

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

### ANNUAL MONITORING REPORT ON COMPLIANCE WITH THE INTERNAL RELATIONS PROTOCOL 2015 (THE "REPORT")

#### 1. Introduction

From 1 July 2011, following the completion of certain operations for the reorganisation of the "la Caixa" Group, and until the transformation of Caixa d'Estalvis i Pensions de Barcelona (hereinafter "**CEPB**") into a banking foundation in June 2014, CaixaBank, S.A. (hereinafter "**CaixaBank**") constituted the banking institution through which CEPB indirectly undertook its financial business, in accordance with article 5 of Legislative Royal Decree 11/2010, dated 9 July, and article 3.4 of the amended text of the Savings Bank Act of Catalonia, dated 11 March 2008.

With the aim of regulating the relationship between CEPB and CaixaBank, both institutions signed an Internal Relations Protocol on 1 July 2011 (hereinafter the "**Relations Protocol**"), clause 9 of which stipulates that the Relations Protocol shall no longer be in force the moment CEPD ceases to indirectly exercise its financial activity through CaixaBank.

As a consequence of the coming into force of Law 26/2013, of 27 December, on Savings Banks and Banking Foundations, CEPB, in so far as it was a shareholder of more than 10% of the CaixaBank's share capital with voting rights, was transformed into a Banking Foundation, and "la Caixa" Caixa d'Estalvis i Pensions de Barcelona Banking Foundation (hereinafter, "**la Caixa Banking Foundation**") was registered in the Register of Foundations of the Ministry of Education, Culture and Sport on 16 June 2014, with number 1.658. According to the terms of the aforementioned Law 26/2013, "la Caixa" Banking Foundation's main activity may only consist of supporting and developing the charity foundation and the appropriate management of its holding in CaixaBank, terminating therefore CEPD's regime of indirect financial activity through CaixaBank, thereby constituting the scenario under which the Relations Protocol would no longer be in force.

However, prior to the registration of the "la Caixa" Banking Foundation in the Register of Foundations, constituting the termination of CEPD's regime of indirect financial activity through CaixaBank, and therefore, the termination of the Relations Protocol, CEPB y CaixaBank considered it necessary to modify the protocol to extend its validity for all matters not related to the indirect financial activity of CEPD until the signing of a new relations protocol between "la Caixa" Banking Foundation and CaixaBank and, to this end, entered into an amendment and novation agreement regarding the Internal Relations Protocol that had established this.

On the other hand, article 43 of the Law on Savings Banks and Banking Foundations stipulates that banking foundations with a share equal to or greater than 30% of a credit institution's capital, or a lesser holding that enables it to exercise control according to the terms of article 42 of the Commercial Code, must draw up a protocol for managing the financial holding in the corresponding credit institution. The "la Caixa" Banking Foundation, being the direct owner of a shareholding in the equity of CaixaBank which exceeds that percentage, on 24 July 2014

approved a protocol for managing its financial interest in CaixaBank. The members of the Board of Trustees of the "la Caixa" Banking Foundation approved a new protocol at the meeting held on 18 February 2016 (hereinafter the "**Management Protocol**"), which adapted the protocol approved by the Board of Trustees on 24 July 2014 to the content of the 6/2015 circular dated 17 November, of the Bank of Spain.

This Management Protocol regulates the general criteria for carrying out transactions between the "la Caixa" Banking Foundation and CaixaBank, the mechanisms that seek to avoid the appearance of conflicts of interest, the control and supervision of the Intra-Group services, the bodies responsible for this control and supervision, the publicity for these Intra-Group services and the information flows between the two entities and also with the mixed financial holding company, Criteria Caixa, SAU (hereinafter "**Criteria**"), via which the "la Caixa" Banking Foundation participates in the capital of CaixaBank. Additionally, the protocol establishes that the Board of "la Caixa" Banking Foundation shall move to sign a protocol with CaixaBank, to replace the Relations Protocol signed on 1 July 2011 by CEPB and CaixaBank, which was amended on 1 August 2012 and on 16 June 2014, containing aspects of the Management Protocol that require the participation of CaixaBank as counter-party to "la Caixa" Banking Foundation and Criteria.

## **2. Purpose of the Report**

In accordance with clause 7.2 (b) of the Relations Protocol, the purpose of this Report is to show the actions taken by the Audit and Control Committee of CaixaBank, S.A. (the "**Committee**") throughout the 2015 period in relation to the Relations Protocol. All to ensure the appropriate coordination and transparency of the relations between CaixaBank and its indirect controlling shareholder, "la Caixa" Banking Foundation.

## **3. Intra-group Operations and Services**

The Committee has intervened on various types of operations that required its involvement in accordance with the Relations Protocol, adopting prior or subsequent resolutions in each case, as applicable. The relations of little relevance in accordance with the parameters provided in the Relations Protocol have been excluded and have not been subject to formal notification. This section includes a summary of the most important resolutions adopted by the Committee.

### **3.1. Significant resolutions that have been subject to favourable reports by the Committee before their execution**

- (i) The signing of a swap contract between CaixaBank and its controlling shareholder, Criteria, in virtue of which CaixaBank will transmit to Criteria all of its shares in Grupo Financiero Inbursa, S.A.B. de C.V. and The Bank of East Asia, Limited and, at the same time, Criteria will transfer to CaixaBank shares in CaixaBank and an amount in cash.

### **3.2. Significant resolutions that have been subject to favourable reports by the Committee after their execution**

- (i) Renewal of a line of guarantees granted by CaixaBank to Criteria CaixaHolding, SAU (now Criteria), associated with the property business for the operational management of works and proceedings before official bodies.
- (ii) Concession of a loan from CaixaBank to Criteria for the refinancing of the subordinated debt of this company.
- (iii) During the first meeting of the Committee in 2016, favourable reports were given concerning transactions carried out in 2015:
  - a. Financial transactions conducted between “la Caixa” Banking Foundation and CaixaBank
  - b. Financial transactions conducted between Criteria and CaixaBank

### **3.3. Resolutions, which due to little relevance have not been adopted previously or reported subsequently to the Committee**

Based on the materiality criteria provided in the Relations Protocol, the transactions by and between the parties that do not exceed a certain amount do not need to be reported to the Committee.

Consequently, there may have been transactions carried out by CaixaBank in 2015 that have not been reported, such as, for example, usual financial business transactions between the companies of both Groups or specific service level agreements. All without prejudice to their having followed the provisions of the Relations Protocol and, therefore, having been carried out under market conditions.

## **4. Information flows**

All the information that CaixaBank has submitted to Criteria and to the “la Caixa” Banking Foundation has been prepared in accordance with the provisions of the Relations Protocol and the Management Protocol, in order for them to be able to carry out their management planning and control functions and to fulfil their obligations as regulated entities. These legal obligations include, among others, the preparation of both their individual and consolidated financial statements, compliance with their periodic reporting and supervision obligations with the European Central Bank, the Bank of Spain, the National Securities Market Commission and other supervisory authorities, the detailed monitoring of their own resources, investment ratios and solvency margin, the analysis and monitoring of risks and tax matters, compliance with the conditions of the legislation of financial conglomerates, compliance with the “la Caixa” Banking Foundation obligation to prepare the financial plan and the obligation to provide a reserve fund to satisfy potential capital requirements of CaixaBank, the estimation of capital requirements of the investee company in different macroeconomic scenarios, as well as compliance with the rules for current and future solvency and any other measures that, in the opinion of the European Central Bank or the Bank of Spain, are considered necessary in order

to ensure the sound and prudent management of CaixaBank and its ability to comply with the applicable rules on regulation and discipline.

**5. Updating of the list of companies in the CaixaBank Group and the CEPD Group/"la Caixa" Banking Foundation at 31 December 2015 under the terms and conditions established in the Relations and Management Protocols**

As part of the corporate operations carried out by the CaixaBank Group and the "la Caixa" Banking Foundation Group, there have been companies that have entered or left the respective perimeters due to acquisitions, transfers, mergers, splits, dissolutions and other corporate restructuring operations. Other companies have changed and/or adapted their names.

As a result, **Annex 1** is attached with the updated directory of companies in the CaixaBank Group at 31 December 2015, and **Annex 2** is attached with the list of companies in the "la Caixa" Banking Foundation Group at 31 December 2015. Both **Annex 1** and **Annex 2** have been drawn up in accordance with the concept of Group provided in article 42 of the Commercial Code.

The companies that are controlled jointly by the CaixaBank Group and an external shareholder and whose books are considered as multi-group or, where applicable, associate companies have been excluded from the directory of companies.

Barcelona, 10 March 2016

## ANNEX 1

CORPORATE NAME - GRUP CAIXABANK	CIF
Acuigroup Mare Mar, S.L.	B96824271
Aris Rosen, S.A.U.	A63023519
Arquitrahe 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
Buildingcenter Inmob., S.R.L.	RO001468241
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
Caixa Card 1, E.F.C., 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.	
CaixaBank Consumer Finance, E.F.C., S.A.U.	A08980153
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 Preference, S.A.U.	A63692438
Caixa Record, S.A.	A58483199
Caixa Senior, S.A.	A58481680
Caixa Sport, S.A.	A58481383
Caixa Start, S.A.	A58481268
Caixa Vida, S.A.	A58483280

CORPORATE NAME - GRUP CAIXABANK	CIF
CaixaBank Electronic Money, EDE, S.L.	B65866105
CaixaRenting, S.A.U.	A58662081
Caja de Ahorro Provincial de Guadalajara Participaciones Preferentes, S.A.	A19237098
Caja San Fernando Finance, S.A.	A91500769
Cajasol Participaciones Preferentes, S.A.U	A91853838
Canalcaixa, S.A.	A58481631
Cartera de Participaciones SVN, S.L.	A62549209
CastellanaCaixa, S.A.	A62337134
Cestainmob, S.L.	B41890252
Club de Baloncesto de Sevilla, SAD	A41395005
Corporación Hipotecaria Mutua, E.F.C., S.A.	A58353418
Credicaixa, S.A.	A58483132
e-la Caixa, S.A.	A58481292
El Monte Participaciones Preferentes, S.A.	A91367060
Electronic 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
Guatazal, S.L.	B73356875
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
Iniciativas Turísticas de Cajas, S.A.	A41838806
Intercaixa, S.A.	A58483165
Inversiones Corporativas Digitales, S.L.	B31920697
Inversiones Inmobiliarias Oasis Resort, S.L.	B63106124

CORPORATE NAME - GRUP CAIXABANK	CIF
Inversiones Inmobiliarias Tegui Resort, S.L.	B63023535
Inversiones Corsan 99 SICAV, S.A.	A82546607
Inversiones Valencia Capital, S.A.	A96993324
Inversiones Vitivinícolas, S.L.	B71019707
La Caixa Net, S.A.	A58481094
La Caixa Olímpica, S.A.	A58483181
Leucanto Inversiones 1, S.L.	B54472147
Líderes de Empresas Siglo XXI, S.L.	B62638572
Mediburgos XXI, S.A.	A09212317
Medicaixa, S.A.	A28512655
Menacha Dos, S.A.U.	A11015989
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.	B62549076
Promocaixa, S.A.	A58481730
Promoción Inmobiliaria Edificarte, S.A.	A41907890
Puerto Triana, S.A.	A41918038
Recouvrements Dulud, S.A.S.	B300985785
Redcaixa, S.A.	A58481565
Rentcaixa 1, S.A.	A61363339
Río Sevilla 98 Promociones Inmobiliarias, S.L.	B419273336
Ronda Innovación, F.C.R.	V31890536
Ronda Vida, F.C.R.	V31893480
Saldañuela Residencial, S.L.	B09457615
Segurcajasol Operador de Banca de Seguros Vinculados, S.L.	B78485737
Sercapgu, S.L.	B19196682
Servicaican, S.A.	A78485828
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
Tenedora de Vehículos, S.A.	A62027867

CORPORATE NAME - GRUP CAIXABANK	CIF
Totcaixa, S.A.	A58481102
Tubespa, S.A.	A21203328
Unión de Crédito para la Financiación Mobiliaria e Inmobiliaria, E.F.C., S.A. (CREDIFIMO)	A28371292
Viajes Cajasol, S.A.	A41543273
VidaCaixa Mediació, Sociedad de Agencia de Seguros Vinculada, S.A.U.	A17582032
VidaCaixa, S.A. de Seguros y Reaseguros	A58333261
Videocaixa, S.A.	A58481649
VIP Cartera, S.L.	B98062680
Web Gestión 1, S.A.U.	A62541859
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

CORPORATE NAME - GRUP Fundació Bancària "la Caixa"	CIF
THROUGH CRITERIA CAIXA (100%)	
Arrendament Immobiliari Assequible, S.L.U.	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 Innvierte industria, S.C.R. de régimen simplificado, S.A.	A65859126
Caixa Podium I, S.A.	A62337001
Caixa Titol, S.A.	A62337050
Clubcaixa I, S.A.	A62337027
Criteria Venture Capital, S.A.	A62557483
Els arbres de la tardor, S.L.	T00012847
Foment Immobiliari Assequible, S.A.U.	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
Barcelona Aparcaments Municipals BAMSA	A-66383902
Saba Aparcamientos, S.A.	A-08197931
Societat d'Aparcaments de Terrassa, S.A. (Satsa)	A-61597183
Saba Inmobiliaria de Aparcamientos, S.L.	B-64398985
Saba Aparcament Santa Caterina, S.L.	B-64359573
Saba Parques Logísticos, S.A.	A-60306438
Sevisur Logística, S.A.	A-91273417
Consorti de Parcs Logístics, S.L.	B-64339864
Consorti de Parcs Logístics Penedès, S.L.	B-65454647
Consorti de Parcs Logístics Toulouse, S.A.S.	. 52996593100015
Societat Pirenaica d'aparcaments, S.A. (Spasa)	D-1997/1776
Saba Parques Logísticos Portugal, S.A.	506363228
Saba Portugal - Parques de Estacionamiento, S.A.	501737855
Liz Estacionamientos, S.A.	505 302 179
Saba Italia, S.P.A	8593300588
Società Immobiliare Parcheggi Auto, S.p.A. (SIPA)	185370541
Parcheggi Pisa Srl	8120941003
Parcheggio Largo Bellini Srl	10981021008
Sociedad Concesionaria Plaza de la Ciudadanía, S.A.	99561160-0
Saba Car Park, S.L.U.	B-66248774

CORPORATE NAME - GRUP Fundación Bancaria "la Caixa"	CIF
THROUGH CRITERIA CAIXA (100%)	
Saba Estacionamientos de Chile, S.A.	99.554.390-7
Saba Park Chile, S.A.	96.828.560-2
Saba Park, S.I.	B-66101775
Saba Park 2, S.L.	B-66118100
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
Sociedad Concesionaria Subterra, S.A.	96.803.030-2
Servihabitat Alquiler, S.L.	B63343214
Servihabitat Alquiler II, S.L.U.	B63343230
Servihabitat Alquiler IV, S.A.	A62557269
Servicio de Prevención Mancomunado Grupo "la Caixa", C.B.	E65225716