

## Other relevant information

CaixaBank is hereby releasing the call to the Ordinary General Shareholders' Meeting, to be held at **Arquerías del Museu de les Ciències de la Ciutat de les Arts i les Ciències de València, en Av. Professor López Piñero (Historiador de la Medicina) número 7, in the city of Valencia**, on 7 April 2022 at 11.00 am, at first call. If the required quorum is not reached and the Meeting cannot be held on first call, it will be held at the same place and time, on 8 April 2022 on second call.

**The General Meeting is expected to be held on second call, i.e. on 8 April 2022, at 11.00 am.**

The Board of Directors has agreed to also allow **online attendance** at the Ordinary General Shareholders' Meeting, allowing those shareholders who wish to attend and participate in it to do so via a remote connection and in real time, in accordance with the provisions of the Articles of Association and the Regulation on the Annual General Meeting.

Please be advised that in view of the ongoing COVID-19 health crisis, and in accordance with the regulations in force at the date of this announcement, those attending the meeting must wear a face mask and respect the safety distance of 1.5 metres. These rules are without prejudice to any further measures that the competent authorities may insist on at the time of the General Shareholders' Meeting concerning the maximum number of people able to attend the meeting in person, or otherwise limiting the physical attendance at the meeting. In any event, we must all comply with any and all health regulations in force at the time of the General Shareholders' Meeting and with all applicable hygiene and prevention measures in effect at the venue where the meeting is to be held. Priority must be given at all times to the health of the shareholders and their proxies, of the employees and suppliers involved in the setting up the General Shareholders' Meeting, and of the wider public.

Given these concerns, the Board of Directors reminds shareholders that they may take part in the General Shareholders' Meeting remotely, either by attending the meeting telematically in real time, as described below, and as explained also in the Instructions for remotely attending the General Shareholders' Meeting approved by

the Board of Directors, which are posted on the Company's corporate website ([www. CaixaBank.com](http://www.CaixaBank.com)), whether by exercising their proxy and voting rights by remote means of communication prior to the General Shareholders' Meeting, on the terms set out in this announcement, and in the Instructions for Proxy and Remote Voting prior to the General Meeting available on the Company's corporate website ([www.CaixaBank.com](http://www.CaixaBank.com)).

Without prejudice to the foregoing, the Company reserves the right to make such amendments to this meeting announcement as may prove necessary in view of the prevailing circumstances or in response to possible changes in the law, including, if appropriate and in accordance with the law, the possibility of holding the General Shareholders' Meeting an exclusively online event, i.e. without the physical attendance of any shareholders or proxies. Shareholders would be informed of any such decision in due course through the publication of an additional notice.

The documentation related to the 2022 Ordinary General Meeting, including the individual and consolidated financial statements for 2021, will also be available for shareholders and investors on the corporate webpage: [www.CaixaBank.com](http://www.CaixaBank.com).

1 March 2022

## Announcement of the General Shareholders' Meeting of CaixaBank, S.A.

The Board of Directors of CAIXABANK, S.A. (the “**Company**”), at a meeting held on 17 February 2022, resolved to call the Ordinary General Shareholders' Meeting, to be held at **Arquerías del Museu de les Ciències de la Ciutat de les Arts i les Ciències de València, at Av. Professor López Piñero (Historiador de la Medicina), 7, in the city of València**, on 7 April 2022 at 11:00 a.m. at first call. If the required attendance quorum is not met at first call, the meeting will take place at second call, at the same place and time, on 8 April 2022.

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

The Annual General Meeting is expected to be held on second call, i.e. on 8 April 2022 at 11:00.

The General Shareholders' Meeting will be held in accordance with the following:

### AGENDA

1. Approval of the individual and consolidated financial statements and their respective management reports for the year ended on 31 December 2021.
2. Approval of the consolidated non-financial information statement for the year ended on 31 December 2021.
3. Approval of the Board of Directors' management during the year ended on 31 December 2021.
4. Approval of the proposed allocation of profit for the year ended on 31 December 2021.
5. Re-election of the Company's accounts auditor and its consolidated group for 2023.
6. Re-election of directors:
  - 6.1 Re-election of Tomás Muniesa Arantegui.
  - 6.2 Re-election of Eduardo Javier Sanchiz Irazu.
7. Amendment of the Company's By-laws:
  - 7.1 Amendment of Article 7 (“The Position of Shareholder”), of Title II (“Share Capital and Shares”).
  - 7.2 Amendment of Articles 19 (“Call for General Meeting”), 22 (“Right of Attendance”), 22 bis (“General Meeting held exclusively using Remote Means”), 24 (“Appointing Proxies and Voting through Means of Remote Communication prior to the General Meeting”) and 29 (“Minutes of the General Meeting and Certifications”) under Section I (“The General Meeting”) of Title V (“The Company's Governing Bodies”).
  - 7.3 Amendment of Articles 31 (“Functions of the Board of Directors”) and 35 (“Appointments to posts on the Board of Directors”) of Section II (“The Board of Directors”) of Title V (“Governing Bodies of the Company”).

- 7.4 Amendment of Article 40 (“Audit and Control Committee, Risks Committee, Appointments and Sustainability Committee and Remuneration Committee”) under Section III (“Delegation of powers – Board committees”) of Title V (“The Company’s Governing Bodies”).
8. Amendment of Articles 5 (“Announcement of Meeting”), 7 (“Right to Information prior to the General Meeting”), 8 (“Right to Attend”), 10 (“Right to Representation”), 13 (“Chairmanship, Secretary and Presiding Officers”), 14 (“List of Attendees”), 15 (“Constitution and Commencement of the Meeting”), 16 (“Interventions”), 17 (“Right to Information during the General Meeting”), 19 (“Voting on Resolutions”) and 21 (“Minutes of the Meeting”) and deletion of the additional provision (“Telematic Attendance at the General Meeting via Remote Connection in Real Time”) of the Regulations of the General Shareholders’ Meeting of the Company.
  9. Capital reduction by means of the cancellation of treasury shares to be acquired for that purpose.
  10. Approval of the remuneration policy of the Board of Directors.
  11. Delivery of shares to executive directors as payment of the variable components under the Company’s remuneration system.
  12. Approval of the maximum level of variable remuneration payable to employees whose professional activities have a significant impact on the Company’s risk profile.
  13. Authorisation and delegation of powers to interpret, correct, supplement, implement and develop the resolutions adopted by the Meeting, and delegation of powers to notarise those resolutions in public deeds, register them and, where the case may be, correct them.
  14. Consultative vote on the Annual Report on Director’s Remuneration for the financial year 2021.
  15. Information on the amendments to the Regulations of the Board of Directors approved by the Board of Directors at its meeting of 28 October 2021 and information on the amendments to the Regulations of the Board of Directors agreed by the Board of Directors at its meeting of 17 February 2022.
  16. Notification of the report of the Board of Directors and the report of the independent expert for the purposes of Article 511 of Royal Legislative Decree 1/2010, of 2 July, enacting the restated text of the Corporate Enterprises Act.

**MEASURES AFFECTING PHYSICAL ATTENDANCE AT THE GENERAL SHAREHOLDERS’ MEETING.  
REMOTE PARTICIPATION**

Please be advised that in view of the ongoing COVID-19 health crisis, and in accordance with the regulations in force at the date of this announcement, those attending the meeting must wear a face mask and respect the safety distance of 1.5 metres. These rules are without prejudice to any further measures that the competent authorities may insist on at the time of the General Shareholders’ Meeting concerning the maximum number of people able to attend the meeting in person, or otherwise limiting the physical attendance at the meeting. In any event, we must all comply with any and all health regulations in force at the time of the General Shareholders’ Meeting and with all applicable hygiene and prevention measures in effect at the venue where the meeting is to be held. Priority must be given at all times to the health of the shareholders and their proxies, of the employees and suppliers involved in the setting up the General Shareholders’ Meeting, and of the wider public.

Given these concerns, the Board of Directors reminds shareholders that they may take part in the General Shareholders' Meeting remotely, either by attending the meeting telematically in real time, as described below, and as explained also in the *Instructions for remotely attending the General Shareholders' Meeting* approved by the Board of Directors, which are posted on the Company's corporate website ([www.CaixaBank.com](http://www.CaixaBank.com)), whether by exercising their proxy and voting rights by remote means of communication prior to the General Shareholders' Meeting, on the terms set out in this announcement, and in the *Instructions for Proxy and Remote Voting prior to the General Meeting* available on the Company's corporate website ([www.CaixaBank.com](http://www.CaixaBank.com)).

Without prejudice to the foregoing, the Company reserves the right to make such amendments to this meeting announcement as may prove necessary in view of the prevailing circumstances or in response to possible changes in the law, including, if appropriate and in accordance with the law, the possibility of holding the General Shareholders' Meeting an exclusively online event, i.e. without the physical attendance of any shareholders or proxies. Shareholders would be informed of any such decision in due course through the publication of an additional notice.

### **STREAMING OF THE GENERAL SHAREHOLDERS' MEETING**

The General Meeting will be streamed live via a link to be enabled under the section titled *Information on the 2022 Annual General Meeting* on the Company's corporate website ([www.CaixaBank.com](http://www.CaixaBank.com)), which shareholders and non-shareholders alike may enter. The streaming of the General Shareholders' Meeting may also be viewed in English, and a sign language interpreter will also be available.

### **SUPPLEMENT TO CALL AND SUBMITTAL OF PROPOSALS OF RESOLUTION**

In accordance with Article 519.1 of the Corporate Enterprises Act, shareholders representing at least 3% of the Company's share capital may request publication of a supplement to this call, including one or more items on the agenda, providing the new items are accompanied by justification of the same, or if applicable, a justified proposal of resolution.

Likewise, in accordance with Article 519.3 of the Corporate Enterprises Act, shareholders representing at least 3% of the Company's share capital may submit grounded motions for resolution regarding matters already included or which should be included on the agenda of the Meeting called herein. The Company will post the proposals of resolution and any attached documentation on its corporate website ([www.CaixaBank.com](http://www.CaixaBank.com)) as they are received, as established by law.

If necessary, cards will be made available to allow for voting or proxy voting on motions relating to items included on the agenda. Likewise, remote voting and proxy voting on these motions by electronic means will be made available ahead of the General Shareholders' Meeting. Otherwise, votes may be cast during the General Shareholders' Meeting via the Remote Attendance Platform.

The right to add further items to this meeting announcement and to present motions may be exercised by sending reliable notice to the Company's registered office at calle Pintor Sorolla, 2-4, 46002 València, for the attention of the General Secretary – 2022 Annual General Meeting, within five days following publication of this announcement. Any such notice must include the identity of the shareholders exercising the right to include further items and/or the right to submit motions, as well as number of shares they hold. It must also describe the additional items to be included on the agenda and/or the proposed motions, accompanied by any supporting documentation that may be prove necessary or appropriate.

### **RIGHT TO ATTEND AND VOTE ON THE DAY OF THE GENERAL MEETING**

Pursuant to Article 22 of the By-laws and Article 8 of the Regulations of the General Meeting, shareholders who own at least one thousand (1,000) shares, whether individually or when

pooled with other shareholders, will be entitled to attend the General Meeting in person or remotely on the day of the meeting, provided they have such shares recorded in the appropriate register at least five days in advance of the scheduled date for the meeting.

Shareholders who wish to attend the General Meeting in person must have an attendance card, which will be issued by the Company or the entities with which they have deposited their shares. The Company has decided to send cards directly to the shareholders, to be used for attending the General Shareholders' Meeting in person. However, if they cannot obtain these cards for any reason, the attendance card form may be found on the Company's website ([www.CaixaBank.com](http://www.CaixaBank.com)).

To confirm the identity of the attending shareholders, attendants will be asked to show their national identity card or any other official document generally accepted for these purposes together with their attendance card at the entrance to the venue of the General Shareholders' Meeting. Likewise, in the case of the legal entity shareholders, attendants may be required to provide proof that they are the representative of the said legal entity. .

Registration of attendance cards will commence two hours before the scheduled start time of the Meeting.

In conflict of interest situations provided for by law, voting rights may not be exercised and the Corporate Enterprises Act and the Company's own By-laws and Regulations of the General Meeting will apply.

#### **PROXIES AND REMOTE VOTING AHEAD OF THE MEETING**

Those shareholders not attending the General Shareholder's Meeting may be represented at the meeting by another person, providing they meet the requirements and formalities set out in the Regulations of the General Meeting, the By-laws and the Corporate Enterprises Act.

Shareholders wishing to attend the Meeting by proxy must have the ownership of their shares entered in the appropriate book-entry register at least five days prior to the date scheduled for the meeting.

Shareholders may grant their proxy by completing and signing the relevant card or by communicating their decision electronically via the corporate website ([www.CaixaBank.com](http://www.CaixaBank.com)), as explained in the *Instructions for Proxy and Remote Voting prior to the General Meeting* found under the section "Annual General Meeting – 2022". Shareholders are reminded that they are free to grant their proxy to the Chairman of the General Shareholders' Meeting, including voting instructions if deemed appropriate.

Proxies may be cancelled at any time. Personal attendance (whether in person or remotely) at the General Shareholders' Meeting by the principal shall be construed as cancellation.

If attending in person, voting proxies must be presented by the proxy on the day and at the venue of the General Shareholders' Meeting. Proxies must provide proof of their identity their national identity card or other official document generally accepted for these purposes. As indicated below, if the proxy holder attends the General Shareholders' Meeting remotely, his or her identity and status must be confirmed in accordance with the *Instructions for Proxy and Remote Voting prior to the General Meeting* available under the section titled "Annual General Meeting – 2022".

Each share with a right to vote, present or represented by proxy at the General Meeting, entitles the owner to one vote.

The following methods are accepted for proxy or remote voting prior to the General Shareholders' Meeting:

### By electronic means

Proxies may be conferred and votes may be cast remotely by electronic means through the Company's website ([www.CaixaBank.com](http://www.CaixaBank.com)), by following the instructions provided under the section titled "Annual General Meeting – 2022". To prove their identity, shareholders wishing to cast their vote or appoint a proxy electronically must be in possession of a Spanish electronic identity card (DNIE) or a qualified and in force certificate issued by the Spanish Public Certification Entity (CERES), belonging to the Fábrica Nacional de Moneda y Timbre. Users of the CaixaBankNow digital banking service must be in possession of their personal passwords.

### By post

To appoint a proxy or vote by post, shareholders must fill in and sign a Proxy Card or Remote Voting Card, as the case may be, issued by the Company or entity in which their shares are deposited. Once completed and signed, it may be delivered to any of our branches or sent by post to Apartado de Correos 281, 08080 Barcelona or to the Company's registered office at calle Pintor Sorolla 2-4, 46002 València, bearing the words "CaixaBank, S.A. – 2022 Annual General Meeting". The duly completed and signed card may also be delivered to the institution where the shares are deposited, which will then deliver the card to the Company in due course.

It is hereby informed that the Company has decided to send cards directly to the shareholders for proxy voting ("Proxy Card") or remote voting ("Remote Voting Card"). If, for any reason, a shareholder cannot obtain such cards, template proxy and remote voting cards can be found on the Company's website ([www.CaixaBank.com](http://www.CaixaBank.com)). These may be printed out, completed, signed and delivered or sent to the Company, as applicable, following the procedure described above.

### **Rules on remote voting and granting proxies prior to the Annual General Meeting**

- i) The services for voting and granting proxies electronically will be available to shareholders from 8 March 2022.
- ii) Votes and proxies cast by remote means of communication must be received by the Company at least 48 hours ahead of the start time of the General Meeting at first call, i.e. by 5 April 2022 at 11:00 a.m.
- iii) On the day of the General Shareholders' Meeting, proxy holders attending in person must identify themselves by presenting their national identity card or other widely accepted identity document at the venue where the General Shareholders' Meeting is to be held. Proxy holders attending remotely must identify themselves by following the procedure described in the Instructions for Remote Attendance at the General Shareholders' Meeting, as also mentioned later in this announcement.
- iv) Shareholders casting their votes remotely prior to the meeting, either by post or electronically, will be considered present for the purposes of quorum at the General Shareholders' Meeting.
- v) If more than one proxy is appointed by a shareholder with regard to the same shares, only the last proxy to be appointed will be valid, regardless of the means of delegation used. If the date of appointment is unknown, the last one received by the Company shall prevail.
- vi) If more than one vote is cast by a shareholder with respect to the same shares, only the last vote to be cast will be valid. If the date of voting is unknown, the last vote received by the Company will prevail.
- vii) Votes cast remotely ahead of the General Shareholders' Meeting shall render null and void any electronic or written proxy appointment, whether previous (in which case it will be regarded as cancelled) or subsequent (in which case it will not be recognised).



- viii) Personal attendance at the General Shareholders' Meeting (whether in person or remote) by a shareholder who has previously appointed a proxy or cast a vote remotely will render the said vote or proxy null and void.
- ix) Proxies granted and votes cast remotely may be expressly revoked or cancelled by the shareholder concerned.
- x) Legal person shareholders may consult the Company regarding the possibility of using remote voting and proxy appointment procedures, where the case may be, with all due safeguards.
- xi) Shareholders have sole liability for the safekeeping of their electronic ID card or electronic certificate, and of their personal passwords in the case of users of the CaixaBankNow digital banking service.
- xii) The Company reserves the right to modify, suspend, cancel or limit the electronic voting and proxy appointment procedures for technical or security reasons. The Company shall hold no liability for any loss or damage that the shareholder may suffer as a result of its website not being available, or from any breakdowns, overloads, line or connection failures, malfunctioning of the postal service or any other similar contingency beyond the Company's control that might hinder or prevent use of the remote voting or proxy appointment procedures .
- xiii) In conflict of interest situations, voting rights may not be exercised and the Corporate Enterprises Act and the Company's own By-laws, the Regulations of the General Meeting and the *Instructions for Proxy and Remote Voting prior to the General Meeting* will apply, the same being the case for proxy appointment

#### **REMOTE ATTENDANCE AND VOTING**

In accordance with the Company's By-laws and the Regulations of the General Meeting, shareholders and proxy holders entitled to attend the General Shareholders' Meeting may do so remotely.

The instructions provided below are a summary of the *Instructions for Remotely Attending the General Shareholders' Meeting* approved by the Board of Directors and posted on the Company's corporate website ([www.CaixaBank.com](http://www.CaixaBank.com)). These instructions provide a detailed explanation of how shareholders and proxy holders may participate remotely and in real time at General Shareholders' Meetings and exercise their rights during the meeting.

#### **Previous registration of shareholders and proxies to attend remotely**

##### **Previous registration of shareholders**

Shareholders wishing to attend the General Meeting remotely must register on the Remote Attendance Platform at any time from 8:00 a.m. through to 11:00 a.m. on the day of the General Meeting (i.e. 7 April 2022 at first call and, as the case may be, 8 April 2022 at second call).

To prove their identity, shareholders shall identify themselves using an electronic national identity card (DNIe), a qualified and in force electronic certificate issued by the Spanish Public Certification Entity (CERES) belonging to the Fábrica Nacional de Moneda y Timbre or, for users of the digital banking service CaixaBankNow, their personal access codes.

For a legal person shareholder to be able to register on the Remote Attendance Platform and attend the General Meeting remotely, the natural person representative who is to complete the registration process on behalf of the legal person shareholder must first prove that they possess a valid power of attorney authorising him or her to act on behalf of the legal person shareholder and also accredit his or her identity by completing, signing and sending the



attendance card previously issued in the name of the legal person shareholder by the Company or by the entity at which the legal entity shareholder has deposited its shares. The card must be accompanied by a copy of the DNI, NIE or passport of the person authorised to attend the General Meeting remotely and a copy of the document evidencing their power of attorney or position effectively authorising him or her to act on behalf of the legal entity shareholder. All such documents must be sent to [personajuridica.junta@caixabank.com](mailto:personajuridica.junta@caixabank.com) and received before 23:59 p.m. on 5 April 2022. Once the documentation has been received and verified, the representative may register and attend the General Meeting remotely, provided that he or she meets the entry and identification requirements described in the preceding paragraph.

#### Previous registration of proxies

Proxy holders wishing to attend the General Meeting remotely must register on the Remote Attendance Platform at any time from 8:00 a.m. through to 11:00 a.m. on the day of the General Meeting (i.e. 7 April 2022 at first call and, as the case may be, 8 April 2022 at second call).

To prove their identity, proxies shall identify themselves using an electronic national identity card (DNIE), or a qualified and in force electronic certificate issued by the Spanish Public Certification Entity (CERES), belonging to the Fábrica Nacional de Moneda y Timbre or, for users of the digital banking service CaixaBankNow, their personal access codes.

For a proxy holder to be able to register on the Platform and attend the General Shareholders' Meeting with shares not owned by him/her where the proxy has not been delivered to the Company remotely before the deadline and in accordance with the Proxy and Remote Voting Instructions posted on the Company's corporate website ([www.CaixaBank.com](http://www.CaixaBank.com)), he/she must first accredit the proxy and his/her identity by sending the proxy card issued by the Company or by the entity at which the principal shareholder has deposited its shares, duly completed and signed by the shareholder, together with a copy of the proxy's DNI, NIE or passport to the e-mail address [delegaciones.junta@caixabank.com](mailto:delegaciones.junta@caixabank.com). All such documents must be received before 23:59 on 5 April 2022. If the shareholder's representative is also a legal person, the proxy who is to complete the registration process must send, in addition to the above documentation, a copy of his/her DNI, NIE or passport, together with a copy of the document accrediting their power of attorney. Once the delegation and other documentation has been received and verified, the proxy holder will be able to register and attend the General Shareholders' Meeting remotely provided that he/she satisfies the requirements described in the paragraph above.

#### Other aspects relating to the registration of shareholders and proxies

Shareholders and proxy holders who have failed to satisfy the previous registration requirements under the terms and conditions mentioned in the aforementioned sections shall not be entitled to attend the General Shareholders' Meeting remotely. In this regard, once the time for registration has elapsed, the registration of new attendees shall not be allowed.

If the General Meeting cannot be held on 7 April 2022 at first call because the required quorum is not reached, the shareholders and proxy holders who have registered at first call must complete the registration process again in order to register their intent to attend the General Meeting on 8 April 2022 at second call. If the General Meeting is held at second call, only shareholders and proxy holders who complete the registration and accreditation process on 8 April 2022 may attend, speak, request information, make proposals and vote at the General Shareholders' Meeting in the manner provided for in this announcement and in the *Instructions for Remotely Attending the General Shareholders' Meeting* posted on the Company's corporate website ([www.CaixaBank.com](http://www.CaixaBank.com)).

## **Exercise by shareholders and proxies of their rights to participate, receive information, submit proposals and vote remotely**

### Rights of participation, information and proposal

Shareholders or proxy holders attending the General Shareholders' Meeting by electronic means and who intend to speak at the meeting may request in writing any information or clarifications they deem necessary regarding the items included on the agenda, any public information that the Company may have disclosed to the CNMV since the last General Shareholders' Meeting was held or regarding the auditor's report, or make written proposals in the terms provided for by law.

Speeches, requests for information and, where applicable, proposals, shall be submitted in writing using the form provided for this purpose on the Remote Attendance Platform from the time of registration until the speeches end, which will be duly indicated during the course of the General Meeting. Documents may be no longer than 7,500 characters and each person registered to attend may submit no more than one document. This is without prejudice to the Chairman's powers to limit the speeches in view of the circumstances and under the terms of the Regulations of the General Meeting. Shareholders and proxies that wish their speeches to be included in the minutes of the meeting, will have to indicate this clearly and expressly in the heading of the submitted document. The Company shall accept only speeches, requests for information and, where applicable, proposals that have been duly submitted using the mechanisms provided to this end on the Remote Attendance Platform, in accordance with the *Instructions for Remotely Attending the General Shareholders' Meeting* posted on the Company's corporate website ([www.Caixabank.com](http://www.Caixabank.com)).

Requests for information or clarifications from shareholders and proxies who remotely attend the meeting shall be answered verbally during the General Shareholders' Meeting or in writing, within the following seven (7) days.

### Right to vote

Shareholders and proxies who attend the General Shareholders' Meeting remotely will be entitled to vote on the proposals relating to the agenda items via the link and using the voting form provided at the Remote Attendance Platform from the time they have registered until the time for voting the proposals ends, which will be duly announced during the meeting. Each person registered to attend the meeting may cast one vote only.

Remote voting during the General Shareholders' Meeting on any motions that are not included in the agenda shall be carried out using the link and form set up for this purpose on the Remote Attendance Platform, from the time the motions are read out and until the time for voting on them ends, which will be duly announced during the meeting. Each person registered to attend the meeting may cast one vote only.

Remote attendance of shareholders shall prevail over any votes cast remotely or proxies granted prior to the General Shareholders' Meeting.

## **Miscellanea**

### Safekeeping of electronic identity cards, electronic signatures and passwords

The shareholder is exclusively responsible for the safekeeping and use of his/her electronic identity card, electronic certificate and, in the case of users of the digital banking service CaixaBankNow, for the safekeeping and use of their personal passwords.

### Incidents

The Company will not be liable for any damage that may be caused to shareholders or proxy holders if the website is temporarily down, or for any outage, overload, line failure, connection

failure or other similar circumstance beyond the Company's control, although it will adopt any and all measures that prove necessary in each case. This may include the temporary suspension or extension of the General Shareholders' Meeting if necessary, to ensure that shareholders and their proxies are fully able to exercise their rights.

#### **RIGHT TO INFORMATION**

In accordance with current legislation and the Regulations of the General Shareholders' Meeting, as from the date of publication of this call shareholders are entitled to consult it on the Company's website ([www.CaixaBank.com](http://www.CaixaBank.com)), inspect at the Company's registered office, and, if legally appropriate, request a copy of it, which will be provided or sent free of charge, of the following documentation:

- Announcement of the General Shareholders' Meeting.
- Total number of shares and voting rights on the date of call.
- Full texts of the resolutions for each of the items on the agenda and, in due course, any further resolutions that may be proposed and submitted by shareholders.
- Individual financial statements for financial year 2021 (balance sheet, the statement of profit and loss, statement of changes in net asset —including the statement of recognised income and expenses and the statement of changes in net assets — statement of cash flows and notes to the financial statements), as well as the corresponding management report (which includes, in separate sections, the Annual Corporate Governance Report and the Annual Report on Director Remuneration); and the 2021 financial statements for the consolidated group (balance sheet, statement of profit and loss, statement of recognised income and expenses, statement of changes in net assets, statement of cash flows and notes to the financial statements), together with the consolidated management report (including the consolidated non-financial statement, the information contained in the Annual Corporate Governance Report and the Annual Report on Directors' Remuneration), along with the corresponding audit reports and statements of responsibility regarding the content of the annual accounts.
- Report of the Board of Directors on the proposed re-elections of directors contained in items 6.1 and 6.2 of the agenda, which includes information on the identity, curriculum vitae and director category of the directors whose re-election is proposed, as well as the pertinent recommendation or report of the Appointments and Sustainability Committee.
- Report of the Board of Directors justifying the amendments to the By-laws referred to in item 7 of the agenda, to which the full text of the proposed amendments has been attached as an appendix. Attached is the current wording of the Company's By-laws and the resulting wording of these By-Laws in case the amendments proposed to the General Shareholders' Meeting are approved and authorised.
- Report of the Board of Directors justifying the amendments to the Regulations of the General Shareholders' Meeting referred to in item 8 of the agenda, containing the full text of the proposed amendment. Attached is the current wording of the Regulations of the General Meeting and the resulting wording of these Regulations if the amendments to be laid before shareholders at the General Shareholders' Meeting are ultimately approved.
- Report of the Board of Directors relating to the proposed capital reduction by means of cancellation of treasury shares to be acquired for that purpose, as discussed in agenda item 9.

- Reasoned proposal of the directors' remuneration policy referred to in item 10 of the agenda, together with the text of the remuneration policy and corresponding report issued by the Remuneration Committee.
- Detailed recommendation of the proposal to approve the maximum level of variable remuneration payable to certain employees whose professional activities have a significant impact on the Company's risk profile, as referred to in agenda item 12.
- Annual Report on Directors' Remuneration for financial year 2021, as referred to in agenda item 14.
- Report of the Board of Directors on the amendments to the Regulations of the Board of Directors, which includes an appendix containing the text of the Regulations of the Board of Directors reflecting the amendments approved by the Board of Directors at its meetings of 28 October 2021 and 17 February 2022, as referred to in agenda item 15.
- Pursuant to article 511 of the Corporate Enterprises Act, the directors' report and the report issued by BDO Auditores S.L.P., another auditing firm from CaixaBank, S.A.'s, appointed by the Companies Registry of València, regarding the issuance of contingent convertible preferred securities into ordinary shares with exclusion of pre-emptive subscription rights for a total nominal amount of €750,000,000. This issuance was approved by the Board of Directors on 29 July 2021 pursuant to the delegation granted by the Ordinary General Shareholders' Meeting held on 14 May 2021, with the final terms set on 2 September 2021, as published in a disclosure of Other Relevant Information on the same date.

Pursuant to articles 197 and 520 of the Corporate Enterprise Act, up until the fifth day before the scheduled date of the Meeting, shareholders may request from the directors any information or clarifications that they deem necessary in writing, or set out in writing any questions they deem salient, on the issues included in the Agenda and on the information accessible to the public that the Company has provided to the Spanish securities market regulator (CNMV) since the last General Shareholders' Meeting and relating to the auditor's report.

Shareholders may request further information or clarifications or ask questions relating to these matters by writing to CaixaBank, S.A. at calle Pintor Sorolla, 2-4, 46002 València. The communication should include the words *Annual General Meeting – 2022*, as well as the first name and surname (or company name) of the shareholder. It must also include a photocopy of the subject's national identity document or passport (and, if the shareholder is a legal person, a document accrediting sufficient powers of representation) and evidence of their status as shareholder, indicating the number of shares and the custodian entity.

Requests for information may also be made by e-mail to [accionista@caixabank.com](mailto:accionista@caixabank.com), stating the subject's name and surname (or company name) and including proof of identity in the form of a copy of their national identity card or passport (and, if the shareholder is a legal person, a document providing sufficient proof of the subject's powers of representation), and proof of their shareholder status, indicating the number of shares they hold and the custodian entity. The information requests received through such means, unless the shareholder states otherwise, can be met by the Company by writing to the e-mail address of the shareholder who sent the request.

The valid requests for information and clarifications and the questions made in writing, and the answers provided in writing by the directors, will be included on the Company's corporate website ([www. CaixaBank.com](http://www.CaixaBank.com)).

## **ATTENDANCE OF A NOTARY PUBLIC AT THE MEETING**

The Board of Directors has resolved to require the attendance of a Notary Public for the purposes of drawing up the minutes of the Meeting.

## **DATA PROTECTION**

The personal data of shareholders and, as the case may be, their proxies, provided to CaixaBank, S.A. by those shareholders or their proxies, or by the banks and securities companies and agencies in which the shareholders have their shares deposited, through the entity legally authorised to keep the book-entry register (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal – “Iberclear”), and in respect of which CaixaBank, S.A. (with tax number A-08663619 and registered office at calle Pintor Sorolla, 2-4, 46002 València) is the data controller, will be processed for the purpose of managing and controlling the existing relationship between shareholder and company, for announcing, holding and delivering information on the General Shareholders’ Meeting and for complying with applicable legal obligations. Note also that the General Shareholders’ Meeting may be recorded for the sole purpose of disseminating the event on the corporate website of CaixaBank, S.A. ([www.CaixaBank.com](http://www.CaixaBank.com)). Therefore, your image and voice may be recorded at the event for subsequent reproduction, distribution and communication within the context and for the purposes just mentioned. These details may be passed on to public authorities and institutions for the purposes of complying with a legal obligation, as well as to service providers and third parties where necessary to handle and carry out the arrangements corresponding to the service and/or contracts. The data will be accessible to the notary public attending the General Shareholders’ Meeting and will be publicly available insofar as it figures in the documentation available on the corporate website ([www.CaixaBank.com](http://www.CaixaBank.com)) or is revealed at the General Shareholders’ Meeting. Data subjects may exercise their rights in relation to their personal data (access, portability, revocation of consent, rectification, objection to processing, restriction of processing, erasure) in accordance with current legislation, by providing a copy of their ID card or equivalent document and sending an e-mail to [accionista@caixabank.com](mailto:accionista@caixabank.com), or by writing to Apartado de Correos 209 – 46080, València and including the words “Exercise of shareholder rights” as the subject line. Any claims deriving from the processing of your personal data may also be sent to the Spanish Data Protection Agency (Agencia Española de Protección de Datos) at [www.agpd.es](http://www.agpd.es). For more information on personal data processing by CaixaBank, S.A. please consult the Privacy Policy on the Company’s corporate website, [www.CaixaBank.com](http://www.CaixaBank.com). Finally, you may contact CaixaBank, S.A.’s Data Protection Officer via the link [www.CaixaBank.com/delegadoprotecciondedatos](http://www.CaixaBank.com/delegadoprotecciondedatos).

## **ELECTRONIC SHAREHOLDER FORUM**

Pursuant to Article 539 of the Corporate Enterprises Act and Article 7 *bis* of the Regulations of the General Meeting, the Electronic Shareholders’ Forum will be running on the Company’s website ([www.CaixaBank.com](http://www.CaixaBank.com)) from the time the General Shareholders’ Meeting is called until the day it is held. The rules of procedure and the form to be filled in by shareholders wishing to participate in this Forum are available on the Company’s website.

## **GENERAL INFORMATION**

For any issues relating to the General Shareholders’ Meeting that have not been covered in this notice, shareholders may consult the General Shareholders’ Meeting Regulations, which are available on the Company’s website ([www.CaixaBank.com](http://www.CaixaBank.com)).

All information and documentation relating to the General Shareholders’ Meeting is available to shareholders on the Company’s website ([www.CaixaBank.com](http://www.CaixaBank.com)). For further information on how to exercise your rights in relation to the General Meeting Shareholders, please call the “Shareholder Service – Annual General Meeting 2022” on 900 71 33 25 or (+34) 935 82 98 03, Monday to Sunday from 9:00 to 19:00, or send an e-mail to [accionista@caixabank.com](mailto:accionista@caixabank.com).

Public transport to the Meeting venue:

City bus lines: lines 13, 15, 19, 24, 25, 35, 40, 94, 95 and 99.

City metro: lines 3 and 5. Alighting at Alameda is recommended, which is approximately 15 minutes from the venue, located in the gardens of the converted riverbed of the River Turia

Further information: <https://www.cac.es/es/home/planea-tu-visita/como-llegar.html>

The venue has disabled access. A sign language interpreter will also be available to help hearing impaired people follow the General Shareholders' Meeting in addition to auxiliary services for those with sensory impairments or reduced mobility to participate in the Meeting, exercising their vote.

València, 17 February 2022. The Chairman of the Board of Directors, José Ignacio Goirigolzarri Tellaeche.

**CaixaBank, S.A.**

**Pintor Sorolla, 2-4, 46002 València.**

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