



CAIXABANK, SA - BOARD OF DIRECTORS REPORT ON THE PROPOSAL FOR THE RATIFICATION, APPOINTMENT AND RE-ELECTION OF DIRECTORS

I. PURPOSE OF THE REPORT

This report has been prepared by the Board of Directors of CaixaBank, SA (hereinafter "**CaixaBank**" or the "**Company**"), pursuant to the provisions of Article 529, *decies* of the Corporations Act, as stated under Law 31/2014, dated 3rd December (hereinafter, "**Corporations Act**"), which requires the drafting of an explanatory report that assess the competence, experience and merits of individuals whose ratification, appointment or re-appointment are subject to the approval of the General Meeting of Company Shareholders, convened on 23rd April, 2015, during the first round, and the following day, 24th April for the second round, under Point 7 of the Agenda.

Pursuant to the provisions of this Article, the re-election of Mr. Francesc Xavier Vives Torrents, appointed as independent director, has been presented before the General Meeting of Shareholders under the proposal presented by the Nomination Committee. The proposals for the ratification of the co-opted appointment and appointment as director for Mr. Antonio Massanell Lavilla, Mr. Gonzalo Gortázar Rotaeché and Mr. Arthur K.C. Li and the proposed re-appointment as director for Mr. Salvador Gabarró Serra have been submitted before the General Meeting of Shareholders following a report presented by the Nomination Committee, since all of such are determined as non-independent directors.

Both the proposal and the reports of the Nomination Committee are annexed to this report.

Additionally, for the purposes pursuant to Article 518 e) of the Corporations Act, this report contains information regarding the identity, curriculum and classification of each of the directors, whose ratification, appointment or re-appointment is proposed and shall be published, along with the proposal and reports hereto annexed from the Nomination Committee on the Company website as part of the documentation relating to the General Meeting.

II. RATIFICATION OF THE CO-OPTED APPOINTMENT AND APPOINTMENT OF MR. ANTONIO MASSANELL LAVILLA (AGENDA POINT 7.1)

Professional experience and background

Antonio Massanell Lavilla, born in 1954 at Vilafranca del Penedes, has been Vice President of CaixaBank since June 2014.

Holds a degree in Economics and Business Science from the University of Barcelona and had been Managing Director of Communications at CaixaBank until his appointment as Vice President in June 2014. From 1971 until June 2011 he has held various positions within Caja de Ahorros y Pensiones de Barcelona, "la Caixa", the latter as Deputy CEO.

He has been the non-executive Chairman of Cecabank since 2013. He has also held a position as Director at Telefónica, SA since 1995, at Boursorama, SA (as a representative of the Banking Foundation "la Caixa") since 2008, at SAREB (Management Company for Assets derived from Bank Restructuring) since 2012 and at Banco BPI, SA since 2014¹ and also as Vice President at Mediterranea Beach & Golf Community, SA since 2009.

He is also Chairman of the Barcelona Digital Technology Centre Foundation since 2005, Vice President of Barcelona Centre Financer Europeu (Chairman from 2005 to 2007), Director of APD Zona Mediterrania since 2005 and Board Member of the Chamber of Commerce of Barcelona since 2010.

As Director

Regarding his qualification within the Board of Directors of CaixaBank, the appointment of Mr. Antonio Massanell Lavilla has been proposed to the Board of Directors by the indirect controlling shareholder, the Banking Foundation Caixa d'Estalvis i Pensions de Barcelona, "la Caixa". Additionally, Mr. Massanell exercises senior management functions in the Company and therefore has been considered as Executive Director.

Assessment of experience, competence and merits

The Nomination Committee has verified that Mr. Antonio Massanell Lavilla meets the eligibility requirements, as referred to in Article 24 of Law 10/2014, *dated of 26th June, of management, supervision and solvency of credit institutions* (hereinafter referred to as "**Law 10/2014**"): commercial and professional integrity, appropriate experience and knowledge and willingness to exercise good governance of the Company, as well as not being subject to any cause of incompatibility, prohibition or conflict of interest.

¹ Pending registration in the Register of Senior Executives before being able to take this position.

The Board of Directors has endorsed the report issued by the Nomination Committee and considers that Mr. Antonio Masanell Lavilla possesses the adequate experience, competence and merits for the role of director. Specifically, his professional career is highlighted by, firstly at "la Caixa" and later at CaixaBank, the various executive positions and his extensive experience in governance bodies.

Proposal

To ratify the appointment of Mr. Antonio Massanell Lavilla as member of the Board of Directors approved by the Board of Directors, by co-option, at its meeting on 30 June 2014, and appoint him as a member of the Board of Directors at the proposal of the majority shareholder (indirectly), the Fundació Bancaria Caixa d'Estalvis i Pensions de Barcelona, "la Caixa", for a period of four years, following the favourable report issued by the Appointments Committee. Mr. Antonio Massanell Lavilla is considered an Executive Director given that he exercises senior management duties in the Company.

III. RATIFICATION OF THE CO-OPTED APPOINTMENT AND APPOINTMENT OF MR. GONZALO GORTÁZAR ROTAECHE (AGENDA POINT 7.2)

Professional experience and background

Gonzalo Gortázar Rotaeche, born in 1965 in Madrid, has been CEO of CaixaBank since June, 2014.

He holds a degree in Law and Business Administration from the Universidad Pontificia Comillas (ICADE) and a Master in Business Administration, with distinction from INSEAD.

Gonzalo Gortázar is Chairman of VidaCaixa and member of the Board of Directors of the Financiero Inbursa Group.

He had been Chief Financial Officer of CaixaBank up until his appointment as CEO in June, 2014. Previously, he was Executive Managing Director of Criteria from 2009 to June, 2011. From 1993 to 2009, he worked at Morgan Stanley in London and Madrid, where he held various positions in the Division of Investment Banking, leading the Financial Institutions Group in Europe until the middle of 2009, at which time he joined Criteria.

He previously held various responsibilities at Bank of America in Corporate and Investment Banking.

As Director

Regarding his qualification within the Board of Directors of CaixaBank, Mr. Gonzalo Gortázar Rotaeche is considered as Executive Director for exercising senior management functions in the Company.

Assessment of experience, competence and merits

The Nomination Committee has verified that Mr. Gonzalo Gortázar Rotaeché meets the eligibility requirements, as referred to in Article 24 of Law 10/2014, regarding commercial and professional integrity, appropriate knowledge and experience and willingness to exercise good governance of the Company, as well as not being subject to any cause of incompatibility, prohibition or conflict of interest.

The Board of Directors has endorsed the report issued by the Nomination Committee and considers that Mr. Gonzalo Gortázar Rotaeché possesses the adequate experience, competence and merits for the role of director. Specifically, his deep financial knowledge, his extensive international experience in the banking sector and his managerial role as CEO during his term as CEO of the Company are noteworthy.

Proposal

To ratify the appointment of Mr. Gonzalo Gortázar Rotaeché as member of the Board of Directors approved by the Board of Directors, by co-option, at its meeting on 30 June 2014, and appoint him as a member of the Board of Directors, in the category of Executive Director, for a period of four years, following the favourable report issued by the Appointments Committee.

IV. RATIFICATION OF THE CO-OPTED APPOINTMENT AND APPOINTMENT OF MR. ARTHUR K.C. LI (AGENDA POINT 7.3)

Professional experience and background

Arthur Li, born in 1945 in Hong Kong, has been a member of the Board of Directors of CaixaBank since November, 2014.

Currently, Vice President of The Bank of East Asia, Ltd, an authorized entity based in Hong Kong and listed on the Hong Kong Stock Exchange. Also, the non-executive chairman of Digital Broadcasting Corporation Hong Kong Ltd and independent non-executive director of Shangri-La Asia Limited and Nature Home Holding Co. Ltd. Professor Li is a member of the Executive Council of the Hong Kong Special Administrative Region and member of the National Committee of the Chinese People's Political Consultative Conference.

In 1969, Professor Li graduated in Medicine and Surgery (MB BChir (Cantab)) from the University of Cambridge. He is a qualified surgeon and has undertaken postgraduate studies, among others, at the Royal College of Surgeons of England, Royal College of Surgeons of Edinburgh, Royal Australasian College of Surgeons, American College of Surgeons and at the Hong Kong Academy of Medicine. He has also been named an honorary member and doctor honoris from various institutions in the United States of America, Hong Kong, Philippines, Japan and the United Kingdom.

Professor Li was Secretary of Education and Human Resources of the Government of the Hong Kong Special Administrative Region (from 2002 to June, 2007). Prior to these appointments, he was Vice Chancellor of the Chinese University of Hong Kong (1996-2002) and chairman of the Department of Surgery and Dean of the Faculty of Medicine, at the Chinese University of Hong Kong.

He has been a non-executive director of China Mobile (Hong Kong) Limited, director of Glaxo-Wellcome Plc., an independent non-executive director of Henderson Cyber Limited, non-executive director of The Wharf (Holdings) Limited, Non-Executive Chairman of the Board of Corus Hotels plc (formerly Corus and Regal Hotel Group plc).

Professor Li has held important positions in various social service organizations, medical associations, educational institutions, among others, the Education Commission, the Committee on Science and Technology, the Hospital Authority, the Medical Council of Hong Kong, the University Scholarship Committee, the College of Surgeons of Hong Kong and the Council of Medical Services of the United Christian Church. He was a member of the Board of Directors of the Hong Kong Corporation of Science and Technology Parks and the Hong Kong Applied Science and Technology Research Institute and Vice President of the Association of University Presidents of China.

As Director

Regarding his qualification within the Board of Directors of CaixaBank, Mr. Arthur KC Li is considered as an "Other Outside Director". Mr. Li is an outside director, who is not and does not represent any shareholder with representation rights on the Board of Directors of CaixaBank and, therefore, cannot be considered as a proprietary director, nor may he be considered as an independent director, due to the participation of CaixaBank in the Bank of East Asia and the collaborative arrangements with this entity.

Assessment of experience, competence and merits

The Nomination Committee has verified that Mr. Arthur K.C. Li meets the eligibility requirements, as referred to in Article 24 of Law 10/2014, regarding commercial and professional integrity, appropriate knowledge and experience and willingness to exercise good governance of the Company as well, as not being subject to any cause of incompatibility, prohibition or conflict of interest.

The Board of Directors has endorsed the report issued by the Nomination Committee and considers that Mr. Arthur K.C. Li possesses the adequate experience, competence and merits for the role of director. In particular, his knowledge of the financial world at an international level and his experience as a manager for institutions, both public and private, with a high degree of complexity are noteworthy.

Proposal

To ratify the appointment of Mr. Arthur K.C. Li as member of the Board of Directors approved by the Board of Directors, by co-option, at its meeting on 20 November 2014, and appoint him as a member of the Board of Directors, in the category of "other external Directors", for a period of four years, following the favourable report issued by the Appointments Committee.

V. RE-ELECTION OF MR. SALVADOR GABARRÓ SERRA (AGENDA POINT 7.4)

Professional experience and background

Salvador Gabarró, born in 1935 in Sant Guim de Freixenet, served as a member on the Board of Directors of CaixaBank, since 2003, and third Vice President of Criteria CaixaHolding. Was Vice President of Caja de Ahorros y Pensiones de Barcelona, "la Caixa", from 2003 to June, 2014 and Vice President of the Board of the Foundation "la Caixa", until October, 2014.

Received a Doctorate in Industrial Engineering from the Polytechnic University of Catalonia and President of Gas Natural Fenosa.

From 1974 to 2000, he lead the expansion of Roca, as Manager. He was also President of Círculo de Economía (1999-2002).

He has served on the boards of directors of Enagás and Indra Sistemas.

As Director

Regarding his qualification within the Board of Directors of CaixaBank, the appointment of Mr. Salvador Gabarró has been considered as Proprietary Director, whose appointment has been proposed by the indirect controlling shareholder, the Banking Foundation Caixa d'Estalvis i Pensions de Barcelona, "la Caixa".

Assessment of experience, competence and merits

The Nomination Committee has verified that Mr. Salvador Gabarró Serra meets the eligibility requirements, as referred to in Article 24 of Law 10/2014, regarding commercial and professional integrity, appropriate knowledge and experience and willingness to exercise good governance of the Company, as well as not being subject to any cause of incompatibility, prohibition or conflict of interest.

The Board of Directors has endorsed the report issued by the Nomination Committee and considers that Mr. Salvador Gabarró Serra possesses the adequate experience, competence and merits for the role of director. In particular, his professional experience in highly complex roles with a high number of dependent staff, along with his knowledge of the Company and the Group to which it belongs are noteworthy.

Proposal

To re-elect Mr. Salvador Gabarró Serra as member of the Board of Directors, in the category of Proprietary Director, at the proposal of the majority shareholder (indirectly), the Fundació Bancaria Caixa d'Estalvis i Pensions de Barcelona, "la Caixa", for a period of four years, following the favourable report issued by the Appointments Committee.

VI. RE-ELECTION OF FRANCESC XAVIER VIVES TORRENTS (AGENDA POINT 7.5))

Professional experience and background

Xavier Vives Torrents, born in 1955 in Barcelona, has served on the Board of Directors of CaixaBank since 2008.

He is Professor of Economics and Finance at IESE Business School. He is also Doctor in Economics from the University of California, Berkeley.

He was Professor of European Studies at INSEAD from 2001-2005; Director of the Institute of Economic Analysis at the Superior Council for Scientific Research in 1991-2001; and Visiting Professor at the Universities of California (Berkeley), Harvard, New York (King Juan Carlos I Chair 1999-2000) and Pennsylvania, as well as the Universitat Autònoma de Barcelona and the Universitat Pompeu Fabra.

He has advised, among other institutions, the World Bank, the Inter-American Development Bank, the European Commission and international companies. He has also been Chairman of the Spanish Economic Association (2008) and Vice President of the Spanish Association for Energy Economics (2006-2009).

Currently, he is Director of Aula Escola Europea; member of the European Academy of Sciences and Arts, and the European Academy; Research Fellow at CESifo and at the Center for Economic and Policy Research; Fellow at the European Economic Association, since 2004, and at the Econometric Society, since 1992. He is also a member of CAREC (Consell Assessor per a la Reactivació Econòmica i el Creixement) of the Regional Government of Catalonia. In 2011, was appointed Special Adviser to the Vice President of the European Union and Competition Commissioner, Mr. Joaquín Almunia.

He has published numerous articles in international journals and has edited several books. Has been the recipient of the National Award "King Juan Carlos I" for Research into the Social Sciences (1988), the "Catalan Society of Economics" Award (1996), the Narcís Monturiol Medal of the Regional Government of Catalonia (2002); and the "Premi Catalunya d'Economia" Award (2005); the IEF Award for academic career excellence (2012); beneficiary of the European Research Council Advanced Grant (2009-2013), and King James I of Economics Award (2013).

As Director

Regarding his qualification within the CaixaBank Board of Directors, Mr. Francesc Xavier Vives Torrents is considered as an Independent Director, meeting the requirements of Paragraph 4 of Article 529 *duodecies* of the Corporations Act.

Assessment of experience, competence and merits

The Nomination Committee has verified that Mr. Francesc Xavier Vives Torrents meets the eligibility requirements, as referred to in Article 24 of Law 10/2014, regarding commercial and professional integrity, appropriate knowledge and experience and willingness to exercise good governance of the Company, as well as not being subject to any cause of incompatibility, prohibition or conflict of interest.

The Board of Directors has endorsed the report issued by the Nomination Committee and considers that Mr. Francesc Xavier Vives Torrents possesses the adequate experience, competence and merits for the role of director. Specifically, his extensive experience with an advisory role in the public and private sector and his renowned international career as an economist are noteworthy.

Proposal

To re-elect Mr. Xavier Vives Torrents as member of the Board of Directors, in the category of Independent Director, for the period of four years, at the proposal of the Nomination Committee.

Barcelona, 12th March, 2015

Annex 1

Report presented by the Appointments Committee of CaixaBank, S.A. to the Board of Directors, in fulfilment of the provisions set forth in Article 529 decies for the Corporate Enterprises Act, in relation to the proposal for ratification of the co-opted nomination and appointment of Mr. Antonio Massanell Lavilla as executive board member of CaixaBank, S.A.

Article 529 decies of the Corporate Enterprises Act, as redacted by Law 31/2014 of 2 December, establishes that any proposal for appointment of re-election of the members of the Board of Directors must be accompanied by a substantiating report by the board in which the competence, experience and merits of the proposed candidates is evaluated. In the case of non-independent board members, such proposals must be preceded by an additional report by the Appointments Committee.

In fulfilment of the abovementioned requirement, the Appointments Committee has agreed to present to the Board of Directors the report relating to the ratification of the co-opted nomination and appointment of Mr Antonio Massanell Lavilla and a member of the Board of Directors of CaixaBank, S.A. (hereinafter, "**CaixaBank**" or the "**Company**"), as executive board member.

For this purpose, the Appointments Committee has analysed the current composition of the Board of Directors to assess whether the Board, as a whole, has the sufficient knowledge, competences and experience in the governance of credit entities to adequately understand the activities of CaixaBank, including its main risks, and to ensure the capacity to make decisions autonomously and independently in order to benefit the Company.

Within the framework of this evaluation, and in accordance with the provisions set forth in Law 10/2014, of 26 June, regarding the ordinance, supervision and solvency of credit entities (hereinafter "**Law 10/2014**"), in Royal Decree 84/2014 of 13 February implementing Law 10/2014 of 26 June, regarding the ordinance, supervision and solvency of credit entities and in the Protocol for Selection Procedures and the Evaluation of Suitability for Positions within CaixaBank, the Appointments Committee has subsequently performed an evaluation on the suitability of Mr. Antonio Massanell Lavilla for the position of board member.

Training and professional experience

Mr. Massanell is a graduate in Economic and Business Science from the University of Barcelona.

Vice Chairman of CaixaBank since June 2014.

General Manager Director of Medios of CaixaBank until his appointment as Vice Chairman of the Board in June 2014. From 1971 until June 2011, he held several positions in Caja de Ahorros y de Pensiones de Barcelona, "la Caixa", the last being Deputy General Manager.

He is the current non-executive Chairman of Cecabank, member of the board of Telefónica, S.A., of Boursorama, S.A. (acting as representative of the "la Caixa" bank foundation), of SAREB (Management Company for Assets Arising from the Banking Sector Reorganisation) and Banco PPI, S.A. and Vice Chairman of Mediterránea Beach & Golf Community, S.A.

Suitability assessment

The Appointments Committee has evaluated the content and validity of the CaixaBank Repute and Good Governance Questionnaire completed by Mr. Massanell upon his appointment as member of the board on 30 June 2014. Through this Questionnaire, information has been gathered on three areas taken into account for evaluating Board members' suitability: commercial and professional repute, knowledge and experience and aptitude for good governance of the Company.

The Appointments Committee has also taken into account the Suitability Evaluation Report issued by the Board of Directors during its session held on 30 June 2014, in compliance with the provisions set forth in Article 2 of overturned RD 1245/1995, which stated identical obligations to those established by Law 10/2014.

To conclude, it is considered that Mr Antonio Massanell Lavilla meets and continues to meet the suitability conditions required for performing the duties of member of the Board of Directors of CaixaBank.

Furthermore, Mr. Massanell Lavilla complies with the maximum limit of positions established in Article 26 of Law 10/2014, there are no notable conflicts of interest that may generate undue influence by third parties and he has stated that he has sufficient time to perform the functions of the position of member of the Board of Directors of CaixaBank.

Category of Board member

With regards his qualification within the Board of Directors of CaixaBank, it has been the indirectly controlling shareholder of the Company, the Fundació Bancaria Caixa d'Estalvis i Pensions de Barcelona, "la Caixa", who has proposed Mr. Antonio Massanell Lavilla to represent him on the Board of Directors of CaixaBank. Mr. Massanell also performs functions of senior management within the company, therefore, this Committee considers that, in accordance with the provisions set forth in section 1 of Article 529 duodecies of the Corporate Enterprises Act, the category that should be ascribed to Mr. Massanell is that of executive board member.

Conclusion

As a result of the foregoing and in consideration of the current requirements of the Board of Directors of CaixaBank, the Appointments Committee considers that Mr. Antonio Massanell Lavilla has the appropriate knowledge, experience and merit to perform the position of member of the Board of Directors, as well as the requirements of suitability which are demanded of such a condition, therefore, it has agreed to present its favourable report on the proposal for the ratification of his co-opted nomination and appointment as member of the board for the period of four years, holding the position of executive board member before the Board of Directors at the General Shareholders Meeting of CaixaBank.

Barcelona, 12 March 2015

Annex 2

Report presented by the Appointments Committee of CaixaBank, S.A. to the Board of Directors, in fulfilment of the provisions set forth in Article 529 decies for the Corporate Enterprises Act, in relation to the proposal for ratification of the co-opted nomination and appointment of Mr. Gonzalo Gortázar Rotaeché as executive board member of CaixaBank, S.A.

Article 529 decies of the Corporate Enterprises Act, as redacted by Law 31/2014 of 2 December, establishes that any proposal for appointment or re-election of the members of the Board of Directors must be accompanied by a substantiating report by the board in which the competence, experience and merits of the proposed candidates is evaluated. In the case of non-independent board members, such proposals must be preceded by an additional report by the Appointments Committee.

In fulfilment of the abovementioned requirement, the Appointments Committee has agreed to present to the Board of Directors the report relating to the ratification of the co-opted nomination and appointment of Mr Gonzalo Gortázar Rotaeché as a member of the Board of Directors of CaixaBank, S.A. (hereinafter, "**CaixaBank**" or the "**Company**"), as executive board member.

For this purpose, the Appointments Committee has analysed the current composition of the Board of Directors to assess whether the Board, as a whole, has the sufficient knowledge, competences and experience in the governance of credit entities to adequately understand the activities of CaixaBank, including its main risks, and to ensure the capacity to make decisions autonomously and independently in order to benefit the Company.

Within the framework of this evaluation, and in accordance with the provisions set forth in Law 10/2014, of 26 June, regarding the ordinance, supervision and solvency of credit entities (hereinafter "**Law 10/2014**"), in Royal Decree 84/2014 of 13 February implementing Law 10/2014 of 26 June, regarding the ordinance, supervision and solvency of credit entities and in the Protocol for Selection Procedures and the Evaluation of Suitability for Positions within CaixaBank, the Appointments Committee has subsequently performed an evaluation on the suitability of Mr. Gonzalo Gortázar Rotaeché for the position of board member.

Training and professional experience

Mr Gortázar holds a degree in Law and Business Science from Universidad Pontificia Comillas (ICADE) and a Master in *Business Administration with distinction* from INSEAD.

Managing Director of CaixaBank since June 2014.

Chairman of VidaCaixa and member of the Board of Directors of the Inbursa Financial Group.

General Manager of Finance at CaixaBank until appointment as Managing Director. Previously Managing Director of Criteria between 2009 and June 2011. From 1993 to 2009, he worked at Morgan Stanley in London and in Madrid, where he held several positions in the Investment Banking division, heading up the Financial Institutions Group in Europe until mid 2009, when he joined Criteria.

Prior to this he held several positions at the Bank of America in Corporate and Investment Banking.

Suitability assessment

The Appointments Committee has evaluated the content and validity of the CaixaBank Repute and Good Governance Questionnaire completed by Mr. Gortázar upon his appointment as member of the board on 30 June 2014. Through this Questionnaire, information has been gathered on three areas taken into account for evaluating Board members' suitability: commercial and professional repute, knowledge and experience and aptitude for good governance of the Company.

The Appointments Committee has also taken into account the Suitability Evaluation Report issued by the Board of Directors during its session held on 30 June 2014, in compliance with the provisions set forth in Article 2 of overturned RD 1245/1995, which stated identical obligations to those established by Law 10/2014.

To conclude, it is considered that Mr. Gonzalo Gortázar Rotaeché meets and continues to meet the suitability conditions required for performing the duties of member of the Board of Directors of CaixaBank.

Furthermore, Mr. Gortázar complies with the maximum limit of positions established in Article 26 of Law 10/2014, there are no notable conflicts of interest that may generate undue influence by third parties and he has stated that he has sufficient time to perform the functions of the position of member of the Board of Directors of CaixaBank.

Category of Board member

With regards his qualification within the Board of Directors of CaixaBank, Mr. Gonzalo Gortázar Rotaeché also performs functions of senior management within the Company, therefore, this Committee considers that, in accordance with the provisions set forth in section 1 of Article 529 duodecies of the Corporate Enterprises Act, the category that should be ascribed to Mr. Gortázar is that of executive board member.

Conclusion

As a result of the foregoing and in consideration of the current requirements of the Board of Directors of CaixaBank, the Appointments Committee considers that Mr. Gonzalo Gortázar Rotaeché has the appropriate knowledge, experience and merit to perform the position of member of the Board of Directors, as well as the requirements of suitability which are demanded of such a condition, therefore, it has agreed to present its favourable report on the proposal for the ratification of his co-opted nomination and appointment as member of the board for the period of four years, holding the position of executive board member before the Board of Directors at the General Shareholders Meeting of CaixaBank.

Barcelona, 12 March 2015

Annex 3

Report presented by the CaixaBank, S.A. Appointments Committee to the Board of Directors, in accordance with the provisions of article en 529. *decies* of the Capital Company Act, in relation to the proposal to ratify the appointment by co-option and nomination of Mr. Arthur K.C. Li with the category of “other outside” director at CaixaBank, S.A.

Article 529. *decies* of the Capital Company Act, in the draft provided by Law 31/2014, of 3 December, establishes that proposals to appoint or re-elect Members of the Board of Directors must be accompanied by an explanatory report of the Board, which assesses the competence, experience and merits of the proposed candidate. Proposals which, in the case of non-independent directors, must also be preceded by a report from the Appointments Committee.

In compliance with the aforementioned requirement, the Appointments Committee has agreed to submit this report to the Board of Directors on the ratification and appointment of Mr. Arthur K.C. Li as a member of the Board of Directors of CaixaBank, S.A. (hereinafter, “**CaixaBank**” or the “**Company**”), with the category of “other outside”.

To this end, the Appointments Committee has analysed the current composition of the Board of Directors, assessing that the Board possesses, as a whole, sufficient knowledge, competence and experience for the management of a credit institution required to properly cover the activities of CaixaBank, including its main risks, and ensure its capability to take autonomous and independent decisions for the benefit of the Company.

Within the context of this assessment, and in accordance with the terms of Law 10/2014, of 26 June, on the planning, supervision and solvency of credit institutions (hereinafter, “**Law 10/2014**”), in Royal Decree 84/2015, of 13 February, which implements Law 10/2014, of 26 June, on the planning, supervision and solvency of credit institutions and the Protocol on Selection Procedures and the Assessment of Position Suitability at CaixaBank, the Appointments Committee has likewise assessed the suitability of Mr. Arthur K.C. Li for the post of director.

Training and professional experience

He has been a member of the CaixaBank Board of Directors since November 2014.

He is currently Vice-Chairman of The Bank of East Asia, Limited, authorised institution with headquarters in Hong Kong and listed on the Hong Kong Stock Exchange. He is likewise non-executive Chairman of Digital Broadcasting Corporation Hong Kong Limited, independent non-executive director of Shangri-La Asia Limited and Nature Home Holding Co. Ltd. Professor Li is a member of the Executive Board of

the Hong Kong Special Administrative Region and a member of the National Committee of the Chinese People's Political Consultative Conference.

He was a non-executive director of China Mobile (Hong Kong) Limited, director of Glaxo-Wellcome Plc., independent non-executive director of Henderson Cyber Limited, non-executive director of The Wharf (Holdings) Limited, non-executive Chairman of the Board of Corus Hotels plc (previously, Corus and Regal Hotel Group plc).

Professor Li graduated in Medicine and Surgery (MB BChir (Cantab)) from the University of Cambridge in 1969. He is a licensed surgeon and has undertaken post-graduate study, amongst others, at the Royal College of Surgeons of England, Royal College of Surgeons of Edinburgh, Royal Australasian College of Surgeons, American College of Surgeons and at the Hong Kong Academy of Medicine. He has also been appointed honorary member and doctor honoris causa by several institutions in the United States, Hong Kong, Philippines, Japan and the United Kingdom.

He was the Secretary for Education and Human Resources for the Government of the Hong Kong Special Administrative Region (from 2002 to June 2007). Prior to these appointments, he was vice-chancellor of the Chinese University of Hong Kong (1996-2002) and Chairman of the Department of Surgery and Dean of the Faculty of Medicine at the Chinese University of Hong Kong.

Professor Li has occupied important positions at different social services organisations, medical associations, and educational bodies.

Suitability assessment

The Appointments Committee has assessed the content and applicability of CaixaBank's Repute and good governance questionnaire completed by Mr. Li on the occasion of his appointment as director on 20 November 2014. The questionnaire is used to gather information in relation to three areas which are taken into account when evaluating Board members' suitability: commercial and professional honour, knowledge and experience and aptitude for good governance of the Company.

The Appointments Committee has also taken into account the Suitability Evaluation Report issued by the Board of Directors at its meeting of 20 November 2014, in accordance with the provisions of article 2 of repealed RD 1245/1995 and article 24 of Law 10/2014.

Its conclusion is that Mr. Arthur K.C. Li met meets the suitability requirements for holding the post of member of the Board of Directors of CaixaBank.

On the other hand, Mr. Li complies with the maximum limit on the number of posts established in article 26 of Law 10/2014, the Committee has not detected any potential conflicts of interest which could give rise to undue influence from third parties, and affirms that he has sufficient time available to carry out the duties inherent to the post on the Board of Directors of CaixaBank.

Category of directorship

Regarding the categorisation of his position on the CaixaBank Board of Directors, Mr. Arthur K.C. Li is categorised as an outside director that is not – and neither does he represent – a shareholder with representation rights on the CaixaBank Board of Directors, and he therefore cannot be considered a Proprietary Director. Neither can he be considered an independent director due to CaixaBank's holding in Bank of East Asia and the collaboration agreements with this institution. Therefore, this Committee considers that, in accordance with the terms of article 529. *duodecies* of the Capital Company Act, the category to be assigned to Mr. Li is that of “other outside”.

Conclusion

As a result of the foregoing, and attending to the current needs of the CaixaBank Board of Directors, the Appointments Committee considers that Mr. Arthur K.C. Li has the appropriate knowledge, experience and merits to perform his duties on the CaixaBank Board of Directors, and meets the suitability requirements for such a position, and it has therefore agreed to submit its favourable report to the Board of Directors on the proposal to the General Meeting of CaixaBank to ratify his appointment by co-option and new appointment as director for the period of four years, with the category of “other outside”.

Barcelona, 12 March 2015

Annex 4

Report presented by the CaixaBank, S.A. Appointments Committee to the Board of Directors, in accordance with the provisions of article en 529. *decies* of the Capital Company Act, in relation to the proposal to re-elect Mr. Salvador Gabarró Serra as Proprietary Director of CaixaBank.

Article 529. *decies* of the Capital Company Act, in the draft provided by Law 31/2014, of 3 December, establishes that proposals to appoint or re-elect Members of the Board of Directors must be accompanied by an explanatory report of the Board, which assesses the competence, experience and merits of the proposed candidate. Proposals which, in the case of non-independent directors, must also be preceded by a report from the Appointments Committee.

In compliance with the aforementioned requirement, the Appointments Committee has agreed to submit this report to the Board of Directors on the re-election of Mr. Salvador Gabarró Serra as member of the Board of Directors of CaixaBank, S.A. (hereinafter, “**CaixaBank**” or the “**Company**”), with the category of Proprietary Director.

To this end, the Appointments Committee has analysed the current composition of the Board of Directors, assessing that the Board possesses, as a whole, sufficient knowledge, competence and experience for the management of a credit institution required to properly cover the activities of CaixaBank, including its main risks, and ensure its capability to take autonomous and independent decisions for the benefit of the Company.

Within the context of this assessment, and in accordance with the terms of Law 10/2014, of 26 June, on the planning, supervision and solvency of credit institutions (hereinafter, “**Law 10/2014**”), in Royal Decree 84/2015, of 13 February, which implements Law 10/2014, of 26 June, on the planning, supervision and solvency of credit institutions and the Protocol on Selection Procedures and the Assessment of Position Suitability at CaixaBank, the Appointments Committee has likewise assessed the suitability of Mr. Salvador Gabarró Serra to hold the position of director.

Training and professional experience

He has been a member of the CaixaBank Board of Directors since 2003.

He is currently Vice-Chairman of Criteria CaixaHolding. He was First Vice-Chairman of Caja de Ahorros y Pensiones de Barcelona, "la Caixa" from 2003 until June 2014 and Vice-Chairman of the Board of the "la Caixa" Foundation until October 2014.

He has a doctorate in Industrial Engineering from the Universitat Politècnica de Catalunya and is Chairman of Gas Natural Fenosa.

Between 1974 and 2000 he was Manager of Corporación Roca, the expansion of which he played a leading role in. He was also Chairman of Círculo de Economía.

He has been a member of the boards of Enagás and Indra Sistemas.

Suitability assessment

The Appointments Committee has taken into account the Suitability Evaluation Report issued by the Board of Directors at its meeting of 26 de September 2013, in accordance with the provisions of section 2 of the second transitional provision of Royal Decree 256/2013, of 12 April, which incorporated into the regulations for credit institutions, the standards of the European Banking Authority of 22 November 2012, regarding the assessment of the suitability of members of the management body and holders of key posts.

The Appointments Committee has assessed the content and applicability of CaixaBank's Repute and good governance questionnaire completed by Mr. Gabarró for the aforementioned suitability assessment. The questionnaire is used to gather information in relation to three areas which are taken into account when evaluating Board members' suitability: commercial and professional honour, knowledge and experience and aptitude for good governance of the Company.

The conclusion is that Mr. Salvador Gabarró Serra met and continues to meet the suitability requirements for holding the post of member of the Board of Directors of CaixaBank.

On the other hand, Mr. Li complies with the maximum limit on the number of posts established in article 26 of Law 10/2014, the Committee has not detected any potential conflicts of interest which could give rise to undue influence from third parties, and affirms that he has sufficient time available to carry out the duties inherent to the post on the Board of Directors of CaixaBank.

Category of directorship

Regarding the categorisation of his position on the CaixaBank Board of Directors, he has been an indirect majority shareholder in the Company, the Caixa d'Estalvis i Pensions de Barcelona "la Caixa" Banking Foundation, which has proposed that Mr. Salvador Gabarró Serra represent it on the Board of Directors of CaixaBank, and therefore it is the view of this Committee that, in accordance with the terms of section 3 of article 529. *duodecies* of the Capital Company Act, the category to be applied to Mr. Gabarró is that of Proprietary Director.

Conclusion

As a result of the foregoing, and attending to the current needs of the CaixaBank Board of Directors, the Appointments Committee considers that Mr. Salvador Gabarró Serra has the appropriate knowledge, experience and merits to perform his duties on the CaixaBank Board of Directors, and meets the suitability requirements

for such a position, and it has therefore agreed to submit its favourable report to the Board of Directors on the proposal to the General Meeting of CaixaBank to re-elect him as director for a period of four years, with the category of Proprietary Director.

Annex 5

Proposal to re-elect Mr. Francesc Xavier Vives Torrents as independent director of CaixaBank, S.A. presented by the Appointments Committee of CaixaBank, S.A., in accordance with the provisions of article 529. *decies* of the Capital Company Act.

Section 4 of article 529. *decies* of the Capital Company Act, in the draft provided by Law 31/2014, of 3 December, establishes that proposals to appoint or re-elect independent directors should be made by the Appointments Committee.

In compliance with the aforementioned requirement, the Appointments Committee has drafted this proposal to re-elect Mr. Francesc Xavier Vives Torrents as member of the Board of Directors of CaixaBank, S.A. (hereinafter, “**CaixaBank**” or the “**Company**”), with the category of independent director.

To this end, the Appointments Committee has analysed the current composition of the Board of Directors, assessing that the Board possesses, as a whole, sufficient knowledge, competence and experience for the management of a credit institution required to properly cover the activities of CaixaBank, including its main risks, and ensure its capability to take autonomous and independent decisions for the benefit of the Company.

In particular, the Committee views very positively the performance of Mr. Vives as director during his first term of office, particularly in his role on the Audit and Control Committee, which he has chaired in recent years.

Within the context of this assessment, and in accordance with the terms of Law 10/2014, of 26 June, on the planning, supervision and solvency of credit institutions (hereinafter, “**Law 10/2014**”), in Royal Decree 84/2015, of 13 February, which implements Law 10/2014, of 26 June, on the planning, supervision and solvency of credit institutions and the Protocol on Selection Procedures and the Assessment of Position Suitability at CaixaBank, the Appointments Committee has likewise assessed the suitability of Mr. Francesc Xavier Vives Torrents to hold the position of director.

Training and professional experience

Member of the CaixaBank Board of Directors since 2008.

He is a Professor of Economics and Finance at the IESE Business School. Doctor in Economics at the University of California, Berkeley.

He was Professor of European Studies at INSEAD from 2001-2005; Director of the Director of the Institute of Economic Analysis at the Consejo Superior de Investigaciones Científica between 1991-2001; and a visiting lecturer at the universities of California (Berkeley), Harvard, New York (King Juan Carlos I Chair

1999-2000), and Pennsylvania, as well as the Universitat Autònoma de Barcelona and the Universitat Pompeu Fabra.

He has advised the World Bank, the Inter-American Development Bank, the European Commission and various international companies amongst others. He also served as Chairman of the Spanish Economic Association 2008 and was Vice-Chairman of the Spanish Association for Energy Economics, 2006-2009.

He is currently a director of the Aula Escola Europea; a member of the European Academy of Sciences and Arts; Research Fellow of the CESifo and the Center for Economic Policy Research; Fellow of the European Economic Association since 2004 and Fellow of the Econometric Society since 1992. He is also a member of CAREC (Consell Assessor per a la Reactivació Econòmica i el Creixement) of the Catalan Government. In 2011 he was appointed special adviser to the Vice-President of the European Commission and Competition Commissioner, Mr. Joaquín Almunia.

He has published numerous articles in international publications and published several books. He has also received the King Juan Carlos I Prize for Research into Social Sciences in 1988; the Catalan Society for Economics prize in 1996; the Narcís Monturiol Medal from the Catalonia regional government in 2002 and the Catalonia Economics Prize in 2005; IEF Prize for academic excellence in an professional career 2012; and has received the European Research Council Advanced Grant (2009-2013), and the Rey Jaime I Economics Prize, 2013.

Suitability assessment

The Appointments Committee has taken into account the Suitability Evaluation Report issued by the Board of Directors at its meeting of 26 de September 2013, in accordance with the provisions of section 2 of the second transitional provision of Royal Decree 256/2013, of 12 April, which incorporated into the regulations for credit institutions, the standards of the European Banking Authority of 22 November 2012, regarding the assessment of the suitability of members of the management body and holders of key posts, and has verified the content and applicability of the statements made by Mr. Vives.

The Appointments Committee has assessed the content and applicability of CaixaBank's Repute and good governance questionnaire completed by the assessed party for the aforementioned suitability assessment. The questionnaire is used to gather information in relation to three areas which are taken into account when evaluating Board members' suitability: commercial and professional honour, knowledge and experience and aptitude for good governance of the Company.

The conclusion is that Mr. Francesc Xavier Vives Torrents met and continues to meet the suitability requirements for holding the post of member of the Board of Directors of CaixaBank.

On the other hand, Mr. Vives complies with the maximum limit on the number of posts established in article 26 of Law 10/2014, the Committee has not detected any potential conflicts of interest which could give rise to undue influence from third

parties, and affirms that he has sufficient time available to carry out the duties inherent to the post on the Board of Directors of CaixaBank.

Category of directorship

Regarding the categorisation of his position on the CaixaBank Board of Directors, this committee considers that, according to the personal and professional circumstances of Mr. Francesc Xavier Vives Torrents which enable him to perform his functions without being affected by relationships with the Company or his Group, its significant shareholders or its directors, and in accordance with the terms of section 4 of article 529. *duodecies* of the Capital Company Act, the category to be applied to Mr. Vives is that of independent director.

Proposal

As a result of the foregoing, and attending to the current needs of the CaixaBank Board of Directors, the Appointments Committee makes the following proposal for submission to the General Meeting of Shareholders:

Re-elect Mr. Francesc Xavier Vives Torrents as member of the Board of Directors, with the category of independent director, for a period of 4 years.