

CAIXABANK S.A. AUDIT AND CONTROL COMMITTEE

2018 ANNUAL MONITORING REPORT ON INTERNAL RELATIONS PROTOCOL COMPLIANCE

1. Introduction

Article 43 of the Law on Savings Banks and Banking Foundations states that any banking foundation with a capital stake in a credit institution equal to or greater than 30% of the latter's capital, or a lesser holding enabling it to exercise its control under any of the terms of Article 42 of the Commercial Code, must draw up a protocol for managing the financial holding in the said credit institution.

Fundación Bancaria Caixa d'Estalvis i Pensions de Barcelona "la Caixa" (hereinafter referred to as **Fundación Bancaria "la Caixa"**) has an indirect stake in the share capital of CaixaBank, S.A. (hereinafter referred to as **"CaixaBank" or "the Company"**) that exceeds this percentage, and it consequently has a Protocol for management of the financial holding.

This protocol envisages that Fundación Bancaria "la Caixa" must sign an internal protocol with CaixaBank establishing the relations framework between Fundación Bancaria "la Caixa" and Criteria Caixa, S.A., Sociedad Unipersonal (hereinafter referred to as **"Criteria"**), on the one hand, and CaixaBank, on the other hand. A new Internal Relations Protocol was accordingly signed, with Fundación Bancaria "la Caixa" and Criteria as one party and CaixaBank as the other (hereinafter referred to as the **"Relations Protocol" or the "Protocol"**), replacing the previous protocol signed 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, S.A. Audit and Control Committee (hereinafter referred to as the **"Committee"**) during the financial year 2018 with regard to the Relations Protocol. The aim of this is to achieve adequate coordination and transparency in CaixaBank's relationship with Criteria and Fundación Bancaria "la Caixa", particularly with regard to the services provided by the Fundación Bancaria "la Caixa" Group Companies to the CaixaBank Group Companies and vice versa.

3. Work done by the Committee

As previously mentioned, in 2018 a draft version of the new Protocol to be signed by Fundación Bancaria "la Caixa", Criteria and CaixaBank was drawn up.

In this regard, as established in section 9 of both the previous and current Protocols, the Committee studied the amendments to the Protocol, reporting favourably to the Board of Directors of CaixaBank on these modifications. The Committee received advice for this purpose from an external expert, who considered that all aspects of the draft Internal Relations Protocol

complied with current legislation and provided greater transparency and legal security for CaixaBank's relationship with its main shareholder and tight control mechanisms.

3.1. Non-financial services

Before issuing this report, the Audit and Control Committee has been informed of the total amounts and details of the non-financial services provided in the financial year 2018, in accordance with the description given in section 3 of the Relations Protocol between Fundación Bancaria "la Caixa" and the CriteriaCaixa Group and the CaixaBank Group. The Committee has thus been informed of the companies that have mutually provided services to each other and of the description and amount of each service provided, none of them having exceeded the amount of €5m as established in the Protocol.

The Committee has also been informed that the transactions carried out between related companies are evaluated at market prices, in accordance with the methods set forth in the legislation.

3.2. Financial services

On the basis of the criteria set out in the Relations Protocol, no authorisation or specific report is required to contract any type of financial service with the following characteristics: a) it is carried out in accordance with contracts with standardised terms applied across the board to a large number of customers, b) it is carried out with prices or fees generally established by the company acting as the supplier of the goods or services in question, and c) the amount of the service does not exceed 1% of CaixaBank's individual annual income.

Consequently, some transactions conducted by CaixaBank in 2018 were not reported to the Committee, such as the habitual financial business transactions between the companies of the two Groups, for example, although they followed the provisions of the Relations Protocol and consequently complied with market conditions.

4. Information Flows

The information submitted to Criteria and Fundación Bancaria "la Caixa" by CaixaBank has been drawn up in accordance with the provisions of the Relations Protocol and the Management Protocol, to enable them to carry out their management planning and control functions and fulfil their obligations as supervised entities. These legal obligations include drawing up their financial statements, complying with their regular reporting and supervisory obligations with regard to the European Central Bank, the Bank of Spain, the Spanish Securities Market Commission and other supervisory authorities, analysis and monitoring of fiscal aspects deriving from the fact that they belong to the same tax group, Fundación Bancaria "la Caixa"'s obligation to draw up a financial plan, analysis of compliance with the prudential deconsolidation conditions and CaixaBank's monitoring of the risk concentration limit with regard to the associate companies of the Fundación Bancaria "la Caixa" Group.

5. Fundación Bancaria "la Caixa" Group companies and CaixaBank Group companies

Within the framework of the corporate transactions conducted by the CaixaBank Group and the Fundación Bancaria "la Caixa" Group, some companies entered or left the respective scopes of consolidation in 2018 as a result of acquisitions, transfers, mergers, demergers, dissolutions or other corporate restructuring operations. Other companies have modified and/or adapted their corporate name.

Thus, **Annex 1** and **Annex 2** are attached to this document, the former containing the updated Directory of Companies making up the CaixaBank Group and the latter the Directory of Companies making up the Fundación Bancaria "la Caixa" Group, both at 31 December 2018. Both Annexes were drawn up in accordance with the concept of a Group as set forth in Article 42 of the Commercial Code.

Companies controlled jointly by the CaixaBank Group and external shareholders and which are considered either a joint business or, where applicable, an associate company for accounting purposes, have been excluded from Annex 1.

Barcelona, 29 April 2019

Annex 1
CAIXABANK GROUP COMPANIES

Company name	Holding (%) at 31/12/2018
Aris Rosen, S.A.U.	100.00
Arquitabe Activos, S.L.	100.00
BPI (Suisse), S.A.	100.00
BPI Gestão de Activos - Sociedade Gestora de Fundos de Investimento Mobiliário, S.A.	100.00
BPI Madeira, SGPS, Unipessoal	100.00
BPI Private Equity – Sociedade de Capital de Risco, S.A.	100.00
BPI Vida e Pensões - Companhia de Seguros, S.A.	100.00
BPI, Incorporated	100.00
Banco BPI, S.A.	100.00
Banco Português de Investimento, S.A.	100.00
BuildingCenter, S.A.U.	100.00
Caixa Capital Biomed S.C.R. S.A.	90.91
Caixa Capital Fondos Sociedad De Capital Riesgo S.A.	100.00
Caixa Capital Micro SCR S.A.	100.00
Caixa Capital Tic S.C.R. S.A.	80.65
Caixa Corp, S.A.	100.00
Caixa Emprendedor XXI, S.A.U.	100.00
CaixaBank Asset Management, SGIIC, S.A.U.	100.00
CaixaBank Brasil Escritório de Representação Ltda.	100.00
CaixaBank Consumer Finance E.F.C., S.A.	100.00
CaixaBank Digital Business, S.A.	100.00
CaixaBank Electronic Money, E.D.E., S.L.	90.00
CaixaBank Equipment Finance, S.A.U.	100.00
CaixaBank Facilities Management, S.A.	100.00
CaixaBank Payments E.F.C. E.P., S.A.	100.00
CaixaBank Notas Minoristas, S.A.U.	100.00
Caixabank Asset Management Luxembourg, S.A.	100.00
Caixabank Business Intelligence, S.A.U.	100.00
Caixabank Titulización S.G.F.T., S.A.	100.00
Cestainmob, S.L.	100.00
Coia Financiera Naval, S.L.	76.00
Corporación Hipotecaria Mutual, E.F.C., S.A.	100.00
El Abra Financiera Naval, S.L.	76.00
Estugest, S.A.	100.00

GDS CUSA, S.A.U.	100.00
Grupo Aluminios de Precisión, S.L.U.	100.00
Grupo Riberebro Integral, S.L.	60.00
HipoteCaixa 2, S.L.	100.00
Hiscan Patrimonio, S.A.	100.00
Inter Caixa, S.A.	100.00
Inversiones Inmobiliarias Teguse Resort, S.L.	60.00
Inversiones Valencia Capital, S.A.	100.00
Inversiones Corporativas Digitales, S.L.	100.00
Líderes de Empresa Siglo XXI, S.L.	100.00
Negocio de Finanzas e Inversiones II, S.L.	100.00
Nuevo Micro Bank, S.A.U.	100.00
PromoCaixa, S.A.	100.00
Puerto Triana, S.A.U.	100.00
Sercapgu, S.L.	100.00
Silc Inmobles, S.A.	100.00
Silk Aplicaciones, S.L.U.	100.00
Sociedad de Gestión Hotelera de Barcelona, S.L.	100.00
Telefónica Consumer Finance E.F.C., S.A.	50.00
Unión de Crédito para la Financiación Mobiliaria e Inmobiliaria, E.F.C., S.A.U.	100.00
VidaCaixa Mediació, Sociedad de Agencia de Seguros Vinculada, S.A.U.	100.00
VidaCaixa, S.A. de Seguros y Reaseguros Sociedad Unipersonal	100.00

Annex 2
FUNDACIÓN BANCARIA "LA CAIXA" GROUP COMPANIES

Name	Holding (%) at 31.12.2018
Criteria Movilidad, S.L.	100.00%
Saba Infraestructuras	99.50%
SABA APARCAMIENTOS, S.A.	99.81%
Mediterranea Beach & Golf Community	100.00%
Els Arbres de la Tardor	100.00%
Criteria Caixa	100.00%
Energia Boreal 2018, S.A.	71.95%
Criteria Venture Capital	100.00%
Caixa Capital Risc, S.G.E.I.C., S.A.	100.00%
Inmo Criteria Arrendamiento, S.L.U.	100.00%
Inmo Criteria Arrendamiento II, S.L.U	100.00%
Inmo Criteria Patrimonio, S.L.	100.00%
Inmo Criteria Caixa	100.00%
Vivienda Asequible Arrendamiento y Servicios, S.L.U.	100.00%
Caixa Innvierte Industria SCR	46.57%
Lumine Travel	100.00%
Caixa Innvierte Biomed II	45.29%
Caixa Capital Micro II	56.80%
Caixa Capital TIC II	53.53%
Caixa Innvierte Start	41.71%
Criteria Industrial Ventures S.A.	100.00%
Caixa Assistance, S.A.	100.00%
Caixa Podium I, S.A.	100.00%
Club Caixa I, S.A.	100.00%
GrupCaixa, S.A.U.	100.00%
SABA ESTACIONAMIENTOS DE CHILE, S.A.	99.82%
SABA PARK CHILE, S.A.	99.82%
SABA AEROPUERTO CHILE SPA	99.82%
SOCIEDAD CONCESIONARIA SABA GENERAL MACKENNA, S.A.	99.82%
SABA APARCAMENT SANTA CATERINA, S.L.	99.81%
SABA CAR PARK, S.L.	99.81%
SABA PARK, S.L.U.	100.00%
SABA ITALIA, S.p.A.	99.81%
SABAPORTUGAL PARQUES DE ESTACIONAMIENTO, S.A.	99.81%
SABA GROUP UK LIMITED	99.81%

SABA INFRA HOLDINGS UK LIMITED	99.81%
SABA INFRA DUNDEE LIMITED	99.81%
SABA UNIGARAGE UK LIMITED	99.81%
SABA PARK SERVICES UK LIMITED	99.81%
SABA PARK SOLUTIONS UK LIMITED	99.81%
SABA INFRA CARDIFF LIMITED	99.81%
SABA INFRA UK LIMITED	99.81%
SABA INFRA CAMBRIDGESHIRE LIMITED	99.81%
SABA INFRA GLOUCESTERSHIRE LIMITED	99.81%
SABA INFRA HERTFORDSHIRE LIMITED	99.81%
SABA INFRA LIVERPOOL LIMITED	99.81%
SABA PARK DEUTSCHLAND GMBH	99.81%
SABA INFRA SLOVAKIA S.R.O	99.81%
SABA PARK SLOVAKIA S.R.O.	99.81%
SOCIETAT PIRENAICA D'APARCAMENTS, S.A.	59.89%
CONCESIONARIA ESTACIONAMIENTOS PASEO BULNES, S.A.	99.82%
CONCESIONARIA SUBTERRA DOS, S.A.	99.82%
SOCIEDAD CONCESIONARIA PLAZA DE LA CIUDADANIA, S.A.	99.81%
CONCESIONARIO PLAZA MEKIS, S.A.	99.82%
APARCAMIENTOS DE GETXO Y LAS ARENAS (Las Mercedes) SOCIEDAD CONCESIONARIA, S.L.	99.81%
BARCELONA D'APARCAMENTS MUNICIPALS, S.A. (BAMSA)	59.89%
SOCIETAT D'APARCAMENTS DE TERRASSA, S.A.	87.87%
PARCHEGGI PISA, Srl	69.87%
SOCIETA IMMOBILIARE PARCHEGGI AUTO - SIPA S.p.A.	72.47%
CPE- COMPANHIA DE PARQUES DE ESTACIONAMENTO, S.A.	99.81%
LIZESTACIONAMENTOS - DESENVOLVIMENTO, EXPLORAÇÃO E CONSTRUÇÃO DE PARQUES DE ESTACIONAMENTO, S.A.	99.81%
SEMOVE PARK VISEU, S.A.	99.81%