

THE AUDIT AND CONTROL COMMITTEE OF CAIXABANK, S.A.

2016 ANNUAL REPORT ON MONITORING OF COMPLIANCE WITH THE INTERNAL RELATIONS PROTOCOL (THE "REPORT")

1. Introduction

Article 43 of the Law on Savings Banks and Banking Foundations establishes that banking foundations with a holding of 30% or over in a credit institution, or a lower holding giving them control of the latter by virtue of any of the criteria in Article 42 of the Code of Commerce, must draw up a management protocol for their financial holding in the credit institution in question. Fundació Bancaria Caixa d'Estalvis i Pensions de Barcelona "la Caixa" (hereinafter, "**Fundación Bancaria "la Caixa"**"), having an indirect holding in Caixabank's share capital that exceeded the aforementioned percentage, approved, on 18 February 2016¹, a new protocol for management of the financial holding (hereinafter, the "**Management Protocol**") involving adaptation of the protocol approved by the Board of Trustees on 24 July 2014 to the content of Bank of Spain Circular 6/2015 of 17 November.

Among other aspects, this Management Protocol governs the general criteria for transactions between Fundació Bancaria "la Caixa" and CaixaBank, the mechanisms for avoiding conflicts of interest, its control and supervision of intra-Group services, the bodies tasked with this control and supervision, the public announcement of these intra-Group services and the information flows between the two entities and also with the mixed financial holding company Criteria Caixa, S.A.U. (hereinafter, "**Criteria**"), through which Fundació Bancaria "la Caixa" has its holding in CaixaBank's share capital. Additionally, this protocol establishes that the Board of Trustees of Fundació Bancaria "la Caixa" will promote the signing of a protocol with CaixaBank, replacing the Relations Protocol signed on 1 July 2011 by Caixa d'Estalvis i Pensions de Barcelona and CaixaBank (and amended by novation agreement on 1 August 2012 and 16 June 2014), containing the aspects of the Management Protocol requiring a holding by CaixaBank as a counterparty to Fundació Bancaria "la Caixa" and Criteria.

As a result of the above, Fundació Bancaria "la Caixa", as the parent company of the "la Caixa" Group, Criteria, as a direct shareholder of CaixaBank, and CaixaBank, as a listed company, signed a new Protocol on Relations on 19 December 2016.

2. Purpose of the Report

In accordance with Clause 7.2 (ii) of the Relations Protocol, the purpose of this Report is to describe the work done by the CaixaBank Audit and Control Committee (the "**Committee**") during the financial year 2016 in relation to this Protocol. The aim of this is to achieve adequate coordination and transparency of CaixaBank's relationship with its direct shareholder (Criteria Caixa) and the Group's parent company (Fundació Bancaria "la Caixa").

¹ Clause 3.2 was amended on 31 March 2016.

3. Transactions and Services ²

The Committee has intervened in several types of transactions requiring its involvement in accordance with the Relations Protocol, adopting prior or subsequent resolutions in each case, as applicable. Relations of little significance as established in the Relations Protocol have been excluded and it has not been formally notified of them. This section includes a summary of the most important resolutions adopted by the Committee.

3.1. Significant resolutions reported on favourably by the Committee before their implementation

- (i) Extension and amendment of the terms of the resolution on Criteria Caixa's management service for some of CaixaBank's investee companies.
- (ii) Signature of a new Relations Protocol between Fundación Bancaria "la Caixa", as the parent company of the "la Caixa" Group, Criteria Caixa, as CaixaBank's direct shareholder, and CaixaBank, as a listed company.

3.2. Significant resolutions reported on favourably by the Committee after their implementation

- (i) In 2017, several transactions carried out in 2016 were reported on favourably:
 - a. Fixed-term investments contracted between Fundación Bancaria "la Caixa" and CaixaBank
 - b. Term investments contracted between Criteria and CaixaBank

3.3. Resolutions of insufficient significance to be previously adopted or subsequently reported to the Committee

On the basis of the materiality criteria established in the Relations Protocol, transactions between the parties not exceeding a certain amount do not need to be reported to the Committee.

It therefore cannot be ruled out that some transactions may have been made by CaixaBank in 2016 and not notified, e.g. the habitual financial transactions between the companies of the two Groups or specific services contracts. This is without prejudice to their having been in accordance with the provisions of the Relations Protocol and therefore having been carried out under market conditions.

4. Information flows

These legal obligations include drawing up their individual and consolidated financial statements, compliance with their obligations regarding regular reporting to and supervision by the European Central Bank, the Bank of Spain, the Spanish Securities Market Commission

² In accordance with the parameters established in the Relations Protocol of 1 July 2011, valid until 19 December 2016. From that date until 31 December 2016, no transactions were carried out requiring the involvement of the Audit and Control Committee in accordance with the valid Relations Protocol.

(CNMV) and other supervisory authorities, detailed monitoring of their equity, investment coefficients and solvency margins, analysis and monitoring of risk and tax aspects, compliance with legal requirements with regard to financial conglomerates, compliance with Fundación Bancaria "la Caixa"'s obligation to draw up the financial plan, estimating the investee company's equity requirements on different macroeconomic scenarios and compliance with current and future solvency regulations and with any other measures that the European Central Bank or the Bank of Spain may deem necessary in order to guarantee CaixaBank's sound, prudent management and its ability to comply with the applicable organisational and disciplinary regulations.

5. Update of the list of companies in the CaixaBank Group and the CEPB/Fundación Bancaria "la Caixa" Group at 31 December 2016 under the terms established in the Relations Protocol and the Management Protocol

As part of the corporate transactions carried out by the CaixaBank Group and the Fundación Bancaria "la Caixa" Group, there have been companies that have joined or left the respective scopes of consolidation due to acquisitions, transfers, mergers, demergers, dissolutions and other corporate restructuring operations. Other companies have changed and/or adapted their names.

The updated list of CaixaBank Group companies at 31 December 2016 is thus attached hereto as **Annex 1** and the list of Fundación Bancaria "la Caixa" Group companies at 31 December 2016 as **Annex 2**. Both **Annex 1** and **Annex 2** have been drawn up in accordance with the definition of a Group established in Article 42 of the Code of Commerce.

Companies controlled jointly by the CaixaBank Group and an external shareholder and classified as multi-group entities for accounting purposes and, where applicable, associate entities, have been excluded from the list of companies.

Barcelona, 23 March 2017

ANNEX 1

DENOMINACIÓN SOCIAL - GRUPO CAIXABANK	CIF
Acuigroup Mare Mar, S.L.	B96824271
Aris Rosen, S.A.U.	A63023519
Arquitabe Activos, S.L.U.	B09463514
Barclays Distribución, S.A.	A79276705
Barclays Factoring, S.A.	A78063690
Barclays Finance Agente de Banca, S.A.	A82405390
Biodiesel Processing, S.L.	B09486135
Bodega Sarria, S.A.	A31100662
Buildingcenter, S.A.U.	A63106157
Caixa Capital Biomed S.C.R., de Régimen Simplificado, S.A.	A65693343
Caixa Capital Fondos, S.C.R., S.A.U.	A91846436
Caixa Capital Micro S.C.R., de Régimen Simplificado, S.A.U.	A65452179
Caixa Capital Tic, S.C.R. de Régimen Simplificado, S.A.	A64404999
CaixaBank Payments, E.F.C., E.P., S.A.U.	A58513318
Caixa Card 2, S.A.	A58481664
Caixa Consulting, S.A.	A58483231
CaixaBank Asset Management, S.G.I.I.C., S.A.	A08818965
CaixaBank Brasil Escritorio de Representação, Ltda.	T22316844
CaixaBank Consumer Finance, Establecimiento Financiero de Crédito, S.A.U.	A08980153
Caixabank Digital Business, S.A.	A58481292
Caixabank Equipment Finance, S.A.	A58662081
Caixa Corp, S.A.	A28507804
Caixa Diagonal, S.A.	A58482084
Caixa Emprendedor XXI, S.A.	A63495550
Caixa Estel I, S.A.	A62337043
Caixa Instant, S.A.	A58483272
Caixa Jocs, S.A.	A58481144
Caixa Jove, S.A.	A58483157
Caixa Junior, S.A.	A58482118
Caixa Life, S.A.	A58483140
Caixa Mail, S.A.	A58481359
Caixa Market, S.A.	A58482969
Caixa Mediterránea, S.A.	A58483173
Caixa Money, S.A.	A58481243
Caixa Record, S.A.	A58483199

DENOMINACIÓN SOCIAL - GRUPO CAIXABANK	CIF
Caixa Senior, S.A.	A58481680
Caixa Sport, S.A.	A58481383
Caixa Start, S.A.	A58481268
Caixa Vida, S.A.	A58483280
CaixaBank Electronic Money, EDE, S.L.	B65866105
Caja de Ahorro Provincial de Guadalajara Participaciones Preferentes, S.A.	A19237098
Caja San Fernando Finance, S.A.	A91500769
Canalcaixa, S.A.	A58481631
Cartera de Participaciones SVN, S.L.	A62549209
CastellanaCaixa, S.A.	A62337134
Cestainmob, S.L.	B41890252
Corporación Hipotecaria Mutua, E.F.C., S.A.	A58353418
Credicaixa, S.A.	A58483132
Electroni Caixa I, S.A.	A62336995
Estugest, S.A.	A17373846
Fidocaixa, S.A.	A58481722
Fin-Caixa I, S.A.	A62557467
GDS-Cusa, S.A.	A08059610
GDS-Foment Inmobiliari I, S.A.	A62336979
GDS-Grupo de Servicios I, S.A.	A62337159
Gescaixa, S.A.	A62557327
GestiCaixa, Sociedad Gestora de Fondos de Titulización, S.A.	A58481227
Gestorcaixa, S.A.	A58443615
Grupcaixa Card,S.A.	A58032244
Grupo de Aluminios de Precisión, S.L.	B09471004
Grupo Riberebro Integral, S.L.	B31905623
Guadalcorchos, S.A.	A91341925
Habitat Dos Mil Dieciocho, S.L.	B98073117
Hipotecaixa 2, S.L.	B65647703
Hipotecaixa I, S.A.U.	B63343248
Hiscan Patrimonio, S.A.U.	A31934417
Hodefi, S.A.S.	RCS Nanterres B 403147358
Holret, S.A.U.	A58851015
Intercaixa, S.A.	A58483165
Inversiones Corporativas Digitales, S.L.	B31920697

DENOMINACIÓN SOCIAL - GRUPO CAIXABANK	CIF
Inversiones Inmobiliarias Teguse Resort, S.L.	B63023535
Inversiones Valencia Capital, S.A.	A96993324
Inversiones Vitivinícolas, S.L.	B71019707
La Caixa Net, S.A.	A58481094
La Caixa Olímpica, S.A.	A58483181
Líderes de Empresas Siglo XXI, S.L.	B62638572
Medicaixa, S.A.	A28512655
Merchantcaixa, S.A.	A58482951
Multimar Caixa, S.A.	A58483108
Mundicaixa, S.A.	A58483116
Negocio de Finanzas e Inversiones II, S.L.U.	B62549043
Nuevo Micro Bank, S.A.U.	A65619421
Premiat Comunidad Online, S.L. (Antigua Web Gestión 9)	B62549076
Promocaixa, S.A.	A58481730
Puerto Triana, S.A.	A41918038
Recouvrements Dulud, S.A.S.	B300985785
Redcaixa, S.A.	A58481565
Rentcaixa 1, S.A.	A61363339
Segurcajasol Operador de Banca de Seguros Vinculados, S.L.	B78485737
Sercapgu, S.L.	B19196682
Servicaixa, S.A.	A58481169
Servicio de Prevención Mancomunado del Grupo "la Caixa", CB	E65225716
Sociedad Tenedora de Participaciones en Proyectos de Energías Renovables, S.L.	A62541776
Sociedad de Gestión Hotelera de Barcelona, S.L.	B86737137
Silc Inmobles, S.A.	A58481672
Silk Aplicaciones, S.L.	B65663445
Suministros Urbanos y Mantenimientos, S.A.	A08517401
Telecaixa, S.A.	A58481573
Totcaixa, S.A.	A58481102
Tubespa, SA	A21203328
Unión de Crédito para la Financiación Mobiliaria e Inmobiliaria, E.F.C., S.A. (CREDIFIMO)	A28371292
VidaCaixa Mediació, Sociedad de Agencia de Seguros Vinculada, S.A.U.	A17582032
VidaCaixa, S.A. de Seguros y Reaseguros	A58333261
Videocaixa, S.A.	A58481649
Web Gestión 1, S.A.U.	A62541859

DENOMINACIÓN SOCIAL - GRUPO CAIXABANK	CIF
Web Gestión 2, S.A.U.	A62541909
Web Gestión 3, S.A.U.	A62541784
Web Gestión 4, S.A.U.	A62541826
Web Gestión 7, S.A.U.	A62549183

ANNEX 2

DENOMINACIÓN SOCIAL - GRUPO "la Caixa"	CIF
PARTICIPACIÓN INDIRECTA A TRAVÉS DE CRITERIA CAIXA (100%)	
Arrendamiento Inmo Criteria Caixa, S.L.	B63343172
Caixa Assistance, S.A	A62337100
Caixa Capital Risc, S.G.E.C.R., S.A.	A62794722
Caixa Capital Micro II, FCR de régimen simplificado	V66278987
Caixa Capital TIC II, FCR de régimen simplificado	V66359118
Caixa Podium I, S.A.	A62337001
Caixa Titol, S.A.	A62337050
CaixaBank, S.A.	A08663619
Clubcaixa I, S.A.	A62337027
Criteria Venture Capital, S.A.	A62557483
Els arbres de la tardor, S.L.	T00012847
Inmo Criteria Caixa, S.A.	A63346290
Grupcaixa,S.A.	A58263492
Inversiones Autopistas, S.L.	B62549159
Lumine Travel, S.A.U.	A55581292
Mediterránea Beach & Golf Community, S.A.	A58612904
Saba Infraestructuras, S.A.	A65550311
Saba Aparcamientos, S.A.	A08197931
Saba Aparcament Santa Caterina, S.L.	B-64359573
Saba Portugal - Parques de Estacionamiento, S.A.	501737855
Liz Estacionamientos, S.A.	505 302 179
Saba Italia, S.P.A	8593300588
Sociedad Concesionaria Plaza de la Ciudadanía, S.A.	99561160-0
Saba Car Park, S.L.U.	B-66248774
Saba Estacionamientos de Chile, S.A.	99.554.390-7
Saba Park Chile, S.A.	96.828.560-2
Saba Park, S.L.	B-66101775
Saba Park 3, S.L.	B-66130097
Concesionaria Estacionamientos Paseo Bulnes, S.A.	96.865.760-7
Sociedad Concesionaria Subterra Dos, S.A.	96.965.340-0
Saba Aeropuerto Chile, S.P.A.	76.607.459-6
CPE-Companhia de Parques de Estacionamento, S.A.	504 016 652
Sheport-Parques de Estacionamento, LDA.	513481150
Servihabitat Alquiler, S.L.	B63343214
Servihabitat Alquiler II, S.L.U.	B63343230
Servicio de Prevención Mancomunado Grupo "la Caixa", C.B.	E65225716