafting of the information mentioned in point 1 above.

As a result of the procedures applied in relation to the Information regarding the ICSFR, no inconsistencies or incidents have been identified which could affect such information.

This report has been prepared exclusively within the framework of the requirements of article 540 of the revised Spanish Companies Act and by the Circulars of de NSMC, for the purposes of describing the ICSFR in Annual Corporate Governance Reports.

PricewaterhouseCoopers Auditores, S.L.

PRICEWATERHOUSECOOPERS AUDITORES, S.L.

Original in Spanish signed by  
Guillermo Cavia González  
February 20, 2026

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CaixaBank, S.A.

## \_TABLE RECONCILING THE CONTENTS WITH THE TEMPLATE OF THE CNMV ANNUAL CORPORATE GOVERNANCE REPORT

### A. Ownership structure

CNMV template section	Included in the statistical report	Comments
A.1	Yes	CMR Section "Corporate Governance - Corporate Governance - Ownership - Share Capital" CMR Section "Corporate Governance - Corporate Governance - Ownership - Authorisation to increase capital" CMR Section "Corporate Governance - Corporate Governance - Ownership - Share Performance" CMR Section "Corporate Governance - Corporate Governance - Ownership - Shareholders' Rights"
A.2	Yes	CMR Section "Corporate Governance - Corporate Governance - Ownership - Significant shareholders"
A.3	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - The Board of Directors - Participation of the Board"
A.4	No	CMR Section "Corporate Governance - Corporate Governance - Ownership - Shareholders' agreements"
A.5	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report of the Audit And Control Committee - Annual assessment of the committee's performance - Monitoring of related party transactions"
A.6	No	CMR Section "Corporate Governance - The Management and Administration of the Company - The Board of Directors - Directors' Positions in Other Group Companies"
A.7	Yes	CMR Section "Corporate Governance - Corporate Governance - Ownership - Shareholders' agreements"
A.8	Yes	Set not applicable in the EU
A.9	Yes	CMR Section "Corporate Governance - Corporate Governance - Ownership - Treasury shares"
A.10	No	CMR Section "Corporate Governance - Corporate Governance - Ownership - Treasury shares"
A.11	Yes	CMR Section "Corporate Governance - Corporate Governance - Ownership - Regulatory free float" CMR Section "Corporate Governance - Corporate Governance - Ownership - Share Capital"
A.12	No	CMR Section "Corporate Governance - Corporate Governance - Ownership - Shareholder rights"
A.13	No	CMR Section "Corporate Governance - Corporate Governance - Ownership - Shareholder rights"
A.14	Yes	CMR Section "Corporate Governance - Corporate Governance - Ownership - Social Capital"

### B. General meeting of shareholders

CNMV template section	Included in the statistical report	Comments
B.1	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - General Meeting of Shareholders"
B.2	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - General Meeting of Shareholders"
B.3	No	CMR Section "Corporate Governance - Corporate Governance - Ownership - Shareholder rights"
B.4	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - General Meeting of Shareholders - Attendance at the AGM"
B.5	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - General Meeting of Shareholders"
B.6	Yes	CMR Section "Corporate Governance - Corporate Governance - Ownership - Shareholder rights"
B.7	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - General Meeting of Shareholders"
B.8	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - General Meeting of Shareholders"

**C. Management Structure of the Company**

**C.1 Board of Directors**

<b>CNMV template section</b>	<b>Included in the statistical report</b>	<b>Comments</b>
C.1.1	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - The Board of Directors"
C.1.2	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - The Board of Directors"
C.1.3	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board of Directors" CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Curriculum of the Directors"
C.1.4	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Training of Directors"
C.1.5	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Diversity Board of Directors" CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Training of Directors"
C.1.6	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Diversity Board of Directors" CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Training of Directors"
C.1.7	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Diversity Board of Directors" CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Training of Directors"
C.1.8	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - The Board of Directors"
C.1.9	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - Activity Report of the Executive Committee - Functioning" CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - The Board of Directors"
C.1.10	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - The Board of Directors - Directors' Positions in Other Group Companies"
C.1.11	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - The Board of Directors - Directors' Positions in Other Listed and Non-Listed Group Entities" CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - The Board of Directors - Other paid activities different from the above"
C.1.12	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - The Board of Directors - Directors' Positions in Other Group Companies"
C.1.13	Yes	CMR Section "Corporate Governance - Corporate Governance - Remuneration"
C.1.14	Yes	CMR Section "Corporate Governance - Corporate Governance - Senior Management - Management Committee" CMR Section "Corporate Governance - Corporate Governance - Remuneration"
C.1.15	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of board members - Regulation of the Board of Directors"
C.1.16	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Principles of proportionality between categories of Board members" CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Selection and Appointment" CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Re-election and duration of the position"
C.1.17	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Evaluation of the Board"
C.1.18	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Evaluation of the Board"
C.1.19	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Termination"
C.1.20	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Decision-Making"

C.1.21	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Other limitations to the role of directors"
C.1.22	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Other limitations to the role of directors"
C.1.23	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Re-election and duration of the position" CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Other limitations to the role of directors"
C.1.24	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Proxy Voting"
C.1.25	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Other limitations to the role of directors - Functioning of the Board of Directors" CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - Activity Report of the Executive Committee - Number of sessions and attendance". Section CRM "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report of the Appointments and Sustainability Committee - Number of meetings and attendance". Section CRM "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report of the Risks Committee - Number of meetings and attendance". CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report of the Remuneration Committee - Number of meetings and attendance". Section CRM "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report of the Innovation, Technology and Digital Transformation Committee - Number of meetings and attendance". Section CRM "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report of the Audit And Control Committee - Number of meetings and attendance"
C.1.26	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Other limitations to the role of directors - Functioning of the Board of Directors"
C.1.27	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report of the Audit and Control Committee - Annual assessment of the committee's performance - Monitoring of financial and non-financial reporting (sustainability)"
C.1.28	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report of the Audit and Control Committee - Annual assessment of the committee's performance - Monitoring of financial and non-financial reporting (sustainability)"
C.1.29	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - The Board of Directors"
C.1.30	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Relations with the Market" CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report OF THE Audit and Control Committee - Annual Assessment Of The Committee's Performance - "Monitoring the independence of the external auditor and the assurance provider"
C.1.31	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report OF THE Audit and Control Committee - Annual Assessment Of The Committee's Performance - "Monitoring the independence of the external auditor and the assurance provider"
C.1.32	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report OF THE Audit and Control Committee - Annual Assessment Of The Committee's Performance - "Monitoring the independence of the external auditor and the assurance provider"
C.1.33	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report OF THE Audit and Control Committee - Annual Assessment Of The Committee's Performance - "Monitoring the independence of the external auditor and the assurance provider"
C.1.34	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report OF THE Audit and Control Committee - Annual Assessment Of The Committee's Performance - "Monitoring the independence of the external auditor and the assurance provider"

C.1.35	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Information"
C.1.36	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Termination"
C.1.37	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Termination"
C.1.38	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Selection, appointment, re-election, evaluation and removal of Board members - Decision-Making"
C.1.39	Yes	CMR Section "Corporate Governance - Corporate Governance - Remuneration - Variable component - Contributions to long-term savings systems"

**C.2 Committees of the Board of Directors**

<b>CNMV template section</b>	<b>Included in the statistical report</b>	<b>Comments</b>
C.2.1	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees"
C.2.2	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Committees of the Board - Number of Female Directors who are members of Board Committees at the close of the last four financial years"
C.2.3	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees"

**D. Related party and Intragroup transactions**

<b>CNMV template section</b>	<b>Included in the statistical report</b>	<b>Comments</b>
D.1	No	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report of the Audit And Control Committee - Andannual assessment of the committee's performance - Monitoring of related party transactions"
D.2	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report of the Audit And Control Committee - Andannual assessment of the committee's performance - Monitoring of related party transactions"
D.3	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report of the Audit And Control Committee - Andannual assessment of the committee's performance - Monitoring of related party transactions"
D.4	Yes	CMR Section "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report of the Audit And Control Committee - Andannual assessment of the committee's performance - Monitoring of related party transactions"
D.5	Yes	Section CRM "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report of the Audit And Control Committee - Andannual assessment of the committee's performance - Monitoring of related party transactions".
D.6	No	Section CRM "Corporate Governance - Corporate Governance - The Management and Administration of the Company - Board Committees - activity report of the Audit And Control Committee - Andannual assessment of the committee's performance - Monitoring of related party transactions".
D.7	No	CMR Section "Corporate Governance - Corporate Governance - Best Good Governance Practices"

**E. Risk Control and Management Systems**

CNMV template section	Included in the statistical report	Comments
E.1	No	See section "3.2. Risk governance, management and control in Note 3 to the CAA.
E.2	No	See section "3.2. Risk governance, management and control - 3.2.2. Governance and Organisation" in Note 3 to the CAA; section C.2.1. Committees of the Board of Directors in this document; and sections "Corporate Governance - Board Committees" and "Sustainability Report - Governance - Fiscal transparency" in the CMR.
E.3	No	See section "3.2. Risk governance, management and control - 3.2.3. Strategic risk management processes - Corporate Risks Catalogue" in Note 3 to the Consolidated Financial Statements and the sections "Sustainability Reporting - Governance - Prevention and detection of corruption and bribery" and "Sustainability Reporting - Governance - Fiscal transparency" and "Risk Management" in the CMR.
E.4	No	See section "3.2. Risk governance, management and control - 3.2.3. Strategic risk management processes - Risk Appetite Framework" in Note 3 to the CAA.
E.5	No	See section "Risk management - Corporate Risk Catalogue - Milestones in Catalogue Risk Management" in the CMR; sections 3.3, 3.4 and 3.5 (description of each risk in the Corporate Risk Catalogue) in Note 3; and section "20.3. Provisions for procedural matters and ongoing tax disputes" in Note 20 to the CFS.
E.6	No	See section "3.2. Risk governance, management and control - 3.2.1. Internal Control Framework" and sections 3.3, 3.4 and 3.5 (description of each risk in the Corporate Risk Catalogue) in Note 3 to the Consolidated Financial Statements and the section "Sustainability Reporting - Governance - Description of processes to identify and assess material impacts, risks and opportunities related to business conduct", "Sustainability Reporting - Governance - Corporate culture and corporate culture and business conduct policies" and "Sustainability Reporting - Governance - Mechanisms for detecting and investigating illicit behaviours" in the CMR.

**F. Internal Control over Financial Reporting**

CNMV template section	Included in the statistical report	Comments
F.1	No	CMR Annex "Internal Control and Risk Management Systems in relation to the Financial Reporting Process (ICFR) - Control environment over financial reporting"
F.2	No	CMR Annex "Internal Control and Risk Management Systems in relation to the Financial Reporting Process (ICFR) - Risk assessment of financial reporting"
F.3	No	CMR Annex "Internal Control and Risk Management Systems in relation to the Financial Reporting Process (ICFR) - Financial reporting control procedures and activities"
F.4	No	CMR Annex "Internal Control and Risk Management Systems in relation to the Financial Reporting Process (ICFR) - Information and communication"
F.5	No	CMR Annex "Internal Control and Risk Management Systems in relation to the Financial Reporting Process (ICFR) - Oversight of the functioning of the system of internal control over financial reporting"
F.6	No	Set not applicable in the EU
F.7	No	Set not applicable in the EU

**G. Degree of Compliance with Corporate Governance Recommendations**

CNMV template section	Included in the statistical report	Comments
G.	Yes	CMR Section "Corporate Governance - Corporate Governance - Best Good Governance Practices" CMR Annex "Degree of compliance with Corporate Governance Recommendations"

**H. Other Information of Interest**

CNMV template section	Included in the statistical report	Comments
H.	No	CMR sections "Sustainability Reporting - ES-Sustainable finance - Memberships and partnerships" and "Sustainability Reporting - Governance - Fiscal transparency".

# DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS

## TABLE OF CROSS-REFERENCES OF COMPLIANCE WITH OR EXPLANATION OF CORPORATE GOVERNANCE RECOMMENDATIONS

Recommendation	Compliance	Comments
<b>1</b> The by-laws of listed companies should not place an upper limit on the votes that can be cast by a single shareholder, or impose other obstacles to the takeover of the company by means of share purchases on the market.		
<b>2</b> When the listed company is controlled, pursuant to the meaning established in Article 42 of the Commercial Code, by another listed or non-listed entity, and has, directly or through its subsidiaries, business relationships with that entity or any of its subsidiaries (other than those of the listed company) or carries out activities related to the activities of any of them, this is reported publicly, with specific information about: <ul style="list-style-type: none"> <li>a. The respective areas of activity and possible business relationships between, on the one hand, the listed company or its subsidiaries and, on the other, the parent company or its subsidiaries.</li> <li>b. The mechanisms in place to resolve possible conflicts of interest.</li> </ul>		This Recommendation is not deemed to be applicable as CaixaBank is not a company controlled by another entity, listed or otherwise, in the sense of Article 42 of the Commercial Code.
<b>3</b> During the annual general meeting of shareholders the chairman of the board of directors should verbally inform shareholders in sufficient detail of the most relevant aspects of the company's corporate governance, supplementing the written information circulated in the annual corporate governance report. <ul style="list-style-type: none"> <li>a. Changes taking place since the previous annual general meeting of shareholders.</li> <li>b. The specific reasons for the company not following a given Good Governance Code recommendation, and any alternative procedures followed in its stead.</li> </ul>		
<b>4</b> The company should draw up and implement a policy of communication and contacts with shareholders and institutional investors, in the context of their involvement in the company, as well as proxy advisors, which complies in full with market abuse regulations and accords equitable treatment to shareholders in the same position. This policy should be disclosed on the company's website, complete with details of how it has been put into practice and the identities of the relevant persons responsible or those charged with its implementation. <p>Further, without prejudice to the legal obligations of disclosure of inside information and other regulated information, the company should also have a general policy for the communication of economic-financial, non-financial and corporate information through the channels it considers appropriate (media, social media or other channels) that helps maximise the dissemination and quality of the information available to the market, investors and other stakeholders.</p>		
<b>5</b> The board of directors should not make a proposal to the general meeting for the delegation of powers to issue shares or convertible securities without pre-emptive subscription rights for an amount exceeding 20 % of capital at the time of such delegation. <p>When the board of directors approves the issuance of shares or convertible securities without pre-emptive subscription rights, the company should immediately post a report on its website explaining the exclusion as envisaged in company legislation.</p>		CaixaBank partially complies with Recommendation 5, on the delegation of powers to issue shares and convertible securities without pre-emptive subscription rights, in that the maximum limit is complied with in relation to the increase in capital and, with respect to the issue of convertible securities, the 20 % limit stipulated in Article 511 of the Spanish Capital Companies Act is not applicable to issues made by credit institutions that are considered additional tier 1 capital instruments (ATI), in compliance with the provisions of Regulation (EU) 575/2013 in accordance with the provisions of the Fifteenth Additional Provision of the Spanish Capital Companies Act.
<b>6</b> Listed companies drawing up the following reports on a voluntary or compulsory basis should publish them on their website well in advance of the annual general meeting of shareholders, even if their distribution is not obligatory: <ul style="list-style-type: none"> <li>a. Report on auditor independence.</li> <li>b. Reviews of the operation of the Audit Committee and the Appointments and Remuneration Committee.</li> <li>c. Audit Committee report on third-party transactions.</li> </ul>		

Recommendation	Compliance	Comments
<p><b>7</b> The company should broadcast its general meetings live on the corporate website.</p> <p>The company should have mechanisms that allow the delegation and exercise of votes by electronic means and even, in the case of large-cap companies and, to the extent that it is proportionate, attendance and active participation in the general meeting of shareholders.</p>		
<p><b>8</b> The audit committee should strive to ensure that the financial statements that the board of directors presents to the general meeting of shareholders are drawn up in accordance with accounting legislation.</p> <p>And in those cases where the auditor has included a qualification or reservation in its report, the chairman of the audit committee should clearly explain to the general meeting of shareholders the committee's opinion of its content and scope, making a summary of that opinion available to the shareholders at the time of the publication of the notice of the meeting, along with the other board proposals and reports.</p>		
<p><b>9</b> The company should disclose its conditions and procedures for certifying share ownership, the right to attend general meetings and the exercise or delegation of voting rights, and display them permanently on its website.</p> <p>These requirements and procedures should encourage shareholders to attend and exercise their rights and should be applied in a non-discriminatory manner.</p>		
<p><b>10</b> When an accredited shareholder exercises the right to supplement the agenda or submit new proposals prior to the general meeting of shareholders, the company should:</p> <ul style="list-style-type: none"> <li>a. Immediately circulate the supplementary items and new proposals.</li> <li>b. Disclose the attendance card model, or the proxy or remote voting form, with the necessary modifications, so that the new items on the agenda and alternative proposals for resolutions can be voted on in the same terms as those proposed by the board of directors.</li> <li>c. Submit all these items or alternative proposals to a vote, applying the same voting rules as for those submitted by the board of directors, with particular regard to presumptions or deductions about the direction of the votes.</li> <li>d. After the general meeting of shareholders, disclose the breakdown of votes on such supplementary items or alternative proposals.</li> </ul>		<p>With regard to section c), the Board agrees that there are different presumptions about the direction of the vote for proposals submitted by shareholders and those submitted by the Board (as established in the Regulations of the Company's General Meeting), opting for the presumption of a vote in favour of agreements proposed by the Board of Directors (because the shareholders absent for the vote have had the opportunity to record their absence so their vote is not counted and they can also vote early in another direction through the mechanisms established for that purpose) and for the presumption of a vote against agreements proposed by shareholders (since there is a probability that the new proposals will deal with agreements that are contradictory to the proposals submitted by the Board of Directors and it is impossible to attribute opposite directions for their votes to the same shareholder. Additionally, shareholders who were absent have not had the opportunity to assess and vote early on the proposal).</p> <p>Although this practice does not reflect the wording of Recommendation 10, it does better achieve the final objective of Principle 7 of the Good Governance Code which makes express reference to the Corporate Governance Principles of the OECD, which state that the procedures used in general meetings of shareholders must ensure the transparency of the count and the proper registration of votes, especially in the event of voting battles, new items on the agenda and alternative proposals, because it is a measure of transparency and a guarantee of consistency in the exercise of voting rights.</p>
<p><b>11</b> If a company plans to pay a premium for attendance of the general meeting of shareholders, it should first establish a stable general policy in this respect.</p>		
<p><b>12</b> The board of directors should perform its duties with unity of purpose and independent judgement, affording the same treatment to all shareholders in the same position. It should be guided at all times by the best interests of the company, understood to mean the creation of a profitable business that promotes its sustainable success over time, while maximising its economic value. In pursuing the best interests of the company, it should not only abide by laws and regulations and conduct itself according to principles of good faith, ethics and respect for commonly accepted customs and good practices, but also strive to reconcile its own interests with the legitimate interests of its employees, suppliers, clients and other stakeholders, as well as with the impact of its activities on the broader community and the natural environment.</p>		
<p><b>13</b> The board of directors should have an optimal size to promote its efficient functioning and maximise participation. The recommended range is accordingly between five and fifteen members.</p>		
<p><b>14</b> The board of directors should approve a policy aimed at favouring an appropriate composition of the board that:</p> <ul style="list-style-type: none"> <li>a. Is concrete and verifiable.</li> <li>b. Ensures that appointment or re-election proposals are based on a prior analysis of the skills required by the board of directors; and</li> <li>c. Favours diversity of knowledge, experience, age and gender. Therefore, measures that encourage the company to have a significant number of female senior executives are considered to favour gender diversity.</li> </ul> <p>The results of the prior analysis of skills required by the board of directors should be written up in the explanatory report of the appointments committee, to be published upon calling the general meeting of shareholders at which the ratification, appointment or re-election of each director is submitted. The appointments committee should run an annual check on compliance with this policy and set out its findings in the Annual Corporate Governance Report.</p>		

Recommendation	Compliance	Comments
<p><b>15</b> Proprietary and independent directors should constitute an ample majority of the board of directors, while the number of executive directors should be kept to a minimum, bearing in mind the complexity of the corporate group and the ownership interests they control. The number of female directors should represent at least 40 % of the total number of members of the board of directors before the end of 2022 and not being below 30 % before that time.</p>		
<p><b>16</b> The percentage of proprietary directors of all non-executive directors should be no greater than the proportion of the ownership stake of the shareholders they represent and the remainder of the company's capital.</p> <p>This criterion can be relaxed:</p> <ul style="list-style-type: none"> <li>a. In large cap companies where few equity stakes attain the legal threshold for significant shareholdings.</li> <li>b. In companies with a plurality of shareholders represented on the board but not otherwise related.</li> </ul>		
<p><b>17</b> Independent directors should account for at least half of all board members.</p> <p>However, when the company does not have a large market capitalisation, or when a large cap company has shareholders that individually or collectively control over 30 % of its capital, independent directors should occupy at least one third of seats on the board.</p>		
<p><b>18</b> Companies should post the following information on directors on their websites, and keep it permanently updated:</p> <ul style="list-style-type: none"> <li>a. Professional profile and background.</li> <li>b. Directorships held in other companies, listed or unlisted, and other paid activities they engage in, regardless of their nature.</li> <li>c. Category of director to which they belong, in the case of proprietary directors indicating the shareholder they represent or have links with.</li> <li>d. Date of their first appointment as a board member and dates of any subsequent re-elections.</li> <li>e. Shares in the company and share options held.</li> </ul>		
<p><b>19</b> Following verification by the appointments committee, the Annual Corporate Governance Report should disclose the reasons for the appointment of proprietary directors at the request of shareholders controlling less than 3 % of capital; and explain any rejection of a formal request for a board place from shareholders whose equity stake is equal to or greater than that of others applying successfully for a proprietary directorship.</p>		
<p><b>20</b> Proprietary directors should resign when the shareholders they represent dispose of their ownership interest in its entirety. They should also resign, in a proportional fashion, in the event that said shareholder reduces its percentage interest to a level that requires a decrease in the number of proprietary directors.</p>		
<p><b>21</b> The board of directors should not propose the removal of independent directors before the expiry of their tenure as mandated by the by-laws, except where they find just cause, based on a prior report by the appointments committee. In particular, just cause will be presumed to exist when directors take up new posts or responsibilities that prevent them allocating sufficient time to the work of a board member or are in breach of their fiduciary duties or come under one of the disqualifying grounds for classification as independent enumerated in the applicable legislation.</p> <p>The removal of independent directors may also be proposed when a takeover bid, merger or similar corporate transaction alters the company's capital structure, provided that the changes in board membership are the result of the application of the proportionality criterion set out in Recommendation 16.</p>		
<p><b>22</b> Companies should establish rules forcing directors to disclose any circumstance that might harm the organisation's name or reputation, related or not to their actions within the company, and tendering their resignation as the case may be, and, in particular, to inform the board of any criminal charges brought against them and the progress of any subsequent trial.</p> <p>When the board of directors is informed or becomes aware of any of the situations mentioned in the previous paragraph, it should examine the case as quickly as possible and depending on the particular circumstances, subject to a report from the appointments and remuneration committee, decide whether or not to adopt any measures such as opening of an internal investigation, calling on the director to resign or proposing his or her dismissal. The board should give a reasoned account of all such determinations in the Annual Corporate Governance Report, unless there are special circumstances that justify otherwise, which must be recorded in the minutes. This is without prejudice to the information that the company must disclose, if appropriate, at the time it adopts the corresponding measures.</p>		

Recommendation	Compliance	Comments
<p><b>23</b> Directors should express their clear opposition when they feel a proposal submitted for the board's approval might damage the corporate interest. In particular, independents and other directors not subject to potential conflicts of interest should strenuously challenge any decision that could harm the interests of shareholders lacking board representation.</p> <p>When the board makes material or reiterated decisions about which a director has expressed serious reservations, then he or she must draw the pertinent conclusions. Directors resigning for such causes should set out their reasons in the letter referred to in the next recommendation. The terms of this recommendation also apply to the secretary to the board, even if he or she is not a director.</p>		
<p><b>24</b> Directors who give up their position before their tenure expires, through resignation or resolution of the general meeting, should state the reasons for this decision, or in the case of non-executive directors, their opinion of the reasons for the general meeting resolution, in a letter to be sent to all members of the board. This should all be reported in the Annual Corporate Governance Report, and if it is relevant for investors, the company should publish an announcement of the departure as rapidly as possible, with sufficient reference to the reasons or circumstances provided by the director.</p>		
<p><b>25</b> The appointments committee should ensure that non-executive directors have sufficient time available to properly perform their duties.</p> <p>The regulations of the board of directors should lay down the maximum number of company boards on which directors can serve.</p>		
<p><b>26</b> The board should meet with the necessary frequency to properly perform its functions, eight times a year at least, in accordance with a calendar and agendas set at the start of the year, to which each director may propose the addition of initially unscheduled items.</p>		
<p><b>27</b> Director absences should be kept to a strict minimum and quantified in the Annual Corporate Governance Report. In the event of absence, directors should delegate their powers of representation with the appropriate instructions.</p>		<p>In the event of unavoidable absences, in order to prevent de facto changes to the balance of the Board of Directors, legislation allows for delegation to another director (non-executives only to other non-executives) - this is established in Principle 14 of the Good Governance Code and also envisaged in the By-laws (Article 37), as well as the Regulation of the Board (Article 24), which determine that directors must personally attend Board meetings. However, when they are unable to do so in person, they shall endeavour to delegate their vote in writing, on a special basis for each meeting, to another Board member, including the appropriate instructions therein. Non-executive directors may only delegate a proxy who is another non-executive director, while independent directors may only delegate to another independent director.</p> <p>It should also be noted that CaixaBank's Corporate Governance Policy states, in relation to the duty of directors to attend Board of Directors' meetings, that if they cannot attend in person for justified reasons, they shall endeavour to grant their proxy in writing, and separately for each meeting, to a fellow Board member, including any relevant instructions. Every effort must be made to ensure that each and every director attends at least 80 % of Board meetings. As such, proxies are a comparative rarity at CaixaBank.</p> <p>The Board of Directors considers, as good corporate governance practice, that when directors are unable to attend meetings, proxies are not generally delegated with specific instructions. This does not amend the balance of the board given that delegations may only be made by non-executive directors to other non-executive directors, and independent directors may only delegate to other independent directors, while directors are always required to defend the Company's corporate interest regardless of their director status.</p> <p>Moreover, and reflecting the freedom of each director who may also delegate with the appropriate instructions as suggested in the regulation of the Board of Directors, the decision to delegate without instructions represents each director's freedom to consider what provides most value to their proxy, and they may finally decide on the grounds that they want to give their proxy freedom to adapt to the result of the Board meeting debate. This is also in accordance with the law governing the powers of the Chairman of Board of Directors, who is given, among others, the responsibility of encouraging a good level of debate and the active involvement of all directors, safeguarding their right to adopt any position or stance they see fit.</p> <p>Therefore, the freedom to appoint proxies with or without specific instructions, at the discretion of each director, is considered good practice and, specifically, the absence of instructions is seen as facilitating the proxy's ability to adapt to the content of the debate.</p>
<p><b>28</b> When directors or the secretary express concerns about a proposal or, in the case of directors, about the company's performance, and such concerns are not resolved at the meeting, the person expressing them can request that they be recorded in the minute book.</p>		

Recommendation	Compliance	Comments
<b>29</b> The company should provide suitable channels for directors to obtain the advice they need to carry out their duties, extending if necessary to external assistance at the company's expense.		
<b>30</b> Regardless of the knowledge directors must possess to carry out their duties, they should also be offered refresher programmes when circumstances so advise.		
<b>31</b> The agendas of board meetings should clearly indicate on which points directors must arrive at a decision, so they can study the matter beforehand or gather together the material they need. For reasons of urgency, the chairman may wish to present decisions or resolutions for board approval that were not on the meeting agenda. In such exceptional circumstances, their inclusion will require the express prior consent, duly minuted, of the majority of directors present.		
<b>32</b> Directors should be regularly informed of movements in share ownership and of the views of major shareholders, investors and rating agencies on the company and its Group.		
<b>33</b> The chairman, as the person responsible for the efficient functioning of the board of directors, in addition to the functions assigned by law and the company's by-laws, should prepare and submit to the board a schedule of meeting dates and agendas; organise and coordinate regular evaluations of the board and, where appropriate, the company's chief executive officer; exercise leadership of the board and be accountable for its proper functioning; ensure that sufficient time is given to the discussion of strategic issues, and approve and review refresher courses for each director, when circumstances so dictate.		
<b>34</b> When a lead independent director has been appointed, the by-laws or regulation of the board of directors should grant him or her the following powers over and above those conferred by law: chairman the board of directors in the absence of the chairman or deputy chairman; give voice to the concerns of non-executive directors; maintain contact with investors and shareholders to hear their views and develop a balanced understanding of their concerns, especially those to do with the company's corporate governance; and coordinate the chair's succession plan.		
<b>35</b> The secretary to the board should strive to ensure that the board's actions and decisions are informed by the governance recommendations of the Good Governance Code of relevance to the company.		
<b>36</b> The board in full should conduct an annual evaluation, adopting, when necessary, an action plan to correct weakness detected in: <ul style="list-style-type: none"> <li>a. The quality and efficiency of the board of directors' operation.</li> <li>b. The performance and membership of its committees.</li> <li>c. The diversity of board membership and competences.</li> <li>d. The performance of the chairman of the board of directors and the company's chief executive.</li> <li>e. The performance and contribution of individual directors, with particular attention to the chairs of board committees.</li> </ul> The evaluation of board committees should start from the reports they send the board of directors, while that of the board itself should start from the report of the appointments committee. Every three years, the board of directors should engage an external facilitator to aid in the evaluation process. This facilitator's independence should be verified by the appointments committee. Any business dealings that the facilitator or members of its corporate group maintain with the company or members of its corporate group should be detailed in the Annual Corporate Governance Report. The process followed and areas evaluated should be detailed in the Annual Corporate Governance Report.		For 2025, the Board of Directors decided to conduct an internal self-assessment of its performance, having decided not to engage the services of an external advisor, on the grounds that, given the partial renewal of the board and the relatively short period for which the current board had been in place following the changes to its composition approved at the 2025 General Meeting of Shareholders, it was considered more appropriate and reasonable to postpone the involvement of an external expert until the next self-assessment exercise.  Consequently, the self-assessment exercise followed the same procedure as the previous year, with the assistance of the General Secretary and the Board of Directors.
<b>37</b> When there is an executive committee, there should be at least two non-executive members, at least one of whom should be independent; and its secretary should be the secretary to the board of directors.		
<b>38</b> The board should be kept fully informed of the business transacted and decisions made by the executive committee. To this end, all board members should receive a copy of the committee's minutes.		

Recommendation	Compliance	Comments
<b>39</b> All members of the audit committee, particularly its chairman, should be appointed with regard to their knowledge and experience in accounting, auditing and risk management matters, both financial and non-financial.		
<b>40</b> Listed companies should have a unit in charge of the internal audit function, under the supervision of the audit committee, to monitor the effectiveness of reporting and control systems. This unit should report functionally to the board's non-executive chairman or the chairman of the audit committee.		
<b>41</b> The head of the unit handling the internal audit function should present an annual work programme to the audit committee, for approval by this committee or the board, inform it directly of any incidents or scope limitations arising during its implementation, the results and monitoring of its recommendations, and submit an activities report at the end of each year.		
<b>42</b> The audit committee should have the following functions over and above those legally assigned: <b>With respect to internal control and reporting systems:</b> <ul style="list-style-type: none"> <li>a. Monitor and evaluate the preparation process and the integrity of the financial and non-financial information, as well as the control and management systems for financial and non-financial risks related to the company and, where appropriate, to the group – including operating, technological, legal, social, environmental, political and reputational risks or those related to corruption – reviewing compliance with regulatory requirements, the accurate demarcation of the consolidation perimeter and the correct application of accounting principles.</li> <li>b. Monitor the independence of the unit handling the internal audit function; propose the selection, appointment and removal of the head of the internal audit service; propose the service's budget; approve or make a proposal for approval to the board of the priorities and annual work programme of the internal audit unit, ensuring that it focuses primarily on the main risks the company is exposed to (including reputational risk); receive regular report-backs on its activities; and verify that senior management is acting on the findings and recommendations of its reports.</li> <li>c. Establish and supervise a mechanism that allows employees and other persons related to the company, such as directors, shareholders, suppliers, contractors or subcontractors, to report any potentially serious irregularities, including financial, accounting or any other irregularities related to the company, that they observe in the company or its group. This mechanism must guarantee confidentiality and enable communications to be made anonymously, respecting the rights of both the complainant and the accused party.</li> <li>d. In general, ensure that the internal control policies and systems established are applied effectively in practice.</li> </ul> <b>With respect to the external auditor:</b> <ul style="list-style-type: none"> <li>a. Investigate the issues giving rise to the resignation of the external auditor, should this come about.</li> <li>b. Ensure that the remuneration of the external auditor does not compromise its quality or independence.</li> <li>c. Ensure that the company notifies any change of external auditor through the CNMV, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for the same.</li> <li>d. Ensure that the external auditor has a yearly meeting with the Board in full to inform it of the work undertaken and developments in the company's risk and accounting positions.</li> <li>e. Ensure that the company and the external auditor adhere to current regulations on the provision of non-audit services, limits on the concentration of the auditor's business and other requirements concerning auditor independence.</li> </ul>		
<b>43</b> The audit committee should be empowered to meet with any company employee or manager, even ordering their appearance without the presence of another senior officer.		
<b>44</b> The audit committee should be informed of any fundamental changes or corporate transactions the company is planning, so the committee can analyse the operation and report to the board beforehand on its economic conditions and accounting impact and, when applicable, the exchange ratio proposed.		

Recommendation	Compliance	Comments
<p><b>45</b> The risk control and management policy should identify or establish at least:</p> <ul style="list-style-type: none"> <li>a. The various types of financial and non-financial risks (including operational, technological, legal, social, environmental, political and reputational risks and risks relating to corruption) which the company faces, where financial or economic risks include contingent liabilities and other off-balance-sheet risks.</li> <li>b. A risk control and management model based on different levels, of which a specialised risks committee will form part when sector regulations provide or the company deems it appropriate.</li> <li>c. The level of risk that the company considers acceptable.</li> <li>d. The measures in place to mitigate the impact of identified risks, should they occur.</li> <li>e. The internal reporting and control systems to be used to control and manage the above risks, including contingent liabilities and off-balance-sheet risks.</li> </ul>		
<p><b>46</b> Companies should establish a risk control and management function in the charge of one of the company's internal department or units and under the direct supervision of the audit committee or some other dedicated board committee. This function should be expressly charged with the following responsibilities:</p> <ul style="list-style-type: none"> <li>a. Ensure that risk control and management systems are functioning correctly and, specifically, that major risks the company is exposed to are correctly identified, managed and quantified.</li> <li>b. Participate actively in the preparation of risk strategies and in key decisions about their management.</li> <li>c. Ensure that risk control and management systems are mitigating risks effectively under the policy drawn up by the board of directors.</li> </ul>		
<p><b>47</b> Appointees to the appointments and remuneration committee - or of the appointments committee and Remuneration committee, if separately constituted - should have the right balance of knowledge, skills and experience for the functions they are called on to discharge. The majority of their members should be independent directors.</p>		
<p><b>48</b> Large cap companies should operate separately constituted appointments and remuneration committees.</p>		
<p><b>49</b> The appointments committee should consult with the company's chairman and chief executive, especially on matters relating to executive directors.</p> <p>When there are vacancies on the board, any director may approach the appointments committee to propose candidates that it might consider suitable.</p>		
<p><b>50</b> The remuneration committee should operate independently and have the following functions in addition to those assigned by law:</p> <ul style="list-style-type: none"> <li>a. Propose to the board the standard conditions for senior officer contracts.</li> <li>b. Monitor compliance with the remuneration policy set by the company.</li> <li>c. Periodically review the remuneration policy for directors and senior officers, including share-based remuneration systems and their application, and ensure that their individual compensation is proportionate to the amounts paid to other directors and senior officers in the company.</li> <li>d. Make sure that potential conflicts of interest do not undermine the independence of external advice given to the committee.</li> <li>e. Verify the information on the remuneration of directors and senior management contained in the various corporate documents, including the Annual Report on the Remuneration of Directors.</li> </ul>		
<p><b>51</b> The remuneration committee should consult with the chairman and chief executive, especially on matters relating to executive directors and senior management.</p>		

Recommendation	Compliance	Comments
<p><b>52</b> The terms of reference of supervision and control committees should be set out in the regulation of the board of directors and aligned with those governing legally mandatory board committees as specified in the preceding sets of recommendations. They should include at least the following terms:</p> <ul style="list-style-type: none"> <li>a. Committees should be formed exclusively by non-executive directors, with a majority of independents.</li> <li>b. Committees should be chaired by an independent director.</li> <li>c. The board should appoint the members of these committees with regard to the knowledge, skills and experience of its directors and each committee's missions, discuss their proposals and reports as well as provide report-backs on their activities and work at the first full board meeting after each committee meeting.</li> <li>d. They may engage external advice, when they feel it necessary for the discharge of their functions.</li> <li>e. Meeting proceedings should be minuted and a copy made available to all board members.</li> </ul>		
<p><b>53</b> The task of supervising compliance with the policies and rules of the company in the environmental, social and corporate governance areas, and internal rules of conduct, should be assigned to one board committee or split between several, which could be the audit committee, the appointments committee, a committee specialised in sustainability or corporate social responsibility, or a dedicated committee established by the board under its powers of self-organisation. Such a committee should be made up solely of non-executive directors, the majority being independent and specifically assigned the following minimum functions.</p>		
<p><b>54</b> The minimum functions referred to in the previous recommendation are as follows:</p> <ul style="list-style-type: none"> <li>a. Monitor compliance with the company's internal codes of conduct and corporate governance rules, and ensure that the corporate culture is aligned with its purpose and values.</li> <li>b. Monitor the implementation of the general policy on the disclosure of economic-financial, non-financial and corporate information, as well as communication with shareholders and investors, proxy advisors and other stakeholders. Similarly, the way in which the entity communicates and relates with small and medium-sized shareholders should be monitored.</li> <li>c. Periodically evaluate the effectiveness of the company's corporate governance system and environmental and social policy, to confirm that it is fulfilling its mission to promote the corporate interest and catering, as appropriate, to the legitimate interests of remaining stakeholders.</li> <li>d. Ensure the company's environmental and social practices are in accordance with the established strategy and policy.</li> <li>e. Monitor and evaluate the company's interaction with its stakeholder groups.</li> </ul>		
<p><b>55</b> Environmental and social sustainability policies should identify and include at least:</p> <ul style="list-style-type: none"> <li>a. The principles, commitments, objectives and strategy with regard to shareholders, employees, customers, suppliers, social issues, environment, diversity, fiscal responsibility, respect for human rights and the prevention of corruption and other unlawful conduct.</li> <li>b. The methods or systems for monitoring compliance with policies, associated risks and their management.</li> <li>c. The mechanisms for supervising non-financial risk, including that related to ethical aspects and aspects of business conduct.</li> <li>d. Channels for stakeholder communication, participation and dialogue.</li> <li>e. Responsible communication practices that prevent the manipulation of information and protect the company's honour and integrity.</li> </ul>		
<p><b>56</b> Director remuneration should be sufficient to attract individuals with the desired profile and compensate the commitment, abilities and responsibility that the post demands, but not so high as to compromise the independent judgement of non-executive directors.</p>		
<p><b>57</b> Variable remuneration linked to the company and the director's performance, the award of shares, options or any other right to acquire shares or to be remunerated on the basis of share price movements, and membership of long-term savings schemes such as pension plans should be confined to executive directors.</p> <p>The company may consider the share-based remuneration of non-executive directors provided they retain such shares until the end of their term in office. The above condition will not apply to any shares that the director must dispose of to defray costs related to their acquisition.</p>		

Recommendation	Compliance	Comments
<p><b>58</b> In the case of variable awards, remuneration policies should include limits and technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the company's sector, or circumstances of that kind.</p> <p>In particular, variable remuneration items should meet the following conditions:</p> <ul style="list-style-type: none"> <li>a. Be subject to predetermined and measurable performance criteria that factor the risk assumed to obtain a given outcome.</li> <li>b. Promote the sustainability of the company and include non-financial criteria that are geared towards creating long-term value, such as compliance with the company's rules and internal procedures and with its risk management and control policies.</li> <li>c. Be based on balancing the attainment of short-, medium- and long-term objectives, so as to allow remuneration of continuous performance over a period long enough to be able to assess their contribution to sustainable value creation, so that the factors used to measure performance are not associated only with one-off, occasional or extraordinary events.</li> </ul>		
<p><b>59</b> The payment of the variable components of remuneration is subject to sufficient verification that previously established performance, or other, conditions have been effectively met. Entities should include in their annual directors' remuneration report the criteria relating to the time required and methods for such verification, depending on the nature and characteristics of each variable component.</p> <p>Additionally, entities should consider establishing a reduction clause ('malus') based on deferral for a sufficient period of the payment of part of the variable components that implies total or partial loss of this remuneration in the event that prior to the time of payment an event occurs that makes this advisable.</p>		
<p><b>60</b> In the case of remuneration linked to company earnings, deductions should be computed for any qualifications stated in the external auditor's report.</p>		
<p><b>61</b> A major part of executive directors' variable remuneration should be linked to the award of shares or financial instruments whose value is linked to the share price.</p>		
<p><b>62</b> Following the award of shares, options or financial instruments corresponding to the remuneration schemes, executive directors should not be able to transfer their ownership or exercise them until a period of at least three years has elapsed. Except for the case in which the director maintains, at the time of the transfer or exercise, a net economic exposure to the variation in the price of the shares for a market value equivalent to an amount of at least twice his or her fixed annual remuneration through the ownership of shares, options or other financial instruments. The foregoing shall not apply to the shares that the director needs to dispose of to meet the costs related to their acquisition or, upon favourable assessment of the appointments and remuneration committee, to address an extraordinary situation.</p>		

Recommendation	Compliance	Comments
<p><b>63</b> Contractual arrangements should include provisions that permit the company to reclaim variable components of remuneration when payment was out of step with the director's actual performance or based on data subsequently found to be misstated.</p>		
<p><b>64</b> Termination payments should not exceed a fixed amount equivalent to two years of the director's total annual remuneration and should not be paid until the company confirms that he or she has met the criteria or conditions established for its reception.</p> <p>For the purposes of this recommendation, payments for contractual termination include any payments whose accrual or payment obligation arises as a consequence of or on the occasion of the termination of the contractual relationship that linked the Director with the company, including previously unconsolidated amounts for long-term savings schemes and the amounts paid under post-contractual non-compete agreements.</p>		<p>Payments for termination or expiry of the Chief Executive Officer's contract, including severance pay in the event of termination or expiry of the relationship in certain cases and the post-contractual non-compete agreement, do not exceed the amount equivalent to two years of total annual remuneration.</p> <p>In addition, CaixaBank has recognised a social security supplement for the Chief Executive Officer to cover the contingencies of retirement, death and total permanent disability, absolute permanent disability or severe disability.</p> <p>In the case of the commitment to cover the retirement contingency, this is a system established under a defined contribution plan, for which the annual contributions to be made are fixed in advance.</p> <p>By virtue of this commitment, the Chief Executive Officer is entitled to receive a retirement benefit when he/she reaches the legally established retirement age. This benefit will be the result of the sum of the contributions made by CaixaBank and their corresponding returns up to that date, provided that he/she is not dismissed for just cause, and without prejudice to the applicable treatment of discretionary pension benefits in accordance with the remuneration regulations applicable to credit institutions.</p> <p>With the termination of the Chief Executive Officer's contract, the contributions would be consolidated (except in the event of termination for just cause attributable to the Chief Executive Officer), but in no case is there any provision for the possibility of receiving an early retirement benefit, since its accrual and payment would occur only on the occasion and at the time of retirement (or the occurrence of the other contingencies covered) and not on the occasion of the termination of the contract.</p> <p>The nature of these savings systems is not to indemnify or compensate for the loss of rights to the assumption of non-competition obligations, as they are configured as a savings system that is endowed over time with periodic contributions and which form part of the fixed components of the usual remuneration package of the Executive Directors; unlike indemnities or compensations for not competing, it grows over time and is not set in absolute terms.</p> <p>Therefore, the institution would only be in breach of recommendation 64 if the mere consolidation of savings scheme entitlements, without actual accrual or payment at the time of termination, were to be included in the concept of termination payments or termination of contract payments as defined therein.</p>



*This Annual Corporate Governance Report was approved by the Company's Board of Directors on **19 February 2026***



# Statistical information on corporate governance required by the CNMV





## ANNUAL CORPORATE GOVERNANCE REPORT FOR LISTED COMPANIES

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### ISSUER IDENTIFICATION

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End of financial year:

[ 12/31/2025 ]

CIF:

[ A08663619 ]

Corporate name:

[ **CAIXABANK, S.A.** ]

Registered office:

[ CL. PINTOR SOROLLA N.2-4 (VALENCIA) ]

**A. OWNERSHIP STRUCTURE**

A.1. Complete the following table on share capital and the attributed voting rights, including those corresponding to shares with a loyalty vote as of the closing date of the year, where appropriate:

State whether the company's by-laws include the provision for loyalty shares with double voting rights:

Yes  
 No

Date of last amendment	Share capital (€)	Number of shares	Number of voting rights
12/05/2025	7,024,520,689.00	7,024,520,689	7,024,520,689

Indicate whether different types of shares exist with different associated rights:

Yes  
 No

A.2. Details of direct and indirect owners of significant holdings at the end of the financial year, excluding directors with a significant shareholding:

Name or corporate name of the shareholder	% voting rights attributed to the shares		% of voting rights through financial instruments		% total voting rights
	Direct	Indirect	Direct	Indirect	
BLACKROCK, INC	0.00	4.66	0.00	0.06	4.72
"LA CAIXA" BANKING FOUNDATION	0.00	31.27	0.00	0.00	31.27
FUND FOR ORDERLY BANK RESTRUCTURING	0.00	18.08	0.00	0.00	18.08

Details of indirect holding:

Name or corporate name of the indirect owner	Name or corporate name of the direct owner	% of voting rights attributed to the shares	% of voting rights through financial instruments	% total voting rights
BLACKROCK, INC	OTHER CONTROLLED ENTITIES THAT MAKE UP THE BLACKROCK, INC GROUP	4.66	0.06	4.72

Name or corporate name of the indirect owner	Name or corporate name of the direct owner	% of voting rights attributed to the shares	% of voting rights through financial instruments	% total voting rights
"LA CAIXA" BANKING FOUNDATION	CRITERIA CAIXA, S.A.U.	31.27	0.00	31.27
FUND FOR ORDERLY BANK RESTRUCTURING	BFA TENEDORA DE ACCIONES, S.A.	18.08	0.00	18.08

**A.3.** Give details of the participation at the close of the fiscal year of the members of the Board of Directors who are holders of voting rights attributed to shares of the company or through financial instruments, whatever the percentage, excluding the directors who have been identified in Section A.2 above:

Name or corporate name of director	% of voting rights attributed to shares (including loyalty shares)		% voting rights through financial instruments		% total voting rights	Of the % of voting rights attributed to the shares, specify, where applicable, the % of additional votes corresponding to loyalty shares	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
MS KORO USARRAGA UNSAIN	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MS CRISTINA GARMENDIA MENDIZÁBAL	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR EDUARDO JAVIER SANCHIZ IRAZU	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MS MARÍA TERESA SANTERO QUINTILLÁ	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MS MARÍA VERÓNICA FISAS VERGÉS	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR TOMÁS MUNIESA ARANTEGUI	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MS MARÍA AMPARO MORALEDA MARTÍNEZ	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Name or corporate name of director	% of voting rights attributed to shares (including loyalty shares)		% voting rights through financial instruments		% total voting rights	Of the % of voting rights attributed to the shares, specify, where applicable, the % of additional votes corresponding to loyalty shares	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
MR GONZALO GORTAZAR ROTAECHE	0.00	0.00	0.00	0.00	0.01	0.00	0.00
MR FERNANDO MARÍA COSTA DUARTE ULRICH	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR LUIS ÁLVAREZ SATORRE	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR PABLO ARTURO FORERO CALDERÓN	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MS ROSA MARÍA GARCÍA PIÑEIRO	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR BERNARDO SÁNCHEZ INCERA	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR PETER LÖSCHER	0.00	0.00	0.00	0.00	0.00	0.00	0.00
% of total voting rights held by members of the board of directors						0,02	

Details of indirect holding:

Name or corporate name of director	Name or corporate name of the direct owner	% of voting rights attributed to shares (including loyalty shares)	% voting rights through financial instruments	% total voting rights	Of the % of voting rights attributed to the shares, specify, where applicable, the % of additional votes corresponding to loyalty shares
No data					

Indicate the percentage of total voting rights represented on the board:

% of total voting rights represented on the board of directors	49,37
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**A.7.** Indicate whether the company has been notified of any shareholders' agreements pursuant to Articles 530 and 531 of the Spanish Capital Companies Act ("LSC"). Provide a brief description and list the shareholders bound by the agreement, where applicable.

Yes  
 No

Indicate whether the company is aware of the existence of any concerted action among its shareholders. Give a brief description, if applicable.

Yes  
 No

**A.8.** State whether any natural person or legal entity currently exercises control or could exercise control over the company in accordance with Article 5 of the Spanish Securities Market Act. If so, identify them:

Yes  
 No

A.9. Complete the following tables on the company's treasury shares.

At year end:

Number of shares held directly	Number of shares held indirectly (*)	% of total share capital
15,755,959	928,441	0.24

(\*) Through:

Name or corporate name of direct shareholder	Number of shares held directly
BANCO BPI, S.A.	454,865
CAIXABANK OPERATIONAL SERVICES, S.A.U.	5,315
CAIXABANK PAYMENTS & CONSUMER, E.F.C., E.P., S.A.	128,958
VIDACAIXA, S.A.U. DE SEGUROS Y REASEGUROS	274,292
NUEVO MICRO BANK, S.A.U.	22,611
CAIXABANK WEALTH MANAGEMENT LUXEMBOURG, S.A.	42,035
CAIXABANK FACILITIES MANAGEMENT, S.A.	365
Total	928,441

A.11. Estimated floating capital:

	%
Estimated floating capital:	45.67

A.14. State whether the company has issued shares that are not traded on a regulated EU market.

Yes  
 No

**B. GENERAL MEETING OF SHAREHOLDERS**

B.4. Give details of attendance at the general meetings of shareholders held during the year of this report and the two previous years:

Date of general meeting	Attendance data					Total
	% attending in person	% by proxy	% remote voting			
			Electronic means	Other		
03/31/2023	49.61	25.22	0.91	0.82	76.56	
Of which, free float	0.02	20.82	0.91	0.82	22.57	
03/22/2024	48.74	28.29	0.35	0.45	77.83	
Of which, free float	0.04	23.29	0.35	0.45	24.13	
04/11/2025	48.94	32.90	0.52	0.45	82.81	
Of which, free float	0.03	28.77	0.52	0.45	29.77	

B.5. State whether any items on the agenda of the general meetings of shareholders held during the year were not approved by the shareholders for any reason:

- Yes  
 No

B.6. State whether the by-laws contain any restrictions requiring a minimum number of shares to attend general meetings of shareholders, or that affect remote voting:

- Yes  
 No

Number of shares required to attend general meetings of shareholders	1,000
Number of shares required for remote voting	1

**C. STRUCTURE OF THE COMPANY'S ADMINISTRATION**

**C.1. Board of directors**

C.1.1 Maximum and minimum number of directors established in the company by-laws and the number set by the general meeting:

Maximum number of directors	22
Minimum number of directors	12
Number of directors set by the general meeting	15

C.1.2 Complete the following table on board members:

Name or corporate name of director	Representative	Category of director	Position on the board	Date of first appointment	Date of last appointment	Election procedure
MS KORO USARRAGA UNSAIN		Independent	DIRECTOR	06/30/2016	04/11/2025	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
MS CRISTINA GARMENDIA MENDIZÁBAL		Independent	DIRECTOR	04/05/2019	03/31/2023	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
MR EDUARDO JAVIER SANCHIZ IRAZU		Independent	LEAD INDEPENDENT DIRECTOR	09/21/2017	04/08/2022	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
MS MARÍA TERESA SANTERO QUINTILLÁ		Proprietary	DIRECTOR	12/03/2020	04/11/2025	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
MS MARÍA VERÓNICA FISAS VERGÉS		Independent	DIRECTOR	02/25/2016	03/22/2024	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
MR TOMÁS MUNIESA ARANTEGUI		Proprietary	CHAIRMAN	01/01/2018	04/08/2022	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS

Name or corporate name of director	Representative	Category of director	Position on the board	Date of first appointment	Date of last appointment	Election procedure
MS MARÍA AMPARO MORALEDA MARTÍNEZ		Independent	DEPUTY CHAIRWOMAN	04/24/2014	03/31/2023	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
MR GONZALO GORTAZAR ROTAECHE		Executive	CHIEF EXECUTIVE OFFICER	06/30/2014	03/31/2023	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
MR FERNANDO MARÍA COSTA DUARTE ULRICH		Other external	DIRECTOR	12/03/2020	04/11/2025	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
MR PETER LÖSCHER		Independent	DIRECTOR	03/31/2023	03/31/2023	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
MR LUIS ÁLVAREZ SATORRE		Independent	DIRECTOR	04/11/2025	04/11/2025	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
MR PABLO ARTURO FORERO CALDERÓN		Other external	DIRECTOR	04/11/2025	04/11/2025	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
MS ROSA MARÍA GARCÍA PIÑEIRO		Independent	DIRECTOR	04/11/2025	04/11/2025	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
MR JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN		Proprietary	DIRECTOR	04/11/2025	04/11/2025	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS
MR BERNARDO SÁNCHEZ INCERA		Independent	DIRECTOR	04/11/2025	04/11/2025	RESOLUTION OF THE GENERAL MEETING OF SHAREHOLDERS

Total number of directors	15
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Indicate any cessations, whether through resignation or by resolution of the general meeting, that have taken place in the board of directors during the reporting period:

Name or corporate name of director	Category of director at the time of cessation	Date of last appointment	Date of cessation	Specialised committees of which he or she was a member	State whether the director left before the end of his or her term of office
MR JOSÉ IGNACIO GOIRIGOLZARRI TELLAECHÉ	Executive	12/03/2020	01/01/2025	Executive Committee Innovation, Technology and Digital Transformation Committee	NO
MR JOAQUÍN AYUSO GARCÍA	Independent	12/03/2020	04/11/2025	Remuneration Committee and Risks Committee	NO
MR FRANCISCO JAVIER CAMPO GARCÍA	Independent	12/03/2020	04/11/2025	Appointments and Sustainability Committee, Audit and Control Committee and Innovation, Technology and Digital Transformation Committee.	NO
MS EVA CASTILLO SANZ	Independent	12/03/2020	04/11/2025	Executive Committee, Remuneration Committee and Innovation, Technology and Digital Transformation Committee	NO
MR JOSÉ SERNA MASIÁ	Proprietary	05/14/2021	04/11/2025	Audit and Control Committee, Remuneration Committee	YES

C.1.3 Complete the following tables on members of the board and their respective categories:

EXECUTIVE DIRECTORS		
Name or corporate name of director	Post held in the company	Profile
MR GONZALO GORTAZAR ROTAECHE	CHIEF EXECUTIVE OFFICER	Gonzalo Gortazar, born in Madrid in 1965, has been the CEO of CaixaBank since June 2014. He holds a degree in Law and Business Studies from the Universidad Pontificia Comillas (ICADE) and a Master's degree in Business Administration with distinction from INSEAD. He is also the current Chairman of VidaCaixa and CaixaBank Payments & Consumer, and Director of Banco BPI. Mr Gortazar served as CaixaBank's Chief Financial Officer until his appointment as CEO in June 2014. Before that, he was CEO of Criteria CaixaCorp between 2009 and June 2011. From 1993 to 2009, he worked at Morgan Stanley in London and Madrid, holding several posts in the investment banking division, heading up the European Financial Institutions Group, until he joined Criteria in mid-2009. Previously, he held various corporate banking and investment banking positions at Bank of America. He also served as First Deputy Chairman of Repsol and Director of Grupo Financiero Inbursa, Erste Bank, SegurCaixa Adeslas, Abertis, Port Aventura and Saba.

Total number of executive directors	1
% of the board	6.67

EXTERNAL PROPRIETARY DIRECTORS		
Name or corporate name of director	Name or corporate name of the significant shareholder represented or proposing appointment	Profile
MS MARÍA TERESA SANTERO QUINTILLÁ	FROB Y BFA TENEDORA DE ACCIONES, S.A.U.	Teresa Santero was born in Camporrells (Huesca) in 1959. She has been a member of the Board of Directors of CaixaBank since 2021. She holds a degree in Business Administration from the University of Zaragoza and a PhD in Economics from the University of Illinois Chicago (USA). Since 2012, she has been a lecturer at the Universidad Instituto de Empresa (UIE) in Madrid. Previously, she held management positions in the Central Government (General Secretary for Industry in the Ministry of Industry, Trade and Tourism from 2008 to 2011), and in Provincial Administration; namely, in the Government of the Autonomous Community of Aragon (Director of Economic Policy in the Department of Economy and the Treasury, from 2003 to 2007, and General Secretary for the Department of Social Services from 2007 to 2008).

EXTERNAL PROPRIETARY DIRECTORS		
Name or corporate name of director	Name or corporate name of the significant shareholder represented or proposing appointment	Profile
		<p>She previously worked for ten years as an economist in the Economics Department of the OECD in Paris. She has been a visiting lecturer at the Economics Department of the Complutense University in Madrid and associate professor and research aide at the University of Illinois Chicago (USA). She has been a member of various boards of directors, an independent member of the General Board of the Instituto Oficial de Crédito (ICO) (2018-2020), Director of the Spanish industrial holding company, SEPI (2008-2011) and of Navantia (2010-2011), member of the Executive Committee and the Board of the Zona Franca Consortium in Barcelona (2008-2011) and Director of Instituto Tecnológico de Aragón (2004-2007). She has also been a member of the Board of Trustees of several foundations: the Zaragoza Logistics Center (ZLC) Foundation (2005-2007), the Foundation for the Development of Hydrogen Technologies (2005-2007) and the Observatorio de Prospectiva Tecnológica Industrial Foundation (2008-2011).</p>
MR TOMÁS MUNIESA ARANTEGUI	"LA CAIXA" BANKING FOUNDATION	<p>Tomás Muniesa, born in Barcelona in 1952, has served as Chairman of CaixaBank since January 2025. He holds a degree in Business Studies and a Master's degree in Business Management from ESADE Business School. He joined "la Caixa" in 1976 and was appointed Deputy General Manager of the Insurance and Asset Management Group of CaixaBank in 1992 and became General Manager in 2011, a post he held until November 2018. In that year, he stepped down from his executive functions at the CaixaBank Group and was appointed Deputy Chairman of CaixaBank. He is also the current Chairman of the CaixaBank Dual Training Foundation (Dualiza), Deputy Chairman of CECA and Deputy Chairman of the COTEC Foundation. He is a member of the Board of Trustees of the ESADE Foundation and of other foundations such as: Fundación CEDE, Fundación FEDEA, Fundación Real Instituto Elcano, Fundación Aspen Institute España, Fundación Conexión España, Fundación Mobile World Capital and Fundación Consejo España-USA. He is also a member of the Advisory Board of the Spanish Confederation of Business Organizations (CEOE) and of other relevant institutions and associations in Spain. Additionally, he served as Chairman of MEFF (Sociedad Rectora de Productos Derivados), Deputy Chairman of VidaCaixa, where he was CEO, SegurCaixa Adeslas and BME (Bolsas y Mercados Españoles), Second Deputy Chairman of UNESPA, Director and Chairman of the Audit Committee of Consorcio de Compensación de Seguros, Director of Vithas Sanidad S.L., Director of Allianz Portugal and Alternate Director of Grupo Financiero Inbursa in Mexico.</p>

EXTERNAL PROPRIETARY DIRECTORS		
Name or corporate name of director	Name or corporate name of the significant shareholder represented or proposing appointment	Profile
MR JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN	"LA CAIXA" BANKING FOUNDATION	<p>José María Méndez Álvarez-Cedrón was born in Lugo in 1966. He has been a member of the Board of Directors of CaixaBank since 2025. He holds a degree in Law from the University of Santiago de Compostela and in Political Science and Administration from the Universidad Autónoma of Madrid, having also completed the Senior Management Programme at IESE Business School (University of Navarra).</p> <p>Additionally, he is a civil servant on leave of absence from the Cuerpo Superior de Administradores Civiles del Estado (Senior Civil Administrators of the State). Mr Méndez is currently Managing Director of Critería Caixa S.A.U. and holds management responsibilities at the "la Caixa" Banking Foundation in the institutional area. He is also a trustee of the FUNCAS, CEOE and CEDE foundations. Previously, he was CEO of Cecabank, S.A. and General Manager of CECA; Vice-Chairman of the Board of the European Savings and Retail Banking Group (ESBG); member of the Board of the World Saving Banks and Retail Banking Institute (WSBI); Deputy Chairman of the Fundación de las Cajas de Ahorros (FUNCAS); Chairman of the Spanish Centre for Sustainable and Responsible Finance (FINRESP); member of the Management Committee of the Deposit Guarantee Fund for Credit Institutions and an Independent Expert on the Board of the European Investment Bank (EIB). He joined CECA as General Secretary in 2003, having previously held various positions in the Directorate General of the Treasury and Financial Policy of the Ministry of Economy (1993-2003) and as Deputy General Manager of Financial Policy from 2000 to 2003.</p>

Total number of proprietary directors	3
% of the board	20.00

INDEPENDENT EXTERNAL DIRECTORS	
Name or corporate name of director	Profile
MS KORO USARRAGA UNSAIN	<p>Koro Usarraga Unsain was born in San Sebastián in 1957 and has been a member of CaixaBank's Board of Directors since 2016. She holds a degree in Business Administration and Management and a Master's degree in Business Management from the ESADE Business School, she took the PADE (Senior Management Programme) at IESE and is a qualified chartered accountant. She was an independent board member of NH Hotel Group from 2015 to October 2017 and worked for 20 years at Arthur Andersen, being appointed partner in the audit division in 1993. In 2001, she was appointed Corporate General Manager of Occidental Hotels &amp; Resorts, a group with significant international presence and specialising in the holiday sector.</p>

INDEPENDENT EXTERNAL DIRECTORS	
Name or corporate name of director	Profile
	<p>She was responsible for the finance, administration and management control departments, as well as IT and human resources. She served as General Manager of Renta Corporación, a real estate group specialising in the purchase, refurbishment and sale of properties. She has been a Director at Vocento, S.A. since 2019, and is currently a shareholder and director of the company 2005 KP Inversiones, S.L., which is dedicated to investing in companies and management consultancy. She is also a director of Vehicle Testing Equipment, S.L.</p>
<p>MS CRISTINA GARMENDIA MENDIZÁBAL</p>	<p>Cristina Garmendia Mendizábal was born in San Sebastián in 1962. She has been a member of the Board of Directors of CaixaBank since June 2019. She holds a degree in Biological Sciences, specialising in Genetics, and a PhD in Molecular Biology from the Severo Ochoa Molecular Biology Centre of the Universidad Autónoma of Madrid, in addition to an MBA from the IESE Business School at the University of Navarra. She is currently non-executive Chairwoman of Mediaset España Comunicación, S.A., and as such, a trustee of FAD Juventud. She is also Deputy Chairwoman of Compañía de Distribución Integral Logista Holdings, S.A. and Director of Ysios Capital Partners, SGEIC, S.A. She is Chairwoman of the COTEC Foundation and, as such, a member of the Board of Trustees of the Pelayo and SEPI Foundations and a member of the Advisory Board of the Women for Africa Foundation and UNICEF, Spanish Committee. She is also a member of the Advisory Board of Integrated Service Solutions, S.L. and of the cybersecurity company S2 Grupo. She was formerly executive Deputy Chairwoman and Chief Financial Officer of the Amasua Group. She sits on the governance bodies of Genetrix, S.L., (Executive Chairwoman), Sygnis AG (Chairwoman of the Supervisory Board), Satlantis Microsats (Chairwoman), Science &amp; Innovation Link Office, S.L. (Director) and serves as an Independent Director of NTT DATA (previously EVERIS), Naturgy Energy Group, S.A. (formerly, Gas Natural, S.A.), Corporación Financiera Alba and Pelayo Mutua de Seguros. She held the position of Minister of Science and Innovation in the Spanish Government throughout the entire 9th parliamentary term from April 2008 to December 2011.</p>
<p>MR EDUARDO JAVIER SANCHIZ IRAZU</p>	<p>Eduardo Javier Sanchiz Irazu, born in Vitoria in 1956, has been a member of the Board of Directors of CaixaBank since September 2017 and Lead Independent Director since 2023. He holds a degree in Economics and Business Administration from the University of Deusto, San Sebastian campus, and a Master's degree in Business Administration from the Instituto Empresa in Madrid. He was Chief Executive Officer of Almirall from July 2011 until 30 September 2017. During this period, the company carried out a major strategic transformation with the aim of becoming a leading global skincare company. Previously, after joining Almirall in May 2004, he was Executive Director of Corporate Development and Finance and Chief Financial Officer. In both positions, Mr Sanchiz led the company's international expansion through various partnerships with other companies and the licensing of external products, in addition to five acquisitions of companies and product portfolios. He also coordinated the IPO process in 2007. He has been a member of Almirall's Board of Directors since January 2005 and a member of the Dermatology Committee since its creation in 2015. Before joining Almirall, he worked for 22 years (17 of these outside Spain) at the US pharmaceutical company, Eli Lilly &amp; Co, in finance, marketing, sales and general management positions. He had the opportunity to live in six different countries and some of his most significant positions include General Manager in Belgium, General Manager in Mexico and, in his last position in the company, Executive Manager for the business area encompassing countries in</p>

INDEPENDENT EXTERNAL DIRECTORS	
Name or corporate name of director	Profile
	central, northern, eastern and southern Europe. He is a member of the Board of Directors of the French pharmaceutical company Pierre Fabre, S.A. and a member of its Strategy Committee as well as its Audit Committee. He is also a member of the Board of Directors of the venture capital company Sabadell Asabys Health Innovation Investments 2B S.C.R., S.A. and a member of the Advisory Board of Biotechnology Institute, S.L.
MS MARÍA VERÓNICA FISAS VERGÉS	Verónica Fisas, born in Barcelona in 1964, has been a member of the Board of Directors of CaixaBank since February 2016. She holds a degree in Law and a Master's degree in Business Administration. She joined Natura Bissé early in her professional career, holding different managerial positions in the corporate, commercial and operational areas. She was General Manager of the US subsidiary between 2001 and 2007, leading the company's expansion in North America and consolidating its position in the US and Mexican markets. Since 2008 she has been CEO of the Natura Bissé Group, driving its international growth, business diversification and the development of a strategy of innovation and operational excellence. In the same year she became a member of the Board of Trustees of the Ricardo Fisas Natura Bissé Foundation. She has been a member of the Board of Directors of the National Association of Perfumery and Cosmetics (Stanpa) since 2009 and she has chaired both the Association and its Foundation since 2019, playing a key role in the representation of the sector at national and European level. She has received various business awards over her career, including the Work-Life Balance Award (2009), the IWEC Award for her professional career (2014) and Best Executive of the Year Award (2017). In 2025, she was included in Forbes Women's list of the 100 Most Influential Women in Spain.
MR PETER LÖSCHER	Peter Löscher, born in Austria in 1957, has been a member of CaixaBank's Board of Directors since 2023. He studied Economics and Finance at the University of Vienna and Business Administration at the Chinese University of Hong Kong. He obtained a Master's degree in Business Administration and Management from the University of Vienna, and completed the Advanced Management Program at the Harvard Business School. He is currently an independent non-executive Director of Telefónica, S.A. (Spain) and Chairman of the Supervisory Board of Telefónica Deutschland Holding AG (Germany); member of the Supervisory Board of Royal Philips (Netherlands) and non-executive Director of Thyssen-Bornemisza Group AG (Switzerland). He previously held the post of Chairman of the Board of Directors of Sulzer AG (Switzerland) and Chairman of the Supervisory Board of OMV AG (Austria). From March 2014 to March 2016, he served as CEO of Renova Management AG (Switzerland), and was Chairman and CEO of Siemens AG (Germany) between 2007 and 2013. He also served as Chairman of Global Human Health and as a member of the Executive Board of Merck & Co., Inc. (USA), Chairman and CEO of GE Healthcare BioSciences, as well as a member of the General Electric Executive Board (USA) and Operations Director and member of the Board of Directors of Amersham Plc (United Kingdom). He held leading positions at Aventis (Japan), Hoechst (Germany and UK), and was a non-executive member of the Board of Directors of Doha Venture Capital LLC (Qatar). He served as Chairman of the Board of Directors of the Siemens Foundation and is an emeritus member of the Advisory Board of the Singapore Economic Development Board. He is also a member of the International Advisory Board of Bocconi University. He is Honorary Professor at Tongji University (Shanghai), holds an honorary doctorate in engineering from Michigan State University as well as an honorary doctorate

INDEPENDENT EXTERNAL DIRECTORS	
Name or corporate name of director	Profile
	from the Slovak Engineering University in Bratislava. He holds the Grand Decoration of Honor in Gold for Services to the Republic of Austria and is a Knight Commander of the Order of Civil Merit of Spain.
MS MARÍA AMPARO MORALEDA MARTÍNEZ	<p>María Amparo Moraleda, born in Madrid in 1964, has been a member of CaixaBank's Board of Directors since 2014. She holds a degree in Industrial Engineering from ICAI and an MBA from IESE. She is an independent director at several companies: Airbus Group, S.E. (since 2015), Vodafone Group (since 2017) and A.P. Møller-Mærsk A/S A.P. (since 2021). She is also a member of the Advisory Board of the following companies: SAP Ibérica (since 2013), Spencer Stuart (since 2017), Kearney (since 2022) and ISS España. She was a member of the Board of Spain's Higher Council for Scientific Research (CSIC) (from 2011 to 2022). Between 2012 and 2017, she served as a member of the Board of Directors of Faurecia, S.A. and as a member of the Advisory Board of KPMG España (from 2012). Between 2013 and 2021 she was a member of the Board of Directors of Solvay, S.A. Additionally, she was Chief Operating Officer for Iberdrola's International area with responsibility for the United Kingdom and the United States between January 2009 and February 2012. She was also the head of Iberdrola Engineering and Construction from January 2009 to January 2011. She was the Executive Chairwoman of IBM for Spain and Portugal from July 2001 to January 2009 and her responsibilities were expanded to include Greece, Israel and Türkiye from July 2005 to January 2009. Between June 2000 and 2001, she was executive assistant to the Chairwoman of IBM Corporation. From 1998 to 2000 she was General Manager at INSA (a subsidiary of IBM Global Services). From 1995 to 1997, she was Head of HR for EMEA at IBM Global Services and from 1988 to 1995 she held various offices and management positions at IBM España. She is also a member of various boards and trusts of different institutions and bodies, including the Royal Academy of Economic and Financial Sciences, the Academy of Social and Environmental Sciences of Andalusia, the Board of Trustees of MD Anderson International Spain, the Vodafone Foundation, the Airbus Foundation and the Curarte Foundation. In December 2015, she was made a full academic member of the Real Academia de Ciencias Económicas y Financieras. In 2005, she entered the Women in Technology International (WITI) organisation's Hall of Fame, which recognises, honours and promotes the outstanding contributions women make to the scientific and technological communities that improve and evolve society. Her numerous accolades include: Leadership through Values Award (FIGEVA Foundation - 2008), Javier Benjumea Award (Association of Engineers ICAI - 2003) and the Excellence Award (Spanish Federation of Women Managers, Executives, Professionals and Businesswomen - Fedepe - 2002).</p>
MR LUIS ÁLVAREZ SATORRE	<p>Luis Álvarez Satorre was born in Madrid in 1961. He has been a member of the Board of Directors of CaixaBank since 2025. He is a telecommunications engineer, having completed his studies at the Polytechnic University of Madrid. He is currently Country Manager for Spain at NEORIS, a company dedicated to global technology consultancy, digital transformation projects and artificial intelligence. In addition, Mr Álvarez is non-executive Chairman of several companies in the field of infrastructure and submarine cables: Eagle Crest Telecoms Ltd., Islalink Holding Sociedad Limitada and Balalink S.A.U. He was CEO of SIA (Sistemas Informáticos Abiertos), an Indra Group company specialising in cybersecurity, with a multinational scope, from January 2020 to July 2022. Previously, he was an independent consultant in the field of technology services and digital transformation projects and for almost 20 years he held various positions in BT Global Services, a multinational provider of</p>

INDEPENDENT EXTERNAL DIRECTORS	
Name or corporate name of director	Profile
	technology services, where he held the post of CEO from 2012 to 2017. Previously (and from the start of his professional career), he worked as a telecommunications engineer for several different companies, including Grupo Santander, IBM and Ericsson.
MS ROSA MARÍA GARCÍA PIÑEIRO	Rosa María García Piñeiro, born in Villalba (Lugo) in 1974, has been a member of the Board of Directors of CaixaBank since April 2025. She is an industrial engineer, with a Master's degree in Industrial Organisation and Management from the University of Vigo, a Master's degree in Environmental Engineering from the School of Industrial Organisation in Madrid and a Master's degree in Business Administration and Management from the University of Geneva. She is an independent director at several companies: ACERINOX, S.A. (since 2017), as a member of the Executive Committee and Chairwoman of the Sustainability Committee; Ence Energía y Celulosa, S.A. (since 2018), as a member of the Audit Committee, member of the Appointments and Remuneration Committee and Chairwoman of the Sustainability Committee, and PowerCo SE (since 2022). She is also Chairwoman of the Advisory Board of the Geneva Center for Business and Human Rights, an educational centre attached to the Geneva School of Economics and Management (GSEM); member of the Advisory Board of Blossom, a communications company mainly linked to the field of sustainability based in Geneva (Switzerland) and advisor to the Impact Committee of the Canadian venture capital fund, Circular Innovation Fund. Previously, her professional career was linked to the Alcoa Group (from 1999), where she held senior positions in the management of sustainability-related aspects, such as global Deputy Chairwoman of Sustainability at Alcoa Corp from November 2016 to February 2024 and notably serving as the Chairwoman of the Alcoa Foundation.
MR BERNARDO SÁNCHEZ INCERA	Bernardo Sánchez Incera was born in Santander in 1960. He has been a member of the Board of Directors of CaixaBank since 2025. He holds an MBA from INSEAD, a Graduate Diploma in Political Studies from Institut d'Etudes Politiques in Paris, a Degree in Economics from the University of Paris III and a Master's degree in International Economics from the University of Paris II. Mr Sánchez Incera is currently non-executive Chairman of the Board of Directors of COFACE, S.A. (Compagnie Française d'Assurance pour le Commerce Extérieur) (listed company). He is also an independent director of Edenred S.A. (listed company) and Deputy Chairman of the Board of Directors of Compagnie Financière Richelieu as well as a member of the Supervisory Board of its subsidiary, Banque Richelieu France. Furthermore, he is a member of the Board of INSEAD as well as a member of the Board and Treasurer of EHPAD (Association Sainte Famille nursing home). He previously held the position of Managing Director at Société Générale Group (France) (from November 2009 to September 2018), responsible for retail banking in France, international retail banking for Specialised Financial Services worldwide and insurance companies; he was also non-executive Director of Boursorama, S.A., a subsidiary of Société Générale Group, specialised in digital banking services. His former roles include Chief Executive Officer of the Monoprix Group (France) (2004-2009) and of the Vivarte Group (France) (2003-2004), Chairman of LVMH Fashion Group (France) (2001-2003) and International Director and member of the Executive Committee of Inditex Group and General Manager of Zara France (Inditex Group) (1996-2001),

INDEPENDENT EXTERNAL DIRECTORS	
Name or corporate name of director	Profile
	also holding various positions in the French banking group Crédit Lyonnais (1984-1996), including that of Chief Executive Officer of Banca Jover (the Group's subsidiary in Spain) from 1994 to 1996.

Total number of independent directors	9
% of the board	60.00

List any independent directors who receive from the company or group any amount or payment other than standard director remuneration or who maintain or have maintained during the last year a business relationship with the company or any group company, either in their own name or as a significant shareholder, director or senior manager of an entity which maintains or has maintained the said relationship.

If applicable, include a reasoned statement from the board detailing the reasons why the director may carry out his or her duties as an independent director.

Name or corporate name of director	Description of the relationship	Reasoned statement
No data		

OTHER EXTERNAL DIRECTORS			
Identify the other external directors and state the reasons why these directors are considered neither proprietary nor independent, and detail their ties with the company or its management or shareholders:			
Name or corporate name of director	Reasons	Company, executive or shareholder with whom the relationship is maintained	Profile
MR FERNANDO MARÍA COSTA DUARTE ULRICH	Fernando María Ulrich was classified as an other external director, neither proprietary nor independent, in accordance with the provisions of Section 2 of Article 529 duodecies of the Spanish Capital Companies Act (Ley de Sociedades de Capital). He is currently non-executive Chairman of Banco BPI, S.A., a post he has held since 2017.	BANCO BPI, S.A.	Fernando Maria Costa Duarte Ulrich was born in Lisbon in 1952. He has been a member of CaixaBank's Board of Directors since 2021. He studied Economics and Business Studies at the Instituto Superior de Economia e Gestão of the University of Lisbon. He has been the non-executive Chairman Banco BPI, S.A., a CaixaBank Group subsidiary, since 2017, having previously held various positions of responsibilities within Banco BPI, S.A. and its group and was CEO

OTHER EXTERNAL DIRECTORS

Identify the other external directors and state the reasons why these directors are considered neither proprietary nor independent, and detail their ties with the company or its management or shareholders:

Name or corporate name of director	Reasons	Company, executive or shareholder with whom the relationship is maintained	Profile
			<p>of the Entity from 2004 to 2017. He has also been the non-executive Chairman of BFA (Angola) (2005-2017); a member of the APB (Portuguese Association of Banks) Board of Directors (2004-2019); Chairman of the General and Supervisory Board of the University of Algarve, Faro (Portugal) (2009-2013); non-executive Director of SEMAPA, (2006-2008); non-executive Director of Portugal Telecom (1998-2005); non-executive Director of Allianz Portugal (1999-2004); non-executive Director of PT Multimedia (2002-2004); member of the Advisory Board of the Confederation of Portuguese Business (CIP) (2002-2004); non-executive Director of IMPRESA and of the Portuguese media conglomerate, SIC (2000-2003); Deputy Chairman of the Board of Directors of BPI SGPS, S.A. (1995-1999); Deputy Chairman of Banco de Fomento &amp; Exterior, S.A. and of Banco Borges &amp; Irmão (1996-1998); member of the Advisory Board for Treasury Reform (1990-1992); member of the National Board of the Portuguese Securities Market Commission (1992-1995); Executive Director of Banco Fonsecas &amp; Burnay (1991-1996); Deputy Chairman of Banco Português de Investimento (1989-2007); Executive Director</p>

OTHER EXTERNAL DIRECTORS

Identify the other external directors and state the reasons why these directors are considered neither proprietary nor independent, and detail their ties with the company or its management or shareholders:

Name or corporate name of director	Reasons	Company, executive or shareholder with whom the relationship is maintained	Profile
			of Banco Português de Investimento (1985-1989); Deputy Director of Sociedade Portuguesa de Investimentos (SPI) (1983-1985); Head of Cabinet of the Portuguese Government's Ministry of Finance (1981-1983); member of the Secretariat for Economic Cooperation of the Ministry of Foreign Affairs of the Government of Portugal (1979-1980) and member of the Portuguese delegation to the OECD (1975-1979). Responsible for the financial markets section of the newspaper Expresso (1973-1974).
MR PABLO ARTURO FORERO CALDERÓN	Pablo Arturo Forero was classified as an other external director, not proprietary or independent, in accordance with the provisions of Section 2 of Article 529 duodecies of the Spanish Capital Companies Act. At the time of his appointment, five years had not elapsed since he became CEO and executive Deputy Chairman of Banco BPI, S.A.	BANCO BPI, S.A.	Pablo Arturo Forero Calderón was born in Madrid in 1956. He has been a member of the Board of Directors of CaixaBank since 2025. He holds a degree in Economics, specialising in macroeconomics, from the Universidad Autónoma of Madrid. He was non-executive Chairman of CaixaBank Asset Management, SGIIC, S.A., a subsidiary of CaixaBank, S.A. and an independent director and Chairman of the Risks Committee of HSBC Continental Europe, the subsidiary bank of HSBC Holdings plc (2023–2025). From 2017 to 2020, he served as Chief Executive Officer and executive Deputy Chairman of Banco BPI, S.A. (Portugal). He was also Chief Risks Officer at CaixaBank (2013-2016); Director of Cash Management, Capital Markets

OTHER EXTERNAL DIRECTORS

Identify the other external directors and state the reasons why these directors are considered neither proprietary nor independent, and detail their ties with the company or its management or shareholders:

Name or corporate name of director	Reasons	Company, executive or shareholder with whom the relationship is maintained	Profile
			and Asset Allocation (2011-2013) and Investment Director of asset management operations as well as investment advisor for the company's insurance business (2009-2011). He was also an independent director of the Portuguese company, Grupo Jose de Mello (2021-2025). He held positions at JP Morgan Asset Management UK, where he was a member of the Management Committee and the Investment Committee; Head of Asset Management in Spain at JP Morgan España; Head of Markets and ALCO at the Spanish branch of the US investment bank, Manufacturers Hanover Trust Co. He began his professional career at Arthur Andersen & CO Spain, holding various positions in the audit department.

Total number of other external directors	2
% of the board	13.33

List any changes in the category of each director which have occurred during the year:

Name or corporate name of director	Date of change	Previous category	Current category
No data			

C.1.4 Complete the following table with information relating to the number of female directors at the close of the past four years, as well as the category of each:

	Number of women directors				% of total directors for each category			
	2025	2024	2023	2022	2025	2024	2023	2022
Executive					0.00	0.00	0.00	0.00
Proprietary	1	1	1	1	33.33	33.33	33.33	33.33
Independent	5	5	5	5	55.55	55.55	55.55	55.55
Other external					0.00	0.00	0.00	0.00
Total	6	6	6	6	40.00	40.00	40.00	40.00

C.1.11 List the positions of director, administrator or manager, or representative thereof, held by directors or representatives of directors who are members of the company's board of directors in other entities, whether listed or unlisted companies:

Identity of the director or representative	Corporate name of the listed or non-listed company	Position
MS KORO USARRAGA UNSAIN	VOCENTO, S.A.	DIRECTOR
MS KORO USARRAGA UNSAIN	VEHICLE TESTING EQUIPMENT, S.L. (100 % SUBSIDIARY OF 2005 KP INVERSIONES, S.L.)	JOINT AND SEVERAL DIRECTOR
MS KORO USARRAGA UNSAIN	2005 KP INVERSIONES, S.L.	JOINT AND SEVERAL DIRECTOR
MS CRISTINA GARMENDIA MENDIZÁBAL	MEDIASET ESPAÑA COMUNICACIÓN, S.A.	CHAIRWOMAN
MS CRISTINA GARMENDIA MENDIZÁBAL	YSIOS CAPITAL PARTNERS SGEIC, S.A.	DIRECTOR
MS CRISTINA GARMENDIA MENDIZÁBAL	COMPAÑÍA DE DISTRIBUCIÓN INTEGRAL LOGISTA HOLDINGS, S.A.	DEPUTY CHAIRWOMAN
MS CRISTINA GARMENDIA MENDIZÁBAL	YSIOS CAPITAL PARTNERS CIV II, S.L.	DIRECTOR
MS CRISTINA GARMENDIA MENDIZÁBAL	YSIOS CAPITAL PARTNERS CIV III, S.L.	DIRECTOR
MS CRISTINA GARMENDIA MENDIZÁBAL	YSIOS ASSET MANAGEMENT, S.L.	DIRECTOR
MS CRISTINA GARMENDIA MENDIZÁBAL	YSIOS CAPITAL PARTNERS CIV I, S.L.	DIRECTOR
MS CRISTINA GARMENDIA MENDIZÁBAL	JAIZKIBEL 2007, S.L. (HOLDING COMPANY)	SOLE DIRECTOR
MS CRISTINA GARMENDIA MENDIZÁBAL	FUNDACIÓN MARGARITA SALAS	TRUSTEE

Identity of the director or representative	Corporate name of the listed or non-listed company	Position
MS CRISTINA GARMENDIA MENDIZÁBAL	FUNDACIÓN REAL ESCUELA ANDALUZA DE ARTE ECUESTRE	TRUSTEE
MS CRISTINA GARMENDIA MENDIZÁBAL	FUNDACIÓN AMIGOS DEL MUSEO DEL PRADO	TRUSTEE
MS CRISTINA GARMENDIA MENDIZÁBAL	FUNDACIÓN FAD JUVENTUD	TRUSTEE
MS CRISTINA GARMENDIA MENDIZÁBAL	FUNDACIÓN COTEC PARA LA INNOVACIÓN	CHAIRWOMAN
MS CRISTINA GARMENDIA MENDIZÁBAL	FUNDACIÓN PELAYO	TRUSTEE
MS CRISTINA GARMENDIA MENDIZÁBAL	FUNDACIÓN SEPI FSP	TRUSTEE
MS CRISTINA GARMENDIA MENDIZÁBAL	FUNDACIÓN AMIGOS DEL MUSEO REINA SOFIA	TRUSTEE
MR EDUARDO JAVIER SANCHIZ IRAZU	SABADELL - ASABYS HEALTH INNOVATION INVESTMENTS 2B, S.C.R, S.A.	DIRECTOR
MR EDUARDO JAVIER SANCHIZ IRAZU	PIERRE FABRE, S.A.	DIRECTOR
MS MARÍA VERÓNICA FISAS VERGÉS	NATURA BISSÉ INTERNATIONAL TRADING (SHANGHAI), CO, LTD	JOINT AND SEVERAL DIRECTOR
MS MARÍA VERÓNICA FISAS VERGÉS	NATURA BISSÉ INTERNATIONAL, S.A.	CHIEF EXECUTIVE OFFICER
MS MARÍA VERÓNICA FISAS VERGÉS	NB SELECTIVE DISTRIBUTION, S.L.	JOINT AND SEVERAL DIRECTOR
MS MARÍA VERÓNICA FISAS VERGÉS	ASOCIACIÓN NACIONAL DE PERFUMERIA Y COSMÉTICA (STANPA)	CHAIRWOMAN
MS MARÍA VERÓNICA FISAS VERGÉS	FUNDACIÓN RICARDO FISAS NATURA BISSÉ	TRUSTEE
MS MARÍA VERÓNICA FISAS VERGÉS	FUNDACIÓN STANPA	CHAIRWOMAN
MS MARÍA VERÓNICA FISAS VERGÉS	NATURA BISSÉ INT. LTD (UK)	DIRECTOR
MS MARÍA VERÓNICA FISAS VERGÉS	NATURA BISSÉ INT. SA de C.V. (MEXICO)	CHAIRWOMAN
MS MARÍA VERÓNICA FISAS VERGÉS	NATURA BISSÉ INT. DALLAS (USA)	CHAIRWOMAN
MS MARÍA AMPARO MORALEDA MARTÍNEZ	FUNDACIÓN MD ANDERSON INTERNATIONAL ESPAÑA	TRUSTEE

Identity of the director or representative	Corporate name of the listed or non-listed company	Position
MS MARÍA AMPARO MORALEDA MARTÍNEZ	FUNDACIÓN CURARTE	TRUSTEE
MS MARÍA AMPARO MORALEDA MARTÍNEZ	IESE	OTHER
MS MARÍA AMPARO MORALEDA MARTÍNEZ	VODAFONE FOUNDATION	TRUSTEE
MS MARÍA AMPARO MORALEDA MARTÍNEZ	AIRBUS FOUNDATION	TRUSTEE
MS MARÍA AMPARO MORALEDA MARTÍNEZ	A.P. MOLLER-MAERKS A/S A.P.	DIRECTOR
MS MARÍA AMPARO MORALEDA MARTÍNEZ	AIRBUS GROUP, S.E.	DIRECTOR
MS MARÍA AMPARO MORALEDA MARTÍNEZ	VODAFONE GROUP PLC	DIRECTOR
MR GONZALO GORTAZAR ROTAECHE	EUROFI	OTHER
MR GONZALO GORTAZAR ROTAECHE	INSTITUTE OF INTERNATIONAL FINANCE	OTHER
MR GONZALO GORTAZAR ROTAECHE	CÍRCULO DE EMPRESARIOS	OTHER
MR GONZALO GORTAZAR ROTAECHE	FUNDACIÓN CONSEJO ESPAÑA-CHINA	TRUSTEE
MR PETER LÖSCHER	ROYAL PHILIPS	OTHER
MR PETER LÖSCHER	DOHA VENTURE CAPITAL LLC	DIRECTOR
MR PETER LÖSCHER	FUNDING FOUNDATION GUSTAV MAHLER JUGENDORCHESTER	TRUSTEE
MR PETER LÖSCHER	TELEFONICA DEUTSCHLAND HOLDING AG	OTHER
MR PETER LÖSCHER	TELEFONICA, S.A., ESPAÑA	DIRECTOR
MR PETER LÖSCHER	THYSSEN-BORNEMISZA GROUP	DIRECTOR
MR TOMÁS MUNIESA ARANTEGUI	CÁMARA DE COMERCIO DE ESPAÑA	OTHER
MR TOMÁS MUNIESA ARANTEGUI	CONFEDERACIÓN ESPAÑOLA DE CAJAS DE AHORROS (CECA)	DEPUTY CHAIRMAN
MR TOMÁS MUNIESA ARANTEGUI	CONSEJO EMPRESARIAL ESPAÑOL PARA EL DESARROLLO SOSTENIBLE (FORÉTICA)	DIRECTOR
MR TOMÁS MUNIESA ARANTEGUI	FOMENT DEL TREBALL NACIONAL	OTHER
MR TOMÁS MUNIESA ARANTEGUI	FUNDACIÓN ASPEN INSTITUTE ESPAÑA	TRUSTEE

Identity of the director or representative	Corporate name of the listed or non-listed company	Position
MR TOMÁS MUNIESA ARANTEGUI	FUNDACIÓN CAIXABANK DUALIZA	CHAIRMAN
MR TOMÁS MUNIESA ARANTEGUI	FUNDACIÓN CEDE (CONFEDERACIÓN ESPAÑOLA DE DIRECTIVOS Y EJECUTIVOS)	TRUSTEE
MR TOMÁS MUNIESA ARANTEGUI	FUNDACIÓN CONEXIÓN ESPAÑA	TRUSTEE
MR TOMÁS MUNIESA ARANTEGUI	FUNDACIÓN CONSEJO ESPAÑA-USA	TRUSTEE
MR TOMÁS MUNIESA ARANTEGUI	FUNDACIÓN COTEC PARA LA INNOVACIÓN TECNOLÓGICA	DEPUTY CHAIRMAN
MR TOMÁS MUNIESA ARANTEGUI	FUNDACIÓN DE ESTUDIOS DE ECONOMÍA APLICADA (FEDEA)	TRUSTEE
MR TOMÁS MUNIESA ARANTEGUI	FUNDACIÓN ESADE	TRUSTEE
MR TOMÁS MUNIESA ARANTEGUI	FUNDACIÓN MOBILE WORLD CAPITAL BARCELONA	TRUSTEE
MR TOMÁS MUNIESA ARANTEGUI	FUNDACIÓN REAL INSTITUTO ELCANO	TRUSTEE
MR LUIS ÁLVAREZ SATORRE	COMPAÑÍA NEORIS ESPAÑA, S.A.	OTHER
MR LUIS ÁLVAREZ SATORRE	EAGLE CREST TELECOMS LTD	CHAIRMAN
MR LUIS ÁLVAREZ SATORRE	ISLALINK HOLDING, S.L.	CHAIRMAN
MR LUIS ÁLVAREZ SATORRE	BALALINK, S.A.U.	CHAIRMAN
MR PABLO ARTURO FORERO CALDERÓN	JOSE DE MELLO CAPITAL S.A. (JOSE DE MELLO GROUP)	DIRECTOR
MS ROSA MARÍA GARCÍA PIÑEIRO	ACERINOX, S.A.	DIRECTOR
MS ROSA MARÍA GARCÍA PIÑEIRO	ENCE ENERGÍA Y CELULOSA, S.A.	DIRECTOR
MS ROSA MARÍA GARCÍA PIÑEIRO	POWERCO SE	DIRECTOR
MS MARÍA VERÓNICA FISAS VERGÉS	NATURA BISSÉ INTERNATIONAL, S.R.L. (ITALY)	CHIEF EXECUTIVE OFFICER
MR BERNARDO SÁNCHEZ INCERA	COFACE, S.A.	CHAIRMAN
MR BERNARDO SÁNCHEZ INCERA	EDENRED, S.A.	DIRECTOR
MR BERNARDO SÁNCHEZ INCERA	COMPAGNIE FINANCIÈRE RICHELIEU	DEPUTY CHAIRMAN
MR BERNARDO SÁNCHEZ INCERA	BANQUE RICHELIEU FRANCE	OTHER
MR BERNARDO SÁNCHEZ INCERA	INSEAD	DIRECTOR
MR BERNARDO SÁNCHEZ INCERA	L'EHPAD LA SAINTE FAMILLE	DIRECTOR
MR JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN	CRITERIA CAIXA, S.A.U.	OTHER
MR JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN	"LA CAIXA" BANKING FOUNDATION	OTHER

Identity of the director or representative	Corporate name of the listed or non-listed company	Position
MR JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN	FUNDACIÓN CEDE (CONFEDERACIÓN ESPAÑOLA DE DIRECTIVOS Y EJECUTIVOS)	TRUSTEE
MR JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN	FUNDACIÓN CEOE (CONFEDERACIÓN ESPAÑOLA DE ORGANIZACIONES EMPRESARIALES)	TRUSTEE
MR JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN	FUNCAS (CECA'S BANKS AND SAVINGS BANKS FOUNDATION)	TRUSTEE

For information regarding whether they are paid positions or not, see Section C.1.11 of the document in free format. In some cases, the positions do not correspond to their real name due to the limitations of the electronic form. For the exact titles, see the document in free format.

Indicate, where appropriate, the other remunerated activities of the directors or directors' representatives, whatever their nature, other than those indicated in the previous table.

Identity of the director or representative	Other paid activities
MS CRISTINA GARMENDIA MENDIZÁBAL	Member of the Advisory Board of INTEGRATED SERVICE SOLUTIONS, S.L. (Representative of Jaizkibel 2007 S.L., holding company) and member of the Advisory Board of S2 GRUPO DE INNOVACIÓN EN PROCESOS ORGANIZATIVOS, S.L.U. member of the Advisory Board of UNIVERSIDAD EUROPEA DE MADRID, S.A.
MS MARÍA TERESA SANTERO QUINTILLÁ	Lecturer at the INSTITUTO DE EMPRESA MADRID.
MS MARÍA AMPARO MORALEDA MARTÍNEZ	Member of the Advisory Board of AT KEARNEY, S.A.; Member of the Advisory Board of ISS SPAIN; Member of the Advisory Board of SAP IBÉRICA; Member of the Advisory Board of SPENCER STUART.
MS ROSA MARÍA GARCÍA PIÑEIRO	Advisor to the Impact Committee of CIRCULAR INNOVATION FUND.

C.1.12 State whether the company has established rules on the maximum number of company boards on which its directors may hold seats, providing details if applicable, identifying, where appropriate, where this is regulated:

Yes  
 No

C.1.13 State the remuneration received by the board of directors as a whole for the following items:

Remuneration accruing in favour of the board of directors in the financial year (thousands of €)	10,210
Cumulative amount of funds of current directors in long-term savings schemes with vested economic rights (thousands of €)	4,736

Cumulative amount of funds of current directors in long-term savings schemes with non-vested economic rights (thousands of €)	5,056
Amount of funds accumulated by former directors through long-term savings schemes (thousands of €)	

C.1.14 List any members of senior management who are not executive directors and indicate total remuneration paid to them during the year.

Name or corporate name	Position(s)
MR DAVID LÓPEZ PUIG	CHIEF PEOPLE OFFICER
MR LUIS JAVIER BLAS AGÜEROS	CHIEF OPERATING OFFICER
MR IGNACIO BADIOLA GÓMEZ	DIRECTOR OF CORPORATE & INVESTMENT BANKING
MR MANUEL GALARZA PONT	HEAD OF CONTROL, COMPLIANCE AND PUBLIC AFFAIRS
MR JORGE MONDÉJAR LÓPEZ	HEAD OF RISK
MR JAVIER PANO RIERA	CHIEF FINANCIAL OFFICER
MR JAUME MASANA RIBALTA	HEAD OF RETAIL, PRIVATE AND BUSINESS BANKING
MS MARIONA VICENS CUYÁS	HEAD OF DIGITAL TRANSFORMATION AND ADVANCED ANALYTICS
MS MARÍA LUISA MARTÍNEZ GISTAU	HEAD OF COMMUNICATIONS AND INSTITUTIONAL RELATIONS
MR EUGENIO SOLLA TOMÉ	CHIEF SUSTAINABILITY OFFICER
MR FRANCISCO JAVIER VALLE T-FIGUERAS	HEAD OF INSURANCE
MR ÓSCAR CALDERÓN DE OYA	GENERAL SECRETARY AND SECRETARY TO THE BOARD OF DIRECTORS
MS MARÍA LUISA RETAMOSA FERNÁNDEZ	HEAD OF INTERNAL AUDIT
MR JORDI NICOLAU AYMAR	HEAD OF PAYMENTS AND CONSUMER
MR MATTHIAS BULACH	HEAD OF ACCOUNTING, MGMT CONTROL AND CAPITAL

Number of women in senior management	3
Percentage of total members of senior management	20.00
Total remuneration received by senior management (thousands of €)	17,097

C.1.15 Indicate whether any changes have been made to the regulation of the board during the year.

Yes  
 No

C.1.21 Indicate whether there are any specific requirements other than those relating to the directors, to be appointed chair of the board of directors.

Yes  
 No

C.1.23 State whether the by-laws or the regulations of the board establish any term limits for independent directors other than those required by law:

- [ ] Yes  
[√] No

C.1.25 State the number of meetings held by the board of directors during the year and how many times the board met without the chair's attendance. Attendance will also include proxies appointed with specific instructions.

Number of board meetings	13
Number of board meetings held without the chair's attendance	0

State the number of meetings held by the lead director with the other directors, where there was neither attendance nor representation of any executive director:

Number of meetings	3
--------------------	---

State the number of meetings held by the various board committees during the year:

Number of meetings held by the INNOVATION, TECHNOLOGY AND DIGITAL TRANSFORMATION COMMITTEE	4
Number of meetings held by the APPOINTMENTS AND SUSTAINABILITY COMMITTEE	12
Number of meetings held by the REMUNERATION COMMITTEE	7
Number of meetings held by the RISKS COMMITTEE	13
Number of meetings held by the EXECUTIVE COMMITTEE	24
Number of meetings held by the AUDIT AND CONTROL COMMITTEE	13

C.1.26 State the number of meetings held by the board of directors during the year and provide information on members' attendance:

Number of meetings at which at least 80 % of directors attended in person	13
Attendance in person as a % of total votes during the year	97.78
Number of meetings attended in person or representations made with specific instructions, of all directors	10

% of votes issued at meetings held in person or with representations made with specific instructions, out of all votes cast during the year	97.78
---	-------

C.1.27 State if the individual and consolidated financial statements submitted to the board for preparation were previously certified:

- Yes  
 No

Identify, where applicable, the person(s) who certified the company's individual and consolidated financial statements prior for their authorisation for issue by the board.

C.1.29 Is the secretary to the board also a director?

- Yes  
 No

If the secretary is not also a director, complete the following table:

Name or corporate name of Secretary	Representative
MR ÓSCAR CALDERÓN DE OYA	

C.1.31 Indicate whether the company changed its external audit firm during the year. If so, identify the incoming audit firm and the outgoing auditor.

- Yes  
 No

Explain any disagreements with the outgoing auditor and the reasons for the same:

- Yes  
 No

C.1.32 State whether the audit firm provides any non-audit services to the company and/or its group and, if so, the sum of the fees paid and the percentage this represents of the fees for audit work invoiced to the company and/or its group:

- Yes  
 No

	Company	Group companies	Total
Amount invoiced for non-audit work (thousands of €)	1,157	224	1,381
Amount invoiced for non-audit services/Amount for audit work (in %)	33.00	7.00	20.00

C.1.33 State whether the auditors' report on the financial statements for the preceding year contains a qualified opinion or reservations. If so, please explain the reasons given by the chair of the audit committee to shareholders at the general meeting to explain the content and extent of the aforementioned qualified opinion or reservations.

- Yes  
 No

C.1.34 State the number of consecutive years the current audit firm has been auditing the individual and/or consolidated financial statements of the company. Likewise, indicate for how many years the current firm has been auditing the financial statements as a percentage of the total number of years over which the financial statements have been audited.

	Individual	Consolidated
Number of consecutive years	8	8
	Individual	Consolidated
Number of fiscal years audited by the current audit firm / number of fiscal years the company or its group has been audited (in %)	31.00	31.00

C.1.35 Indicate whether there are procedures for directors to receive the information they need in sufficient time to prepare for the meetings of the governing bodies:

- Yes  
 No

#### Details of the procedure

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

Furthermore, pursuant to the provisions of Article 29 of the Regulations of the Board of Directors, directors may request information on any aspect of the company and the group and examine its books, records and documents.

Requests should be addressed to the Secretary, who will relay them to the Chairman of the Board of Directors if they are of an executive nature. Otherwise, they will be relayed to the CEO, who will forward them to the appropriate contact person and, if necessary, inform the directors of their duty of confidentiality.

C.1.39 Identify individually, for directors, and collectively, in other cases, and provide details of any agreements made between the company and its directors, executives or employees containing indemnity or golden parachute clauses in the event of resignation or dismissal or termination of employment without cause following a takeover bid or any other type of operation.

Number of beneficiaries	26
Type of beneficiary	Description of the agreement
Chief Executive Officer and 2 members of the Management Committee, 5 executive officers // 18 middle managers	Chief Executive Officer: One year of the fixed components of his remuneration. Management Committee members: indemnity clause equivalent to one annual payment of the fixed components of their remuneration, or the amount payable by law, whichever is higher. There are currently two committee members for

Type of beneficiary	Description of the agreement
	which the amount payable by law is still lower than one year's payment. Further, the Chief Executive Officer and the members of the Management Committee are entitled to one annual payment of their fixed remuneration, payable in monthly instalments, as consideration for their non-compete undertaking. This payment would be discontinued if this agreement were to be broken. Executives and middle managers: 23 executives and middle managers between 0.1 and 2 annual payments of the fixed components of remuneration that established by law. Executives and middle managers of group companies are included in the calculation.

Indicate whether, beyond the cases established by legislation, these agreements have to be communicated and/or authorised by the governing bodies of the company or its group. If so, specify the procedures, events and nature of the bodies responsible for their approval or for communicating this:

	Board of directors	General meeting of shareholders
Body authorising the clauses	√	

	Yes	No
Is the general meeting of shareholders informed of these clauses?		√

## C.2. Board committees

C.2.1 Give details of all the board committees, their members and the proportion of proprietary, independent and other external directors:

INNOVATION, TECHNOLOGY AND DIGITAL TRANSFORMATION COMMITTEE		
Name	Position	Category
MS MARÍA AMPARO MORALEDA MARTÍNEZ	MEMBER	Independent
MR GONZALO GORTAZAR ROTAECHE	MEMBER	Executive
MR PETER LÖSCHER	MEMBER	Independent
MR TOMÁS MUNIESA ARANTEGUI	CHAIRMAN	Proprietary
MR LUIS ÁLVAREZ SATORRE	MEMBER	Independent
MS CRISTINA GARMENDIA MENDIZÁBAL	MEMBER	Independent
MR BERNARDO SÁNCHEZ INCERA	MEMBER	Independent

% of executive directors	14.29
% of proprietary directors	14.29
% of independent directors	71.43
% of other external directors	0.00

APPOINTMENTS AND SUSTAINABILITY COMMITTEE		
Name	Position	Category
MR EDUARDO JAVIER SANCHIZ IRAZU	MEMBER	Independent
MS MARÍA AMPARO MORALEDA MARTÍNEZ	CHAIRWOMAN	Independent
MR FERNANDO MARÍA COSTA DUARTE ULRICH	MEMBER	Other external
MR PETER LÖSCHER	MEMBER	Independent
MS ROSA MARÍA GARCÍA PIÑEIRO	MEMBER	Independent

% of executive directors	0.00
% of proprietary directors	0.00
% of independent directors	80.00
% of other external directors	20.00

REMUNERATION COMMITTEE		
Name	Position	Category
MS KORO USARRAGA UNSAIN	MEMBER	Independent
MS CRISTINA GARMENDIA MENDIZÁBAL	CHAIRWOMAN	Independent
MR LUIS ÁLVAREZ SATORRE	MEMBER	Independent
MR PABLO ARTURO FORERO CALDERÓN	MEMBER	Other external
MR JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN	MEMBER	Proprietary

% of executive directors	0.00
% of proprietary directors	20.00
% of independent directors	60.00
% of other external directors	20.00

RISKS COMMITTEE		
Name	Position	Category
MS KORO USARRAGA UNSAIN	CHAIRWOMAN	Independent
MS MARÍA VERÓNICA FISAS VERGÉS	MEMBER	Independent
MR FERNANDO MARÍA COSTA DUARTE ULRICH	MEMBER	Other external
MR PABLO ARTURO FORERO CALDERÓN	MEMBER	Other external
MS ROSA MARÍA GARCÍA PIÑEIRO	MEMBER	Independent

% of executive directors	0.00
% of proprietary directors	0.00
% of independent directors	60.00
% of other external directors	40.00

EXECUTIVE COMMITTEE		
Name	Position	Category
MS KORO USARRAGA UNSAIN	MEMBER	Independent
MR EDUARDO JAVIER SANCHIZ IRAZU	MEMBER	Independent
MR TOMÁS MUNIESA ARANTEGUI	CHAIRMAN	Proprietary
MS MARÍA AMPARO MORALEDA MARTÍNEZ	MEMBER	Independent
MR GONZALO GORTAZAR ROTAECHE	MEMBER	Executive
MS CRISTINA GARMENDIA MENDIZÁBAL	MEMBER	Independent

% of executive directors	16.67
% of proprietary directors	16.67
% of independent directors	66.67
% of other external directors	0.00

AUDIT AND CONTROL COMMITTEE		
Name	Position	Category
MS CRISTINA GARMENDIA MENDIZÁBAL	MEMBER	Independent
MR EDUARDO JAVIER SANCHIZ IRAZU	CHAIRMAN	Independent
MS MARÍA TERESA SANTERO QUINTILLÁ	MEMBER	Proprietary
MR JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN	MEMBER	Proprietary
MR BERNARDO SÁNCHEZ INCERA	MEMBER	Independent

% of executive directors	0.00
% of proprietary directors	40.00
% of independent directors	60.00
% of other external directors	0.00

Identify the directors who are members of the Audit Committee and have been appointed taking into account their knowledge and experience in accounting or audit matters, or both, and state the date that the chair of this committee was appointed.

Names of directors with experience	MS CRISTINA GARMENDIA MENDIZÁBAL / MR EDUARDO JAVIER SANCHIZ IRAZU / MS MARÍA TERESA SANTERO QUINTILLÁ / MR JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN / MR BERNARDO SÁNCHEZ INCERA
Date of appointment of the chair	03/31/2023

C.2.2 Complete the following table with information about the number of female directors who were members of board committees at the close of the past four years:

	Number of women directors							
	2025		2024		2023		2022	
	Number	%	Number	%	Number	%	Number	%
INNOVATION, TECHNOLOGY AND DIGITAL TRANSFORMATION COMMITTEE	2	28.57	3	42.86	3	42.86	3	60.00
APPOINTMENTS AND SUSTAINABILITY COMMITTEE	2	40.00	1	20.00	1	20.00	1	20.00
REMUNERATION COMMITTEE	2	40.00	3	60.00	3	60.00	2	50.00
RISKS COMMITTEE	3	60.00	2	40.00	2	40.00	2	33.33
EXECUTIVE COMMITTEE	3	50.00	3	42.86	3	42.86	4	57.14
AUDIT AND CONTROL COMMITTEE	2	40.00	2	40.00	2	40.00	3	50.00

**D. RELATED-PARTY AND INTRAGROUP TRANSACTIONS**

**D.2.** Give individual details of operations that are significant due to their amount or of importance due to their subject matter carried out between the company or its subsidiaries and shareholders holding 10 % or more of the voting rights or who are represented on the Board of Directors of the company, indicating which has been the competent body for its approval and if any affected shareholder or director has abstained. In the event that the board of directors has responsibility, indicate whether the proposed resolution has been approved by the board without a vote against by a majority of independents:

	Name or corporate name of the significant shareholder or any of its subsidiaries	% Holding	Name or corporate name of the company or entity within its group	Amount (thousands of €)	Approving body	Identification of the significant shareholder or director abstaining	The proposal made to the board, if applicable, has been approved by the board without a vote against by a majority of independent directors
	No data						

	Name or corporate name of the significant shareholder or any of its subsidiaries	Nature of the relationship	Type of operation and other information required for its evaluation
	No data		

**D.3.** Give individual details of the operations that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with the administrators or managers of the company, including those operations carried out with entities that the administrator or manager controls or controls jointly, indicating the competent body for its approval and if any affected shareholder or director has abstained. In the event that the board of directors has responsibility, indicate whether the proposed resolution has been approved by the board without a vote against by a majority of independents:

	Name or corporate name of administrators or managers or their controlled or jointly controlled entities	Name or corporate name of the company or subsidiary	Relationship	Amount (thousands of €)	Approving body	Identification of the significant shareholder or director abstaining	The proposal made to the board, if applicable, has been approved by the board without a vote against by a majority of independents
	No data						

Name or corporate name of administrators or managers or their controlled or jointly controlled entities	Type of operation and other information required for its evaluation
No data	

- D.4.** Report individually on intra-group transactions that are significant due to their amount or relevant due to their subject matter that have been undertaken by the company with its parent company or with other entities belonging to the parent's group, including subsidiaries of the listed company, unless no other related party of the listed company has an interest in such subsidiaries or the latter are wholly owned, directly or indirectly, by the listed company.

In any case, list any intragroup transactions carried out with entities in countries or territories considered to be tax havens.

Corporate name of the company within the group	Brief description of the transaction and other information required for its evaluation	Amount (thousands of €)
No data		

- D.5.** Give individual details of the operations that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with other related parties pursuant to the International Accounting Standards adopted by the EU, which have not been reported in previous sections.

Corporate name of the related party	Brief description of the transaction and other information required for its evaluation	Amount (thousands of €)
No data		

**G. DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS**

Indicate the degree of the company's compliance with the recommendations of the Good Governance Code of Listed Companies.

Should the company not comply with any of the recommendations or comply only in part, include a detailed explanation of the reasons so that shareholders, investors and the market in general have enough information to assess the company's behaviour. General explanations are not acceptable.

1. The by-laws of listed companies should not place an upper limit on the votes that can be cast by a single shareholder, or impose other obstacles to the takeover of the company by means of share purchases on the market.

Compliant  Explain

2. When the listed company is controlled, pursuant to the meaning established in Article 42 of the Commercial Code, by another listed or non-listed entity, and has, directly or through its subsidiaries, business relationships with that entity or any of its subsidiaries (other than those of the listed company) or carries out activities related to the activities of any of them, this is reported publicly, with specific information about:
  - a) The respective areas of activity and possible business relationships between, on the one hand, the listed company or its subsidiaries and, on the other, the parent company or its subsidiaries.
  - b) The mechanisms established to resolve any conflicts of interest that may arise.

Compliant  Partially compliant  Explain  Not applicable

This recommendation is not deemed to be applicable as CaixaBank is not a company controlled by another entity, listed or otherwise, in the sense of Article 42 of the Commercial Code.

3. During the annual general meeting of shareholders the chair of the board should verbally inform shareholders in sufficient detail of the most relevant aspects of the company's corporate governance, supplementing the written information circulated in the annual corporate governance report. In particular:
  - a) Of any changes that have taken place since the previous annual general meeting of shareholders.
  - b) Of the specific reasons for the company not following a given Good Governance Code recommendation and any alternative procedures followed in its stead.

Compliant  Partially compliant  Explain

4. The company should draw up and implement a policy of communication and contacts with shareholders and institutional investors, in the context of their involvement in the company, as well as proxy advisors, which complies in full with market abuse regulations and accords equitable treatment to shareholders in the same position. This policy should be disclosed on the company's website, complete with details of how it has been put into practice and the identities of the relevant interlocutors or those charged with its implementation.

Further, without prejudice to the legal obligations of disclosure of inside information and other regulated information, the company should also have a general policy for the communication of economic-financial, non-financial and corporate information through the channels it considers appropriate (media, social media or other channels) that helps maximise the dissemination and quality of the information available to the market, investors and other stakeholders.

Compliant  Partially compliant  Explain

5. The board of directors should not make a proposal to the general meeting for the delegation of powers to issue shares or convertible securities without pre-emptive subscription rights for an amount exceeding 20 % of capital at the time of delegation.

When the board of directors approves the issuance of shares or convertible securities without pre-emptive subscription rights, the company should immediately post a report on its website explaining the reasons for this exclusion as stipulated in company law.

Compliant  Partially compliant  Explain

CaixaBank partially complies with Recommendation 5, on the delegation of powers to issue shares and convertible securities without pre-emptive subscription rights, in that the maximum limit is complied with in relation to the increase in capital and, with respect to the issue of convertible securities, the 20 % limit stipulated in Article 511 of the Spanish Capital Companies Act is not applicable to issues by credit institutions that are considered additional tier 1 capital instruments (AT1), in compliance with the provisions of Regulation (EU) 575/2013 in accordance with the provisions of the Fifteenth Additional Provision of the Spanish Capital Companies Act. The resolutions adopted by the General Meeting of Shareholders on 22 March 2024 allow for the delegation of the powers to issue bonds convertible into shares in accordance with the Fifteenth Additional Provision of the Spanish Capital Companies Act, whereby the 20 % limit does not apply. Details of the instruments issued under this agreement are presented in Note 19.3.3 (to the Annual Financial Statements.)

6. Listed companies drawing up the following reports on a voluntary or compulsory basis should publish them on their website well in advance of the annual general meeting, even if their distribution is not obligatory:
- a) Report on the auditor's independence.
  - b) Reports on the operation of the audit committee and the appointments and remuneration committee.
  - c) Report by the audit committee on related-party transactions.

Compliant  Partially compliant  Explain

7. The company should broadcast its general meetings of shareholders live on its corporate website.

The company should have mechanisms in place that allow the delegation and exercise of votes by electronic means and even, in the case of large cap companies and, to the extent that it is proportionate, attendance and active participation in the general meeting of shareholders.

Compliant  Partially compliant  Explain

8. The audit committee should strive to ensure that the financial statements that the board of directors presents to the general meeting of shareholders are drawn up in accordance with accounting legislation. And in those cases where the auditor has included a qualification or reservation in its report, the chair of the audit committee should clearly explain to the general meeting of shareholders the committee's opinion of its content and scope, making a summary of that opinion available to the shareholders at the time of the publication of the notice of the meeting, along with the other board proposals and reports.

Compliant  Partially compliant  Explain

9. The company should disclose its conditions and procedures for certifying share ownership, the right to attend general meetings of shareholders and the exercise or delegation of voting rights, and display them permanently on its website.

These requirements and procedures should encourage shareholders to attend and exercise their rights and should be applied in a non-discriminatory manner.

Compliant  Partially compliant  Explain

10. When an accredited shareholder exercises his or her right to supplement the agenda or submit new proposals prior to the general meeting of shareholders, the company should:

- a) Immediately circulate the supplementary items and new proposals.
- b) Disclose the model of attendance card or proxy appointment or remote voting form duly modified so that new agenda items and alternative proposals can be voted on in the same terms as those submitted by the board of directors.
- c) Submit all these items or alternative proposals to a vote, applying the same voting rules as for those submitted by the board of directors, with particular regard to presumptions or deductions about the direction of the votes.
- d) After the general meeting of shareholders, disclose the breakdown of votes on these supplementary items or alternative proposals.

Compliant  Partially compliant  Explain  Not applicable

With regard to section c), the Board agrees that there are different presumptions about the direction of the vote for proposals submitted by shareholders and those submitted by the Board (as established in the Regulations of the Annual General Meeting of Shareholders), opting for the presumption of a vote in favour of agreements proposed by the board of directors (because the shareholders absent for the vote have had the opportunity to record their absence so their vote is not counted and they can also vote early in another direction through the mechanisms established for that purpose) and for the presumption of a vote against agreements proposed by shareholders (since there is a probability that the new proposals will deal with agreements that are contradictory to the proposals submitted by the board of directors and it is impossible to attribute opposite directions for their votes to the same shareholder. Additionally, shareholders who were absent have not had the opportunity to assess and vote early on the proposal).

Although this practice does not reflect the wording of Recommendation 10, it does better achieve the final objective of Principle 7 of the Good Governance Code which makes express reference to the Corporate Governance Principles of the OECD, which outline that the procedures used in Shareholders' Meetings must ensure the transparency of the count and the adequate registration of votes, especially in situations of voting battles, new items on the agenda and alternative proposals, because it is a measure of transparency and a guarantee of consistency when exercising voting rights.

11. If a company plans to pay a premium for attendance of the general meeting of shareholders, it should first establish a stable general policy in this respect.

Compliant  Partially compliant  Explain  Not applicable

12. The board of directors should perform its duties with unity of purpose and independent judgement, affording the same treatment to all shareholders in the same position. It should be guided at all times by the best interests of the company, understood to mean the creation of a profitable business that promotes its sustainable success over time, while maximising its economic value.

In pursuing the best interests of the company, it should not only abide by laws and regulations and conduct itself according to principles of good faith, ethics and respect for commonly accepted customs and good practices, but also strive to reconcile its own interests with the legitimate interests of its employees, suppliers, clients and other stakeholders, as well as with the impact of its activities on the broader community and the natural environment.

Compliant  Partially compliant  Explain

13. The board of directors should have an optimal size to promote its efficient functioning and maximise participation. The recommended range is accordingly between five and fifteen members.

Compliant  Explain

14. The board of directors should approve a policy aimed at favouring an appropriate composition of the board that:
- Is concrete and verifiable;
  - Ensures that appointment or re-election proposals are based on a prior analysis of the skills required by the board of directors; and
  - Favours diversity of knowledge, experience, age and gender. Therefore, measures that encourage the company to have a significant number of female senior managers are considered to favour gender diversity.

The results of the prior analysis of competences required by the board of directors should be written up in the appointments committee's explanatory report, to be published when the general meeting of shareholders is convened that will ratify the appointment and re-election of each director.

The appointments committee should run an annual check on compliance with this policy and set out its findings in the annual corporate governance report.

Compliant  Partially compliant  Explain

15. Proprietary and independent directors should constitute an ample majority of the board of directors, while the number of executive directors should be kept to a minimum, bearing in mind the complexity of the corporate group and the ownership interests they control.

The number of female directors should represent at least 40 % of the total number of members of the board of directors before the end of 2022 and not being below 30 % before that time.

Compliant  Partially compliant  Explain

16. The percentage of proprietary directors of all non-executive directors should be no greater than the proportion of the ownership stake of the shareholders they represent and the remainder of the company's capital.

This criterion can be relaxed:

- In large cap companies where few or no equity stakes attain the legal threshold for significant shareholdings.
- In companies with a plurality of shareholders represented on the board but not otherwise related.

Compliant  Explain

17. Independent directors should account for at least half of all board members.

However, when the company does not have a large market capitalisation, or when a large cap company has shareholders that individually or collectively control over 30 percent of its capital, independent directors should occupy at least one third of seats on the board.

Compliant  Explain

18. Companies should post the following information on directors on their websites, and keep it permanently updated:

- a) Professional experience and background;
- b) Directorships held in other companies, listed or unlisted, and other paid activities they engage in, regardless of their nature;
- c) Category of director to which they belong, in the case of proprietary directors indicating the shareholder they represent or have links with;
- d) Date of their first appointment as a board member and dates of any subsequent re-elections;
- e) Shares in the company and share options held.

Compliant  Partially compliant  Explain

19. Following verification by the appointments committee, the annual corporate governance report should disclose the reasons for the appointment of proprietary directors at the request of shareholders controlling less than 3 percent of capital; and explain any rejection of a formal request for a board place from shareholders whose equity stake is equal to or greater than that of others applying successfully for a proprietary directorship.

Compliant  Partially compliant  Explain  Not applicable

20. Proprietary directors should resign when the shareholders they represent dispose of their ownership interest in its entirety. They should also resign, in a proportional fashion, in the event that said shareholder reduces its percentage interest to a level that requires a decrease in the number of proprietary directors.

Compliant  Partially compliant  Explain  Not applicable

21. The board of directors should not propose the removal of independent directors before the expiry of their tenure as mandated by the by-laws, except where they find just cause, based on a prior report by the appointments committee. In particular, just cause will be presumed to exist when directors take up new posts or responsibilities that prevent them allocating sufficient time to the work of a board member or are in breach of their fiduciary duties or come under one of the disqualifying grounds for classification as independent enumerated in the applicable legislation.

The removal of independent directors may also be proposed when a takeover bid, merger or similar corporate transaction alters the company's capital structure, provided that the changes in board membership are the result of the application of the proportionality criterion set out in Recommendation 16.

Compliant  Explain

22. Companies should establish rules forcing directors to disclose any circumstance that might harm the organisation's name or reputation, whether related or not to their actions within the company itself, tendering their resignation if necessary, and, in particular, to inform the board of any criminal charges brought against them and the progress of any subsequent legal proceedings.

When the board of directors is informed or becomes aware of any of the situations mentioned in the previous paragraph, it should examine the case as quickly as possible and depending on the particular circumstances, subject to a report from the appointments and remuneration committee, decide whether or not to adopt any measures such as opening of an internal investigation, calling on the director to resign or proposing his or her dismissal. The Board should give a reasoned account of all such determinations in the annual corporate governance report, unless there are special circumstances that justify otherwise, which must be recorded in the minutes. This is without prejudice to the information the company must disseminate, if appropriate, at the time the corresponding measures are implemented.

Compliant  Partially compliant  Explain

23. Directors should express their clear opposition when they feel a proposal submitted for the board's approval might damage the corporate interest. In particular, independents and other directors not subject to potential conflicts of interest should strenuously challenge any decision that could harm the interests of shareholders lacking board representation.

When the board makes material or reiterated decisions about which a director has expressed serious reservations, then he or she must draw the pertinent conclusions. Directors resigning for such causes should set out their reasons in the letter referred to in the next recommendation.

The terms of this recommendation also apply to the secretary to the board, even if he or she is not a director.

Compliant  Partially compliant  Explain  Not applicable

24. Whenever, due to resignation or resolution of the general meeting of shareholders, a director leaves before the completion of his or her term of office, the director should sufficiently explain the reasons for this decision or, in the case of non-executive directors, their opinion of the reasons for cessation, in a letter addressed to all members of the board of directors.

This should all be reported in the annual corporate governance report, and if it is relevant for investors, the company should publish an announcement of the departure as rapidly as possible, with sufficient reference to the reasons or circumstances provided by the director.

Compliant  Partially compliant  Explain  Not applicable

25. The appointments committee should ensure that non-executive directors have sufficient time available to discharge their responsibilities effectively.

The regulations of the board of directors should lay down the maximum number of company boards on which directors can serve.

Compliant  Partially compliant  Explain

26. The board should meet with the necessary frequency to properly perform its functions, eight times a year at least, in accordance with a calendar and agendas set at the start of the year, to which each director may propose the addition of initially unscheduled items.

Compliant  Partially compliant  Explain

27. Director absences should be kept to a strict minimum and quantified in the annual corporate governance report. In the event of absence, directors should delegate their powers of representation with the appropriate instructions.

Compliant  Partially compliant  Explain

In the event of unavoidable absences, in order to prevent de facto changes to the balance of the board of directors, legislation allows for delegation to another director (non-executives only to other non-executives) - this is established in Principle 14 of the Good Governance Code and also envisaged in the By-laws (Article 37), as well as the Regulation of the Board (Article 24), which determine that directors must personally attend board meetings. However, when they are unable to do so in person, they shall endeavour to grant their proxy in writing, on a special basis for each meeting, to another board member, including the appropriate instructions. Non-executive directors may only delegate a proxy who is another non-executive director, while independent directors may only delegate to another independent director.

It should also be noted that CaixaBank's Corporate Governance Policy states, in relation to the duty of directors to attend Board of Directors' meetings, that if they cannot attend in person for justified reasons, they shall endeavour to grant their proxy in writing, and separately for each meeting, to a fellow Board member, including any relevant instructions. Every effort must be made to ensure that each and every director attends at least 80 % of Board meetings. As such, proxies are a comparative rarity at CaixaBank.

The Board of Directors considers, as good Corporate Governance practice, that when directors are unable to attend meetings, proxies are not generally delegated with specific instructions. This does not amend, de facto, the balance of the Board given that delegations may only be made by non-executive directors to other non-executive directors, and independent directors may only delegate to other independent directors, while directors are always required to defend the company's corporate interest regardless of their director status.

On the other hand, and reflecting the freedom of each director, who may also delegate with the appropriate instructions, as suggested in the Regulation of the Board of Directors, the decision to delegate without instructions represents each director's freedom to consider

what provides most value to their proxy, and they may finally decide that their representative shall adhere to the outcome of the Board meeting debate. This is also in accordance with the law governing the powers of the Chairman of Board of Directors, who is given, among others, the responsibility of encouraging a good level of debate and the active involvement of all directors, safeguarding their right to adopt any position or stance they see fit.

Therefore, the freedom to appoint proxies with or without specific instructions, at the discretion of each director, is considered good practice and, specifically, the absence of instructions is seen as facilitating the proxy's ability to adapt to the content of the debate.

28. When directors or the secretary express concerns about a proposal or, in the case of directors, about the company's performance, and such concerns are not resolved at the meeting, the person expressing them can request that they be recorded in the minute book.

Compliant  Partially compliant  Explain  Not applicable

29. The company should provide suitable channels for directors to obtain the advice they need to carry out their duties, extending if necessary to external assistance at the company's expense.

Compliant  Partially compliant  Explain

30. Regardless of the knowledge directors must possess to carry out their duties, they should also be offered refresher programmes when circumstances so advise.

Compliant  Explain  Not applicable

31. The agendas of board meetings should clearly indicate the points on which directors must arrive at a decision, so they can study the matter beforehand or collect the material they need.

For reasons of urgency, the chair may wish to present decisions or resolutions for board approval that were not on the meeting agenda. In such exceptional circumstances, their inclusion will require the express prior consent, duly minuted, of the majority of directors present.

Compliant  Partially compliant  Explain

32. Directors should be regularly informed of movements in share ownership and of the views of major shareholders, investors and rating agencies on the company and its group.

Compliant  Partially compliant  Explain

33. The chair, as the person responsible for the efficient functioning of the board of directors, in addition to the functions required by law and under the company's by-laws, should prepare and submit to the board of directors a schedule of meeting dates and agendas; organise and coordinate regular evaluations of the board and, where appropriate, the company's chief executive; exercise leadership of the company and be accountable for its proper functioning; ensure that sufficient time is given to the discussion of strategic issues; and agree on and review refresher programmes for each director, when necessary.

Compliant  Partially compliant  Explain

34. When a lead director has been appointed, the by-laws or regulation of the board of directors should grant him or her the following powers over and above those conferred by law: to chair the board of directors in the absence of the chair or deputy chairs; give voice to the concerns of non-executive directors; maintain contact with investors and shareholders to hear their views and develop a balanced understanding of their concerns, especially those relating to the company's corporate governance; and coordinate the chair's succession plan.

Compliant  Partially compliant  Explain  Not applicable

35. The secretary to the board of directors should strive to ensure that the board's actions and decisions are informed by the governance recommendations of the Good Governance Code of relevance to the company.

Compliant  Explain

36. The board of directors in full should conduct an annual evaluation, adopting, where necessary, an action plan to correct weakness detected in:
- The quality and efficiency of the board's operations.
  - The performance and composition of its committees.
  - The diversity of board membership and skills.
  - The performance of the chair of the board of directors and the company's chief executive.
  - The performance and contribution of individual directors, with particular attention to the chairs of board committees.

The evaluation of board committees should use the reports they submit to the board of directors as a starting point, while that of the board itself should use the report of the appointments committee.

Every three years, the board of directors should engage an external facilitator to aid in the evaluation process. This facilitator's independence should be verified by the appointments committee.

Any business dealings that the facilitator or members of its corporate group maintain with the company or members of its corporate group should be detailed in the annual corporate governance report.

The process followed and areas evaluated should be detailed in the annual corporate governance report.

Compliant [ ]      Partially compliant [X]      Explain [ ]

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

Consequently, the self-assessment exercise followed the same procedure as the previous year, with the assistance of the General Secretary and the Board.

37. When there is an executive committee, there should be at least two non-executive members, at least one of whom should be independent; and its secretary should be the secretary to the board of directors.

Compliant [X]      Partially compliant [ ]      Explain [ ]      Not applicable [ ]

38. The board should be kept fully informed of the business transacted and decisions made by the executive committee. To this end, all board members should receive a copy of the committee's minutes.

Compliant [X]      Partially compliant [ ]      Explain [ ]      Not applicable [ ]

39. All members of the audit committee, particularly its chair, should be appointed with regard to their knowledge and experience in accounting, auditing and risk management matters, both financial and non-financial.

Compliant  Partially compliant  Explain

40. Listed companies should have a unit in charge of the internal audit function, under the supervision of the audit committee, to monitor the effectiveness of reporting and control systems. This unit should report functionally to the non-executive chair of the board of directors or the chair of the audit committee.

Compliant  Partially compliant  Explain

41. The head of the unit handling the internal audit function should present an annual work programme to the audit committee, for approval by this committee or the board, inform it directly of any incidents or scope limitations arising during its implementation, the results and monitoring of its recommendations, and submit an activities report at the end of each year.

Compliant  Partially compliant  Explain  Not applicable

42. The audit committee should have the following functions over and above those legally assigned:

1. With respect to internal control and reporting systems:
  - a) Monitor and evaluate the preparation process and the integrity of the financial and non-financial information, as well as the control and management systems for financial and non-financial risks related to the company and, where appropriate, to the group – including operating, technological, legal, social, environmental, political and reputational risks or those related to corruption – reviewing compliance with regulatory requirements, the accurate demarcation of the consolidation perimeter, and the correct application of accounting principles.
  - b) Monitor the independence of the unit handling the internal audit function; propose the selection, appointment and removal of the head of the internal audit service; propose the service's budget; approve or make a proposal for approval to the board of the priorities and annual work programme of the internal audit unit, ensuring that it focuses primarily on the main risks the company is exposed to (including reputational risk); receive regular report-backs on its activities; and verify that senior management is acting on the findings and recommendations of its reports.
  - c) Establish and supervise a mechanism whereby staff and other persons related to the company, such as directors, shareholders, suppliers, contractors or subcontractors, can report any potentially significant irregularities that they detect, including financial or accounting irregularities, or those of any other nature, related to the company or its group. This mechanism must guarantee confidentiality and enable communications to be made anonymously, respecting the rights of both the complainant and the accused party.
  - d) In general, ensure that the internal control policies and systems established are applied effectively in practice.
2. With respect to the external auditor:
  - a) Investigate the issues giving rise to the resignation of the external auditor, should this come about.
  - b) Ensure that the remuneration of the external auditor does not compromise its quality or independence.
  - c) Ensure that the company notifies any change of external auditor through the CNMV, accompanied by a statement of any disagreements arising with the outgoing auditor and the reasons for the same.
  - d) Ensure that the external auditor has a yearly meeting with the board in full to inform it of the work undertaken and developments in the company's risk and accounting positions.
  - e) Ensure that the company and the external auditor adhere to current regulations on the provision of non-audit services, limits on the concentration of the auditor's business and other requirements concerning auditor independence.

Compliant [X]

Partially compliant [ ]

Explain [ ]

43. The audit committee should be empowered to meet with any company employee or manager, even requiring their appearance without the presence of another senior officer.

Compliant  Partially compliant  Explain

44. The audit committee should be informed of any fundamental changes or corporate transactions the company is planning, so the committee can analyse the operation and report to the board beforehand on its economic conditions and accounting impact and, when applicable, the exchange ratio proposed.

Compliant  Partially compliant  Explain  Not applicable

45. The risk control and management policy should identify or establish at least:

- a) The different types of financial and non-financial risk the company is exposed to (including operational, technological, legal, social, environmental, political and reputational risks, and risks relating to corruption), with the inclusion under financial or economic risks of contingent liabilities and other off-balance-sheet risks.
- b) A risk control and management model based on different levels, of which a specialised risks committee will form part when sector regulations provide or the company deems it appropriate.
- c) The level of risk that the company considers acceptable.
- d) Measures to mitigate the impact of risk events should they occur.
- e) The internal reporting and control systems to be used to control and manage the above risks, including contingent liabilities and off-balance-sheet risks.

Compliant  Partially compliant  Explain

46. Companies should establish a risk control and management function in the charge of one of the company's internal department or units and under the direct supervision of the audit committee or another dedicated board committee. This function should be expressly charged with the following responsibilities:

- a) Ensure that risk control and management systems are functioning correctly and, specifically, that major risks the company is exposed to are correctly identified, managed and quantified.
- b) Participate actively in the preparation of risk strategies and in key decisions about their management.
- c) Ensure that risk control and management systems are mitigating risks effectively in the frame of the policy drawn up by the board of directors.

Compliant  Partially compliant  Explain

47. Appointees to the appointments and remuneration committee – or the appointments committee and remuneration committee, if these are two separate bodies – should have the right balance of knowledge, skills and experience for the functions they are called on to discharge. The majority of their members should be independent directors.

Compliant  Partially compliant  Explain

48. Large cap companies should operate separately constituted appointments and remuneration committees.

Compliant  Explain  Not applicable

49. The appointments committee should consult with the company's chair and chief executive, especially on matters relating to executive directors.

When there are vacancies on the board, any director may approach the appointments committee to propose candidates that they consider suitable.

Compliant  Partially compliant  Explain

50. The remuneration committee should operate independently and have the following functions, in addition to those assigned by law:

- a) Propose to the board the standard conditions for senior officer contracts.
- b) Monitor compliance with the company's remuneration policy.
- c) Periodically review the remuneration policy for directors and senior officers, including share-based remuneration systems and their application, and ensure that their individual compensation is proportionate to the amounts paid to other directors and senior officers in the company.
- d) Ensure that conflicts of interest do not undermine the independence of any external advice provided to the committee.
- e) Verify the information on director and senior officers' pay contained in corporate documents, including the annual report on the remuneration of directors.

Compliant  Partially compliant  Explain

51. The remuneration committee should consult with the chair and the chief executive, especially on matters relating to executive directors and senior officers.

Compliant  Partially compliant  Explain

52. The terms of reference of supervision and control committees should be set out in the regulation of the board of directors and aligned with those governing legally mandatory board committees as specified in the preceding sets of recommendations. They should include at least the following terms:
- a) Committees should be composed exclusively of non-executive directors, with a majority of independents.
  - b) Committees should be chaired by an independent director.
  - c) The board of directors should appoint the members of these committees with regard to the knowledge, skills and experience of its directors and each committee's missions, discuss their proposals and reports as well as provide report-backs on their activities and work at the first full board meeting after each committee meeting.
  - d) The committees may engage external advice, when they feel it necessary for the discharge of their functions.
  - e) Meeting proceedings should be minuted and a copy made available to all board members.
- Compliant       Partially compliant       Explain       Not applicable

53. The task of supervising compliance with the policies and rules of the company in the environmental, social and corporate governance areas, and internal rules of conduct, should be assigned to one board committee or split between several, which could be the audit committee, the appointments committee, a committee specialised in sustainability or corporate social responsibility, or a dedicated committee established by the board under its powers of self-organisation. This committee should be made up solely of non-executive directors, the majority being independent and specifically assigned the minimum functions indicated in the next recommendation.
- Compliant       Partially compliant       Explain

54. The minimum functions referred to in the previous recommendation are as follows:

- a) Monitor compliance with the company's internal codes of conduct and corporate governance rules, and ensure that the corporate culture is aligned with its purpose and values.
- b) Monitor the implementation of the general policy regarding the disclosure of economic-financial, non-financial and corporate information, as well as communication with shareholders and investors, proxy advisors and other stakeholders. Similarly, the way in which the entity communicates and relates with small and medium-sized shareholders should be monitored.
- c) Periodically evaluate the effectiveness of the company's corporate governance system and environmental and social policy, to confirm that it is fulfilling its mission to promote the corporate interest and taking into account, as appropriate, the legitimate interests of the remaining stakeholders.
- d) Ensure the company's environmental and social practices are aligned with the established strategy and policy.
- e) Monitor and evaluate the company's interaction with its stakeholder groups.

Compliant  Partially compliant  Explain

55. Environmental and social sustainability policies should identify and include at least:

- a) The principles, commitments, objectives and strategy regarding shareholders, employees, clients, suppliers, social welfare issues, the environment, diversity, fiscal responsibility, respect for human rights and the prevention of corruption and other illegal conducts.
- b) The methods or systems for monitoring compliance with policies, associated risks and their management.
- c) The mechanisms for supervising non-financial risk, including that related to ethical aspects and business conduct.
- d) Channels for stakeholder communication, participation and dialogue.
- e) Responsible communication practices that prevent the manipulation of information and protect the company's honour and integrity.

Compliant  Partially compliant  Explain

56. Director remuneration should be sufficient to attract individuals with the desired profile and compensate the commitment, abilities and responsibility that the post demands, but not so high as to compromise the independent judgement of non-executive directors.

Compliant  Explain

57. Variable remuneration linked to the performance of the company and the director, the award of shares, options or any other right to acquire shares or to be remunerated on the basis of share price movements, and membership of long-term savings schemes such as pension plans should be confined to executive directors.

The company may consider the share-based remuneration of non-executive directors provided they retain such shares until the end of their term in office. The above condition will not apply to any shares that the director must dispose of to defray costs related to their acquisition.

Compliant  Partially compliant  Explain

58. In the case of variable awards, remuneration policies should include limits and technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the company's sector, or circumstances of that kind.

In particular, variable remuneration items should meet the following conditions:

- a) Be subject to predetermined and measurable performance criteria that factor in the risk assumed to obtain a given outcome.
- b) Promote the long-term sustainability of the company and include non-financial criteria that are relevant for the company's long-term value, such as compliance with its internal rules and procedures and its risk control and management policies.
- c) Be focused on achieving a balance between the delivery of short, medium and long-term objectives, such that performance-related pay rewards ongoing achievement, maintained over a period long enough to be able to assess their contribution to sustainable value creation, so that the factors used to measure performance are not associated only with one-off, occasional or extraordinary events.

Compliant  Partially compliant  Explain  Not applicable

59. The payment of the variable components of remuneration is subject to sufficient verification that previously established performance, or other, conditions have been effectively met. Entities should include in their annual report on the remuneration of directors the criteria relating to the time required and methods used for this verification, depending on the nature and characteristics of each variable component.

Additionally, entities should consider establishing a reduction clause ('malus') based on deferral for a sufficient period of the payment of part of the variable components that implies total or partial loss of this remuneration in the event that prior to the time of payment an event occurs that makes this advisable.

Compliant  Partially compliant  Explain  Not applicable

60. In the case of remuneration linked to the company's earnings, deductions should be computed for any qualifications stated in the external auditor's report.

Compliant  Partially compliant  Explain  Not applicable

61. A major part of executive directors' variable remuneration should be linked to the award of shares or financial instruments whose value is linked to the share price.

Compliant  Partially compliant  Explain  Not applicable

62. Following the award of shares, options or financial instruments corresponding to the remuneration schemes, executive directors should not be able to transfer their ownership or exercise them until a period of at least three years has elapsed.

Except for the case in which the director maintains, at the time of the transfer or exercise, a net economic exposure to the variation in the price of the shares for a market value equivalent to an amount of at least twice his or her fixed annual remuneration through the ownership of shares, options or other financial instruments.

The foregoing shall not apply to the shares that the director needs to dispose of to meet the costs related to their acquisition or, upon favourable assessment of the appointments and remuneration committee, to address an extraordinary situation.

Compliant  Partially compliant  Explain  Not applicable

63. Contractual arrangements should include provisions that permit the company to reclaim variable components of remuneration when the payment was out of step with the director's actual performance or based on data subsequently found to be misstated.

Compliant  Partially compliant  Explain  Not applicable

64. Termination payments should not exceed a fixed amount equivalent to two years of the director's total annual remuneration and should not be paid until the company confirms that he or she has met the criteria or conditions established.

For the purposes of this recommendation, payments for contractual termination include any payments whose accrual or payment obligation arises as a consequence of or on the occasion of the termination of the contractual relationship that linked the director with the company, including previously unconsolidated amounts for long-term savings schemes and the amounts paid under post-contractual non-compete agreements.

Compliant  Partially compliant  Explain  Not applicable

Payments for termination or expiry of the CEO's contract, including severance pay in the event of termination or expiry of the relationship in certain cases and the post-contractual non-compete agreement, do not exceed the amount equivalent to two years of total annual remuneration.

In addition, CaixaBank has recognised a social security supplement for the CEO to cover the contingencies of retirement, death and total permanent disability, absolute permanent disability or severe disability.

In the case of the commitment to cover the retirement contingency, this is a system established under a defined contribution plan, for which the annual contributions to be made are fixed in advance.

By virtue of this commitment, the CEO is entitled to receive a retirement benefit when he/she reaches the legally established retirement age. This benefit will be the result of the sum of the contributions made by CaixaBank and their corresponding returns up to that date, provided that he/she is not dismissed for just cause, and without prejudice to the applicable treatment of discretionary pension benefits in accordance with the remuneration regulations applicable to credit institutions.

With the termination of the CEO's contract, the contributions would be consolidated (except in the event of termination for just cause attributable to the CEO), but in no case is there any provision for the possibility of receiving an early retirement benefit, since its accrual and payment would occur only on the occasion and at the time of retirement (or the occurrence of the other contingencies covered) and not on the occasion of the termination of the contract.

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

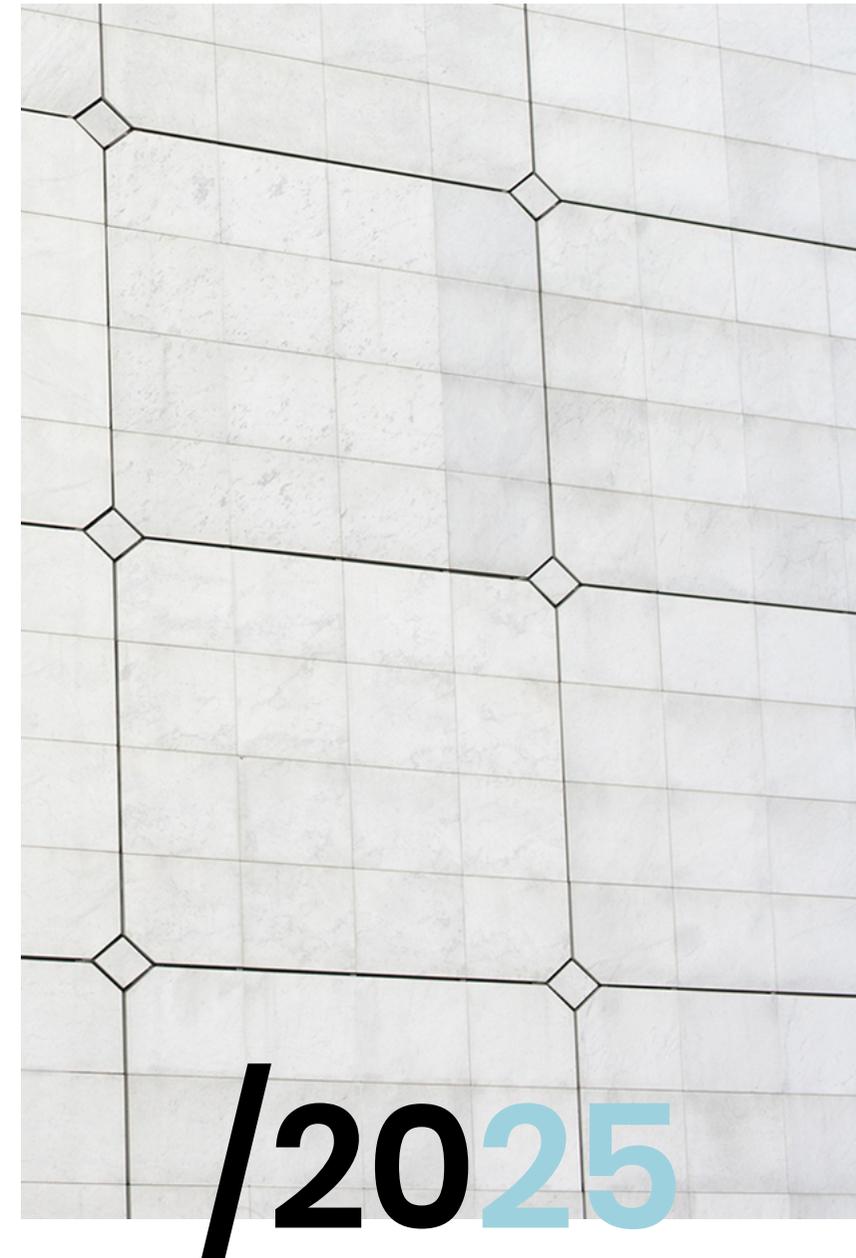
Therefore, the institution would only be in breach of Recommendation 64 if the mere consolidation of savings scheme entitlements, without actual accrual or payment at the time of termination, were to be included in the concept of termination payments or termination of contract payments as defined therein.

State whether any directors voted against or abstained from voting on the approval of this report.

Yes  
 No

I declare that the details included in this statistical annex coincide and are consistent with the descriptions and details included in the annual corporate governance report published by the company.

# Annual Report on the Remuneration of Directors



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# 01. Introduction



*This Annual Report on the Remuneration of Directors for 2025 (hereinafter, the "Report" or the "ARRD") has **been drawn up by the Board of Directors at the proposal of the Remuneration Committee of CaixaBank, S.A.** (hereinafter, "CaixaBank", the "Company" or the "Entity") in accordance with the provisions of Article 541 of the Spanish Capital Companies Act (the "LSC"), following the content and instructions set out in Circular 3/2021 of the Spanish Securities Market Regulator (CNMV).<sup>1</sup>*

In this regard, the Bank has opted to prepare the Report in a free format, as in previous years, including the content required by the regulations, the statistical appendix included in Circular 3/2021, as well as other information relevant to understanding the remuneration system for CaixaBank Directors. The purpose of this Report is to provide transparency in the remuneration schemes of the Directors and to facilitate the understanding by shareholders of the remuneration practices in force in the Bank.

At the Annual General Meeting of Shareholders held on 11 April 2025, a new Directors' Remuneration Policy (hereinafter, the "Remuneration Policy" or the "Policy") was approved, with effect from the date of approval and for the years 2026, 2027 and 2028. As a result, the new Policy fully replaces the previous policy, notwithstanding the effects caused and consolidated while it remains in force.

This Remuneration Policy can be consulted on the CaixaBank website at the following link:

<https://www.caixabank.com/en/shareholders-investors/corporate-governance/remuneration-directors.html>

Without prejudice to the foregoing, for 2026 an amendment to the Directors' Remuneration Policy approved by the CaixaBank Annual General Meeting of Shareholders held on 11 April 2025 is expected to be submitted for approval by the next General Meeting of Shareholders, with the proposed changes set out in this Report.



<sup>1</sup> Circular 3/2021, of 28 September, of the CNMV, amending Circular 4/2013, of 12 June, which establishes the formats for the annual report on the remuneration of directors of listed public limited companies and of members of the board of directors and the control committee of savings banks that issue securities admitted to trading on official securities markets; and Circular 5/2013, of 12 June, which establishes the templates for the annual corporate governance report for listed companies, savings banks and other issuers of securities admitted to trading on a regulated market.

The main changes that require an amendment to the Policy to be approved are as follows:

1. The remuneration for Board and Committee membership for directors in their capacity as such has been updated, as well as the maximum overall remuneration limit proposed to the Annual General Meeting of Shareholders.
2. The reference to the indicative limits for variable remuneration with multi-year metrics on fixed components has been eliminated, in line with current comparable market practices, and it is now subject to the general rules for approving authorisation by the General Meeting of Shareholders, as is the case for other Identified Staff at the Company.
3. The companies that make up the sample from the financial sector for comparing and defining the remuneration for directors' executive functions have been updated.
4. The Chief Executive Officer's fixed and variable remuneration and contributions to long-term savings schemes have been updated.
5. A number of concepts in the policy have been clarified, including certain remuneration elements and other minor drafting changes that do not alter the meaning of the previous version of the policy.

Accordingly, Section 5 of this ARRD outlines the characteristics of the Policy that, as of the date of the formulation of this Report, is expected to be submitted for approval to the 2026 Annual General Meeting of Shareholders.

As established in Article 541 of the Spanish Capital Companies Act, this Report, which was unanimously approved by the Board of Directors at its meeting on 19 February 2026, will be submitted to a consultative vote by shareholders at the 2026 Annual General Meeting of Shareholders as a separate item on the agenda.



*The following sections form part of the Annual Report on the Remuneration of Directors, which must be prepared by the Board of Directors and submitted for a consultative vote to the Annual General Meeting of Shareholders.*



## 02. Governing principles and responsibilities when managing the Remuneration Policy

CaixaBank establishes the Remuneration Policy for its Board of Directors taking into account the Company's general remuneration policies, which apply to the entire CaixaBank Group across all the countries in which it operates. This policy is based on general remuneration principles aimed at achieving a market positioning that attracts and retains the necessary talent while fostering behaviours that ensure long-term value creation and sustainability.

The remuneration criteria emphasise equal pay regardless of gender or any other factors unrelated to the role. Additionally, the policy ensures that, in all cases, the minimum wage in each country is paid and that fair and living wages are guaranteed.

In particular, the policy seeks to foster the commitment of all professionals within the Bank, uphold both personal and corporate ethics and promote the strategic objectives of sustainable development.

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



General principles of the policy		Executive directors	Non-executive directors
Value creation	Variable remuneration not only takes account of the achievement of targets, but also the manner in which they are achieved, ensuring a prudent approach to risk management.	●	
Link between targets and the commitment of all professionals	Professional targets are defined based on the level of commitment that professionals achieve and establish with their managers.	●	
Professional development and commitment to fair pay	The remuneration policy bases its strategy of attracting and retaining talent on providing professionals with a distinctive corporate business project, the possibility of professional development and competitive overall remuneration, regardless of gender or other aspects that are not intrinsic to the job role and guarantee a living wage.	●	
Competitive positioning of total remuneration	Within its total compensation structure, the Remuneration Policy is designed to ensure a competitive positioning by combining fixed remuneration and company benefits. The policy primarily leverages these two components to attract and retain talent.	●	
Corporate benefit schemes	The principal element of the benefits package is the corporate retirement programme, which is offered to employees and stands out compared to other financial institutions in the Spanish market. This programme represents a key component of the remuneration offering.	●	
Remuneration mix	Fixed remuneration and employee benefits constitute the bulk of the overall remuneration package, in which variable remuneration tends to be conservative and moderate as it carries risk.	●	
Alignment with the General Remuneration Policy	In defining its Remuneration Policy, and particularly in setting the remuneration conditions for directors, CaixaBank has taken into account the remuneration policy applicable to the Bank's employees.	●	●
Sustainability	The policy is aligned with sustainability risk management, incorporating sustainability-related metrics into the variable remuneration component, in accordance with assigned responsibilities and functions.	●	
Non-discrimination	The Policy and its implementation must ensure non-discrimination and promote equal pay practices with regard to gender.	●	●
Career advancement	The promotions system is based on an appraisal of the skills, performance, commitment and professional merit of employees over time.	●	●
Best practices in director remuneration	The remuneration of members of the CaixaBank Board of Directors, established in the general framework defined in the Remuneration Policy, is approved by CaixaBank's competent governance bodies.	●	●

In the financial year 2025, the Board Remuneration Policy (2025-2028) submitted by the Board to the binding vote of the General Meeting of Shareholders of 11 April 2025 obtained 76.61 % of votes in favour from the voting quorum. This result was conditioned by the dissenting vote of a significant shareholder holding around 18 % of the share capital. Meanwhile, the consultative vote on the previous year's Annual Report on the Remuneration of Directors received 77.02 % of the votes in favour based on the voting quorum, mainly due to the same shareholder's abstention on this item of the agenda. A similar voting pattern was observed in the other remuneration-related items, where the same shareholder also abstained.

Excluding this single shareholder from the vote, the Remuneration Policy (2025-2028) would have been approved with 97.71 % of votes in favour and the Annual Report on the Remuneration of Directors would have been approved with 98.23 % of votes in favour. Similarly, all other remuneration-related proposals would have been approved with approval rates exceeding 99 %. Moreover, all these proposals received the support of the leading proxy advisors for institutional investors.



## 2.1 REMUNERATION OF DIRECTORS

In accordance with the Regulation of the Board of Directors, decisions on directors' remuneration, within the statutory framework and the Remuneration Policy, cannot be delegated and fall exclusively within the remit of the full Board of Directors (hereinafter, the Board).

### DIRECTORS IN THEIR CAPACITY AS SUCH

The By-laws state that the remuneration of CaixaBank directors must consist of a fixed annual amount subject to a maximum limit or cap to be determined at the AGM. This maximum amount will remain in force until the AGM agrees to change it. Accordingly, the remuneration of Board members, in their capacity as such, consists solely of fixed components.

Non-executive directors (those not discharging executive functions) maintain a purely organic relationship with CaixaBank and, as a result, do not have contracts with the company for the performance of their duties nor are they entitled to any form of termination payment should they be dismissed from their position as director.

### REMUNERATION OF DIRECTORS FOR THEIR EXECUTIVE FUNCTIONS

Board members who hold executive functions (hereinafter, "executive directors") are entitled, under the By-laws, to remuneration for their executive duties, in addition to their remuneration as directors.

Therefore, the remuneration components for those duties are structured accordingly in light of the prevailing economic climate and the Company's earnings and results, and include the following:

- | Fixed remuneration, based on the level of responsibility and professional track record, which represents a significant portion of total remuneration.
- | Variable remuneration linked to the achievement of previously established annual and long-term objectives, as well as prudent risk management.
- | Pension schemes and other company benefits.

CaixaBank, S.A. is subject to Law 10/2014<sup>2</sup> (hereinafter, LOSS), particularly in relation to the remuneration policy for professionals whose activities have a material impact on the Company's risk profile (hereinafter, the Identified Staff). In this regard, and in line with the objective of maintaining a reasonable and prudent balance between fixed and variable remuneration components, the fixed remuneration levels of executive directors are deemed to be sufficient. The proportion of variable remuneration linked to the achievement of annual or long-term objectives is limited, not exceeding 100 % of fixed remuneration, unless the Annual General Meeting of Shareholders approves a higher level, with a maximum limit of 200 %.

In the remuneration of executive directors, there is no guaranteed variable remuneration. However, the Company may offer this guaranteed variable remuneration for new hires in exceptional cases, provided it has a healthy and solid capital base and the remuneration is applied to the first year of their contract only. As a general rule, any such exceptional application should not exceed the equivalent of one year's fixed remuneration.

<sup>2</sup> Law 10/2014, of 26 June, on the regulation, supervision and solvency of credit institutions, as amended by Royal Decree-Law 7/2021, of 27 April, transposing certain European Union directives, including CRD V

## 2.2 REMUNERATION COMMITTEE

Details of its composition, meetings, operation and activities during the year are set out in section 03 – Corporate Governance – Corporate Governance – Board Committees – Remuneration Committee of the consolidated Management Report.

The Remuneration Committee has been advised by Ernst & Young Abogados S.L.P. ("EY") in the preparation of the Remuneration Policy, which will be submitted for approval at the 2026 Annual General Meeting of Shareholders, as well as in conducting market comparisons for directors in their capacity as such. Additionally, Willis Towers Watson has provided support with market analysis and benchmarking regarding the remuneration and compensation of executive directors and senior management.



# 03. Remuneration Policy for 2025

## 3.1 REMUNERATION OF DIRECTORS IN THEIR CAPACITY AS SUCH

The remuneration of directors in their capacity as such consists of a fixed annual amount, the maximum figure of which is established by the General Meeting of Shareholders and remains in force unless modified by the General Meeting.

The amount established by the General Meeting of Shareholders shall be used to remunerate the Board of Directors and its committees, and distributed among members, as the Board sees fit, though based on a recommendation from the Remuneration Committee. In apportioning the remuneration, the Board shall pay due regard to the duties and dedication of each member and any seats they occupy on the various committees. It shall also determine the frequency and method of payment, whether through attendance allowances, Bylaw-stipulated remuneration, and so forth. The 2025 Annual General Meeting of Shareholders agreed that the maximum annual amount payable to all directors would be €5,000,000, excluding remuneration payable for executive functions.

Accordingly, the amounts approved for membership of the Board of Directors and its Committees in 2025 and 2024 are as follows:

### REMUNERATION FOR MEMBERSHIP OF THE BOARD AND BOARD COMMITTEES

(thousands of €)	Total 2025	Total 2024
Base remuneration of each Board member	110.0	97.3
Remuneration of the Chair of the Board of Directors (includes base remuneration for acting as a member of Board)	1,551.0	
Remuneration of the Lead Independent Director (includes base remuneration for acting as a member of Board)	153.0	136.4
Remuneration of each member of the Executive Committee	60.0	54.1
Remuneration of the Chair of the Executive Committee	90.0	82.4
Remuneration of each member of the Risks Committee	60.0	54.1
Remuneration of the Chair of the Risks Committee	90.0	82.4
Remuneration of each member of the Audit and Control Committee	60.0	54.1
Remuneration of the Chair of the Audit and Control Committee	90.0	82.4
Remuneration of each member of the Appointments and Sustainability Committee	42.0	32.4
Remuneration of the Chair of the Appointments and Sustainability Committee	63.0	48.6
Remuneration of each member of the Remuneration Committee	36.0	32.4
Remuneration of the Chair of the Remuneration Committee	54.0	48.6
Remuneration of each member of the Innovation, Technology and Digital Transformation Committee <sup>1</sup>	36.0	32.4

<sup>1</sup>The Chairman and the Chief Executive Officer do not receive remuneration for their membership of the Innovation, Technology and Digital Transformation Committee, which is included in their overall remuneration as members of the Board.

(thousands of €)	Total 2025	Total 2024
Remuneration distributed to directors in their capacity as such	4,637	3,023

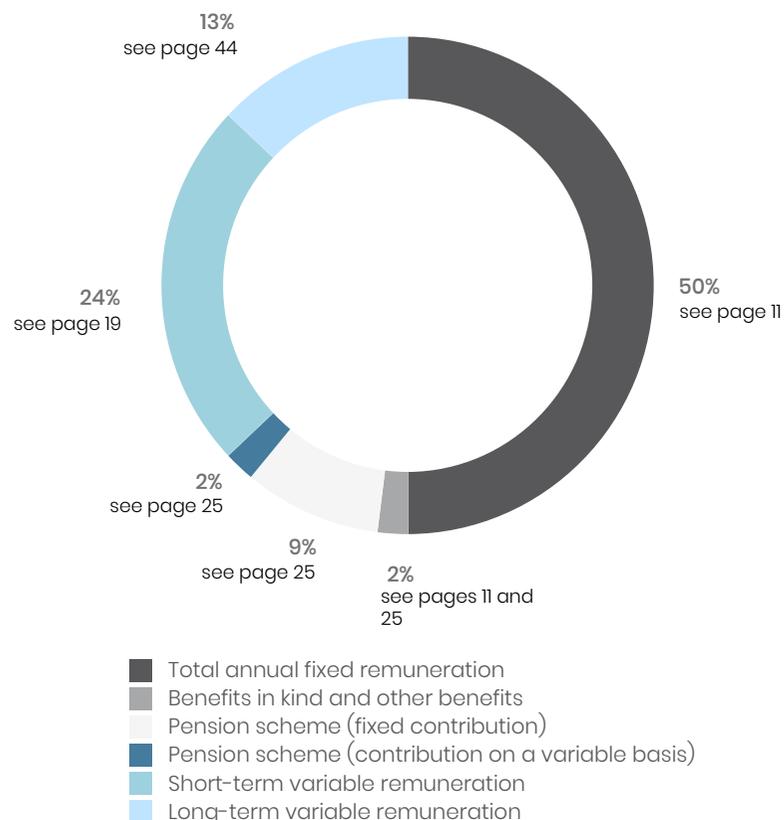
For the completion of the statistical annex, which does not allow decimal values in the information, the remuneration amount for Board and Committee membership has been rounded to the nearest value, resulting in a difference with the total reported here.

All directors are covered by the terms of a civil liability policy arranged for directors and senior managers to cover any third-party liability they may incur while discharging their duties. The Remuneration Policy does not envisage any long-term savings systems for non-executive directors.



## 3.2 REMUNERATION OF DIRECTORS DISCHARGING EXECUTIVE FUNCTIONS

By way of summary, the remuneration mix corresponding to the remuneration envisaged for CaixaBank's Chief Executive Officer in 2025 is as follows:



### FIXED COMPONENTS OF REMUNERATION

The Executive Directors' fixed remuneration is determined mostly by their level of responsibility and experience, combined with a market approach based on salary surveys and specific ad hoc studies. The salary surveys and specific ad hoc studies in which CaixaBank participates are conducted by top-level specialised companies. The reference sample for 2025 included a group of European financial institutions comparable to CaixaBank in terms of size (assets, market capitalisation, turnover and employees), business model and geographical location, as well as comparable IBEX 35 companies<sup>1</sup>.

#### Peer group of European financial institutions

Santander	BBVA	Banco Sabadell	Bankinter	ABN Amro	Commerzbank
Societe General	Deutsche Bank	Erste Group	KBC Group	Lloyds Banking Group	ING Groep
NatWest	Standard Chartered	Swedbank	UniCredit		

In 2026, for the sample used in the assessment of CaixaBank's Chief Executive Officer and senior management, SwedBank has been replaced by Intesa SanPaolo, given that it is a better fit with the comparison criteria described above.

As a general rule, the fixed remuneration accrued by executive directors includes remuneration received in connection with duties carried out at CaixaBank Group entities or other entities in the interests of CaixaBank.

This remuneration is deducted from the net amount of fixed remuneration to be received. Furthermore, as a fixed component of remuneration, executive directors may have pre-agreed contributions to pension and savings schemes stipulated in their contracts. These contributions are detailed in the corresponding section, without prejudice to compliance with the applicable regulations on discretionary pension benefits.

<sup>1</sup> Includes all IBEX 35 companies except for AENA, as remuneration is limited under the regulations; Arcelomittal, as the Board of Directors is not located in Spain; and Solaria, as the executive directors are not remunerated for their executive function.



Accrued remuneration linked to fixed components for executive directors is presented below:

#### Remuneration linked to fixed components for executive directors

(thousands of €)	Position	Salary	Remuneration for board membership	Remuneration for membership on board committees	Remuneration for positions in Group companies	Remuneration for membership of boards outside the Group	Total fixed annual remuneration
Gonzalo Gortázar	Chief Executive Officer	2,103.8	110.0	60.0	308.7		2,582.5
<b>Total per item 2025</b>		<b>2,103.8</b>	<b>110.0</b>	<b>60.0</b>	<b>308.7</b>	<b>0.0</b>	<b>2,582.5</b>
Gonzalo Gortázar	Chief Executive Officer	2,260.7	97.3	54.1	95.1		2,507.2
José Ignacio Goirigolzarri	Executive Chairman	1,595.1	97.3	82.4		9.7	1,784.5
<b>Total per item 2024</b>		<b>3,855.8</b>	<b>194.7</b>	<b>136.5</b>	<b>95.1</b>	<b>9.7</b>	<b>4,291.7</b>

In addition, executive directors may receive remuneration in kind in the form of health insurance coverage for themselves and their immediate family members, use of a car or housing, or similar benefits customary in the sector, appropriate to their professional status and in line with the standards established for the professional segment to which they belong. The other accrued benefits for executive directors are set out below:

#### Other benefits for executive directors

(thousands of €)	Position	for themselves and their families*	Use of company car and housing	Others	Total
Gonzalo Gortázar	Chief Executive Officer	5		13	18
<b>Total per item 2025</b>		<b>5</b>		<b>13</b>	<b>18</b>
Gonzalo Gortázar	Chief Executive Officer	4		12	16
José Ignacio Goirigolzarri	Executive Chairman	3		3	6
<b>Total per item 2024</b>			<b>7</b>		<b>15</b>

Medical insurance for the Chief Executive Officer, spouse and children aged under 25.

## VARIABLE COMPONENTS OF REMUNERATION

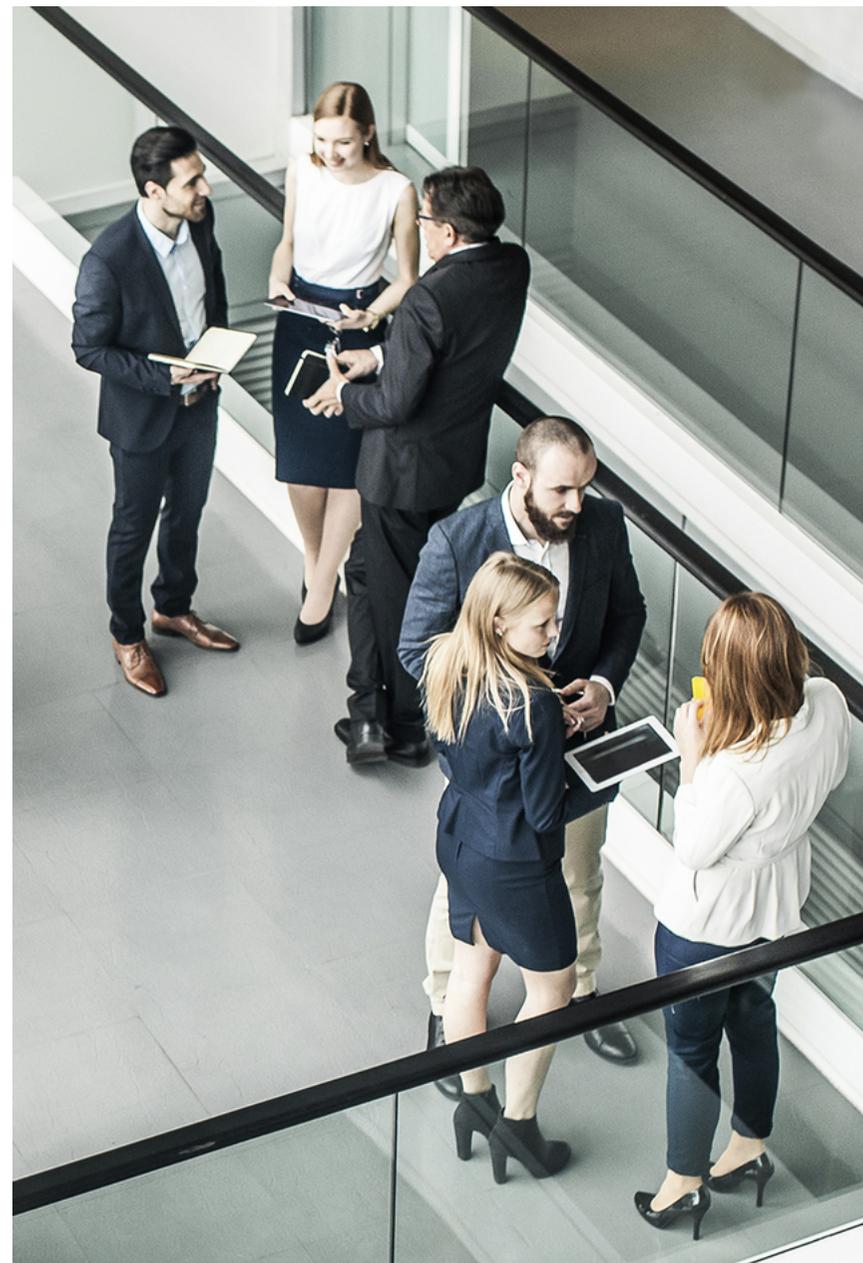
### Variable remuneration scheme with multi-year metrics

From January 2022, the variable remuneration of executive directors, similar to the model applicable to the other members of the Group's Identified Staff, consists of a risk-adjusted variable remuneration scheme based on performance measurement that is awarded annually on the basis of annual metrics with a long-term adjustment through the establishment of multi-year metrics.

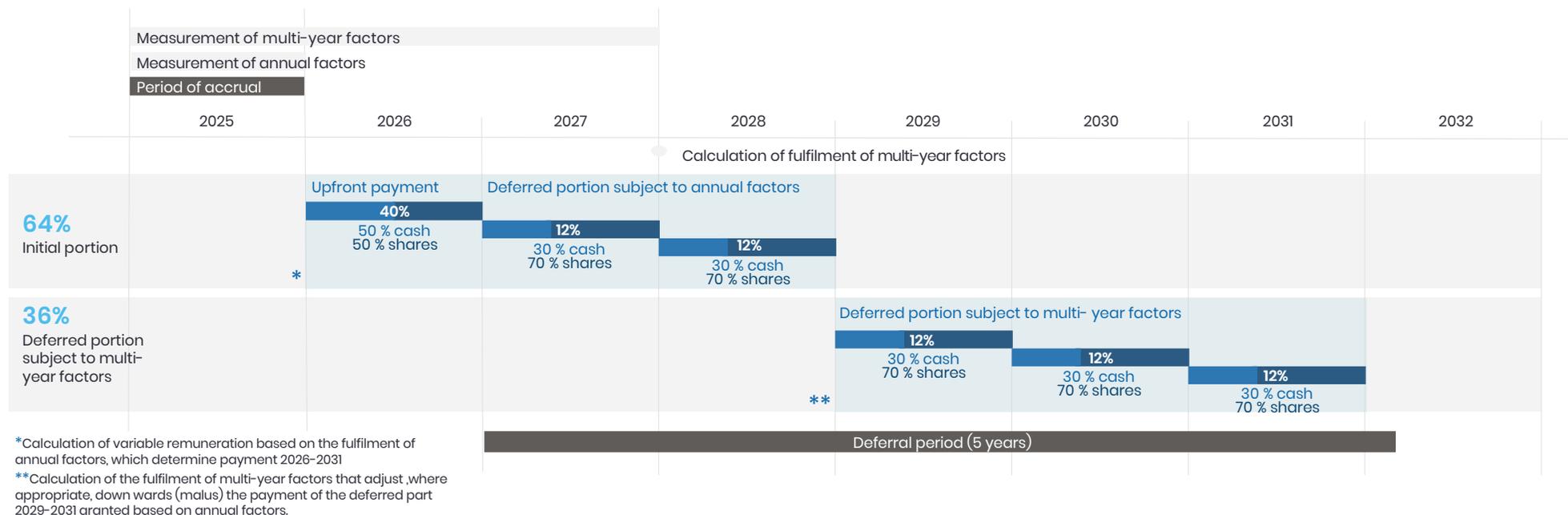
This scheme is determined on the basis of a target variable remuneration established for each of the executive directors by the Board of Directors, at the recommendation of the Remuneration Committee, which represents the amount of variable remuneration to be received in the event of 100 % compliance with the established targets. In the case of over-achievement of the annual objectives, a maximum achievement rate of 120 % can be reached.

Annual factors, with quantitative corporate (financial) and qualitative corporate (non-financial) criteria, which must be specified and clearly documented, are used for performance measurement and for the evaluation of results. In addition, multi-year factors based on corporate criteria are also used, which adjust, as a reduction mechanism, the payment of the deferred portion subject to multi-year factors. This scheme is based solely on meeting corporate challenges, which are weighted at 100 %.

Under this system, the executive directors of the Bank will receive 40 % of the variable remuneration for the current financial year in equal parts in cash and CaixaBank shares, while the remaining 60 % will be deferred, 30 % in cash and 70 % in shares, over a period of five years. In this regard, the payment for the first two years of deferral is subject to annual factors, while the payment for the following three years will be subject to compliance with the approved multi-year factors.



Below is a graphical example of the vesting, consolidation and payout system of the variable remuneration of the executive directors for the 2025 variable remuneration scheme with multi-year metrics.



The receipt of variable remuneration with multi-year metrics by executive directors is subject to them maintaining their service relationship as at 31 December of the year in which such variable remuneration is to vest.

For financial year 2025, the Chief Executive Officer has been assigned an annual variable target remuneration equivalent to 55 % of his annual fixed components in the event of 100 % compliance with the targets set at the beginning of the year by the Board, which may reach up to a maximum of 66 % of the annual fixed components in the event of the maximum compliance of 120 %.

Position	Variable remuneration target (thousands of €)	Variable remuneration maximum 120 % (thousands of €)
Gonzalo Gortázar Chief Executive Officer	1,750	2,100

## CORPORATE CHALLENGES FOR EXECUTIVE DIRECTORS' VARIABLE REMUNERATION IN 2025

### Annual factor measurement metrics

The corporate challenges, with a weighting of 100 %, are set annually by the Board on the recommendation of the Remuneration Committee, subject to a degree of achievement [80 %-120 %], which is determined on the basis of the following concepts aligned with the strategic objectives:

Criteria	Metric	Weighting	Degree of compliance	Degree of achievement	Target	Result	Recognition of the target (%)	
Financial	ROTE	20%	> 18% = 120% Between 18 % and 13.6 % < 13.6% = 0%	120% Between 120% and 80% 0%	15.8%	17.5%	114.5%	
	Recurring Efficiency ratio	15%	< 39.4% = 120% Between 39.4 % and 42.7 % > 42.7% = 0%	120% Between 120% and 80% 0%	41.0%	39.4%	118.8%	
	NPAs (chg. in millions of €)	10%	< -€1,697 million € = 120% Between -€1,697 million and -€859 million € > -€859 million € = 0%	120% Between 120% and 80% 0%	-1,278 mill.€	-2,345 mill. €	120%	
	Market share	10%	>+0.42 pp Between +0.22 pp and +0.42 pp Between +0.02 pp and +0.22 pp Between - 0.18 pp and +0.02 pp < -0.18 pp	120% Between 100% and 120% 100% Between 80% and 100% 0%	+0.12 pp	+0.08 pp	100%	
Corporate	RAF	20%	0 ambers	105%	1 ámbar	1 ámbar	100%	
			0.5 ambers	103%				
			1 amber	100%				
			1.5 ambers	98%				
			2 ambers	95%				
			2.5 ambers	93%				
			3 ambers	90%				
			3.5 ambers	88%				
			4 ambers	85%				
			4.5 ambers	82.5%				
5 ambers	80%							
>= 5.5 ambers	0%							
Non-financial	Sustainability factors (environmental, social and governance)	10%	Cumulative mobilisation of sustainable finance (25 %)	> 40,713 million € Between €40,713 million and €27,142 million € < €27,142 million €	120% Between 120% and 80% 0%	€33,928 million €	€46,167 million €	
			% companies with credit exposure to sectors under the Net Zero perimeter at the end of 2024 with which engagement has been carried out (25 %)	Between 100 % and 80 % < 80% 0%	Between 120% and 80% 0%	90.0%	93.9%	117.0%
			Above-average recognition among two to four of the leading sustainability ratings agencies (MSCI, S&P, Sustainalytics, Fitch, ISS) relative to peers in the Eurostoxx Banks (25%)	In more than 4 rating agencies Between 4 and 2 agencies In less than 2 rating agencies	120% Between 120% and 80% 0%	3 out of 5	5 out of 5	
			% Women in management positions (25 %)	> 44% Between 44 % and 43.8 %	120% Between 120% and 80%	43.9%	44.0%	
			Relational NPS (60 %)	< 43.8% > 25% Between 17 % and 25 %	0% 120% Between 120% and 80%	21.0%	20.80%	
Quality	15%	Transactional NPS (40 %)	> 70% Between 64 % and 70 %	120% Between 120% and 80%	67.0%	67.9%		
			< 17% > 70% Between 64 % and 70 %	0% 120% Between 120% and 80%			101.8%	
			< 64%	0%				
<b>Achievement</b>							<b>109.69%</b>	
A negative adjustment of 5 % is included in the event that a certain number of High and Medium criticality compliance GAPs older than 6 and 12 months, respectively, are exceeded at year-end 2025.							No adjustment applicable	

The established metrics and targets pursued with each of them are described in detail below:

## FINANCIAL CORPORATE CRITERIA:

### ROTE (Return on Tangible Equity) (20 %)

**Definition:** Measures the profitability index of the tangible assets and is calculated as the Profit/(loss) attributable to the Group (adjusted by the amount of the Additional Tier 1 coupon) and net equity plus valuation adjustments for the last 12 months, minus the intangible assets such as goodwill. The degree of compliance with the ROTE in 2025 has been calculated as follows: 5,613 (result net of ATI coupon) / 32,153 (own funds and average valuation adjustments net of intangibles).

The target for the challenge was 15.8 %, and a result of 17.5 % was achieved, which means a recognition rate in 2025 of 114.5 %.

### Recurring efficiency ratio (CER) (15 %)

**Definition:** This represents the weight of recurring expenses in relation to the bank's gross income. It is calculated as the percentage ratio of the Group's recurring expenses to the gross income.

The degree of compliance with the efficiency ratio in 2025 has been calculated as follows: 6,427 (recurring expenses) / 15,667 (gross income).

The target for the challenge was 41 %, and a result of 39.4 % has been achieved, which means a degree of achievement of the challenge in the year 2025 of 118,8 %.

### NPA variation (10 %)

**Definition:** This is the change, in absolute terms, in the Group's problematic assets (defined as non-performing and foreclosed loans and auction rights).

The degree of compliance with this metric in 2025 has been calculated as follows: the target for the challenge was a variation of -€1,278 million, and a result of -€2,345 million was achieved, meaning the degree of achievement of the challenge in 2025 is the maximum of 120 %.

### Market share (10 %)

**Definition:** This metric measures the variation in overall market share, including credit and funds from the non-financial private sector in Spain.

For its measurement, the average market share from September to November 2025 is compared with the average market share from September to November 2024. The resulting variation of +0.08 percentage points implies a degree of achievement of this challenge of 100 %, as the range set for this degree of achievement was between +0.02 and +0.22 percentage points.

## NON-FINANCIAL CORPORATE CRITERIA:

### Risk Appetite Framework (RAF): (20%)

**Definition:** To calculate the fulfilment of the objective related to the RAF metric, an aggregation of the tier 1 metrics scorecard of the Company's Risk Appetite Framework is used. This scorecard consists of quantitative metrics that measure the different types of risk, for which the Board of Directors establishes areas of appetite (green), tolerance (amber) or non-compliance (red), and determines the scale of fulfilment that establishes penalty or bonus percentages according to the variation of each metric, between the actual situation at the end of the year and that initially forecast for the same year in the budget.

For 2025, the set objective did not allow exceeding 100 % achievement, given the starting point and budget, where all metrics were initially in green. The final number of amber indicators for the metrics was 1, which was the budgeted target, meaning that, based on the compliance scale, 100% fulfilment was achieved in 2025.

The RAF scorecard enables the monitoring of financial, non-financial, and cross-cutting risks. In particular, it includes risks such as operational risk, conduct risk and reputational risk. The scope of these metrics covers the entire CaixaBank Group. From a reputational perspective, the scorecard directly considers sustainability-related aspects, as well as those linked to cybersecurity, data protection and customer experience. These aspects, in turn, are the ones that emerge as material in the Double Materiality Study 2025.



### Sustainability (10 %)

**Definition:** Synthetic metric that encompassed four different indicators (mobilisation of sustainable finance, engagement with companies under the Net Zero perimeter, position in main ESG ratings and % of female directors), each with a weight of 25%.

The calculation of sustainable finance mobilised (not considering the market effect in the figure for the increase of sustainable assets under management) is determined on a straight line basis between the result achieved of €46,167 million and the challenge set in line with the sustainability plan for 2025, which was €33,928 million, making for a 120 % achievement rate.

This challenge is directly related to the commitment assumed in the Strategic Plan to become a European leader in Sustainability and is linked to the material sub-theme of "Offer of products and services with ESG characteristics" included in the Double Materiality Study 2025.

As regards the percentage of companies under the Net Zero perimeter with which engagement has been performed during the year to align borrowers with the commitments acquired by the Bank, the achievement level was 93.9 %, which compared to the original target of 90 %, making for an achievement rate of 107.8 %.

In the challenge concerning the recognition of the main sustainability ratings, above the average of the peers included in the Euro Stoxx Banks index, the Bank placed above average in five of the five ratings considered, representing an achievement rate of 120 %.

The result of the challenge for the percentage of women in management positions was 44 %, which compared to the challenge of 43.9 %, represents an achievement rate of 120 %.

This challenge features in the Double Materiality Study 2025 and is linked to the material subtopic "Diversity, Equity and Inclusion".

Consequently, the final achievement of the weighted synthetic challenge is 117%.

### Quality (15 %)

**Definition:** This metric combines the Net Promoter Score index (customers who recommend us) from different areas of the organisation. 60% based on the Relational NPS and 40% based on a synthetic Transactional NPS, which measures satisfaction after interacting with the Bank's different channels.

#### THE OBJECTIVE OF THE CHALLENGE WAS:

- | Relational NPS: 21%
- | Transactional NPS: 67%

#### HAVING REACHED A RESULT OF:

- | Relational NPS: 20,8%
- | Transactional NPS: 67,9%

Therefore, the degree of achievement of the challenge in 2025 is 101.8 %.

This challenge is related to material subtopic "Value proposition, responsible marketing and customer satisfaction" included in the 2025 Double Materiality Assessment, and reflects CaixaBank's commitment to maintain an efficient customer service model adapted to customer preferences, measuring quality by specific segments, pursuing the financial inclusion of all of society, as set out in our 2025-2027 Strategic Plan.

### Compliance (Adjustment of 5 %)

**Definition:** The adjustment is determined based on high- and medium-risk regulatory compliance GAPS identified by the Compliance department. A penalty of up to 5 % of the total variable remuneration granted will be applied depending on the number of GAPS and the timeframe for resolution.

Considering the number of high- and medium-criticality GAPS that have remained unresolved for more than 6 and 12 months as of the end of the 2025



## CORPORATE CHALLENGES FOR EXECUTIVE DIRECTORS' VARIABLE REMUNERATION (2023-2025 ADJUSTMENTS) OF THE 2023 VR SCHEME

### Multi-year factor measurement metrics

The multi-year corporate challenges, with a 100 % weighting, are set annually by the Board, based on a proposal from the Remuneration Committee, with an achievement range of [0 %-100 %]. These targets serve as a potential reduction adjustment to deferred variable remuneration. The determination of the 2023-2025 multi-year challenge is based on the following concepts aligned with strategic objectives:

Criteria	Metric	Weighting	Target Value	Degree of compliance	Degree of penalty	Result	Penalty
Corporate	CET1	25%	RAF measure for risk tolerance in green	Red = 0 %	100%	Green	0%
				Amber = 50 %	50%		
				Green = 100 %	0%		
	TSR	25%	Value of the Euro Stoxx Banks index – Gross Return index	>= index = 100 %	0%	28,3 points above the index	0%
			<index = 0 %	100%			
	Multi-year ROTE	25%	Average of amounts challenged annually over the measurement period	>Average = 100 %	0%	116%	0%
			Between 80 % and 100 %	Between 0 and 100%			
			< 80% = 0%	100%			
	Sustainability	25%	€ 66,961 million	> = € 66,961 million = 100%	0%	€ 105,611 million	0%
			Between €50,221 million and €66,961 million = between 75 % and 100 %	Between 0 and 100%			
			< € 50,221 million = 0%	100%			

Based on the above results, the Board of Directors, upon proposal of the Remuneration Committee, has approved a 0% adjustment of the portion of variable remuneration linked to multi-year measurement factors.

As a result, no multi-year factor adjustment applies to payments scheduled for 2027, 2028 and 2029 under the 2023 variable remuneration scheme for the Chief Executive Officer, without prejudice to the remaining conditions of the system for granting, vesting and payment of executive directors' variable remuneration, as stipulated in the Remuneration Policy.

The metrics associated with the multi-year factors are described below:

**CETI (25 %)**

**Definition:** Metrics linked to the colour (tolerance level) of the indicator in the CETI RAF at the end of the multi-year period.

**Total shareholder return (TSR) (25 %)**

**Definition:** Comparison of the performance of CaixaBank's TSR in relation to the performance of the TSR of the Euro Stoxx Banks index – Gross Return (SX7GT) during the period considered.

**Multi-year ROTE (25 %)**

**Definition:** Set as the average achievement of the ROTE challenge for each of the years of the multi-year measurement period.

**Sustainability (25 %)**

**Definition:** The amount mobilised resulting from the sum of sustainable financing for individuals, businesses, and Corporate International Banking (including MicroBank), and sustainable brokerage in channelling third-party resources toward sustainable investments (proportional participation in the placement of green, social, and/or sustainable bonds and the growth in the assets under management in sustainable products under the Sustainable Finance Disclosure Regulation (SFDR)).

The aforementioned metrics are linked to achievement scales. If the targets set for each metric are not met within the three-year measurement period, they may reduce the deferred portion of variable remuneration still pending payment, but they can never increase it.



## DETERMINATION OF VARIABLE REMUNERATION WITH MULTI-YEAR METRICS

The final determination of the variable remuneration entitlement in the form of a bonus must be approved by the Board, based on a proposal from the Remuneration Committee.

Following the evaluation of all previous objectives, the Board of Directors has reached the following conclusions:

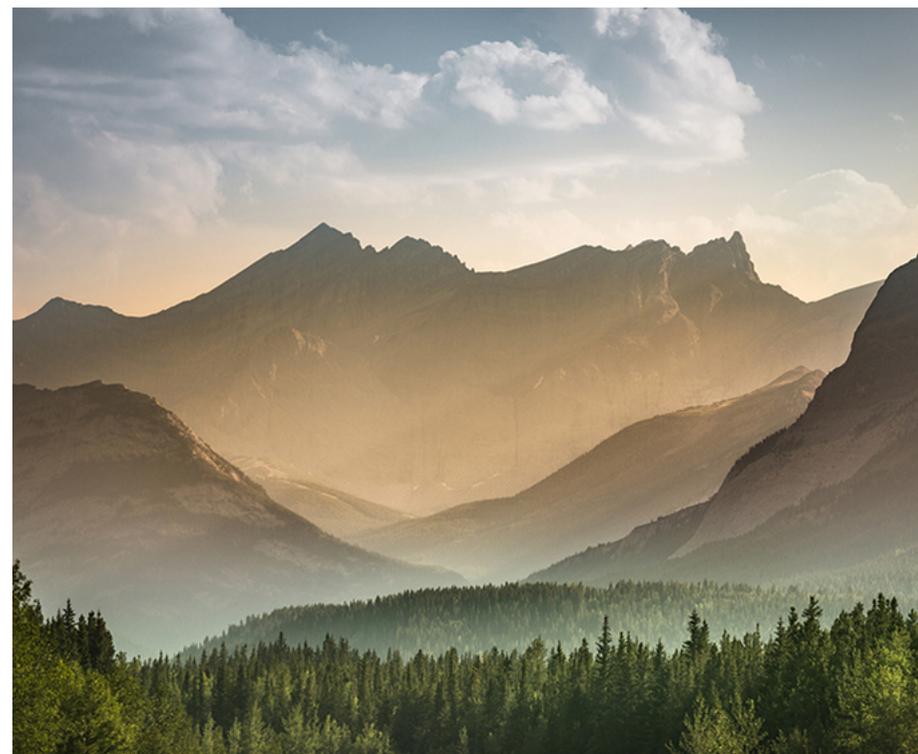
### % ACHIEVEMENT OF CHALLENGES FOR THE PURPOSE OF GRANTING VARIABLE REMUNERATION IN THE FORM OF A BONUS

#### \_CHIEF EXECUTIVE OFFICER

Variable remuneration with multi-year metrics – 2025 target (thousands of €)	% achievement of corporate challenges	Variable remuneration with multi-year metrics – 2025 (thousands of €)
1,750	109.69%	1,920

Variable remuneration in the form of a bonus accrued by the Chief Executive Officer, approved by the Board of Directors, based on a proposal from the Remuneration Committee, stood at €1,919,575 in the financial year 2025, equivalent to 60.3 % of total annual fixed components and 37 % of his total remuneration.

Variable remuneration 2025	% accumulated settlement of variable remuneration in bonus format per financial year	Settlement instrument	% of variable remuneration in bonus format for the relevant financial year	Equivalent gross number of shares	Equivalent remuneration (thousands of €)
Initial portion	40%	Shares	20%	36,095	384
		Cash	20%		384
Deferred remuneration	24%	Shares	17%	30,321	322
		Cash	7%		138
Subject to Multi-Year Factors	36%	Shares	25%	45,480	484
		Cash	11%		207



## DEFERRAL AND PAYMENT IN VARIABLE REMUNERATION INSTRUMENTS

**\_GONZALO GORTÁZAR – CHIEF EXECUTIVE OFFICER**

*Variable remuneration components accrued in 2025 by the Chief Executive Officer:*

<b>Variable remuneration*</b>	<b>Settlement instrument</b>	<b>% of variable remuneration under the LTI format for the year in question</b>	<b>Equivalent gross number of shares</b>	<b>% accumulated settlement of variable remuneration under the LTI format for each year</b>	<b>Equivalent remuneration at the grant date (thousands of €)<sup>1</sup></b>	<b>Unrealised deferred remuneration (thousands of €)</b>
Payment of upfront variable remuneration for 2025	Shares	20%	36,095	40%	384	1,152
	Cash	20%			384	
Payment of deferred variable remuneration for 2024	Shares	8%	19,709	52%	110	631
	Cash	4%			47	
Payment of deferred variable remuneration for 2023	Shares	8%	24,428	64%	95	409
	Cash	4%			41	
Payment of deferred variable remuneration for 2022	Shares	8%	23,374	76%	91	261
	Cash	4%			39	
Payment of deferred variable remuneration for the 2021 bonus	Shares	6%	18,140	88%	50	99
	Cash	6%			50	

\* In 2020, the Chief Executive Officer voluntarily waived the annual variable remuneration in the form of a bonus for that year as an act of responsibility for the exceptional economic and social situation generated by COVID-19.

Interest and returns on deferred variable remuneration accrued in the year by the Chief Executive Officer in the form of a bonus amounted to €13,454 and are included under “Other items” in point 7.C.1. a) i) in the statistical annex.

<sup>1</sup> Given that, at the date of authorisation for issue of this report, the shares indicated had not been delivered to their beneficiaries, for the purposes of calculating their cash value and complying with the statistical annex, the same average price used to calculate the share portion of the variable remuneration 2025 was used, which corresponds to the average closing price of CaixaBank shares on the stock market sessions running from 1 to 31 January 2026, which was €10.636/share.

## LONG-TERM VARIABLE COMPONENTS OF THE REMUNERATION SYSTEMS FROM PRIOR YEARS

### CONDITIONAL ANNUAL INCENTIVES PLAN LINKED TO THE 2019-2021 STRATEGIC PLAN

On 5 April 2019, the Annual General Meeting approved the implementation of a Conditional Annual Incentives Plan (“CAIP”) linked to the 2019-2021 Strategic Plan, whereby eligible subjects may receive a number of CaixaBank shares once a certain period of time has elapsed and provided the strategic objectives and a set of specific requirements are met.

The CAIP involved the allocation of units in 2019, 2020, and 2021 to each beneficiary, serving as the basis for determining the number of CaixaBank shares to be delivered once the final number of units was determined based on the annual performance objectives of the first measurement period (annual) and the adjustment made during the second measurement period (3 years) of each cycle.

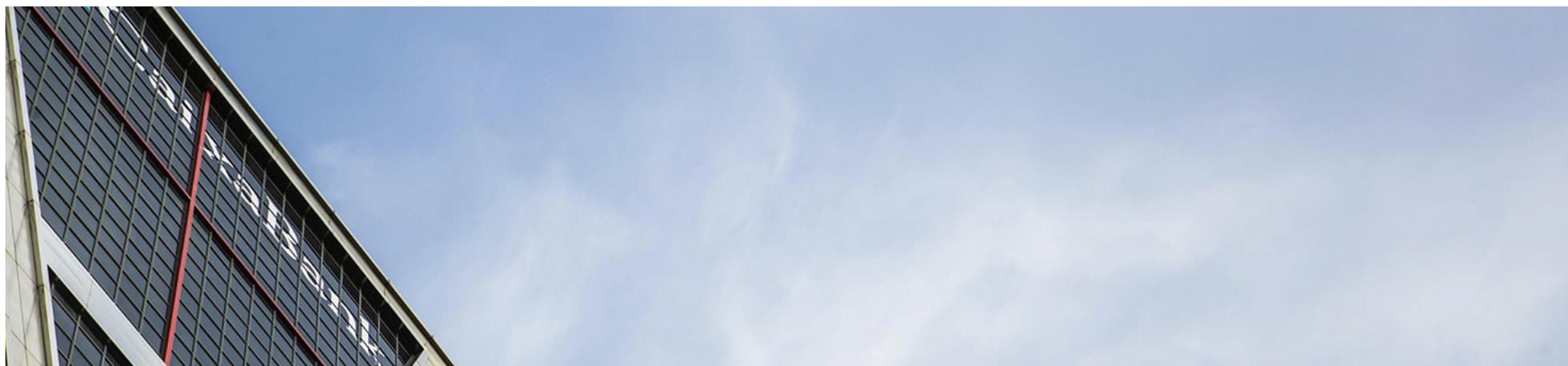
Regarding the second cycle of the plan, as a responsibility measure by CaixaBank Management due to the exceptional economic and social situation caused by COVID-19, the Board of Directors approved, in its session on 16 April 2020, the non-allocation of shares to beneficiaries of the second cycle of the plan.

All relevant information regarding the determination and achievement of the first and third cycles of the CAIP can be found in the 2023 ARRD and previous reports.

The remuneration accrued in 2025 linked to the third CAIP cycle for the Chief Executive Officer is broken down below:

### \_GONZALO GORTÁZAR – CHIEF EXECUTIVE OFFICER

Long-term variable components of remuneration	Settlement instrument	% of variable remuneration under the LTI for the year in question	Gross number of shares	% accumulated of variable remuneration under the LTI for each year	Unrealised deferred remuneration in gross shares
Payment of 3 <sup>rd</sup> CAIP cycle 2019-2021	Shares	33%	35,568	67%	35,568



## COMMON REQUIREMENTS APPLICABLE TO VARIABLE REMUNERATION

### RETENTION POLICY

The instruments delivered are subject to a three-year retention period, during which time they may not be disposed of by the Director.

However, one year after the 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 the change in the price of the instruments for a market value equivalent to an amount of at least twice his/her annual fixed remuneration through the ownership of shares, options, rights to deliver shares or other financial instruments reflecting the market value of CaixaBank.

In addition, after the first year of holding, the Director may dispose of the instruments to the extent necessary to meet the costs related to their acquisition or, subject to the favourable opinion of the Remuneration Committee, to meet any extraordinary situations that may arise.

During the retention period, the exercise of the rights conferred by the instruments is vested in the Director as the holder of the instruments.



### SITUATIONS IN WHICH VARIABLE REMUNERATION MAY BE REDUCED (MALUS)

The amounts of variable remuneration paid to executive directors shall be totally or partially reduced, including the amounts pending payment, whether cash or share-based payments, in the event of a poor financial performance by CaixaBank overall or by one of its divisions or areas, or because of any material exposure generated. In this regard, CaixaBank must compare the assessed performance with the subsequent performance of the variables that helped meet the targets. The assumptions that may give rise to the reduction of variable remuneration are as follows:

- | Material failures in risk management committed (such as serious breaches in the RAF, as ruled by the Global Risks Committee) by CaixaBank, or by a business unit or risk control unit, including the existence of qualified opinions in the external auditor's report or other circumstances that have the effect of impairing the financial parameters used to calculate the variable remuneration.
- | An increase in capital requirements for CaixaBank or one of its business units that was not envisaged at the time the exposure was generated.
- | Regulatory sanctions or adverse legal rulings attributable to the unit or the employee responsible for those proceedings and to the executive director.
- | Non-compliance with internal regulations or codes of conduct within the Group, including:
  - a. Serious or very serious breaches of regulations attributable to them.
  - b. Serious or very serious breaches of internal regulations.
  - c. Breach of the applicable suitability and behavioural requirements.
  - d. 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.
- | 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.
- | Fair disciplinary dismissal or, in the case of business contracts, with just cause by the Company (in this case a full deduction shall be made). Just cause shall be understood as any serious and culpable breach of the duties of loyalty, diligence and good faith pursuant to which the executive directors must discharge their duties at the Group, as well as any other serious and culpable breach of the obligations assumed under their contract, or any other organic or service-based relationship between the individual concerned and the Group.

- | When payment or vesting of the remuneration is not sustainable given CaixaBank's overall financial situation, or not justified in light of its results of the business unit or director.
- | Any other situation or circumstance that may be expressly included in the contract or imposed by applicable law and regulations.
- | Variable remuneration shall be reduced if, at the time of the performance assessment, CaixaBank is subject to any requirement or recommendation issued by a competent authority to restrict its dividend distribution policy, or if this is required by the competent authority under its regulatory powers.



#### SITUATIONS WARRANTING RECOVERY OF VARIABLE REMUNERATION (CLAWBACK)

- | If any of the above situations occurred prior to payment of any amount of variable remuneration but comes to light after payment has been made, and if it that situation would have led to the non-payment or all or part of that remuneration had it been known, then the executive director must repay CaixaBank the part of the variable remuneration that was unduly received, along with any interest or return the director may have earned on that undue payment.
- | Situations in which the executive director made a major contribution to poor financial results or losses will be treated as being particularly serious, as shall cases of fraud or other instances of wilful misconduct or gross negligence leading to significant losses.

The Remuneration Committee shall advise the Board of Directors on whether to reduce or abolish the director's right to receive deferred amounts, or whether to insist on the full or partial clawback of those amounts, depending on the circumstances of each case. Situations involving a reduction in variable remuneration will apply over the entire deferral period for that variable remuneration. Meanwhile, situations involving the clawback of variable remuneration will apply over the whole deferral and retention period for the variable remuneration, except where there has been wilful misconduct or gross negligence, in which case applicable law and regulations governing prescription periods will apply.

#### TERMINATION OR SUSPENSION OF PROFESSIONAL RELATIONS

Termination or suspension of professional relations, and departures due to invalidity, early retirement, retirement or partial retirement shall not interrupt the payment cycle of variable remuneration, notwithstanding the provision made for deductions and recovery of variable remuneration. In the event of the director's death, the People Division and the General Risks Division shall work together to determine and, as the case may be, propose a suitable calculation and payment process for pending payment cycles under criteria compatible with the general principles contained in the LOSS, its implementing regulations and CaixaBank's own Remuneration Policy.

#### SPECIAL SITUATIONS

In unforeseen special situations (i.e. corporate transactions affecting the ownership of the instruments delivered or deferred), specific solutions must be applied in line with the LOSS and the principles of the Remuneration Policy, so that the value of the consideration to which such situations relate is not artificially diluted or altered.

#### INCOMPATIBILITY WITH PERSONAL HEDGING STRATEGIES OR AVOIDANCE MECHANISMS.

Executive directors undertake not to use personal hedging strategies or insurance policies linked to their remuneration that would undermine the alignment with sound risk management, which their remuneration systems are designed to promote. Furthermore, CaixaBank will not grant variable remuneration through instruments or methods intended to, or effectively resulting in, non-compliance with the applicable executive directors' remuneration requirements.

## CONTRIBUTIONS TO PENSION SCHEMES AND OTHER BENEFITS

Executive Directors may be entitled, as part of their normal remuneration package, to a supplementary pension scheme in addition to the ordinary employee scheme. If they hold a commercial contract, they may be eligible for specific pension schemes equivalent to the complementary pension scheme.

The commitments assumed with the executive directors can be of a contribution defined for the cases of retirement, disability and death, and additionally coverage for service can be defined for the cases of disability and death. These commitments will be instrumented through an insurance contract.

### NON-DISCRETIONARY CHARACTER

With the exception of the mandatory variable-base contributions, the benefit or contribution system for the pension scheme does not qualify as a discretionary benefit system. It must be applied to the person, meaning that the individual will be eligible upon becoming an executive director or otherwise qualifying for a change in their remuneration, whether as a lump sum or an amount linked to their fixed remuneration, depending on the terms of their contract.

The amount of the contributions or the degree of coverage of the benefits: (i) must be pre-defined at the start of the year and clearly set out in the

contract; (ii) may not originate from variable parameters; (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) must not be related to substantial changes in the terms of retirement (including any changes arising from merger processes or business combinations).

### ELIMINATION OF DUPLICITIES

The contributions paid to pension schemes shall be less the amount of any contributions made under equivalent instruments or policies that may be established as a result of positions held at Group companies or at other companies on CaixaBank's behalf. This procedure must also be applied for provisions that must be adjusted to avoid overlap or duplication.

### RIGHTS CONSOLIDATION SCHEME

If applicable, executive directors will retain their economic rights over the pension scheme in the event of termination or cessation of the professional relationship before the covered contingencies occur, unless such termination is due to just cause, as applicable, or for other specific reasons outlined in their contracts. No payments are planned at the effective date of termination or cessation of the professional relationship.

### MANDATORY CONTRIBUTIONS FOR VARIABLE REMUNERATION

15 % of the contributions paid to complementary pension schemes will be considered an on-target amount (while the remaining 85 % is treated as a fixed component). This amount is determined following the same principles and procedures established for the award of remuneration based on annual factors within the variable remuneration scheme with multi-year metrics and is allocated to a Discretionary Pension Benefits policy.

The contribution shall be considered deferred variable remuneration. Accordingly, the Discretionary Benefits Pension Policy shall contain clauses ensuring that the contribution is explicitly subject to the same malus and clawback clauses described above for variable remuneration with multi-year metrics. It shall also count towards the relevant limits on the total amount of variable remuneration.

If the executive director leaves the Bank to take up retirement or leaves prematurely for any other reason, the discretionary pension benefits shall be subject to a lock-up period of five years from the date on which the director ceases to provide services at the Bank. During the lock-up period, the Bank shall apply the same requirements in relation to the malus and clawback clauses described above.

The following table shows the accrued remuneration of executive directors in 2025 through long-term savings systems:

#### REMUNERATION THROUGH LONG-TERM SAVINGS SCHEMES FOR EXECUTIVE DIRECTORS

##### Long-term savings system (defined contribution)

	Position	Fixed component (85%) (thousands of €)	Variable component (15%) (thousands of €)	Coverage for death, permanent disability and severe invalidity (thousands of €)	Total (thousands of €)	
	Gonzalo Gortázar	Chief Executive Officer	471	92	111	674
<b>Total per item 2025</b>			<b>471</b>	<b>92</b>	<b>111</b>	<b>674</b>
	Gonzalo Gortázar	Chief Executive Officer	471	99	98	668
	José Ignacio Goirigolzarri	Executive Chairman			128	128
<b>Total per item 2024</b>			<b>471</b>	<b>99</b>	<b>226</b>	<b>796</b>

The following table shows contributions in the form of variable remuneration made to the pension system of the Chief Executive Officer during the year now ended.

Target contribution to the pension system for the 2025 financial year (thousands of €)	Variable-based contribution (15%) (thousands of €)	Annual corporate challenge results 2024	Contributions to the pension system based on variable remuneration for the 2025 financial year (thousands of €)
554	83	110.25%	92



REMUNERATIONS TO BOARD MEMBERS AS CONSIDERATION FOR REPRESENTING CAIXABANK

In accordance with the remuneration amounts currently set for the respective companies, which are included within the Total Fixed Annual Remuneration of Directors, the payments related to Directors' roles within the Group or in other companies in the interest of CaixaBank are as follows:

**\_REMUNERATION FOR POSITIONS IN GROUP COMPANIES AND OTHER COMPANIES ON BEHALF OF CAIXABANK**

<b>(thousands of €)</b>	<b>Position</b>	<b>Investee</b>	<b>Total</b>
Gonzalo Gortázar	Director	Banco BPI, S.A.	63
Gonzalo Gortázar	Chairman	CaixaBank Payments & Consumer	32
Gonzalo Gortázar	Chairman	VidaCaixa	214
Tomás Muniesa	Chairman	ECSC	17
Pablo Forero	Chairman	CaixaBank Asset Management, S.G.I.I.C., SAU <sup>1</sup>	45
<b>Total per item 2025</b>			<b>371</b>

REMUNERATION OF BOARD MEMBERS OUTSIDE THEIR ROLE AS DIRECTOR

Fernando Maria Ulrich Costa Duarte is non-executive Chairman of the Board of Directors of Banco BPI. The remuneration received for his membership on this Board amounts to 750,000 euros.



<sup>1</sup> On 24 July 2025, Mr Pablo Forero resigned as a member and Chairman of the Board of Directors.

# 04. Terms and conditions of general contracts and of those of the Chief Executive Officer

## 4.1 GENERAL CONTRACT CONDITIONS

**Type of contract:** The type of contract will be determined by the level of management functions performed beyond the mere role of director, in accordance with, among others, the doctrine of the Supreme Court regarding the so-called "link theory".

**Term:** In general, contracts shall be drawn up for an indefinite term.

**Description of functions, dedication, exclusivity and incompatibilities:** The contract shall provide a clear description of the duties and responsibilities to be undertaken and the functional location of the subject and to whom he or she reports within the organisational and governance structure of CaixaBank. It must likewise stipulate the duty of exclusive dedication to the Group, without prejudice to other authorised activities in the interests of the CaixaBank Group or occasional teaching activities and participation in conferences or responsibilities at own or family-run businesses, provided these activities do not prevent the director from discharging their duties diligently and loyally at CaixaBank and do not pose a conflict of interest with the Company.

Executive directors will be subject to the legal system governing incompatibilities from serving as director.

Other continuity conditions which are in CaixaBank's best interests may also be agreed in the contracts.

**Compliance with duties and obligation of confidentiality:** The contract shall contain certain obligations requiring the director to discharge the duties inherent to the role of director, as well as non-disclosure obligations in respect of the information to which the director becomes privy while holding office.

**Coverage of civil liability and compensation:** Executive directors and all other directors are named as the insured parties under the civil liability insurance policy taken out for Group directors and managers.

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.



**Post-contractual non-compete agreements:** The contracts will include post-contractual non-compete obligations in relation to financial activities, to remain binding and in effect for no less than one year following the termination of the contract. Unless otherwise justified, consideration for non-compete undertakings shall be set as the sum of all fixed components of remuneration that the executive director received over the term of that undertaking. The amount of the consideration will be divided into equal instalments and paid at regular intervals over the non-compete period.

Breach of the post-contractual non-compete undertaking will entitle CaixaBank to seek and obtain compensation from the executive director for a proportional amount of the consideration effectively paid.

**Early termination clauses:** Contracts shall set out the situations in which executive directors may terminate their contract with the right to compensation. These may include breach of contract on the part of CaixaBank, wrongful or unfair dismissal or a change of control at the Company.

Likewise, the contracts must recognise CaixaBank's right to terminate the contract in the event of breach by the executive director, in which case no compensation will be payable to the director.

In any case of contract termination, CaixaBank reserves the right to require executive directors to resign from any positions or functions held in companies in the interest of CaixaBank.

Contracts shall provide for a notice period of at least three months and adequate compensation in case of non-compliance, proportionate to the fixed remuneration accrued during the unfulfilled periods.

The amount of compensation payable for contract termination will be established at all times such that it does not exceed legal limits on the maximum ratio of variable remuneration, as per EBA criteria. Payments for early termination must be based on the results secured over time, and must not compensate poor results or undue conduct.

The payment of early termination compensation that is considered variable remuneration will be deferred and paid in accordance with the provisions for variable remuneration and will be subject to the same reduction and clawback conditions as described.

**Payments for cancellation of previous contracts:**

Where remuneration packages relating to compensation for departure from previous contracts are agreed to, these should be tailored to the long-term interests of the Bank by applying the limits and requirements set out in the LOSS and the EBA Guidelines, with pay cycle provisions similar to those set out in the Remuneration Policy for variable remuneration.

**Other contract conditions:** The contracts may contain standard contractual clauses compatible with the Act on the Organisation, Supervision and Solvency of Credit Institutions, the Capital Enterprises Act, other applicable law and regulations and the Remuneration Policy.



## 4.2 SPECIAL TERMS OF THE CHIEF EXECUTIVE OFFICER'S CONTRACT

Appointment	Special terms of the Chief Executive Officer's contract
<b>Type of contract</b>	Commercial contract
<b>Term</b>	Indefinite-term contract
<b>Description of functions, dedication, exclusivity and incompatibilities</b>	The contract shall provide a clear description of the duties and responsibilities and of the obligation to work exclusively for CaixaBank. It contains no permanency conditions and includes provisions to ensure that the contract is consistent with the Remuneration Policy.
<b>Compliance with duties and confidentiality obligation</b>	It also contains clauses regarding compliance with duties, confidentiality and liability coverage.
<b>Coverage of civil liability and compensation</b>	Executive directors and all other directors are named as the insured parties under the civil liability insurance policy taken out for Group directors and managers
<b>Post-contractual non-compete undertakings</b>	<p>The contract contains a post-contractual non-compete undertakings of one year from termination, which encompasses any direct or indirect activity within the financial sector. The amount for the non-compete agreement is established as one year of the fixed components of his remuneration, and it shall be reduced by any sums received from Companies in the Group or at which he represents CaixaBank by way of compensation for post-contractual non-compete obligations. This compensation shall be paid in 12 equal monthly instalments, the first of which shall be payable at the end of the calendar month in which the director's service contract terminates. If the Chief Executive Officer breaches his post-contractual non-compete undertaking, he shall pay CaixaBank an amount equivalent to one year of his fixed remuneration.</p>
<b>Early termination clauses</b>	<p>Aside from the compensation payable under the non-compete clause, the Chief Executive Officer will be entitled to receive compensation amounting to one year of the fixed components of his remuneration if his services contract is terminated for any of the following reasons:</p> <ul style="list-style-type: none"> <li>(i) unilateral termination by the Chief Executive Officer due to a serious breach by the Company of the obligations set out in the services contract;</li> <li>(ii) unilateral termination by the Company without just cause;</li> <li>(iii) removal from or non-renewal of his position as Board member and of his duties as Chief Executive Officer without just cause; or</li> <li>(iv) acquisition of a controlling stake in the Company by an entity other than "la Caixa" Banking Foundation, or the transfer of all or a relevant part of the Company's business activities or assets and liabilities to a third party, or its integration within another business group that obtains control of the Company.</li> </ul> <p>The resulting amount of compensation must be paid in accordance with the law and the terms of the Remuneration Policy and shall also be reduced by any amounts of compensation received from the companies described in the preceding paragraph.</p> <p>To be eligible for the compensation, the Chief Executive Officer must simultaneously stand down from all posts of director or representative at other Group companies where he is representing the Company and at any external companies at which he may be acting on CaixaBank's behalf.</p> <p>Meanwhile, the Company may remove the Chief Executive Officer from his post and terminate his services contract with just cause in the following situations:</p> <ul style="list-style-type: none"> <li>(i) any serious and culpable breach of the duties of loyalty, diligence and good faith under which the Chief Executive Officer is bound to discharge his duties at the Group;</li> <li>(ii) where the Chief Executive Officer becomes unfit to hold office as such for reasons attributable to himself; or</li> <li>(iii) any other serious and culpable breach of the obligations assumed under the services contract, or any other organic or service-based relationship that may be established between the Chief Executive Officer and the respective entities at which he represents CaixaBank.</li> </ul> <p>If the services contract is terminated with just cause or voluntarily by the Chief Executive Officer for reasons other than those just described, he will not be entitled to the compensation described previously.</p> <p>In the case of voluntary resignation, at least three months' notice must be given. In the event of non-compliance, the executive director will be required to pay the Bank the amount corresponding to the fixed components of remuneration for the remaining period of the applicable term.</p>
<b>Other terms of contract</b>	The contract also contains provisions to ensure that it is consistent with the Remuneration Policy.

# 05. Director Remuneration Policy for 2026



The Annual General Meeting of Shareholders held on 11 April 2025 approved the Remuneration Policy for the financial years 2025 to 2028, inclusive.

Notwithstanding the foregoing, the Board considers it necessary to amend the Policy, to be approved at the General Meeting of Shareholders on 27 March 2026.

## Main changes to the Policy approved

The main changes to the Board Remuneration Policy are due to the updating of the economic conditions of the directors for their non-executive functions, as well as the different components of the Chief Executive Officer's remuneration.

- a. Update of directors' remuneration for their non-executive functions, as well as the proposed maximum overall remuneration amount, which is increased by 3 %. The average increase in remuneration is 3.32 %.
- b. Updating of the fixed and variable components of the Chief Executive Officer's remuneration. The increase is 3 % for fixed remuneration and contributions to savings plans and 49.7 % for the target variable remuneration. The overall increase is 19.7 %.
- c. Other minor adjustments and improvements in drafting accuracy are introduced which do not alter the meaning of the previous version of the Policy.

This proposal maintains a competitive remuneration system aimed at attracting, retaining and building loyalty among talented candidates for board positions with a view to guaranteeing that the high suitability requirements pursued by CaixaBank and required by sectoral legislation for credit institutions continue to be adequately met.



## 5.1 REMUNERATION OF DIRECTORS IN THEIR CAPACITY AS SUCH

The remuneration of members of the Board of Directors in their capacity as such consists solely of a fixed annual amount, the maximum figure of which is determined by the General Meeting of Shareholders and remains in force unless modified by the general meeting.

The amount established by the General Meeting of Shareholders shall be used to remunerate the Board of Directors and its committees and shall be distributed among members, as the Board sees fit, based on a recommendation from the Remuneration Committee. In apportioning the remuneration, the Board shall pay due regard to the duties and dedication of each member and any seats they occupy on the various committees. It shall also determine the frequency and method of payment, whether through bylaw-stipulated remuneration or others.

### REMUNERATION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS FOR THE EXERCISE OF HIS OFFICE

The remuneration accrued by the Chairman of the Board of Directors for the exercise of his office is justified given the special dedication expected of him in faithfully discharging his duties at such a large and complex a group as CaixaBank.

The Chairman is ultimately responsible for the smooth operating and running of the Board. In doing so, he shall call and chair Board meetings, set the agenda and steer discussions and debates. He shall also ensure that directors receive sufficient information ahead of Board meetings to enable them to discuss the agenda and shall endeavour to stimulate debate and the active involvement of all directors at meetings while safeguarding their right to form their own opinion and stance. The Chair of the CaixaBank Board also chairs CaixaBank's General Meeting of Shareholders.

In addition, without prejudice to the powers vested in the Chief Executive Officer and other authorisations and delegated powers, the Chair shall represent CaixaBank and its Group entities at the institutional level; act on behalf of the Company before sector organisations, sign on behalf of the Company any agreements that are necessary for legal or statutory reasons, contracts, accords or other legal instruments with public bodies and other entities; and act as the official representative of the Company vis-à-vis authorities, entities and third-party Spanish or foreign bodies. While, from a qualitative standpoint, the duties described above cannot be considered executive given their organic or

representative nature, from a quantitative standpoint, they entail a high degree of exclusive dedication to the Company of an intensity that is higher than that required of non-executive directors. Furthermore, given the size and complexity of CaixaBank and considering the idiosyncrasies in governance and other models and structures of the various entities, the non-executive functions of CaixaBank's Chair and the demands that these functions entail are not generally comparable to those of most of the entities comprising the benchmark group whose chairs have a non-executive function.

To this end, the updated remuneration proposed for the Chairman (€1,485,000) represents an increase of 3 % compared to 2025, which maintains the level of real remuneration, offsetting the effect of inflation.

### REMUNERATION OF DIRECTORS

Concerning directors' remuneration, the proposed increases in remuneration for their status as directors and for serving on Board committees also respond to the desire to maintain their real remuneration, offsetting inflation, while placing remuneration in line with the average of IBEX 35 companies and remaining below the average of IBEX 35 financial entities. The sample used for the comparison, carried out by the Bank together with Ernst & Young, is the same group of IBEX 35 companies and national and European banks used for the executive director benchmark, which is detailed in point 3 of this report.

The increases vary slightly depending on the committees, but generate an average increase in total remuneration of 3.43 %<sup>1</sup>, maintaining the level of actual remuneration.

In view of the foregoing, the maximum remuneration amount for all directors, without taking into account the remuneration for executive functions proposed for approval at the General Meeting of Shareholders of 27 March 2026, which will remain unchanged in subsequent years until the general meeting decides on a new figure and which will be applicable as from 1 January 2026, amounts to €5,150,000 (increase of 3 %) and its distribution may give rise to different remuneration for each of the directors. The proposed amounts for the current financial year are detailed below:

<sup>1</sup> 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.

## \_REMUNERATION FOR MEMBERSHIP OF THE BOARD AND BOARD COMMITTEES

<b>(thousands of €)</b>	<b>Total 2026</b>	<b>Total 2025</b>
Base remuneration of each Board member	114	110
Remuneration of the Chairman of the Board of Directors (includes base remuneration for acting as a member of Board)	1,599	1,551
Remuneration of the Lead Independent Director (includes base remuneration for acting as a member of Board)	159	153
Remuneration of each member of the Executive Committee	62	60
Remuneration of the Chair of the Executive Committee	93	90
Remuneration of each member of the Risks Committee	62	60
Remuneration of the Chair of the Risks Committee	93	90
Remuneration of each member of the Audit and Control Committee	62	60
Remuneration of the Chair of the Audit and Control Committee	93	90
Remuneration of each member of the Appointments and Sustainability Committee	44	42
Remuneration of the Chair of the Appointments and Sustainability Committee	65	63
Remuneration of each member of the Remuneration Committee	37	36
Remuneration of the Chair of the Remuneration Committee	56	54
Remuneration of each member of the Innovation, Technology and Digital Transformation Committee	37	36
<b>(thousands of €)</b>	<b>Total 2026</b>	<b>Total 2025</b>
Remuneration to be distributed in 2026 under the maximum remuneration to be approved at the 2026 General Meeting of Shareholders	5,150	5,000

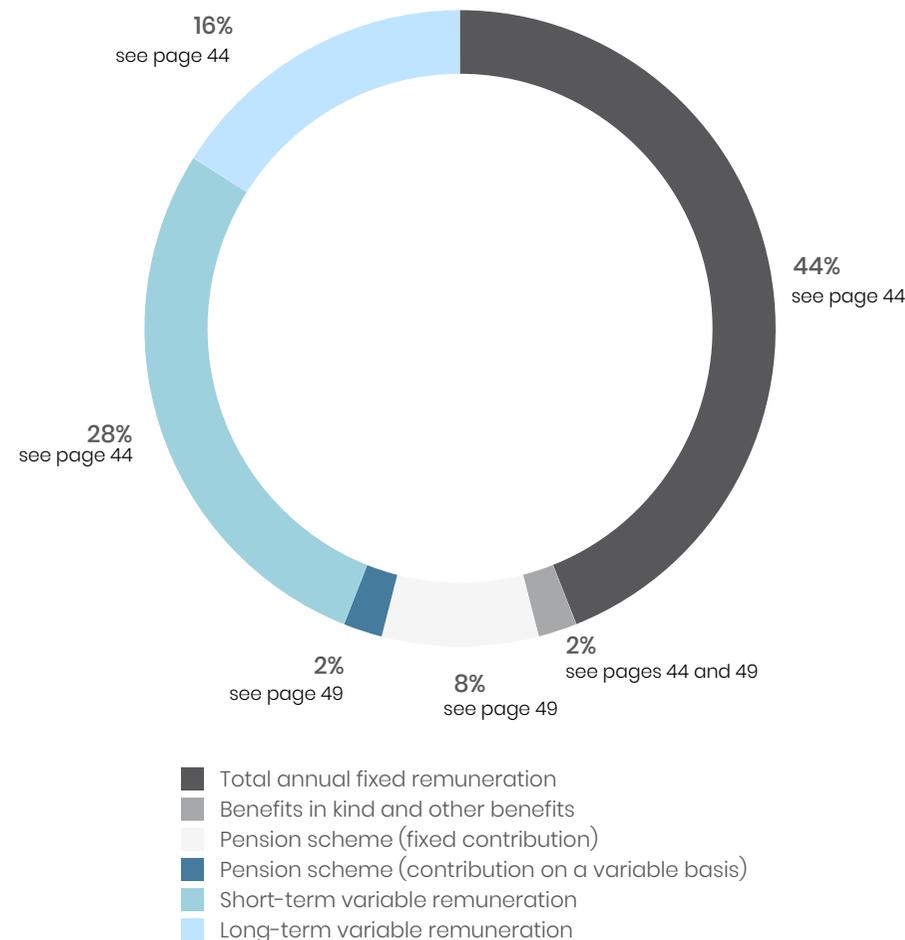


## 5.2 REMUNERATION OF DIRECTORS DISCHARGING EXECUTIVE FUNCTIONS

By way of summary, the remuneration mix corresponding to the package envisaged for CaixaBank's Chief Executive Officer in 2026 is reflected below. It should be noted that, from the start of 2025, the Chief Executive Officer assumed the executive responsibilities that previously fell to the Chairman, thus becoming the only director with executive functions.

### Preliminary considerations

- The leadership of the Chief Executive Officer and the excellent performance in this role have been decisive, both in ending 2025 well above the initial forecasts and in ensuring the 2025-2027 Strategic Plan began with operational and financial indicators clearly beyond the targets set in the Plan.
- 2025 was marked by the normalisation of interest rates and the acceleration of investment, with profitability remaining high. The ROTE stood at 17.5%, well above the cost of capital and historical average, and net profit reached €5,891 million.. Year-on-year growth stood at 1.8 % and performance was 15 % higher than expected by the consensus of analysts just before the start of the year.<sup>1</sup>



<sup>1</sup> Based on the analysts' consensus at year-end 2024.

- | Despite the significant investment effort to accelerate the Bank's transformation, one of the key pillars of the 2025-2027 Strategic Plan, the efficiency ratio, stood at 39.4 % in 2025, well below the average of European peers and 18 percentage points lower than in 2021, excluding extraordinary expenses, when the merger with Bankia was completed<sup>1</sup>.
- | The balance sheet has further strengthened its robustness, with capital and liquidity ratios well above regulatory requirements. The NPL ratio continued to fall, reaching a new historical low of 2.07 %, two years ahead of the target set in the 2025-2027e<sup>2</sup> Strategic Plan of around 2 % at the end of 2027. NPL coverage increased 8 percentage points in the year to 77 %, reaching its most comfortable level since 2013.
- | The focus on accelerating growth -another key pillar of the 2025-2027 Strategic Plan-, as well as the strong commercial drive, led to growth of 7 % in business volumes in 2025, compared to the Plan's initial target of >4 % compound annual growth rate (CAGR) 2025-2027e, supported by both assets and liabilities, and protection insurance premiums growing by 13 % (vs. the Plan's target of around 10 % CAGR 2025-2027e). Targets were surpassed for all major volume categories, while the customer base grew by approximately 390,000 during the year<sup>3</sup> and market share was gained across the market<sup>4</sup>: +100 bps in penetration of individual customers, +14 bps in loans and advances to customers, +12 bps in deposits, +19 bps in savings insurance, +119 bps in life insurance and +27 bps in direct payroll deposits. Gaining share from a leading position is a particularly noteworthy achievement.
- | In the ESG area, the main objectives for the year were also comfortably met. The mobilisation of sustainable financing reached €46,167 million in 2025, 136 % of the annual target (€33,928 million) and contributed to the goal of mobilising more than €100 billion over the 2025-2027 period. In addition, the objective of performing annual *engagement* actions was met, with 90 % of the companies with credit exposure in sectors under the Net Zero perimeter coming to approximately 94 %. In 2025, progress was also made towards the goal of becoming a sustainability benchmark, with improvements in the main ratings. CaixaBank was the only Spanish bank to achieve MSCI's highest rating of AAA (Leader) (previously

AA) and improved its Sustainability ESG Risk Rating to 9.5 points, "Negligible" risk (from 13 points previously, considered "Low" risk).

As a result, the company's leadership in its reference market and its financial and operational strength were reinforced once again, placing it in its best position in more than a decade.



<sup>1</sup> Based on the information published by the individual banks as at 30 January 2026, the average cost-to-income ratio of the 10 largest banks by market capitalisation in the Euro Stoxx Banks index was 51.1 %.

<sup>2</sup> 2025-27e refers to the financial targets set for the end of the plan.

<sup>3</sup> In Spain.

<sup>4</sup> Penetration and market share in Spain.

2. The solid start to the 2025–2027 Strategic Plan and the excellent operational and financial performance recorded during its first year not only places the bank in an optimal position to continue to successfully implement its strategic priorities, but significantly strengthens the Group's future prospects. This has enabled CaixaBank to increase its medium-term objective, in terms of growth, profitability, efficiency and credit quality, with an improvement in the main objectives of the Strategic Plan in place, including:

- | Profitability (ROTE 2027e): target revised upwards to "~20 %" (vs. ">16 %" initially).
- | Cost-to-income ratio (2027e): Target revised downwards to "high 30s" (vs. "low 40s" initially).
- | Growth in business volume (CAGR 2025–2027e): revised upwards to "~6 %" (vs. ">4 %" initially).
- | NPL ratio (2027e): Target revised downwards to "<1.75 %" (vs. "~2 %" initially).
- | Capital and distribution targets: remain the same.

This improvement reflects the well-defined strategic direction and a disciplined and rigorous focus on execution driven by senior management, enabling the bank not only to far exceed the expectations set out in the Plan presented to the market in November 2024, but also to expand its objectives for the future.

3. The share price performance reflects the market's confidence in the Bank's strategy and management, as well as the positive assessment of the Bank's more ambitious Plan following its very solid start and focus on growth and transformation.

- | Year-on-year revaluation in 2025 exceeded that of the benchmark indices, with the share price reaching new all-time highs: +99.5 % CaixaBank; +80.3 % Euro Stoxx Banks; +49.3 % IBEX 35. Given this year's performance, the accumulated appreciation since the end of 2021 stands at +332.7% for CaixaBank, compared with +162.1% for Euro Stoxx Banks and +98.6% for the IBEX 35. Despite this strong revaluation, c. 85% of analysts covering the stock maintained a Buy or Hold recommendation at year-end 2025<sup>1</sup>.
- | CaixaBank moved up in the market capitalisation ranking of euro area financial institutions included in the Euro Stoxx Banks index, currently placing 6th.<sup>2</sup> This means that it has climbed 2 positions since the close of 2024 and 5 positions in the last 10 years.
- | CaixaBank is now quoted at a quality premium compared to the rest of its Eurozone peers: At the end of 2025, CaixaBank was trading at a PER26 > 12.4 times, above the Euro Stoxx Banks index average (11.2 times) and also above any of the 20 largest banks by market capitalisation in the index at that date. This differential reflects the market's confidence in the quality of the franchise and the visibility of its future results.
- | On the day the update of the 2025–27e Plan<sup>3</sup> objectives was released, CaixaBank's share price rose +6.7% (vs. +1.8% for Euro Stoxx Banks), underscoring the market's positive reaction.



<sup>1</sup> Based on analysts' consensus as of 30 January 2026.

<sup>2</sup> At 9 February 2026.

<sup>3</sup> At year-end 2025.



4. Financial strength has also been reflected in improved credit ratings and credit markets.

| In 2025, Moody's and S&P Global upgraded the rating of all CaixaBank's debt instruments. Specifically, the long-term issuer ratings were set at A2 (from A3) and A+ (from A), respectively. In addition, Moody's upgraded the short-term rating to P-1 from P-2. Meanwhile, Fitch upgraded the short-term rating to F1 and revised the long-term rating outlook to A- positive (from A- stable). Similarly, Moody's & S&P Global upgraded the ratings on CaixaBank's mortgage covered bond programme to the maximum level of Aaa and AAA, respectively.

| The continued improvement in balance sheet strength has also been reflected in the secondary credit markets, with a reduction in the spreads demanded by investors on the Bank's debt. For example, according to Bloomberg data, CaixaBank's senior non-preferred bond issued in January 2025, maturing in 2036, moved from trading at a risk premium over the Euribor curve of 135 bps at issuance to around 100 bps by year-end. The change in this spread versus German government debt was similar.

5. In an increasingly complex competitive environment – marked by technological disruption, the appearance of new competitors, a growing domestic market and an increasing demand for highly specialist profiles with leadership and implementation skills – at the same time as new opportunities, the retention and loyalty of talent takes on even greater strategic relevance. This is key to ensuring the future performance of the entity, reinforcing its leadership and guaranteeing the sustained achievement of its strategic objectives.

In this context, the appropriate remuneration of the functions performed, as well as the level of dedication, responsibility and commitment required, is reaffirmed as an essential pillar of the Group's Remuneration Policy . This approach not only ensures full alignment with corporate objectives, but also acts as an essential mitigating mechanism against the growing risk of losing key talent and critical professionals. It also preserves vision and ability to execute in a particularly demanding environment, especially when the stock is trading at a premium to its peers, which naturally increases expectations of performance and consistency in value creation for all its stakeholders .

Consequently, and based on the proposal from the Remuneration Committee, the Board of Directors considers it essential to establish a fully adequate and competitive remuneration level relative to comparable entities, drawing on professional salary surveys and benchmark studies by leading specialised firms<sup>1</sup>.

6. In addition, this Remuneration Policy aims to continue promoting a balanced weighting between fixed and variable remuneration, in line with market best practices and investor-community preferences.
7. Comparison with reference peers shows that greater convergence remains in the remuneration of the Chief Executive Officer, which continues to evolve in line with comparable international standards.

The 2025 remuneration benchmarking was carried out by the external advisor WTW/Willis Towers Watson, taking as a reference two groups of entities selected for their comparability with the CaixaBank Group at present, in terms of business model or size and relevance. The first group is composed of peers listed on the IBEX 35 and the second is composed

<sup>1</sup> The Remuneration Committee was advised by Ernst & Young Abogados S.L.P. ("EY") in the preparation the amendment to the Remuneration Policy, which will be submitted to the 2026 Annual General Meeting of Shareholders, as well as Willis Towers Watson for market analysis and benchmarking regarding the remuneration and compensation of executive directors and senior management.

of European financial institutions. See Section 3.2. of this report for more details.

As regards the IBEX 35, in an overall view, CaixaBank's size (by income, market capitalisation, assets and employees) is among the 75th percentile (income and employees) and 90th percentile (market capitalisation and assets) of the market. In comparison with European financial institutions, CaixaBank's overall size is around the median and around the 75th percentile in terms of market capitalisation.

The main conclusions of the remuneration performance analysis compared to both benchmarks are as follows:

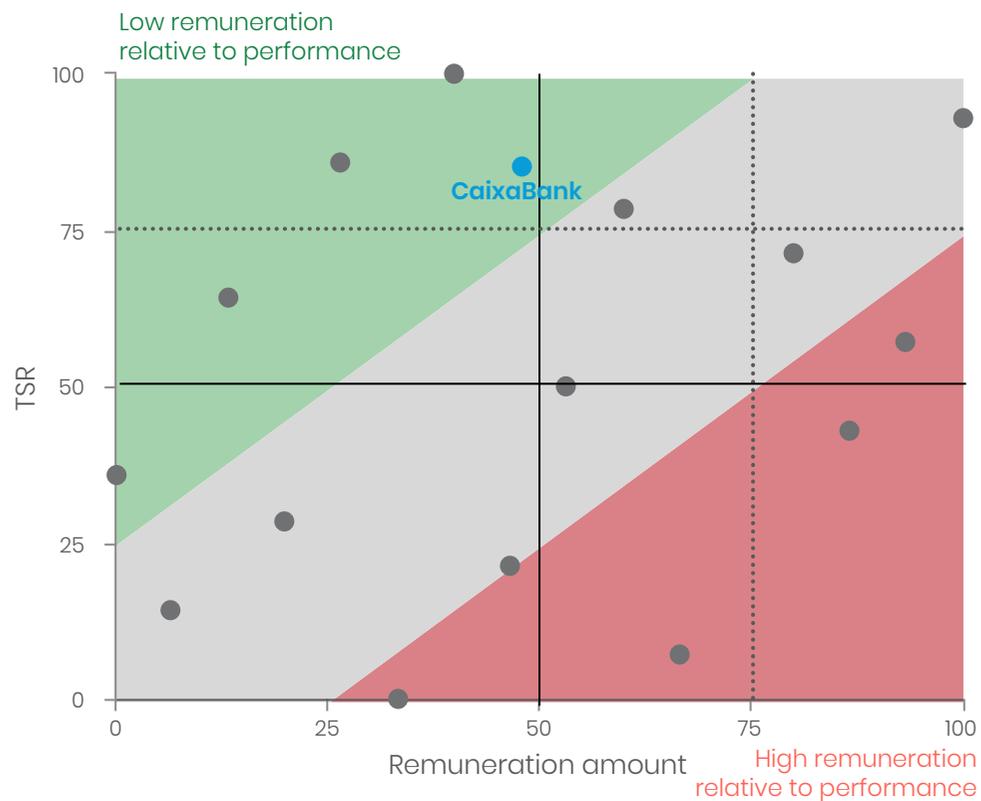
- | In terms of target total remuneration, the Chief Executive Officer's remuneration is below both the 50th percentile of the group of financial institutions and, to an even greater extent, the 75th percentile of the IBEX 35; in both cases, therefore, is below the percentile that would correspond to CaixaBank based on its size and on its performance (see charts below).<sup>1</sup> Although the remuneration measures adopted in previous years have partially reduced this gap, a negative differential remains, especially in variable remuneration, which is still much lower than that of both groups of peers and more pronounced compared to the IBEX 35. The differential is unchanged when comparing the remuneration percentile with the performance of TSR (Total Shareholders Return) over the last four years.



<sup>1</sup> Percentile calculations are based on the group of peers defined in Section 3.2.

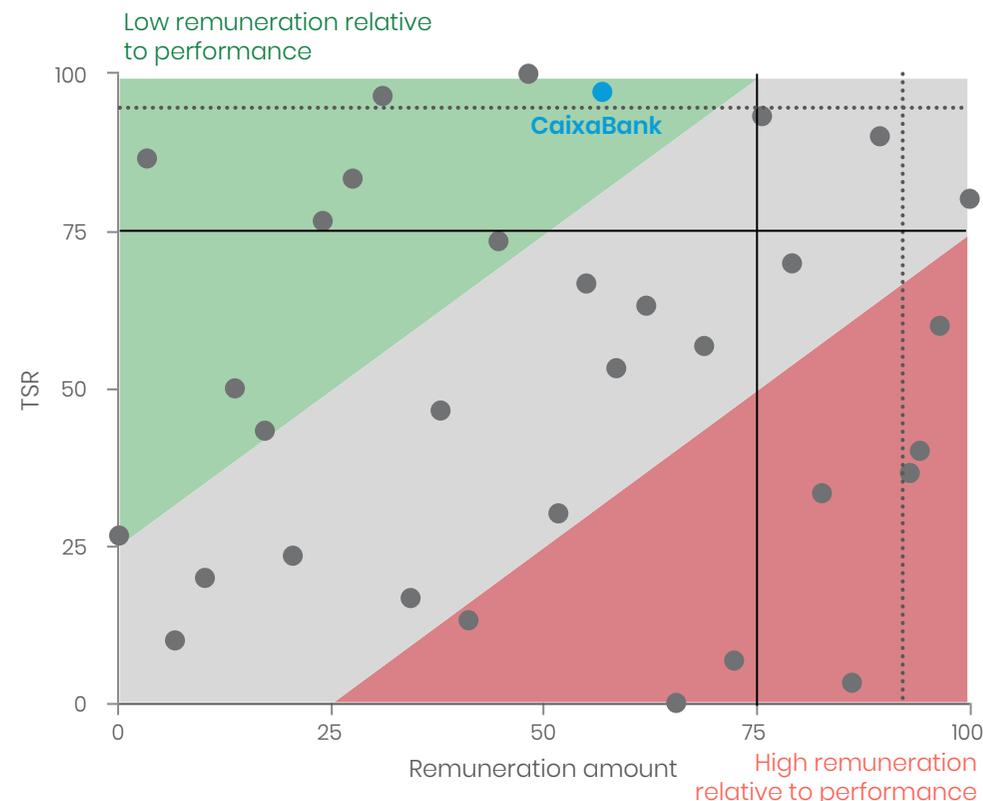
TOTAL TARGET REMUNERATION 2025 (PERCENTILE) VS. TSR (PERCENTILE BASED ON THE ANNUALISED PERFORMANCE OF THE LAST 4 YEARS)<sup>1</sup>

CAIXABANK VS. A SAMPLE OF EUROPEAN FINANCIAL INSTITUTIONS



- Percentile held by CaixaBank by size (measured by total revenue, assets and employees) i.e. c.50 %
- ..... Percentile held by CaixaBank by market capitalisation, i.e. c.75 %

CAIXABANK VS. A SAMPLE OF IBEX 35 COMPANIES



- Percentile held by CaixaBank by size (measured by total income, assets and employees) i.e. c.75 %
- ..... Percentile held by CaixaBank by market capitalisation, i.e. c.90 %

<sup>1</sup> Sources: Remuneration benchmark drawn up by WTW and Bloomberg. The percentiles correspond to the sample of comparable European financial institutions in the first chart, and to comparable IBEX 35 companies in the second. The TSR corresponds to the annualised change in the TSR index between year-end 2021 and year-end 2025. For companies that have been listed for less than four years, from their stock market listing date.

- | In terms of fixed remuneration and pensions, the Chief Executive Officer's remuneration is reasonably competitive with the 50th percentile of financial institutions and compared with IBEX 35 companies, given CaixaBank's size and relevance, it would be between the 75th and 90th percentile among that group of peers. To maintain this competitiveness in terms of real remuneration, the proposal must be updated.
- | In the particular case of variable remuneration, a substantial unfavourable imbalance remain compared to both groups of peers: the Chief Executive Officer's target variable remuneration is around the 25th percentile of both the IBEX 35 group and the European financial institutions group, which makes it more than 40 % below the median in both cases . The magnitude of this differential confirms that there is still a significant convergence gap and that the current position remains objectively below the levels that would correspond to a reasonable comparison.

This situation is partly explained by recent changes in market practices. In the group of financial institutions, the weight of variable remuneration in total remuneration *target* has increased significantly in recent years. The review of the variable remuneration scheme applicable to the Chief Executive Officer approved in 2022, which replaced the Bonus + ILP scheme with a system based on annual and multi-year metrics, strengthened the long-term variable component in the target total remuneration. However, the increase in the weight of the variable for the Chief Executive Officer was proportionally lower than seen on the market, which has widened the relative differential, meaning that variable remuneration is now the element for which the gap is widest compared to peers.

In light of the above, starting with the excellent performance achieved in 2025, which, thanks to outstanding execution, has enabled us to significantly raise the bar set in the 2025-2027 Strategic Plan and continue driving both the financial robustness (our best position in more than a decade) and the share price and capitalisation of the bank, as well as considering the priority of preserving management talent, fostering the long-term commitment of a top-tier Chief Executive Officer and continuing to close the gap with the market in his remuneration, the Board has proposed adjusting his remuneration to a more competitive level.

In addition to being better aligned with market benchmarks, this adjustment is fully aligned with the principles of meritocracy and *pay-for-performance* inherent to our policy. It is also better aligned with his level of responsibility and the strategic impact of his role, bearing in mind that the review of the strategic objectives in January 2026, with more demanding and challenging targets linked to financial performance, presents an added challenge for the Chief Executive Officer, to which his remuneration is linked. They also maintain a greater consistency with CaixaBank's current position as one of the six largest financial institutions in the Eurozone by market capitalisation and with the need to ensure the stability and future projection of the entity.

The recent excellent performance also builds on a sustained track record of success and leadership since June 2014, when he took up his current duties. During this period, the Group's market capitalisation has more than tripled; CaixaBank has consolidated its position as the leading bank by assets and customers in Spain and total shareholder return has grown by more than 340 %<sup>1</sup>, well above the benchmark indices.

The combination of the extraordinary historical performance of the Bank under the leadership of the current Chief Executive Officer and the momentum gained in 2025, which has reinforced the Bank's strength and raised its strategic ambition, combined with the unfavourable pay gap that still exists with respect to the market, justifies an adjustment in his salary aimed at preserving the continuity and robustness of the corporate project. This adjustment would help to ensure that the company maintains the necessary managerial capabilities to continue to create value for all stakeholders, in the same way that it has been decisively creating value to date.

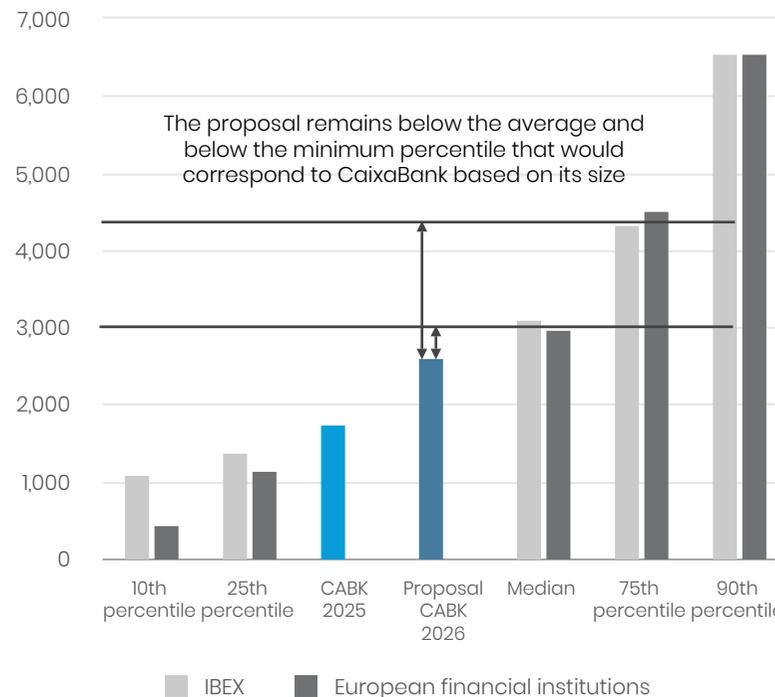
<sup>1</sup> As at 2 February 2026 and since 30 June 2014.

The following aspects of the proposed changes to the Chief Executive Officer's remuneration are particularly noteworthy:

- | They make it possible to continue reducing the existing breach in relation to the IBEX 35 peer group. In terms of size, CaixaBank ranks in the 75th percentile (in income and employees) and the 90th percentile (in market capitalisation and assets) of the IBEX 35 peer group, while the proposed adjustment places total target remuneration between the median and the 75th percentile of that group, thus remaining below the range to which it would correspond by size. In particular, in terms of the fixed remuneration + company benefits, the Policy includes the updated remuneration proposed for the Chief Executive Officer, with an increase of 3 % vs. 2025, which largely maintains the level of real remuneration, offsetting the effect of inflation.<sup>1</sup>
- | They allow CaixaBank to maintain a total target remuneration that is reasonably competitive at a European level, as it remains between the median and the 75th percentile of the European peer group, while in terms of market capitalisation, it would be in the 75th percentile. It should also be noted that CaixaBank's profitability in 2025 would stand above the median of this group<sup>2</sup> and the improvement in TSR in 2025 would also have been 17 percentage points higher.
- | They allow progress to be made in reducing the gap vs. peers in the remuneration mix. It should be noted that the proposed target variable remuneration would still be more than 10 % below the median of both peer groups and, therefore, significantly below what would correspond to CaixaBank given its size in both peer groups: European and IBEX 35 companies. See chart on Comparative Variable Target Remuneration.

| They contribute to rebalancing the remuneration mix towards a greater weight of variable remuneration, linking payment to the achievement of objectives (pay-for-performance), in line with market best practices and the preferences of the investment community. In addition, variable remuneration includes multi-year metrics that can only apply as a possible decrease in deferred variable remuneration subject to these metrics with a degree of achievement in the range of [0-100 %] and partial payment of 70 % in shares, which better aligns remuneration with shareholders' interests. See chart on Remuneration mix of comparative groups and remuneration of mix of the Chief Executive Officer for 2025 vs. the remuneration mix of the Chief Executive Officer with the proposed remuneration for 2026.

**COMPARISON OF TARGET VARIABLE REMUNERATION<sup>3</sup>**



<sup>1</sup>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.

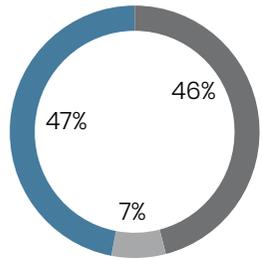
<sup>2</sup> Based on Bloomberg data and estimates for ROTE 2025 as of 2 February 2026.

<sup>3</sup> Amounts in thousands of €. Source: WTW

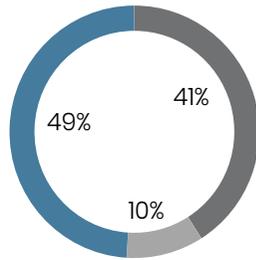
REMUNERATION MIX OF COMPARISON GROUPS AND CHIEF EXECUTIVE OFFICER MIX, IN 2025<sup>1</sup>:

CHIEF EXECUTIVE OFFICER'S REMUNERATION MIX WITH THE REMUNERATION PROPOSAL FOR 2026<sup>2</sup>:

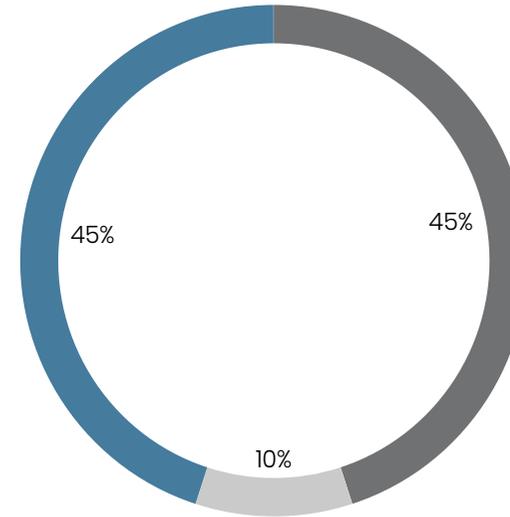
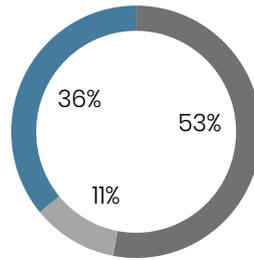
50th percentile Financial institutions



75th percentile IBEX 35



Chief Executive CaixaBank



Variable remuneration  
 Fixed remuneration  
 Pension scheme



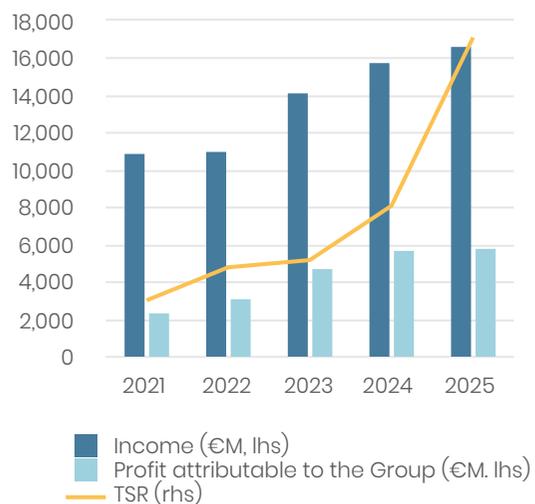
<sup>1</sup> Source: WTW

<sup>2</sup> Remuneration in kind and other benefits are not considered in the benchmarking due to the homogeneity of the data available in the study.

Furthermore, it is important to note that the proposed changes are supported by the Bank's financial performance and are aligned with other measures adopted by CaixaBank with respect to other stakeholders:

**Financial performance:** CaixaBank recognised attributable profit of €5,891 million in 2025, achieving a ROTE of 17.5 % (compared to an average of 9.5 % from 2015–24)<sup>1,2</sup> and a cost to income ratio of 39.4 % (compared to an average of 50.5 % from 2015–24)<sup>3</sup>. The NPL ratio continued to decline to 2.07 %, while solvency and liquidity remained strong.

#### ROBUST EARNINGS PERFORMANCE<sup>4</sup> AND TSR

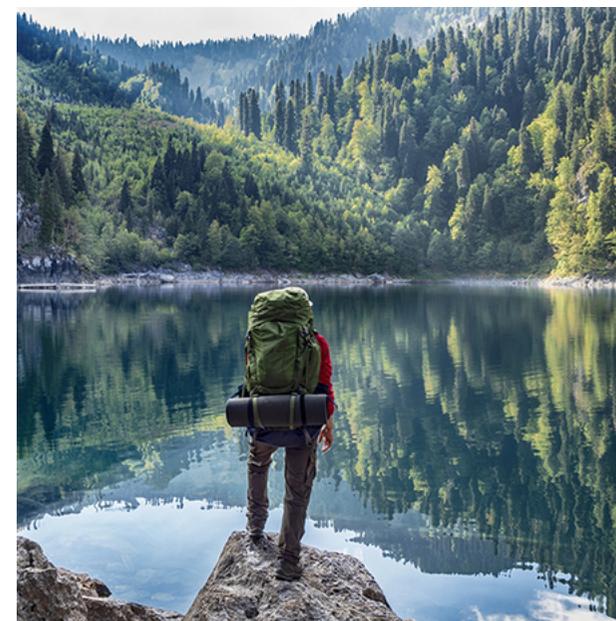


**Shareholders:** the Board of Directors proposed paying a cash dividend of 0.3321 euros gross per share charged to 2025 results to the General Meeting of Shareholders. This amount is in addition to the interim dividend of 0.1679 euros gross per share paid in November 2025, making for a total of 0.50 euros gross per share in cash. This represents an increase of 15 % compared to the dividend per share for the 2024 results and a *payout ratio* of 59.4 %, compared to 53.5 % in the previous year. In addition, further share buyback programmes worth €1 billion have been initiated and implemented (or are underway<sup>5</sup>) in 2025 which, when added to the cash dividend of €3.5 billion, bring the total distribution to around €4.5 billion in 2025. The sum of the dividend per share payable charged to 2025 results plus the value to cash per share at the end of 2025, adjusted excluding the proposed final dividend, increased by 16 % compared to the 2024 equivalent, vs. +91 % for the Euro Stoxx Banks and +55 % for the IBEX 35. When analysing the change in TSR over the last three and five years, CaixaBank also performed significantly better than the Euro Stoxx Banks and IBEX 35 in both periods.

#### VARIATION IN TSR\*

	5 years	3 years	1 year
CABK	564.9 %	259.5 %	112.1 %
SX7E	376.4 %	231.1 %	90.8 %
IBEX 35	158.5 %	138.7 %	55.3 %

\*Total Shareholder Return, Source: Bloomberg



<sup>1</sup> From 2022 under IFRS 17; 2015–2021 based on previously reported figures (IFRS 4). 2021 PF including 12 months with Bankia.

<sup>2</sup> Excludes non-recurring impacts of the restructuring process in 2019 and the merger in 2021.

<sup>3</sup> Adjusted historical series excluding one-off merger and restructuring costs in 2019, 2023 and 2024 PF adjusted to exclude the impact of the bank levy to maintain consistency with 2025.

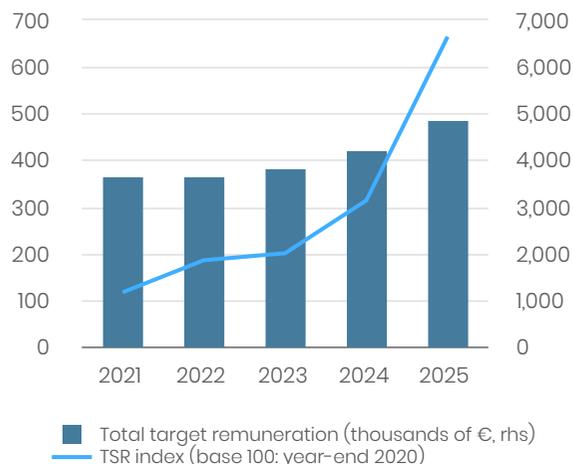
<sup>4</sup> 2022–2025 under IFRS 17. 2021 PF including Bankia for 12 months and excluding extraordinary impacts from the merger.

<sup>5</sup> The 7th SBB was still under way as of February 2026.

**TSR PERFORMANCE 2021-2025**  
(CLOSE OF 2020 AS BASE 100)



**PERFORMANCE OF TOTAL TARGET REMUNERATION VS. TSR**



**Customers:** CaixaBank continues to strengthen its customer service model which places trust and quality of service at its core, with clear progress being made during the past year. In 2025, there was a net increase of 390,000 new customers in Spain, shoring up the Company's position as a preferred bank for individuals, raising the penetration rate to 40.4 % (+100 bp in the year)<sup>1</sup> and cementing its position as the main bank for 72 % of these customers<sup>2</sup>. At the same time, the offer of products and services was further broadened, with the launch of innovative initiatives, such as Generación+, FaciliteaCoches, FaciliteaCasa or the Cashback programme, which attracted 1.3 million customers in just three months. The digital channels were also developed with the progressive roll-out of the new app, which received the highest rating for banking apps in Spain on Google Play<sup>3</sup>. These advances were reflected in a clear improvement in the customer experience, with the relational NPS increasing by more than 5 percentage points in 2025 to stand at 20.8 % (vs. 15.7 % in 2024), while the main transactional NPS segments also saw significant gains (+c.4 percentage points for Retail Signature, to 83.4 %; +c.6 percentage points for Business banking, to 97.7 %; and +0.7 percentage points for Private banking, to 98.0 %). This progress was also recognised externally, through awards such as Best Bank in Spain, 2025 (Euromoney and Global Finance), Best Bank for Consumers in Europe, 2025 (Euromoney) and Best Bank in Western Europe, 2025 (Global Finance).

**Employees:** the sector signed a Collective Agreement for Savings Banks and Financial Institutions for 2024-2026 on 18 April 2024. This Agreement allows employees to recover purchasing power by providing for a salary review of 11 % over three years, together with a one-off payment of €1,000 for the entire workforce, among other improvement measures. In 2026, in particular, the increase in the fixed remuneration of CaixaBank's workforce will be more than 4 %, with a 3 % increase established in the collective bargaining agreement plus the increases due to labour agreements. The CaixaBank Group created 1,106 new jobs in 2025, expanding its workforce for the second consecutive year. Finally, CaixaBank was named the "Top Employer Spain 2026" by the Top Employer Institute, highlighting the quality of the professional environment, the commitment to developing talent and the continuous improvement of the Company's people management practices.

**Society:** CaixaBank's sound financial position has enabled the Group to continue to strengthen its firm commitment to society and sustainability, meeting the non-financial targets of the first year of the 2025-2027 Strategic Plan and increasing its social dividend. It should also be noted that almost 50 % of CaixaBank's profit is attributable to two significant shareholders which, by their nature, have a direct impact on Spanish society. Thus, in 2025, the dividend received by these two shareholders is expected to increase by around 13 %<sup>4</sup> on a year-on-year basis. Lastly, it should be noted that CaixaBank has been recognised as the World's Best Bank for its commitment to society by Global Finance.

<sup>1</sup> Source: FRS Inmark 2025.

<sup>2</sup> % of customers (individuals ≥ 18 years of age in Spain) for whom the entity is their main bank. Based on data from FRS Inmark 2025.

<sup>3</sup> CaixaBank Now. Source: Google Play at 19 January 2026. a. The peer group includes: Abanca, Banco Sabadell, Banco Santander, Bankinter, BBVA, ING, N26 and Revolut.

<sup>4</sup> Based on the latest public information on the position of the la Caixa Foundation and the FROB in CaixaBank's shareholding structure.

## FIXED COMPONENTS OF REMUNERATION

The amount of the fixed components of remuneration accruable by executive directors in 2026 is as follows:

### \_REMUNERATION LINKED TO FIXED COMPONENTS FOR EXECUTIVE DIRECTORS

(thousands of €)	Position	Salaries	Remuneration for board membership	Remuneration for membership on board committees	Remuneration for positions in Group companies	Remuneration for membership of boards outside the Group	Total annual fixed remuneration forecast for 2026
Gonzalo Gortázar	Chief Executive Officer	2,124	114	62	360		2,660

Executive directors are also due to accrue the following amounts of remuneration in kind during the year:

### \_REMUNERATION IN KIND OF EXECUTIVE DIRECTORS

(thousands of €)	Position	Private medical insurance for themselves and their families*	Use of company car and housing	Others	Total projected for 2026
Gonzalo Gortázar	Chief Executive Officer	5		19	24

\* Medical insurance for the Chief Executive Officer, spouse, and children aged under 25.



## VARIABLE COMPONENTS OF REMUNERATION

### VARIABLE REMUNERATION PACKAGE WITH MULTI-YEAR METRICS

The target amounts for this item established in 2026 are as follows:

(thousands of €)	Position	Variable remuneration target (thousands of €)
Gonzalo Gortázar	Chief Executive Officer	2,620

Annual factors, with quantitative corporate (financial) and qualitative corporate (non-financial) criteria, which must be specified and clearly documented, are used for performance measurement and for the evaluation of results.

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

Although the variable component of the remuneration of executive directors shall be limited to a maximum amount of 100 % of the fixed remuneration, unless the CaixaBank Annual General Meeting of Shareholders approves a higher level with a limit of 200 %, the following maximum amounts to be received by executive directors and the corresponding % of fixed remuneration shall apply:

### \_ESTIMATION OF VARIABLE REMUNERATION SCHEME WITH MULTI-YEAR METRICS 2025

(thousands of €)	Chief Executive Officer
Variable remuneration with achievement level <80 %	0
Variable remuneration with achievement level 100 %	2,620
% Variable remuneration 100 % on fixed components	79.7%
Maximum variable remuneration with achievement level 120 %	3,144
% variable remuneration 120 % on fixed components	95.6%

**\_ANNUAL FACTOR MEASUREMENT METRICS**

Corporate criteria	Metric	Weighting	Degree of compliance	Degree of achievement
Financial	ROTE	20%	> 20.1%	120%
			Between 20.1 % and 15.2 %	Between 120 % and 80 %
			< 15.2%	0%
	Recurring Efficiency ratio	15%	< 38.5%	120%
			Between 38.5 % and 41.7 %	Between 120 % and 80 %
			> 41.7%	0%
	NPAs variation in millions of €	10%	< -2,146 M €	120%
			Between -€2,146 M and -€1,448 M €	Between 120 % and 80 %
			>-1,448 million €	0%
	Market share	10%	>+0.45 pp	120%
Between +0.25 pp and +0.45 pp			Between 100 % and 120 %	
Between +0.05 pp and +0.25 pp			100%	
Between - 0.15 pp and +0.05 pp			Between 80 % and 100 %	
< -0.15 pp			0%	
Non-financial	RAF <sup>1</sup>	20%	0 ambers	105%
			0.5 ambers	102.5%
			1 amber	100%
			1.5 ambers	97.5%
			2 ambers	95%
			2.5 ambers	92.5%
			3 ambers	90%
			3.5 ambers	87.5%
			4 ambers	85%
			4.5 ambers	82.5%
			5 ambers	80.0%
			>= 5.5 ambers	0%
			Quality	15%
Between 20 % and 24 %	Between 100 % and 120 %			
Between 17 % and 20 %	100%			
Between 13 % and 17 %	Between 80% and 100%			
< 13%	0%			
> 68.4%	120%			
Transactional NPS (40 %)	15%	15%	Between 64.4 % and 68.4 %	Between 80 % and 120 %
			< 64.4%	0%
			Combination of ESG targets:	
Sustainability factors (environmental, social and governance)	10%	10%	Cumulative mobilisation of sustainable finance (25%): Between €38,656 million and €57,984 million	
			% companies with credit exposure to sectors under the Net Zero perimeter at the end of 2024 with which engagement has taken place during the year (25%): between 80% and 100%	Between 120% and 80% below 0%
			Above-average recognition among two to four agencies of the main sustainability ratings among European benchmark peers of Euro Stoxx Banks (MSCI, S&P, Sustainalytics, Fitch, ISS) (25%)	
			% women in management positions (25%): between 44.4% and 44.6%	

A negative adjustment of 5 % is included should a certain number of high and medium criticality compliance gaps older than 6 and 12 months, respectively, be exceeded at year-end 2026.

<sup>1</sup> Achievement may be adjusted downwards to 100 % in the event that any metrics included in the RAF are in recovery.

The degree of achievement for the annual factor measurement metrics is determined solely on the basis of corporate criteria and includes the upfront payment of the variable remuneration as well as the first two deferred payments (i.e. 64 % of the variable remuneration).

The corporate criteria are set for each year by the CaixaBank Board of Directors at the recommendation of the Remuneration Committee, and their weighting is distributed among objective items based on the Bank's main targets.

The **corporate financial criteria** have been aligned with the Bank's most relevant management metrics, adapting their weighting for the executive directors according to their functions. These are related to the following metrics:

#### ROTE (Return on Tangible Equity) (20 %)

**Definition:** Measures the profitability index of the tangible assets and is calculated as the Profit/(loss) attributable to the Group (adjusted by the amount of the Additional Tier 1 coupon) and net equity plus valuation adjustments for the last 12 months, minus the intangible assets such as goodwill.

#### Recurring Efficiency ratio (15 %)

**Definition:** This is the weight of recurring expenses in relation to the institution's gross margin. It is calculated as the percentage ratio of the Group's recurring expenses to the gross income.

#### Variation in NPAs (10 %)

**Definition:** This is the change, in absolute terms, in the Group's problematic assets (defined as non-performing and foreclosed loans and auction rights).

#### Market share (10 %)

**Definition:** This metric measures the variation in overall market share, including credit and funds from the non-financial private sector in Spain.

It is calculated by comparing the average market share from September to November 2025 with the average market share from September to November 2026.

**Non-financial corporate criteria** relate to the following metrics:

#### RAF (Risk Appetite Framework) (20 %)

**Definition:** The objective related to the RAF metric is established based on an aggregation of the tier 1 metrics scorecard of the Company's Risk Appetite Framework. This scorecard consists of quantitative metrics that measure the different risks, for which the Board of Directors establishes areas of appetite (green), tolerance (amber) or non-compliance (red), and determines the scale of fulfilment that establishes penalty or bonus percentages according to the variation of each metric, between the actual situation at the end of the year and that initially forecast for the same year in the budget.

The RAF scorecard enables the monitoring of financial, non-financial, and cross-cutting risks. In particular, it includes risks such as operational risk, conduct risk and reputational risk. The scope of these metrics covers the entire CaixaBank Group. From a reputational perspective, the scorecard directly considers sustainability-related aspects, as well as those linked to cybersecurity, data protection and customer experience. These aspects, in turn, are the ones that emerge as material in the Double Materiality Study 2025.

#### Quality (15 %)

**Definition:** This metric combines the Net Promoter Score index (an index created based on information obtained from customers who would recommend CaixaBank) from different areas of the organisation. 60 % is defined according to the Relational NPS, which measures the overall level of customer satisfaction with CaixaBank, and 40 % according to the synthetic Transactional NPS, which measures satisfaction following interaction with the Bank's various channels.

This challenge is related to material subtopic "Value proposition, responsible marketing and customer satisfaction" included in the 2025 Double Materiality Assessment, and reflects CaixaBank's commitment to maintain an efficient customer service model adapted to customer preferences, measuring quality by specific segments, pursuing the financial inclusion of all of society, as set out in our 2025-2027 Strategic Plan.

### Sustainability (10 %)

**Definition:** This is a synthetic metric that combines four different indicators, each with a weight of 25 %.

- | Sustainable finance mobilisation, in accordance with the target of the 2025-2027 Sustainability Plan. The calculation of the challenge does not take into account the market effect on the figure for the increase in sustainable assets under management, without altering the target set out in the plan for the period.
- | Percentage of customer companies falling within the Net Zero perimeter with whom engagement work has been carried out during the year to align borrowers with the decarbonisation commitments communicated by the Bank.
- | Recognition of the main sustainability ratings (MSCI, S&P, Sustainalytics, Fitch, ISS) that are above average compared to peers listed in the Euro Stoxx Banks index.
- | Percentage of women in management positions.

For the purpose of determining variable remuneration for the annual factors (financial and non-financial) described above, once the 2026 financial year has ended, the result of each metric will be compared with its target value, and depending on the degree of compliance with the target value, variable remuneration to be received will be calculated by applying the corresponding scales of degree of achievement, according to the weighting associated with each indicator, on the basis of the target value.

The resulting amount shall constitute the annual factor-linked variable remuneration of each executive director, which shall be subject to the terms of the vesting, consolidation and payment system set out below.

This challenge features in the Double Materiality Study 2025 and is linked to the material subtopic "Diversity, Equity and Inclusion".

### Compliance (Adjustment of 5 %)

**Definition:** The adjustment is determined based on high- and medium-risk regulatory compliance GAPS identified by the Compliance department.

A penalty of up to 5 % of the total variable remuneration granted will be applied depending on the number of GAPS and the timeframe for resolution.



**MULTI-YEAR FACTOR MEASUREMENT METRICS**

Criteria	Metric	Weighting	Target Value	Degree of compliance	Degree of penalty
Corporate	CETI	25%	RAF measure for risk tolerance in green	Red = 0 %	100%
				Amber = 50 %	50%
				Green = 100 %	0%
	TSR	25%	VTSR CABK / VTSR SX7e	VTSR CABK / VTSR SX7e >= 100 %	0%
				VTSR CABK / VTSR SX7e >= 90 % and < 100 %	Between 0% and 20%
				VTSR CABK / VTSR SX7e < 90 %	100%
	Multi-year ROTE	25%	Average of amounts challenged annually over the measurement period	>Average = 100 %	0%
				Between 80 % and 100 %	Between 0% and 100%
				< 80% = 0%	100%
				> = 147,108 million € = 100%	0%
Sustainability Factors	25%	Sustainable finances (75 %)	Between €147,108 million and €110,331 million € = between 75 % and 100 %	Between 0% and 100%	
			< 110,331 million € = 0%	100%	
			> = 45% = 100%	0%	
% of women in management positions (25 %)			Between 44.6 % and 45 % between 75 % and 100 %	Between 0% and 100%	
			< 44,6% = 0%	100%	

The level of achievement for the multi-year factor metrics is set solely on the basis of corporate criteria and determines the adjustment of payments from the third year of deferral (i.e. 36 % of the remaining variable remuneration).

The metrics associated with the multi-year factors are described below:

**CETI (25 %)**

**Definition:** It is set as a metric linked to the colour (tolerance level) of the indicator in the CETI RAF at the end of the multi-year period.

The colour determines the risk tolerance level in accordance with the risk appetite areas established by the Board of Directors. Green means ending within the tolerance level, amber means being at the tolerance level, and red means being at the non-compliance level.

**TSR (25 %)**

**Definition:** Comparison of the performance of CaixaBank's TSR in relation to the performance of the TSR of the Euro Stoxx Banks index (SX7e) during the period considered. Definition of the metric:

- | VTSR is defined as (1+% TSR change during the period considered) and applied to VTSR CABK and VTSR SX7e
- | The performance indicator is obtained as the ratio between VTSR CABK / VTSR SX7e

As in the case of the other multi-year factors, and taking into account, among other things, the differences in terms of geographic diversification between CaixaBank and many of the components of the index, a scale of achievement is established which, in the case of TSR, entails a penalty of 100 % if the ratio VTSR CABK / VTSR SX7e is less than 90 %.

**Multi-year ROTE (25 %)**

**Definition:** This is set as the average achievement of the ROTE challenge for each of the years of the multi-year measurement period.



### Sustainability (25 %)

**Definition:** This is a synthetic metric that combines two different indicators.

- | Sustainable finance mobilisation, with a weighting of 75 %, in accordance with the target of the 2025-2027 Sustainability Plan. The market effect will be eliminated when calculating the challenge, without altering the target set out in the plan for the period.
- | Percentage of women in management positions, with a weighting of 25 %.

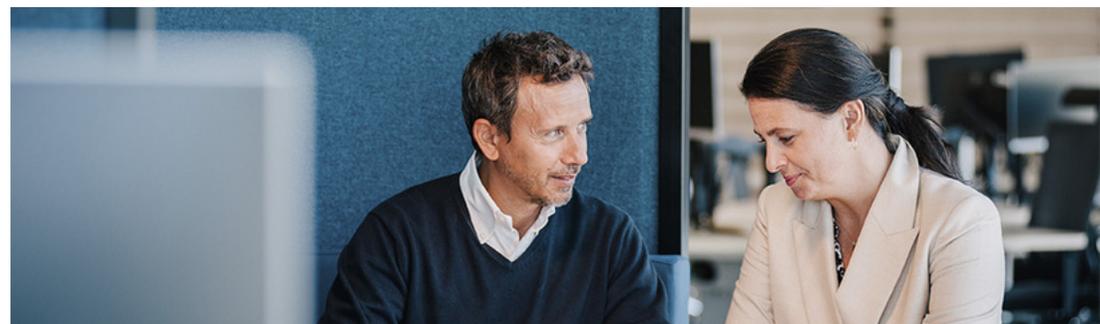
The metrics indicated above will have associated compliance scales, so that if the targets set for each of them are not met within the three-year measurement period, they may reduce the deferred portion of the variable remuneration pending payment, but never increase it. In addition, the remaining conditions of the system for granting, consolidation and payment of the variable remuneration of executive directors provided for in the Remuneration Policy, described in section 3.2 above, shall apply to the variable remuneration.

In line with our responsible management model, 30 % of the variable remuneration of the Chief Executive Officer is linked to ESG factors. As indicated in the annual metrics shown above, 10 % is linked to Sustainability-related indicators, 15 % is linked to social indicators focusing on Quality and the Customer Experience and there is a possible 5 % reduction linked to Regulatory Compliance and Governance management. Similarly, in the adjustment with multi-year metrics, 25 % is associated with the challenge to mobilise long-term sustainable financing.

### TERMS AND CONDITIONS OF THE VARIABLE REMUNERATION AWARD, VESTING AND PAYMENT SYSTEM

In accordance with the vesting, consolidation and payment system applicable to variable remuneration under the variable remuneration scheme with multi-year metrics for the Bank's executive directors, 40 % of the variable remuneration corresponding to the current year will be paid if the conditions are met, in equal parts in cash and CaixaBank shares, while the remaining 60 % will be deferred, 30 % in cash and 70 % in shares, over a period of five years (12 % each year). In this regard, the payment for the first two years of deferral is subject to annual factors, while the payment for the following three years will be subject to compliance with the approved multi-year factors.

The granting, vesting and payment system for the variable remuneration of executive directors is the same as that set out for 2025.



### CONTRIBUTIONS TO PENSION SCHEMES AND OTHER BENEFITS

In the case of the Chief Executive Officer, a total defined contribution of €485,350 will be made each year to cover the contingencies of retirement, death and total, absolute or severe permanent disability.

The annual target amount corresponding to the Discretionary Pension Benefits Policy, in accordance with the provisions of the Remuneration Policy), is €85,650 in the case of Mr Gonzalo Gortázar Rotaeché.

In addition to the defined contribution indicated above, coverage will be established for death and permanent, total, absolute and severe disability for the amount of two annuities of the Total Fixed Annual Remuneration at the time the contingency occurs. The estimated premium for this cover is €118,470.

### \_REMUNERATION OF EXECUTIVE DIRECTORS THROUGH LONG-TERM SAVINGS SYSTEMS

		(thousands of €) Long-term savings system (defined contribution)			
		Position	Fixed component (85 %)	Variable component (15 %) <sup>1</sup>	Death, permanent disability and severe invalidity
Gonzalo Gortázar	Chief Executive Officer	485	94	119	698

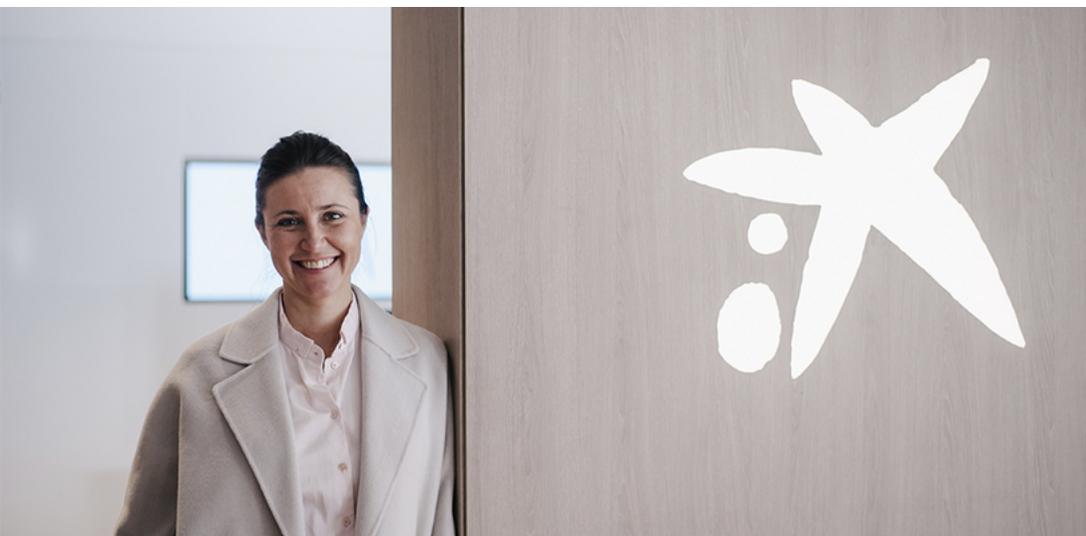
<sup>1</sup> Information provided on contributions made to the employee pension system (variable remuneration) envisioned for the year in progress. The achievement of the annual challenges of 109.69 % of the result of the metrics linked to the 2025 annual factors has been considered for the Chief Executive Officer.

## REMUNERATIONS TO BOARD MEMBERS AS CONSIDERATION FOR REPRESENTING CAIXABANK

In accordance with the remuneration amounts currently set for the respective companies, which are included within the Total Fixed Annual Remuneration of Directors, the payments related to Directors' roles within the Group or in other companies in the interest of CaixaBank are as follows:

### \_REMUNERATION AS DIRECTORS ON BEHALF OF CAIXABANK

(thousands of €)	Position	Investee	Total projected for 2026
Gonzalo Gortázar	Director <sup>1</sup>	Banco BPI	47
Gonzalo Gortázar	Chairman <sup>2</sup>	CaixaBank Payments & Consumer	3
Gonzalo Gortázar	Chairman	VidaCaixa	310
Tomás Muniesa	Deputy Chairman	ECSC	17
<b>Total per item 2026</b>			<b>377</b>



## REMUNERATION ASIDE FROM RESPONSIBILITIES AS DIRECTOR

Fernando Maria Ulrich Costa Duarte is the non-executive Chair of the Board of Directors of Banco BPI. The remuneration planned for his membership of this board in 2026 is €750,000.

### RETENTION POLICY

The instruments delivered are subject to a three-year retention period, during which time they may not be disposed of by the Director.

However, one year after the 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 the change in the price of the instruments for a market value equivalent to an amount of at least twice his/her total annual fixed remuneration through the ownership of shares, options, rights to deliver shares or other financial instruments reflecting the market value of CaixaBank.

In addition, after the first year of holding, the Director may dispose of the instruments to the extent necessary to meet the costs related to their acquisition or, subject to the favourable opinion of the Remuneration Committee, to meet any extraordinary situations that may arise.

During the retention period, the exercise of the rights conferred by the instruments is vested in the Director as the holder of the instruments.

<sup>1</sup> At the end of his 2023-2025 term of office, without his re-election having been approved, he is expected to remain in office until September 2026, at which time the supervisor's approval for the appointment of board members for the 2026-2028 term of office is expected to be obtained.

<sup>2</sup> On 28 January 2026, Mr Gonzalo Gortázar resigned as member and Chair of the Board of Directors.

# 06. Table reconciling the contents with the CNMV remuneration report template

## A. REMUNERATION POLICY APPROVED FOR THE CURRENT YEAR

Section of the CNMV template	Included in the statistical report	Comments
A.1 and sub-sections	No	Section 2 and Section 5 in relation to the remuneration policy Section 5 in relation to the fixed components of remuneration for directors in their capacity as such Section 5 in relation to the different components of remuneration for directors discharging executive functions. Section 4 in relation to the characteristics of contracts entered into with directors discharging executive functions Section 5 in relation to the modifications proposed in the compensation package for the financial year 2025 and its quantitative assessment
A.2.	No	Section 5 in relation to the modifications proposed in the compensation package for the financial year 2025 and its quantitative assessment.
A.3	No	Section 5 and Introduction in relation to the remuneration policy
A.4	No	Introduction, Section 2 and Section 5 in relation to the voting on the annual remuneration report and the remuneration policy

## B. OVERALL SUMMARY OF HOW THE REMUNERATION POLICY WAS APPLIED DURING THE YEAR

Section of the CNMV template	Included in the statistical report	Comments
B.1 and sub-sections	No	Section 2 and Section 3
B.2	No	Section 2 and Section 3
B.3	No	Section 2, Section 3 and Section 5
B.4	Yes	Section 2 and Section 7
B.5	No	Section 3
B.6	No	Section 3
B.7	No	Section 3
B.8	No	Set not applicable in the EU
B.9	No	Section 3
B.10	No	Section 3
B.11	No	Section 3 and Section 4

**B. OVERALL SUMMARY OF HOW THE REMUNERATION POLICY WAS APPLIED DURING THE YEAR**

Section of the CNMV template	Included in the statistical report	Comments
B.12	No	Set not applicable in the EU
B.13	No	CaixaBank does not currently envisage the assignment of financial facilities as a means of remunerating its directors. Note 36 of the consolidated annual financial statements explains the financing extended to directors and other key office holders.
B.14	No	Section 3
B.15	No	Not currently provided
B.16	No	Section 3

**C. ITEMISED INDIVIDUAL REMUNERATIONS ACCRUED BY EACH DIRECTOR**

Section of the CNMV template	Included in the statistical report	Comments
C	Yes	Section 7
C.1 a) i)	Yes	Section 7
C.1 a) ii)	Yes	Section 7
C.1 a) iii)	Yes	Section 7
C.1 a) iv)	Yes	Section 7
C.1 b) i)	Yes	Section 7
C.1 b) ii)	Yes	Set not applicable in the EU
C.1 b) iii)	Yes	Set not applicable in the EU
C.1 b) iv)	Yes	Set not applicable in the EU
C.1 c)	Yes	Section 7
C.2	Yes	Section 7

**D. OTHER INFORMATION OF INTEREST**

Section of the CNMV template	Included in the statistical report	Comments
D.	Yes	

# 07. Statistical information on remuneration required by the CNMV



**ISSUER IDENTIFICATION**

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End of financial year: [ 31/12/2025 ]

Tax code: [ A08663619 ]

Corporate name:  
[ **CAIXABANK, S.A.** ]

Registered office:  
[ CL. PINTOR SOROLLA N.2-4 (VALENCIA) ]

**B. OVERALL SUMMARY OF HOW THE REMUNERATION POLICY WAS APPLIED DURING THE YEAR**

B.4. Report on the result of the advisory vote at the General Meeting of Shareholders on the annual report on remuneration for the previous financial year, indicating the number of abstentions and the number of negative, blank and affirmative votes cast:

	Number	% of total
Votes cast	5,939,938,036	82.79

	Number	% of votes cast
Votes against	61,067,752	1.03
Votes in favour	4,575,081,622	77.02
Blank votes		0.00
Abstentions	1,303,788,662	21.95

**C. ITEMISED INDIVIDUAL REMUNERATION ACCRUED BY EACH DIRECTOR**

Name	Type	Accrual period financial year 2025
Mr TOMÁS MUNIESA ARANTEGUI	Chairman	From 01/01/2025 to 31/12/2025
Ms MARÍA AMPARO MORALEDA MARTÍNEZ	Deputy Chairwoman	From 01/01/2025 to 31/12/2025
Mr GONZALO GORTÁZAR ROTAECHE	Chief Executive Officer	From 01/01/2025 to 31/12/2025
Mr EDUARDO JAVIER SANCHIZ IRAZU	Lead Director	From 01/01/2025 to 31/12/2025
Mr LUIS ÁLVAREZ SATORRE	Independent director	From 06/05/2025 to 31/12/2025
Mr JOAQUIN AYUSO GARCÍA	Independent director	From 01/01/2025 to 11/04/2025
Mr FRANCISCO JAVIER CAMPO GARCÍA	Independent director	From 01/01/2025 to 11/04/2025
Ms EVA CASTILLO SANZ	Independent director	From 01/01/2025 to 11/04/2025
Mr FERNANDO MARÍA COSTA DUARTE ULRICH	Other external director	From 01/01/2025 to 31/12/2025
Ms MARÍA VERÓNICA FISAS VERGES	Independent director	From 01/01/2025 to 31/12/2025
Mr PABLO ARTURO FORERO CALDERÓN	Other external director	From 03/06/2025 to 31/12/2025
Ms ROSA MARÍA GARCÍA PIÑEIRO	Independent director	From 11/04/2025 to 31/12/2025
Ms CRISTINA GARMENDIA MENDIZÁBAL	Independent director	From 01/01/2025 to 31/12/2025
Mr PETER LÖSCHER	Independent director	From 01/01/2025 to 31/12/2025
Mr JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN	Proprietary director	From 26/06/2025 to 31/12/2025
Mr BERNARDO SÁNCHEZ INCERA	Independent director	From 27/05/2025 to 31/12/2025
Ms MARIA TERESA SANTERO QUINTILLÁ	Proprietary director	From 01/01/2025 to 31/12/2025
Mr JOSÉ SERNA MASIÁ	Proprietary director	From 01/01/2025 to 11/04/2025
Ms KORO USARRAGA UNSAIN	Independent director	From 01/01/2025 to 31/12/2025

C1. Complete the following tables regarding the individual remuneration accrued by each director (including remuneration received for the performance of executive functions) during the year.

a) Remuneration accrued at the reporting company:

i) Remuneration accrued in cash (thousands of €)

Name	Fixed remuneration	Attendance fees	Remuneration for membership on board committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Termination benefits	Other items	Total financial year 2025	Total financial year 2024
Mr TOMÁS MUNIESA ARANTEGUI	1,551		90						1,641	205
Ms MARÍA AMPARO MORALEDA MARTÍNEZ	110		159						269	232
Mr GONZALO GORTÁZAR ROTAECHE	110		60	2,104	384	177		13	2,848	2,862
Mr EDUARDO JAVIER SANCHIZ IRAZU	153		192						345	305
Mr LUIS ÁLVAREZ SATORRE	72		47						119	
Mr JOAQUIN AYUSO GARCÍA	31		27						58	184
Mr FRANCISCO JAVIER CAMPO GARCÍA	31		39						70	216
Ms EVA CASTILLO SANZ	31		42						73	232
Mr FERNANDO MARÍA COSTA DUARTE ULRICH	110		102						212	184
Ms MARÍA VERÓNICA FISAS VERGES	110		60						170	151
Mr PABLO ARTURO FORERO CALDERÓN	64		55						119	
Ms ROSA MARÍA GARCÍA PIÑEIRO	79		74						153	
Ms CRISTINA GARMENDIA MENDIZÁBAL	110		188						298	216
Mr PETER LÖSCHER	110		78						188	162
Mr JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN	57		49						106	
Mr BERNARDO SÁNCHEZ INCERA	66		57						123	
Ms MARIA TERESA SANTERO QUINTILLÁ	110		60						170	151
Mr JOSÉ SERNA MASIÁ	31		27						58	184
Ms KORO USARRAGA UNSAIN	110		186						296	266

**Comments<sup>1</sup> :**

In accordance with the instructions of the CNMV (Spanish National Securities Market Commission) for completing this report, the amounts included in the cells "Short-term variable remuneration" and "Long-term variable remuneration" correspond to the Chief Executive Officer:

- Short-term variable remuneration: · The portion in cash of the upfront payment of the variable remuneration scheme with multi-year metrics (20 %), which is due for delivery in 2026.
- Long-term variable remuneration: The cash part of the payment of the deferred part of the variable remuneration plan 2024 (4 %), 2023 (4 %), 2022 (4 %) and 2021 (6 %), the payment of which is due in 2026.

<sup>1</sup> These comments are not included in the official CNMV statistical report due to technical impossibilities, but should be taken into account for the correct interpretation of the Statistical Appendix.

ii) Breakdown of movements in share-based remuneration systems and gross profit of the consolidated shares or financial instruments.

Name	Name of the Plan	Financial instruments at the beginning of financial year 2025		Financial instruments granted during year 2025		Consolidated financial instruments in the fiscal year				Instruments past due and not exercised	Financial instruments at the end of financial year 2025	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent equivalents / shares	Price of the consolidated shares	Gross profit of the consolidated shares or consolidated financial instruments (thousands of €)	No. of instruments	No. of instruments	No. of equivalent shares
Mr TOMÁS MUNIESA ARANTEGUI	Plan											
Ms MARÍA AMPARO MORALEDA MARTÍNEZ	Plan											
Mr GONZALO GORTÁZAR ROTAECHE	Variable remuneration 2025				111,896		36,095	10.64	384			75,801
Mr GONZALO GORTÁZAR ROTAECHE	Variable remuneration 2024		98,537				19,709	10.64	210			78,828
Mr GONZALO GORTÁZAR ROTAECHE	Variable remuneration 2023		97,712				24,428	10.64	260			73,284
Mr GONZALO GORTÁZAR ROTAECHE	Variable remuneration 2022		70,122				23,374	10.64	249			46,748
Mr GONZALO GORTÁZAR ROTAECHE	Bonus Plan 2021		36,280				18,140	10.64	193			18,140
Mr GONZALO GORTÁZAR ROTAECHE	3rd CAIP cycle 2019-2021		71,136				35,568	10.64	378			35,568
Mr EDUARDO JAVIER SANCHIZ IRAZU	Plan											

Name	Name of the Plan	Financial instruments at the beginning of financial year 2025		Financial instruments granted during year 2025		Consolidated financial instruments in the fiscal year				Instruments past due and not exercised	Financial instruments at the end of financial year 2025	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent / shares	Price of the consolidated shares	Gross profit of the consolidated shares or consolidated financial instruments (thousands of €)	No. of instruments	No. of instruments	No. of equivalent shares
Mr LUIS ÁLVAREZ SATORRE	Plan											
Mr JOAQUIN AYUSO GARCÍA	Plan											
Mr FRANCISCO JAVIER CAMPO GARCÍA	Plan											
Ms EVA CASTILLO SANZ	Plan											
Mr FERNANDO MARÍA COSTA DUARTE ULRICH	Plan											
Ms MARÍA VERÓNICA FISAS VERGES	Plan											
Mr PABLO ARTURO FORERO CALDERÓN	Plan											
Ms ROSA MARÍA GARCÍA PINEIRO	Plan											
Ms CRISTINA GARMENDIA MENDIZÁBAL	Plan											
Mr PETER LÖSCHER	Plan											
Mr JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN	Plan											
Mr BERNARDO SÁNCHEZ INCERA	Plan											
Ms MARIA TERESA SANTERO QUINTILLÁ	Plan											
Mr JOSÉ SERNA MASÍA	Plan											
Ms KORO USARRAGA UNSAIN	Plan											

**Comments <sup>1</sup>:**

In accordance with the CNMV's instructions to complete this report, the amounts included in the cell "Consolidated financial instruments in the year" correspond to the Chief Executive Officer:

- The portion in shares of the upfront payment of the 2025 variable remuneration scheme with multi-year metrics (20 %), which is due for delivery in 2026.
- The portion in shares corresponding to the first deferral of the 2024 variable remuneration scheme with multi-year metrics (8 %), which is due for delivery in 2026.
- The portion in shares corresponding to the second deferral of the 2024 variable remuneration scheme with multi-year metrics (8 %), which is due for delivery in 2026.
- The share portion corresponding to the third deferral of the 2022 variable remuneration scheme with multi-year metrics (8 %), which is due for delivery in 2026.
- The share portion corresponding to the fourth deferral of the 2021 variable remuneration scheme with multi-year metrics (6 %), which is due for delivery in 2026.
- Second delivery of shares from the third cycle of the 2019-2021 CAIP (33 %), which is due for delivery in 2026.

Given that, at the date of authorisation for issue of this report, the shares indicated had not been delivered to their beneficiaries, for the purposes of calculating their cash value, the same average price used to calculate the share portion of the variable remuneration 2025 was used, which corresponds to the average closing price of CaixaBank shares on the stock market sessions running from 1 to 31 January 2026, which was €10.636/share.

All shares delivered carry a retention period of three years from their delivery date. One year after delivery, the Director may dispose of the shares if he or she maintains a net economic exposure to the change in the share price of at least twice his or her annual fixed remuneration by holding shares after the disposal. In addition, after the first year of holding them, the Director may dispose of the shares to the extent necessary to meet the costs related to their acquisition or, subject to the favourable opinion of the Remuneration Committee, to meet any extraordinary situations that may arise.

The total number of shares allocated (both delivered and deferred shares), including in 2025, under the variable remuneration plans for executive directors, members of the Management Committee and other CaixaBank employees, which are pending delivery, represents 0.11 % of the total share capital. Shares are not issued to meet the variable remuneration payment in shares, but are acquired on the market through treasury shares, so that these remuneration plans do not lead to dilution for shareholders.

<sup>1</sup> These comments are not included in the official CNMV statistical report due to technical impossibilities, but should be taken into account for the correct interpretation of the Statistical Appendix.

iii) Long-term savings schemes.

Name	Remuneration from consolidation of rights to saving systems
Mr TOMÁS MUNIESA ARANTEGUI	
Ms MARÍA AMPARO MORALEDA MARTÍNEZ	
Mr GONZALO GORTÁZAR ROTAECHE	
Mr EDUARDO JAVIER SANCHIZ IRAZU	
Mr LUIS ÁLVAREZ SATORRE	
Mr JOAQUIN AYUSO GARCÍA	
Mr FRANCISCO JAVIER CAMPO GARCÍA	
Ms EVA CASTILLO SANZ	
Mr FERNANDO MARÍA COSTA DUARTE ULRICH	
Ms MARÍA VERÓNICA FISAS VERGES	
Mr PABLO ARTURO FORERO CALDERÓN	
Ms ROSA MARÍA GARCÍA PIÑEIRO	
Ms CRISTINA GARMENDIA MENDIZÁBAL	
Mr PETER LÖSCHER	
Mr JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN	
Mr BERNARDO SÁNCHEZ INCERA	
Ms MARIA TERESA SANTERO QUINTILLÁ	
Mr JOSÉ SERNA MASIÁ	
Ms KORO USARRAGA UNSAIN	

Name	Contribution by the company in the year (thousands of €)				Cumulative amount of funds (thousands of €)			
	Saving systems with consolidated economic rights		Saving systems with unconsolidated economic rights		Systems with consolidated economic rights		Systems with unconsolidated economic rights	
	Financial year 2025	Financial year 2024	Financial year 2025	Financial year 2024	Financial year 2025	Financial year 2024	Financial year 2025	Financial year 2024
Mr TOMÁS MUNIESA ARANTEGUI					1,450	1,384		
Ms MARÍA AMPARO MORALEDA MARTÍNEZ								
Mr GONZALO GORTÁZAR ROTAECHE			563	570	3,286	3,155	5,056	4,392
Mr EDUARDO JAVIER SANCHIZ IRAZU								
Mr LUIS ÁLVAREZ SATORRE								
Mr JOAQUIN AYUSO GARCÍA								
Mr FRANCISCO JAVIER CAMPO GARCÍA								
Ms EVA CASTILLO SANZ								
Mr FERNANDO MARÍA COSTA DUARTE ULRICH								
Ms MARÍA VERÓNICA FISAS VERGES								
Mr PABLO ARTURO FORERO CALDERÓN								
Ms ROSA MARÍA GARCÍA PIÑEIRO								
Ms CRISTINA GARMENDIA MENDIZÁBAL								
Mr PETER LÖSCHER								
Mr JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN								
Mr BERNARDO SÁNCHEZ INCERA								
Ms MARIA TERESA SANTERO QUINTILLA								
Mr JOSÉ SERNA MASIÁ								
Ms KORO USARRAGA UNSAIN								

**Comments <sup>1</sup>:**

The systems with vested economic rights corresponding to the Chairman and the Chief Executive Officer relate their previous management functions and no contribution is made. The increase in accumulated funds is due to the evolution of the market value of these funds.

<sup>1</sup> These comments are not included in the official CNMV statistical report due to technical impossibilities, but should be taken into account for the correct interpretation of the Statistical Appendix.

iv) Detail of other concepts.

Name	Item	Remuneration amount
Mr TOMÁS MUNIESA ARANTEGUI		
Ms MARÍA AMPARO MORALEDA MARTÍNEZ		
Mr GONZALO GORTÁZAR ROTAECHE	Health Insurance	5
Mr GONZALO GORTÁZAR ROTAECHE	Life insurance risk premium	111
Mr EDUARDO JAVIER SANCHIZ IRAZU		
Mr LUIS ÁLVAREZ SATORRE		
Mr JOAQUIN AYUSO GARCÍA		
Mr FRANCISCO JAVIER CAMPO GARCÍA		
Ms EVA CASTILLO SANZ		
Mr FERNANDO MARÍA COSTA DUARTE ULRICH		
Ms MARÍA VERÓNICA FISAS VERGES		
Mr PABLO ARTURO FORERO CALDERÓN		
Ms ROSA MARÍA GARCÍA PIÑEIRO		
Ms CRISTINA GARMENDIA MENDIZÁBAL		
Mr PETER LÖSCHER		
Mr JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN		
Mr BERNARDO SÁNCHEZ INCERA		
Ms MARIA TERESA SANTERO QUINTILLÁ		
Mr JOSÉ SERNA MASIÁ		
Ms KORO USARRAGA UNSAIN		

b) Remuneration paid to directors of the listed company for membership of the governing bodies of its subsidiaries:

i) Remuneration accrued in cash ( thousands of €)

Name	Fixed remuneration	Attendance fees	Remuneration for membership on board committees	Salary	Short-term variable remuneration	Long-term variable remuneration	Termination benefits	Other items	Total financial year 2025	Total financial year 2024
Mr TOMÁS MUNIESA ARANTEGUI										435
Ms MARÍA AMPARO MORALEDA MARTÍNEZ										
Mr GONZALO GORTÁZAR ROTAECHE	309								309	95
Mr EDUARDO JAVIER SANCHIZ IRAZU										
Mr LUIS ÁLVAREZ SATORRE										
Mr JOAQUIN AYUSO GARCÍA										
Mr FRANCISCO JAVIER CAMPO GARCÍA										
Ms EVA CASTILLO SANZ										
Mr FERNANDO MARÍA COSTA DUARTE ULRICH	750								750	750
Ms MARÍA VERÓNICA FISAS VERGES										
Mr PABLO ARTURO FORERO CALDERÓN	45								45	
Ms ROSA MARÍA GARCÍA PIÑEIRO										
Ms CRISTINA GARMENDIA MENDIZÁBAL										
Mr PETER LÖSCHER										
Mr JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN										
Mr BERNARDO SÁNCHEZ INCERA										
Ms MARIA TERESA SANTERO QUINTILLÁ										
Mr JOSÉ SERNA MASIÁ										
Ms KORO USARRAGA UNSAIN										

ii) Breakdown of movements in share-based remuneration systems and gross profit of the consolidated shares or financial instruments.

Name	Name of the Plan	Financial instruments at the beginning of financial year 2025		Financial instruments granted during year 2025		Consolidated financial instruments in the fiscal year				Instruments past due and not exercised	Financial instruments at the end of financial year 2025	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent equivalents / shares	Price of the consolidated shares	Gross profit of the consolidated shares or consolidated financial instruments (thousands of €)	No. of instruments	No. of instruments	No. of equivalent shares
Mr TOMÁS MUNIESA ARANTEGUI	Plan							0.00				
Ms MARÍA AMPARO MORALEDA MARTÍNEZ	Plan							0.00				
Mr GONZALO GORTÁZAR ROTAECHE	Plan							0.00				
Mr EDUARDO JAVIER SANCHIZ IRAZU	Plan							0.00				
Mr LUIS ÁLVAREZ SATORRE	Plan							0.00				
Mr JOAQUIN AYUSO GARCÍA	Plan							0.00				
Mr FRANCISCO JAVIER CAMPO GARCÍA	Plan							0.00				
Ms EVA CASTILLO SANZ	Plan							0.00				
Mr FERNANDO MARÍA COSTA DUARTE ULRICH	Plan							0.00				
Ms MARÍA VERÓNICA FISAS VERGES	Plan							0.00				

Name	Name of the Plan	Financial instruments at the beginning of financial year 2025		Financial instruments granted during year 2025		Consolidated financial instruments in the fiscal year				Instruments past due and not exercised	Financial instruments at the end of financial year 2025	
		No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent shares	No. of instruments	No. of equivalent equivalents / shares	Price of the consolidated shares	Gross profit of the consolidated shares or consolidated financial instruments (thousands of €)		No. of instruments	No. of instruments
Mr PABLO ARTURO FORERO CALDERÓN	Plan							0.00				
Ms ROSA MARÍA GARCÍA PINEIRO	Plan							0.00				
Ms CRISTINA GARMENDIA MENDIZÁBAL	Plan							0.00				
Mr PETER LÖSCHER	Plan							0.00				
Mr JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN	Plan							0.00				
Mr BERNARDO SÁNCHEZ INCERA	Plan							0.00				
Ms MARIA TERESA SANTERO QUINTILLÁ	Plan							0.00				
Mr JOSÉ SERNA MASIÁ	Plan							0.00				
Ms KORO USARRAGA UNSAIN	Plan							0.00				

iii) Long-term savings schemes.

Name	Remuneration from consolidation of rights to saving systems
Mr TOMÁS MUNIESA ARANTEGUI	
Ms MARÍA AMPARO MORALEDA MARTÍNEZ	
Mr GONZALO GORTÁZAR ROTAECHE	
Mr EDUARDO JAVIER SANCHIZ IRAZU	
Mr LUIS ÁLVAREZ SATORRE	
Mr JOAQUIN AYUSO GARCÍA	
Mr FRANCISCO JAVIER CAMPO GARCÍA	
Ms EVA CASTILLO SANZ	
Mr FERNANDO MARÍA COSTA DUARTE ULRICH	
Ms MARÍA VERÓNICA FISAS VERGES	
Mr PABLO ARTURO FORERO CALDERÓN	
Ms ROSA MARÍA GARCÍA PIÑEIRO	
Ms CRISTINA GARMENDIA MENDIZÁBAL	
Mr PETER LÖSCHER	
Mr JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN	
Mr BERNARDO SÁNCHEZ INCERA	
Ms MARIA TERESA SANTERO QUINTILLÁ	
Mr JOSÉ SERNA MASIÁ	
Ms KORO USARRAGA UNSAIN	

Name	Contribution by the company in the year (thousands of €)				Cumulative amount of funds (thousands of €)			
	Saving systems with consolidated economic rights		Saving systems with unconsolidated economic rights		Systems with consolidated economic rights		Systems with unconsolidated economic rights	
	Financial year 2025	Financial year 2024	Financial year 2025	Financial year 2024	Financial year 2025	Financial year 2024	Financial year 2025	Financial year 2024
Mr TOMÁS MUNIESA ARANTEGUI								
Ms MARÍA AMPARO MORALEDA MARTÍNEZ								
Mr GONZALO GORTÁZAR ROTAECHE								
Mr EDUARDO JAVIER SANCHIZ IRAZU								
Mr LUIS ÁLVAREZ SATORRE								
Mr JOAQUIN AYUSO GARCÍA								
Mr FRANCISCO JAVIER CAMPO GARCÍA								
Ms EVA CASTILLO SANZ								
Mr FERNANDO MARÍA COSTA DUARTE ULRICH								
Ms MARÍA VERÓNICA FISAS VERGES								
Mr PABLO ARTURO FORERO CALDERÓN								
Ms ROSA MARÍA GARCÍA PIÑEIRO								
Ms CRISTINA GARMENDIA MENDIZÁBAL								
Mr PETER LÖSCHER								
Mr JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN								
Mr BERNARDO SÁNCHEZ INCERA								
Ms MARIA TERESA SANTERO QUINTILLÁ								
Mr JOSÉ SERNA MASIÁ								
Ms KORO USARRAGA UNSAIN								

iv) Detail of other concepts.

Name	Item	Remuneration amount
Mr TOMÁS MUNIESA ARANTEGUI	Item	
Ms MARÍA AMPARO MORALEDA MARTÍNEZ	Item	
Mr GONZALO GORTÁZAR ROTAECHE	Item	
Mr EDUARDO JAVIER SANCHIZ IRAZU	Item	
Mr LUIS ÁLVAREZ SATORRE	Item	
Mr JOAQUIN AYUSO GARCÍA	Item	
Mr FRANCISCO JAVIER CAMPO GARCÍA	Item	
Ms EVA CASTILLO SANZ	Item	
Mr FERNANDO MARÍA COSTA DUARTE ULRICH	Item	
Ms MARÍA VERÓNICA FISAS VERGES	Item	
Mr PABLO ARTURO FORERO CALDERÓN	Item	
Ms ROSA MARÍA GARCÍA PIÑEIRO	Item	
Ms CRISTINA GARMENDIA MENDIZÁBAL	Item	
Mr PETER LÖSCHER	Item	
Mr JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN	Item	
Mr BERNARDO SÁNCHEZ INCERA	Item	
Ms MARIA TERESA SANTERO QUINTILLÁ	Item	
Mr JOSÉ SERNA MASÍA	Item	
Ms KORO USARRAGA UNSAIN	Item	

c) Summary of remuneration (thousands of €):

The summary should include the amounts for all remuneration components referred to in this report accrued by the director (thousands of €).

Name	Remuneration accrued in the company					Remuneration accrued in group companies					Total financial year 2025 company + group
	Total remuneration in cash	Gross profit of the shares or consolidated financial instruments consolidated	Remuneration from savings systems	Remuneration for other concepts	Total financial year 2025 company	Total remuneration in cash	Gross profit of the shares or consolidated financial instruments consolidated	Remuneration from savings systems	Remuneration for other concepts	Total financial year 2025 group	
Mr TOMÁS MUNIESA ARANTEGUI	1,641				1,641	0				0	1,641
Ms MARÍA AMPARO MORALEDA MARTÍNEZ	269				269					0	269
Mr GONZALO GORTÁZAR ROTAECHE	2,848	1,674		116	4,638	309				309	4,947
Mr EDUARDO JAVIER SANCHIZ IRAZU	345				345					0	345
Mr LUIS ÁLVAREZ SATORRE	119				119					0	119
Mr JOAQUIN AYUSO GARCÍA	58				58					0	58
Mr FRANCISCO JAVIER CAMPO GARCÍA	70				70					0	70
Ms EVA CASTILLO SANZ	73				73					0	73
Mr FERNANDO MARÍA COSTA DUARTE ULRICH	212				212	750				750	962

Name	Remuneration accrued in the company					Remuneration accrued in group companies					Total financial year 2025 company + group
	Total remuneration in cash	Gross profit of the shares or consolidated financial instruments consolidated	Remuneration from savings systems	Remuneration for other concepts	Total financial year 2025 company	Total remuneration in cash	Gross profit of the shares or consolidated financial instruments consolidated	Remuneration from savings systems	Remuneration for other concepts	Total financial year 2025 group	
Ms MARÍA VERÓNICA FISAS VERGES	170				170					0	170
Mr PABLO ARTURO FORERO CALDERÓN	119				119	45				45	164
Ms ROSA MARÍA GARCÍA PIÑEIRO	153				153					0	153
Ms CRISTINA GARMENDIA MENDIZÁBAL	298				298					0	298
Mr PETER LÖSCHER	188				188					0	188
Mr JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN	106				106					0	106
Mr BERNARDO SÁNCHEZ INCERA	123				123					0	123
Ms MARIA TERESA SANTERO QUINTILLÁ	170				170					0	170
Mr JOSÉ SERNA MASIÁ	58				58					0	58
Ms KORO USARRAGA UNSAIN	296				296					0	296
<b>Total</b>	<b>7,316</b>	<b>1,674</b>	<b>0</b>	<b>116</b>	<b>9,106</b>	<b>1,104</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>1,104</b>	<b>10,210</b>

C.2 Indicate the changes over the last five years in the amount and percentage of the remuneration earned by each of the listed company's directors during the year, in the consolidated results of the company, and in the average remuneration on a full-time equivalent basis of the employees of the company and its subsidiaries who are not directors of the listed company.

	Total amounts accrued and % annual variation								
	Financial year 2025	% chg. 2025/2024	Financial year 2024	% chg. 2024/2023	Financial year 2023	% chg. 2023/2022	Financial year 2022	% chg. 2022/2021	Financial year 2021
<b>Executive directors</b>									
Mr GONZALO GORTÁZAR ROTAECHE	4,947	22.18%	4,049	15.98%	3,491	6.56%	3,276	11.09%	2,949
<b>External directors</b>									
Mr TOMÁS MUNIESA ARANTEGUI	1,641	156.41%	640	-4.19%	668	-0.30%	670	0.30%	668
Ms MARÍA AMPARO MORALEDA MARTÍNEZ	269	15.95%	232	-0.85%	234	0.86%	232	12.62%	206
Mr EDUARDO JAVIER SANCHIZ IRAZU	345	13.11%	305	6.27%	287	24.78%	230	—%	230
Mr LUIS ÁLVAREZ SATORRE	119								
Mr JOAQUIN AYUSO GARCÍA	58	-68.48%	184	2.79%	179	5.29	170	31.78%	129
Mr FRANCISCO JAVIER CAMPO GARCÍA	70	-67.59%	216	6.93%	202	18.82	170	31.78%	129
Ms EVA CASTILLO SANZ	73	-68.53%	232	8.41%	214	25.88	170	31.78%	129
Mr FERNANDO MARÍA COSTA DUARTE ULRICH	962	3.00%	934	0.54%	929	0.98	920	4.66%	879
Ms MARÍA VERÓNICA FISAS VERGES	170	12.58%	151	-5.63%	160	-15.79	190	—%	190
Mr PABLO ARTURO FORERO CALDERÓN	164								
Ms ROSA MARÍA GARCÍA PIÑEIRO	153								
Ms CRISTINA GARMENDIA MENDIZÁBAL	298	37.96%	216	2.86%	210	5.00	200	—%	200

	Total amounts accrued and % annual variation								
	Financial year 2025	% chg. 2025/2024	Financial year 2024	% chg. 2024/2023	Financial year 2023	% chg. 2023/2022	Financial year 2022	% chg. 2022/2021	Financial year 2021
Mr PETER LÖSCHER	188	16.05%	162	63.64%	99				
Mr JOSÉ MARÍA MÉNDEZ ÁLVAREZ-CEDRÓN	106								
Mr BERNARDO SÁNCHEZ INCERA	123								
Ms MARIA TERESA SANTERO QUINTILLA	170	12.58%	151	2.72%	147	5.00	140	30.84%	107
Mr JOSÉ SERNA MASÍA	58	-68.48%	184	2.79%	179	5.29	170	4.29%	163
Ms KORO USARRAGA UNSAIN	296	11.28%	266	0.76%	264	5.60	250	—%	250
<b>Consolidated results of the company</b>	8,674	4.27%	8,319	20.15%	6,924	60.06	4,326	-18.61%	5,315
<b>Average employee remuneration</b>	82	5.13%	78	5.41%	74	8.82	68	6.25%	64

**Comments <sup>1</sup>:**

For the calculation of average employee remuneration, wage and salary items have been included, as well as other items included in other staff expenses (defined contribution to the Pension Plan (savings and risk), health insurance, study grants, etc. without consolidation adjustments or employer social security contributions. This amount is calculated based on the CaixaBank Group's headcount at year-end.

Variations in directors' remuneration:

The change in Mr Gortázar's remuneration from 2021 to 2022 is due to the higher accrual of variable remuneration in 2022. The amount of annual fixed and target variable remuneration has been the same for both years.

From 2021 to 2022, the remaining remuneration increases of the rest of directors are due to arrivals in 2021 or changes in delegated committees, while remuneration for belonging to the Board or delegated committees remained the same between 2021 and 2022.

At the 2023 Annual General Meeting of Shareholders, a 5 % increase in the remuneration of the Board of Directors was approved, as well as in the remuneration of the Executive Directors for their executive functions, which explains the increase compared to 2022.

At the 2024 Annual General Meeting of Shareholders, a 3 % increase in the remuneration of the Board of Directors was approved, as well as in the remuneration of the Executive Directors for their executive functions, which explains the increase compared to 2023.

At the 2025 Annual General Meeting of Shareholders, an average increase of 12.9 % in the remuneration of the Board of Directors was approved. In addition, the Chief Executive Officer's total remuneration was increased by 14.9 %.

As explained in the Section on Own Workforce in the consolidated management report, the ratio between the average annual total compensation of the workforce and that of the organisation's highest-paid individual (Chief Executive Officer) is 68. This figure differs from that can be calculated based on the results shown in Table C.2 due to the different criteria used to prepare the economic information.

**D. OTHER INFORMATION OF INTEREST**

This annual report on the remuneration of directors has been approved by the Company's Board of Directors, at its meeting held on:

[ 19/02/2026 ]

State whether any directors voted against or abstained from voting on the approval of this report.

Yes  
 No

<sup>1</sup> These comments are not included in the official CNMV statistical report due to technical impossibilities, but should be taken into account for the correct interpretation of the Statistical Appendix.