



REPORT ON THE TERMS AND IMPLEMENTATION OF THE RESOLUTIONS FOR CAPITAL INCREASE AGAINST RESERVES (DIVIDEND/SHARE PROGRAM) APPROVED AT THE COMPANY'S GENERAL MEETING HELD ON 24 APRIL 2014, UNDER ITEMS 7.1, 7.2, 7.3 AND 7.4 ON THE AGENDA, AND NOTIFICATION OF THE BALANCE SHEETS USED AS A BASIS FOR THEIR APPROVAL

This report has been prepared by the Board of Directors of CaixaBank, S.A. (the “**Company**”), pursuant to the provisions of Article 518 d) of the Law 31/2014, dated 3rd December (hereinafter, “**Corporations Act**”), with the purpose of informing the shareholders of the terms and implementation of the resolutions for capital increase against reserves (Dividend/Share Program) approved at the Company's General Meeting held on 24 April 2014, under items 7.1, 7.2, 7.3 and 7.4 on the Agenda. Likewise, this report has the purpose of informing the shareholders of the balance sheets used as a basis for the approval of such capital increases.

Capital increase: item 7.1 of the Agenda of the General Meeting held on April 24, 2014

Shareholders are informed that on May 29, 2014 the Company's Board of Directors approved the implementation of the capital increase against reserves approved by the General Meeting of April 24, 2014, under item 7.1 of the Agenda. In particular, the Board of Directors approved the following terms of the capital increase: (i) establish the maximum increase amount as equal to 62,086,016 euros, conducted via the issuance and entry into circulation of the maximum number of 62,086,016 new shares of the Company, (ii) establish the number of free subscription rights required for the allocation of one new share as equal to 87, (iii) waive 50 free subscription rights corresponding to 50 shares owned by the Company with a sole purpose of making the amount of new shares a whole number, notwithstanding the waiver of free assignation rights acquired pursuant to the purchase commitment corresponding to the rights for Company's shares; (iv) establish a period of 15 calendar days (that is, from June 3 to June 17, 2014) during which free subscription rights may be traded on the Spanish through Spain's Continuous Market, and (v) assume the commitment for the purchase of free subscription rights from the shareholders who have selected this option, at a fixed price of 0.05 euro cents per each right. The terms of the capital increase were described in the Prospectus published by way of material disclosure dated May 29, 2014, as provided in articles 26(1)(e) and 41(1)(d) of Royal Decree 1310/2005 of November 4. On June 23, 2014 a public deed was granted, announcing the capital increase in the amount of 46,532,670 euros via the issuance and entry into circulation of 46,532,670 new shares of the Company, registered in book-entry form, with a nominal value of one euro per share, with no premium, charged to the restricted reserve funded for this purpose.

The capital increase was made on the basis of the balance sheet closed December 31, 2013, drawn-up by the Board of Directors, verified by the Company's auditor of accounts and approved by the General Meeting on April 24, 2014, which, for the appropriate purposes, is hereby communicated to the General Meeting. It is noted that the aforesaid balance sheet was made available to the shareholders as a part of the documentation of the General Meeting of April 24, 2014 (as part of the individual annual accounts of the Company).

Capital increase: item 7.2 of the Agenda of the General Meeting held on April 24, 2014:

Shareholders are informed that on September 4, 2014 the Executive Committee, following express and previous authorisation of the Board of Directors, approved the implementation of the capital increase against voluntary reserves approved by the General Meeting of April 24, 2014, under item 7.2 of the Agenda. In particular, the Executive Committee approved the following terms of the capital increase: (i) establish the maximum increase amount as equal to 61,511,001 euros, conducted via the issuance and entry into circulation of the maximum number of 61,511,001 new shares of the Company, (ii) establish the number of free subscription rights required for the allocation of one new share as equal to 91, (iii) waive 20 free subscription rights corresponding to 20 shares owned by the Company with a sole purpose of making the amount of new shares a whole number, notwithstanding the waiver of free assignment rights acquired pursuant to the Purchase Commitment corresponding to the rights for Company's shares; (iv) establish a period of 15 calendar days (that is, from September 9 to September 23, 2014) during which free subscription rights may be traded on the Spanish through Spain's Continuous Market, and (v) assume the commitment for the purchase of free subscription rights from the shareholders who have selected this option, at a fixed price of 0.05 euro cents per each right. The terms of the capital increase were described in the Prospectus published by way of material disclosure dated September 4, 2014, as provided in articles 26(1)(e) and 41(1)(d) of Royal Decree 1310/2005 of November 4. On September 29, 2014 a public deed was granted, announcing the capital increase in the amount of 53,422,606 euros via the issuance and entry into circulation of 53,422,606 new shares of the Company, registered in book-entry form, with a nominal value of one euro per share, with no premium, charged to the restricted reserve funded for this purpose.

The capital increase was made on the basis of the balance sheet closed December 31, 2013, drawn-up by the Board of Directors, verified by the Company's auditor of accounts and approved by the General Meeting of April 24, 2014. Additionally, the existence of reserves at the time of implementation of the capital increase was determined on the basis of a balance sheet closed June 30, 2014, drawn-up by the Board of Directors and verified by the Company's auditors which, for the appropriate purposes, is hereby communicated to the General Meeting.

Capital increase: item 7.3 of the Agenda of the General Meeting held on April 24, 2014:

Shareholders are informed that on November 20, 2014 the Company's Board of Directors approved the implementation of the capital increase against voluntary reserves approved by the General Meeting of April 24, 2014, under item 7.3 of the Agenda. In particular, the Board of Directors approved the following terms of the capital increase: (i) establish the maximum

increase amount as equal to 68,083,418 euros, conducted via the issuance and entry into circulation of the maximum number of 68,083,418 new shares of the Company, (ii) establish the number of free subscription rights required for the allocation of one new share as equal to 83, (iii) waive 23 free subscription rights corresponding to 23 shares owned by the Company with a sole purpose of making the amount of new shares a whole number, notwithstanding the waiver of free assignment rights acquired pursuant to the Purchase Commitment corresponding to the rights for Company's shares; (iv) establish a period of 15 calendar days (that is, from November 25 to December 9, 2014) during which free subscription rights may be traded on the Spanish through Spain's Continuous Market, and (v) assume the commitment for the purchase of free subscription rights from the shareholders who have selected this option, at a fixed price of 0.05 euro cents per each right. The terms of the capital increase were described in the Prospectus published by way of material disclosure dated November 20, 2014, as provided in articles 26(1)(e) and 41(1)(d) of Royal Decree 1310/2005 of November 4. On December 15, 2014 a public deed was granted, announcing the capital increase in the amount of 53,422,606 euros via the issuance and entry into circulation of 53,422,606 new shares of the Company, registered in book-entry form, with a nominal value of one euro per share, with no premium, charged to the restricted reserve funded for this purpose.

The capital increase was made on the basis of the balance sheet closed December 31, 2013, drawn-up by the Board of Directors, verified by the Company's auditor of accounts and approved by the General Meeting of April 24, 2014. Additionally, the existence of reserves at the time of implementation of the capital increase was determined on the basis of a balance sheet closed June 30, 2014, drawn-up by the Board of Directors and verified by the Company's auditors which, for the appropriate purposes, is hereby communicated to the General Meeting.

Capital increase: item 7.4 of the Agenda of the General Meeting held on April 24, 2014:

Shareholders are informed that on February 26, 2015 the Company's Board of Directors approved the implementation of the capital increase against voluntary reserves approved by the General Meeting of April 24, 2014, under item 7.4 of the Agenda. In particular, the Board of Directors approved the following terms of the capital increase: (i) establish the maximum increase amount as equal to 57,149,559 euros, conducted via the issuance and entry into circulation of the maximum number of 57,149,559 new shares of the Company, (ii) establish the number of free subscription rights required for the allocation of one new share as equal to 100, (iii) waive the corresponding free subscription rights with a sole purpose of making the amount of new shares a whole number, notwithstanding the waiver of free assignment rights acquired pursuant to the Purchase Commitment corresponding to the rights for Company's shares; (iv) establish a period of 15 calendar days (that is, from March 3 to March 17, 2015) during which free subscription rights may be traded on the Spanish through Spain's Continuous Market, and (v) assume the commitment for the purchase of free subscription rights from the shareholders who have selected this option, at a fixed price of 0.04 euro cents per each right. The terms of the capital increase were described in the Prospectus published by way of material disclosure dated February 26, 2015, as provided in articles 26(1)(e) and 41(1)(d) of Royal Decree 1310/2005 of November 4.

It is expected that a public deed will be granted in March of 2015, announcing the capital increase via the issuance and entry into circulation of the new shares of the Company,

registered in book-entry form, with a nominal value of one euro per share, with no premium, charged to the restricted reserve funded for this purpose.

The capital increase was made on the basis of the balance sheet closed December 31, 2013, drawn-up by the Board of Directors, verified by the Company's auditor of accounts and approved by the General Meeting of April 24, 2014. Additionally, the existence of reserves at the time of implementation of the capital increase was determined on the basis of the balance sheet closed December 31, 2014, drawn-up by the Board of Directors, verified by the Company's auditor of accounts which, for the appropriate purposes, is hereby communicated to the General Meeting.

Barcelona, March 12, 2015