



**REPORT FROM THE CAIXABANK, S.A. BOARD OF DIRECTORS ON
THE PROPOSAL FOR THE RATIFICATION AND APPOINTMENT OF
BOARD MEMBERS**

Board of Directors – 23 February 2017

I. PURPOSE OF THE REPORT

This report has been formulated by Board of Directors of CaixaBank, S.A. (hereinafter “**CaixaBank**” or the “**Company**”), in compliance with the provisions of Article 529 decies for the Spanish Companies Act, which requires the formulation of a justificatory report, providing a valuation of the competence, experience and merits of the people whose ratification and appointment are subjected to the approval of the Company's General Shareholders' Meeting, planned for 6 April 2017 (first session) and 7 April (second session), under the 5th item on the Agenda.

Pursuant to the provisions of such Article, the proposals for the ratification of the co-opted appointment and appointment as director, for Mr. Alejandro García-Bragado Dalmau, Mr. Jordi Gual Solé, Mr. José Serna Masiá y Fundación Bancaria Canaria Caja General de Ahorros de Canarias - Fundación CajaCanarias and the appointment of Mr. Ignacio Garralda Ruiz de Velasco have been submitted before the General Meeting of Shareholders following a report presented by the Appointments Committee, since all of such are determined as proprietary directors.

The ratification of the appointment by co-optation and appointment of Ms. Koro Usarraga Unsain, under the category of independent board member, is submitted to the General Shareholders' Meeting at the proposal of the Appointments Committee.

Both the proposal and the reports from the Appointments Committee are attached to this report as appendixes.

In addition, for the purposes of that provided for under article 518. e) of the Spanish Capital Companies Act, this report contains information on the identity, curriculum and category of each of the board members whose ratification and appointment is proposed and will be published, together with the proposal and reports attached from the Appointments Committee, on the Company's web page (www.caixabank.com) as part of the documentation related to the General Meeting.

II. RATIFICATION OF THE APPOINTMENT BY CO-OPTATION AND APPOINTMENT OF MR. JORDI GUAL SOLÉ (ITEM 5.1 ON THE AGENDA)

Professional and biographic profile

Jordi Gual Solé, born in Lleida in 1957, has served as Chairman of CaixaBank since 2016.

Previously, he was Head of Strategic Planning and Studies for CaixaBank and Director General of Planning and Strategic Development for CriteriaCaixa. He joined the “la Caixa” group in 2005.

He holds a PhD in Economics (1987) from the University of California at Berkeley and is a professor of Economics at the IESE Business School and a Research Fellow at the Centre for Economic and Policy Research (CEPR) in London.

He has served as an economics advisor for European Commission’s Directorate-General for Economic and Financial Affairs in Brussels and as a visiting professor at the University of California at Berkeley.

He is currently a member of the Market Monitoring Group of the Institute of International Finance (IIF). He is also a member of the Board of the European Corporate Governance Institute, Chairman of FEDEA, Vice President of the Círculo de Economía and serves on the boards of the CEDE Foundation, Institució Cultural del CIC, Real Instituto Elcano, and of the Barcelona Graduate School of Economics.

In 1999 he received the Research Award of the European Investment Bank, and in 1979 he graduated with honours in Economics and Business.

Category of board member

Regarding his qualification within the Board of Directors of CaixaBank, the appointment of Mr. Jordi Gual Solé has been considered as Proprietary Director, whose appointment has been proposed by the indirect shareholder, the Banking Foundation Caixa d’Estalvis i Pensions de Barcelona, “la Caixa”.

Valuation of experience, competence and merits

The Appointments Committee has verified that Mr. Gual meets the suitability requirements provided for under article 24 of Law 10/2014, of 26 June, on the ordinance, supervision and solvency of credit institutions and articles 30, 31 and 32 of Royal Decree 84/2015, of 13 February, which implements Law 10/2014, of 26 June, on the ordinance, supervision and solvency of credit institutions: commercial and professional honourableness, suitable knowledge and experience and disposition to practice a good governance of the Company, as well as not being affected by any cause of incompatibility, prohibition or conflict of interests.

The Board of Directors signs the report issued by the Appointments Committee, and considers that Mr. Jordi Gual Solé has suitable experience, competence and merits to act as board member. In particular, he has a deep understanding of the Bank, its Group and financial sector as the regulatory environment surrounding CaixaBank.

Proposal

Ratification of the appointment of Mr. Jordi Gual Solé as a member of the Board of Directors, by co-option, as approved by the Board of Directors at its meeting of 30 June 2016, and appointment as a proprietary Director on proposal by Fundació Bancaria Caixa d'Estalvis i Pensions de Barcelona, "la Caixa" (indirect shareholder of the Company) for a term of four years, a favourable preliminary report having been issued by the Appointment Committee.

III. RATIFICATION OF THE APPOINTMENT BY CO-OPTION AND APPOINTMENT OF MR. JOSÉ SERNA MASIÁ (ITEM 5.2 ON THE AGENDA)

Professional and biographic profile

José Serna Masiá was born in Albacete in 1942, and has been a member of the CaixaBank Board of Directors since July 2016.

He graduated in Law at Madrid's Universidad Complutense in 1964, and began his professional career in the legal department at Butano, S.A. (1969/70).

In 1971 he joined the State Lawyer Corps, and worked in the Corps in Salamanca and at the Ministry of Education and Science and the Ministry of Finance. He then joined the State's contentious services division at what was then known as the Madrid Territorial Court (now the High Court of Justice) until he applied for leave in 1983.

Between 1983 and 1987 he worked as Legal Advisor at the Madrid Stock Exchange. In 1987 he was admitted as a Forex and Stock Market Broker at the Barcelona Stock Exchange, and was elected Secretary of its Union Board. He was involved in the 1988 stock market reform as Chairman of the Promoter of the new Barcelona Stock Exchange, and also as a member of the Consultative Committee of the newly created National Securities Market Commission.

In 1989 he was elected Chairman of the Barcelona Stock Exchange, a post he held for two consecutive terms until 1993. From 1991 to 1992 he was Chairman of the Spanish Stock Market Body representing Spain's four Stock Exchanges, and Vice-Chairman of the Spanish Financial Futures Market in Barcelona. He was also Vice-Chairman of the "Barcelona Centro Financiero" Foundation and of Sociedad de Valores y Bolsa Interdealers, S.A.

In 1994 he started work as Forex and Stock Market Broker at the Official Traders College in Barcelona.

He sat on the Endesa, S.A. Board between 2000 and 2007, and was also a member of its Control and Audit Committee, and in fact chaired the Committee between 2006 and 2007. He also worked as advisor to ENDESA Diversificación and ENDESA Europa.

He was a Barcelona Notary Public from 2000 to 2013.

Category of board member

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

Valuation of experience, competence and merits

The Appointments Committee has verified that Mr. Serna meets the suitability requirements provided for under article 24 of Law 10/2014, of 26 June, on the ordinance, supervision and solvency of credit institutions and articles 30, 31 and 32 of Royal Decree 84/2015, of 13 February, which implements Law 10/2014, of 26 June, on the ordinance, supervision and solvency of credit institutions: commercial and professional honourableness, suitable knowledge and experience and disposition to practice a good governance of the Company, as well as not being affected by any cause of incompatibility, prohibition or conflict of interests.

The Board of Directors signs the report issued by the Appointments Committee, and considers that Mr. José Serna Masiá has suitable experience, competence and merits to act as board member. Specifically, his career has been highlighted with being granted the title of State Attorney, Licensed Stock Broker and Notary Public, along with his experience in stock markets.

Proposal

Ratification of the appointment of Mr. José Serna Masiá as a member of the Board of Directors, by co-option, as approved by the Board of Directors at its meeting of 30 June 2016, and appointment as a proprietary Director on proposal by Fundació Bancaria Caixa d'Estalvis i Pensions de Barcelona, "la Caixa" (indirect shareholder of the Company) for a term of four years, a favourable preliminary report having been issued by the Appointment Committee.

IV. RATIFICATION OF THE APPOINTMENT BY CO-OPTATION AND APPOINTMENT OF MS. KORO USARRAGA UNSAIN (ITEM 5.3 ON THE AGENDA)

Professional and biographic profile

Koro Usarraga was born in San Sebastián in 1957, and has been a member of the CaixaBank Board of Directors since 2016.

She holds a degree in Business Administration and Management and a Business Management Master's qualification from ESADE Business School, in addition to a degree in Senior Business Management from the IESE Business School, and is also a Chartered Accountant.

Independent member of the Board of NH Hotel Group and Chairman of the Audit and Control Committee (as of 2015).

She worked at Arthur Andersen for 20 years, and was made a partner of the audit division in 1993.

In 2001 she took over Corporate Management at Occidental Hotels & Resorts, a group operating in the holiday sector worldwide, with responsibility for finance, management administration and control, information systems and personnel.

She also worked as Chief Executive Officer of Renta Corporación, a real estate group specialising in the acquisition, refurbishment and sale of property.

From 2005 to the present day she has been a shareholder and director of 2005 KP Inversiones, S.L., a corporate investment and management consultancy firm.

Category of board member

Regarding her qualification within the CaixaBank Board of Directors, Ms. Koro Usarraga Unsain has the status of Independent Board Member, due to meeting the requirements established in section 4 of article 529 duodecies of the Capital Companies Act.

Valuation of experience, competence and merits

The Appointments Committee has verified that Ms. Usarraga meets the suitability requirements provided for under article 24 of Law 10/2014, of 26 June, on the ordinance, supervision and solvency of credit institutions and articles 30, 31 and 32 of Royal Decree 84/2015, of 13 February, which implements Law 10/2014, of 26 June, on the ordinance, supervision and solvency of credit institutions: commercial and professional honourableness, suitable knowledge and experience and disposition to practice a good governance of the Company, as well as not being affected by any cause of incompatibility, prohibition or conflict of interests.

The Board of Directors has an interest in continuing to increase the presence of independent directors, which, following the incorporation of Ms. Usarraga, now represents 44% of the Board.

Ms. Koro Usarraga Unsain is a sworn auditor – examiner of accounts and worked for 20 years at an auditing firm, where 8 were in the capacity as partner. Following, she held managerial positions in companies in the hotel and real estate sectors and she has proven experience on governance bodies of companies.

As a result, the Board of Directors, on the basis of the proposal raised by the Appointments Committee, and considers that Ms. Koro Usarraga Unsain has suitable experience, competence and merits to act as board member.

Proposal

Ratification of the appointment of Ms. Koro Usarraga Unsain as a member of the Board of Directors, by co-option, approved by the Board of Directors at its meeting of 30 June 2016, and appointment as an independent Director for the term of four years, on proposal by the Appointment Committee.

V. RATIFICATION OF THE APPOINTMENT BY CO-OPTATION AND APPOINTMENT OF MR. ALEJANDRO GARCÍA-BRAGADO DALMAU (ITEM 5.4 ON THE AGENDA)

Professional and biographic profile

Alejandro García Bragado, born in Girona in 1949, has been a member of the Board of Directors of CaixaBank since January 2017.

He holds a degree in Law from Universidad de Barcelona, and he is a State Lawyer since 1974. He was first assigned to Castellón de la Plana and by the end of 1975 to Barcelona.

In 1984 he requested an extended leave of absence to become the Barcelona Stock Exchange's legal advisor and in 1989, once the stock exchange became a company, he was appointed Secretary to the Board of Directors while continuing to practice law.

In 1994 he left the Barcelona Stock Exchange to concentrate on his legal profession and to provide legal advice to "la Caixa". In 1995 he was appointed Deputy Secretary to the Board of Directors and then Secretary in 2003. He was appointed Deputy Manager in 2004 and Executive Manager in 2005. From June 2014 to December 2016 he was Deputy Chairman and Deputy Secretary to the Board of Trustees of Caixa d'Estalvis i Pensions de Barcelona, "la Caixa, Banking Foundation.

At CaixaBank he was Secretary (non-member) to the Board of Directors from May 2009 to December 2016 and General Secretary from July 2011 to May 2014.

He was Secretary to the Board of Directors of La Maquinista Terrestre y Marítima, SA; Intelhorce, Hilaturas Gossipyum, Abertis Infraestructuras, S.A.; Inmobiliaria Colonial, S.A.; and Sociedad General de Aguas de Barcelona, S.A., among others.

Currently he is Deputy Chairman I of CriteriaCaixa since June 2014 and Board member of Gas Natural SDG, SA since September 2016.

Category of board member

Regarding his qualification within the Board of Directors of CaixaBank, the appointment of Mr. Alejandro García-Bragado Dalmau has been considered as

Proprietary Director, whose appointment has been proposed by the indirect shareholder, the Banking Foundation Caixa d'Estalvis i Pensions de Barcelona, "la Caixa".

Valuation of experience, competence and merits

The Appointments Committee has verified that Mr. García-Bragado meets the suitability requirements provided for under article 24 of Law 10/2014, of 26 June, on the ordinance, supervision and solvency of credit institutions and articles 30, 31 and 32 of Royal Decree 84/2015, of 13 February, which implements Law 10/2014, of 26 June, on the ordinance, supervision and solvency of credit institutions: commercial and professional honourableness, suitable knowledge and experience and disposition to practice a good governance of the Company, as well as not being affected by any cause of incompatibility, prohibition or conflict of interests.

The Board of Directors signs the report issued by the Appointments Committee, and considers that Mr. Alejandro García-Bragado Dalmau has suitable experience, competence and merits to act as board member. In particular, he has a deep understanding of the Bank, its Group and financial sector.

Proposal

Ratification of the appointment of Mr. Alejandro García-Bragado Dalmau as a member of the Board of Directors, by co-option, as approved by the Board of Directors at its meeting of 15 December 2016, and appointment as a proprietary Director on proposal by Fundación Bancaria Caixa d'Estalvis i Pensions de Barcelona, "la Caixa" (indirect shareholder of the Company) for a term of four years, a favourable preliminary report having been issued by the Appointment Committee.

VI. RATIFICATION OF THE APPOINTMENT BY CO-OPTION AND APPOINTMENT OF FUNDACIÓN BANCARIA CANARIA CAJA GENERAL DE AHORROS DE CANARIAS - FUNDACIÓN CAJACANARIAS (ITEM 5.5 ON THE AGENDA)

Professional and biographic profile

Following CaixaBank's absorption merger of Banca Cívica, the shareholders Caixa d'Estalvis i Pensions de Barcelona (now known as Fundación Bancaria "la Caixa") and Caja Navarra, Cajasol, Caja Canarias and Caja Burgos ("**the Savings Banks**", now known as "**the Foundations**"), signed, in development of the Integration Agreement between CaixaBank and Banca Cívica, a Shareholder Agreement aimed to regulate the relationships between "la Caixa" and "the Savings Banks" as shareholders of CaixaBank and its reciprocal cooperation relations and with CaixaBank. These Agreements shall include the appointment of 2 members of the CaixaBank Board of Directors on proposal by "the Savings Banks" (now known as "the Foundations"). The Shareholders' Integration Agreement was amended in October 2016 in a manner in which the

Foundations (previously the Savings Banks) could only propose one member on the CaixaBank Board (the second member would be proposed for Vida-Caixa, S.A.U. de Seguros y Reaseguros, a subsidiary of CaixaBank) and that the automatic extension of the agreements would be for four-year periods.

Under this context, Fundación CajaCanarias was proposed by the Foundations (previously the Savings Banks) to be appointed as a board member of CaixaBank and in replacement of Fundación Cajasol.

Fundación CajaCanarias is a non-profit banking foundation that took form after the transformatin of Caja General de Ahorros de Canarias (CajaCanarias).

Its purpose is to continue and to improve the charitable-social endeavours carried out under the name of CajaCanarias, contributing to the development economic and social equity of the Canary Islands, along with the proper management of its shareholding in the banking entity, of which it is a shareholder. In particular, it oversees the management of its funds for the improvement of social welfare, health and the furtherance of education, training and research, the promotion and dissemination of culture, advocacy for the protection of the environment, the promotion of sports activities, business development innovation and, in general, the advancement of the Canary Island society.

The person proposed to represent the Fundación CajaCanarias is Ms. Natalia Aznárez Gómez, whose biographical review is presented below:

Natalia Aznárez Gómez, born in 1964, in Santa Cruz de Tenerife.

She holds a Degree in Business Science in Management from the University of Malaga and a Post Graduate Diploma in the same areas, specialising in accounting and finance from University La Laguna. She has been a teaching staff member in accounting and finance at the University La Laguna.

She began her career while working alongside the Executive Officer for REA METAL WINDOWS while commencing their distribution of products in Spain. In 1990, she began work in the Marketing Department of CajaCanarias. In 1993 she headed the Individuals Segment at CajaCanarias, being involved in the development of financial products and the launching of campaigns, the development and implementation of CRM, a Personal and Private Banking service. Following, she became the head of the Marketing Area.

In 2008, she was appointed as assistant manager of CajaCanarias, in charge of human resource management for the entity and, in 2010, she was appointed as assistant general manager of CajaCanarias. After the transfer of assets and liabilities to Banca Cívica, she filled the role of General Manager of CajaCanarias, an indirectly exercising financial entity. When the financial entity transformed into a foundation, she became the General Manager, until 30 June 2016.

She has actively participated on various Committees in the Savings Bank sector (Executive Committee of ACARL, Marketing Committee of Euro6000, Marketing

Committee of CECA, Human Resource Committee of CECA, among others) and has held various roles in Foundations.

Currently she is the Chair of the Control Committee of the Staff Pension Plan of CajaCanarias, Vice-Chair of Fundación Cristino de Vera, Secretary of Fundación para el Desarrollo y Formación Empresarial CajaCanarias and Manager of Fundación CajaCanarias.

Category of board member

Regarding its qualification within the Board of Directors of CaixaBank, the appointment of Fundación CajaCanarias has been considered as Proprietary Director, whose appointment has been proposed by the shareholders, Fundación Bancaria Caja Navarra, Fundación Cajasol, Fundación CajaCanarias y Caja de Burgos, Fundación Bancaria.

Valuation of experience, competence and merits

The Appointments Committee has verified that Fundación CajaCanarias meets the suitability requirements provided for under article 24 of Law 10/2014, of 26 June, on the ordinance, supervision and solvency of credit institutions and articles 30, 31 and 32 of Royal Decree 84/2015, of 13 February, which implements Law 10/2014, of 26 June, on the ordinance, supervision and solvency of credit institutions: commercial and professional honourableness, suitable knowledge and experience and disposition to practice a good governance of the Company, as well as not being affected by any cause of incompatibility, prohibition or conflict of interests.

In view of the commitments acquired in the Integration Agreement between CaixaBank and Banca Cívica (developed by the Shareholder's Agreement of CaixaBank), in view of the amendment to both documents published on 17 October 2016, the Board of Directors signs the report issued by the Appointments Committee, and considers that the Fundación CajaCanarias (together with the natural person proposed to represent it in the CaixaBank Board of Directors) has suitable experience, competence and merits to act as board member.

Proposal

Ratification of the appointment of Fundación Bancaria Canaria Caja General de Ahorros de Canarias – Fundación CajaCanarias as a member of the Board of Directors, by co-option, as approved by the Board of Directors at its meeting of 23 February 2017, and appointment as a proprietary Director on proposal by the shareholders Fundación Privada Monte de Piedad y Caja de Ahorros de San Fernando de Huelva, Jerez y Sevilla (Fundación Cajasol), Fundación Bancaria Caja General de Ahorros de Canarias-Fundación Caja Canarias, Caja de Burgos, Fundación Bancaria y Fundación Bancaria Caja Navarra, for a term of four years, a favourable preliminary report having been issued by the Appointment Committee and filling the vacancy left by Fundación Privada Monte de Piedad y Caja de Ahorros de San Fernando de Huelva, Jerez y Sevilla (Fundación Cajasol)

due to its resignation as Board member, submitted on the same date, 23 February 2017.

VII. APPOINTMENT OF DON IGNACIO GARRALDA RUIZ DE VELASCO (ITEM 5.6 ON THE AGENDA)

Professional and biographic profile

Ignacio Garralda Ruiz de Velasco, born 1951, in Madrid.

Graduated with a Law Degree from the University of Complutense de Madrid. He is a Notary Public, on leave, since 1989.

He began his professional career as Notary for Commercial Matters, from 1976 to 1982, the year in which he became a Licensed Stock Broker of the Ilustre Colegio de Agentes de Cambio y Bolsa de Madrid until 1989. He was a founding member of AB Asesores Bursátiles, S.A, where he was Vice-Chairman until 2001, Vice-Chairman of Morgan Stanley Dean Witter, SV, S.A. from 1999 to 2001 and Chairman of Bancoval, S.A. from 1994 to 1996. Between 1991 and 2009 he was on the Board of the Governing Body of the Madrid Stock Exchange.

He is currently the Chair and CEO of Mutua Madrileña Automovilista. He has been a member of the Board of Directors since 2002 and a member of the Executive Committee since 2004, where he is the current Chair, as well as for the Investment Committee.

He is the First Vice-Chairman of Bolsas y Mercados Españoles (BME), a member on the Board of Directors de Endesa S.A., where he has been the Chair of the Audit Committee since 2016, and also a member on the Board of Faes Farma, SA and Consorcio de Compensación de Seguros.

He is Chairman of Fundación Mutua Madrileña, a member on the Board of Trustees of Fundación Princesa de Asturias, Museo Reina Sofía, Teatro Real, Real Instituto Elcano, CEDE, Pro Real Academia Española and Founder and current Vice-Chairman of Fundación Lealtad 2001.

Category of board member

Regarding his qualification within the Board of Directors of CaixaBank, the appointment of Mr. Ignacio Garralda Ruiz de Velasco has been considered as Proprietary Director, whose appointment has been proposed by the shareholder Mutua Madrileña Automovilista, Sociedad de Seguros a Prima Fija.

Valuation of experience, competence and merits

The Appointments Committee has verified that Mr. Garralda meets the suitability requirements provided for under article 24 of Law 10/2014, of 26 June, on the ordinance, supervision and solvency of credit institutions and articles 30, 31 and 32 of Royal Decree 84/2015, of 13 February, which implements Law 10/2014, of 26 June, on the ordinance, supervision and

solvency of credit institutions: commercial and professional honourableness, suitable knowledge and experience and disposition to practice a good governance of the Company, as well as not being affected by any cause of incompatibility, prohibition or conflict of interests.

Mr. Garralda is currently the Chairman and Chief Executive Officer of Mutua Madrileña, the parent company of a Group of enterprises which, as is the case for the CaixaBank Group, operates in different sectors of the insurance business and in the sphere of pension fund management, investment fund management and the real estate business. Due to the distinct magnitudes and market position of the companies belonging to one and the other Group, it can therefore be deduced that the level of competition between them is negligible in these sectors and, consequently, the risk of damages to the CaixaBank Group, as a result, is currently very low or inexistent. In any case, the Board of Directors has approved a specific Action Protocol geared to preventing the possibility of any actual or potential damage being caused to CaixaBank as a consequence of Mr. Garralda's exercise of his duties as a Director. Thus, to the extent that there is no expectation of any damage to the Company and for the purpose of the provisions of Article 230.3 of the Corporation Law, the Board of Directors shall propose, at the forthcoming General Shareholders' Meeting, the appointment of Mr. Garralda as board member, along with his exemption from the non-competition obligation set forth in Article 229.1 f) of the Corporation Law and, thus, enabling him to exercise any posts or duties whatsoever within the companies forming part of the Group, of which Mutua Madrileña is the parent company.

Consequently, the Board of Directors signs the report issued by the Appointments Committee and considers that Mr. Ignacio Garralda Ruiz de Velasco has suitable experience, competence and merits to act as board member.

Proposal

Appointment of Mr. Ignacio Garralda Ruiz de Velasco as a member of the Board of Directors, as a proprietary Director, on proposal by the shareholder Mutua Madrileña Automovilista, Sociedad de Seguros a Prima Fija, for a term of four years, a favourable preliminary report having been issued by the Appointment Committee, to cover the vacancy left by Fundación Bancaria Caja Navarra's resignation from the post of Director, submitted on 27 October 2016.

The appointment of Mr. Ignacio Garralda Ruiz de Velasco is subject to the verification of his suitability for the post of Director by the competent banking supervisor and to the approval of the resolution for exemption from the non-competence obligation set forth in Article 229.1 f) of the Corporate Enterprises Act, which is submitted to approval by the General Meeting under the next agenda item.

Barcelona, 23 February 2017

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. Jordi Gual Solé as proprietary director of CaixaBank, S.A.

Article 529. decies of the Capital Company Act 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. In the case of non-independent board members, such proposals must also 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. Jordi Gual Solé as a member of the Board of Directors of CaixaBank, S.A. (hereinafter, "**CaixaBank**" or the "**Company**"), as 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 with regard to which decisions are to be made, its main risks, and to ensure its capability to take autonomous and independent decisions for the benefit of the Company.

In particular, the Commission views very positively the functions performed by Mr. Gual as Chairman of CaixaBank's Board and also the depth of his knowledge about macro-economy, the domestic and international financial system and the regulatory processes that affect 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* ((hereinafter, "**RD 84/2015**") 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. Gual for the position of board member.

Training and professional experience

Jordi Gual Solé, born in Lleida in 1957, has served as Chairman of CaixaBank since 2016.

Previously, he was Head of Strategic Planning and Studies for CaixaBank and Director General of Planning and Strategic Development for CriteriaCaixa. He joined the “la Caixa” group in 2005.

He holds a PhD in Economics (1987) from the University of California at Berkeley and is a professor of Economics at the IESE Business School and a Research Fellow at the Centre for Economic and Policy Research (CEPR) in London.

He has served as an economics advisor for European Commission’s Directorate-General for Economic and Financial Affairs in Brussels and as a visiting professor at the University of California at Berkeley.

He is currently a member of the Market Monitoring Group of the Institute of International Finance (IIF). He is also a member of the Board of the European Corporate Governance Institute, Chairman of FEDEA, Vice President of the Círculo de Economía and serves on the boards of the CEDE Foundation, Institució Cultural del CIC, Real Instituto Elcano, and of the Barcelona Graduate School of Economics.

In 1999 he received the Research Award of the European Investment Bank, and in 1979 he graduated with honours in Economics and Business.

Suitability assessment

The Appointments Committee has evaluated the content and validity of the responses to the CaixaBank Repute and Good Governance Questionnaire completed by Mr. Gual upon his appointment as member of the board on 30 June 2016 and of the ongoing assessment of the suitability of the board members conducted during 2016. 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 Reports issued in accordance with the provisions of Law 10/2014 and RD 84/2015 and has verified the content and validity of the declarations made by Mr. Gual.

The conclusion is that Mr. Gual 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. Gual 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 board member

Regarding the categorisation of his position on the CaixaBank Board of Directors, it has been the indirect shareholder of the Company Caixa d'Estalvis i Pensions de Barcelona "la Caixa" Banking Foundation which has proposed that Mr. Jordi Gual Solé 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. Gual is that of Proprietary Director.

Conclusion

As a result of the foregoing, the Appointments Committee considers that Mr. Jordi Gual Solé 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 proprietary director.

Barcelona, 16 February 2017

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. José Serna Masiá as proprietary director of CaixaBank, S.A.

Article 529. decies of the Capital Company Act 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. In the case of non-independent board members, such proposals must also 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. José Serna Masiá as a member of the Board of Directors of CaixaBank, S.A. (hereinafter, "**CaixaBank**" or the "**Company**"), as 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 with regard to which decisions are to be made, its main risks, and to ensure its capability to take autonomous and independent decisions for the benefit of the Company.

In particular, the Committee views very positively the international financial background of Mr. Serna, the fact that he has exercised as a Notary Public and his experience on governance bodies of listed entities.

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* ((hereinafter, "**RD 84/2015**") 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. Serna for the position of board member.

Training and professional experience

José Serna Masiá was born in Albacete in 1942, and has been a member of the CaixaBank Board of Directors since July 2016.

He graduated in Law at Madrid's Universidad Complutense in 1964, and began his professional career in the legal department at Butano, S.A. (1969/70).

In 1971 he joined the State Lawyer Corps, and worked in the Corps in Salamanca and at the Ministry of Education and Science and the Ministry of Finance. He then joined the State's contentious services division at what was then known as the Madrid Territorial Court (now the High Court of Justice) until he applied for leave in 1983.

Between 1983 and 1987 he worked as Legal Advisor at the Madrid Stock Exchange. In 1987 he was admitted as a Forex and Stock Market Broker at the Barcelona Stock Exchange, and was elected Secretary of its Union Board. He was involved in the 1988 stock market reform as Chairman of the Promoter of the new Barcelona Stock Exchange, and also as a member of the Consultative Committee of the newly created National Securities Market Commission.

In 1989 he was elected Chairman of the Barcelona Stock Exchange, a post he held for two consecutive terms until 1993. From 1991 to 1992 he was Chairman of the Spanish Stock Market Body representing Spain's four Stock Exchanges, and Vice-Chairman of the Spanish Financial Futures Market in Barcelona. He was also Vice-Chairman of the "Barcelona Centro Financiero" Foundation and of Sociedad de Valores y Bolsa Interdealers, S.A.

In 1994 he started work as Forex and Stock Market Broker at the Official Traders College in Barcelona.

He sat on the Endesa, S.A. Board between 2000 and 2007, and was also a member of its Control and Audit Committee, and in fact chaired the Committee between 2006 and 2007. He also worked as advisor to ENDESA Diversificación and ENDESA Europa.

He was a Barcelona Notary Public from 2000 to 2013.

Suitability assessment

The Appointments Committee has evaluated the content and validity of the responses to the CaixaBank Repute and Good Governance Questionnaire completed by Mr. Serna upon his appointment as member of the board on 30 June 2016 and of the ongoing assessment of the suitability of the board members conducted during 2016. 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 Reports issued in accordance with the provisions of Law 10/2014 and RD 84/2015 and has verified the content and validity of the declarations made by Mr. Serna.

The conclusion is that Mr. Serna 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. Serna 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 board member

Regarding the categorisation of his position on the CaixaBank Board of Directors, it has been the indirect shareholder of the Company Caixa d'Estalvis i Pensions de Barcelona "la Caixa" Banking Foundation which has proposed that Mr. José Serna Masiá 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. Serna is that of Proprietary Director.

Conclusion

As a result of the foregoing, the Appointments Committee considers that Mr. José Serna Masiá 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 proprietary director.

Barcelona, 16 February 2017

Annex 3

Proposal to appoint Ms. Koro Usarraga Unsain as independent board member of CaixaBank, S.A. presented by the Appointments Committee of CaixaBank, S.A., in accordance with the provisions of article 529. decies of the Spanish Company Act.

Section 4 of article 529. decies of the Spanish Companies Act 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 ratify the appointment by co-optation and appointment of Ms. Koro Usarraga Unsain as a member of the Board of Directors of CaixaBank, S.A. (hereinafter, "CaixaBank" or the "Company"), with the category of independent board member.

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 with regard to which decisions are to be made, its main risks, and to ensure its capability to take autonomous and independent decisions for the benefit of the Company.

In particular, the Committee views very positively the auditing background of Ms. Usarraga and her experience in such matters. In addition, it has also valued the fact that with her incorporation, progress is made in its goal of increasing the number of independent board members, as she has replaced the proprietary director, Ms. Usarraga.

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* ((hereinafter, "**RD 84/2015**") 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 Ms. Usarraga for the position of board member.

Training and professional experience

Koro Usarraga was born in San Sebastián in 1957, and has been a member of the CaixaBank Board of Directors since 2016.

She holds a degree in Business Administration and Management and a Business Management Master's qualification from ESADE Business School, in addition to a degree in Senior Business Management from the IESE Business School, and is also a Chartered Accountant.

Independent member of the Board of NH Hotel Group and Chairman of the Audit and Control Committee (as of 2015).

She worked at Arthur Andersen for 20 years, and was made a partner of the audit division in 1993.

In 2001 she took over Corporate Management at Occidental Hotels & Resorts, a group operating in the holiday sector worldwide, with responsibility for finance, management administration and control, information systems and personnel.

She also worked as Chief Executive Officer of Renta Corporación, a real estate group specialising in the acquisition, refurbishment and sale of property.

From 2005 to the present day she has been a shareholder and director of 2005 KP Inversiones, S.L., a corporate investment and management consultancy firm.

Suitability assessment

The Appointments Committee has evaluated the content and validity of the responses to the CaixaBank Repute and Good Governance Questionnaire completed by Ms. Usarraga upon his appointment as member of the board on 30 June 2016 and of the ongoing assessment of the suitability of the board members conducted during 2016. 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 Reports issued in accordance with the provisions of Law 10/2014 and RD 84/2015 and has verified the content and validity of the declarations made by Ms. Usarraga.

The conclusion is that Ms. Usarraga 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, Ms. Usarraga 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 board member

Regarding the categorisation of his position on the CaixaBank Board of Directors, this committee considers that, according to the personal and professional circumstances of Ms. Koro Usarraga Unsain which enable her to perform her functions without being affected by relationships with the Company or its 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 Ms. Usarraga is that of independent director.

Proposal

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

Ratification of the appointment of Ms. Koro Usarraga Unsain as a member of the Board of Directors, by co-option, approved by the Board of Directors at its meeting of 30 June 2016, and appointment as an independent Director for the term of four years, on proposal by the Appointment Committee.

16 February 2017

ANNEX 4

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. Alejandro García-Bragado Dalmau as proprietary director of CaixaBank, S.A.

Article 529. decies of the Capital Company Act 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. In the case of non-independent board members, such proposals must also 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. Alejandro García-Bragado Dalmau as a member of the Board of Directors of CaixaBank, S.A. (hereinafter, "**CaixaBank**" or the "**Company**"), as 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 with regard to which decisions are to be made, its main risks, and to ensure its capability to take autonomous and independent decisions for the benefit of the Company.

In particular, the Committee views very positively the technical capacity of Mr. García-Bragado to fill the role as board member, on the basis of his experience and knowledge. Apart from his capacity as State Attorney and practising law, Mr. García-Bragado has provided his services to "la Caixa" Group for 23 years, as either General Secretary or as Secretary of the Board of Directors.

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* ((hereinafter, "**RD 84/2015**") 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. García-Bragado for the position of board member.

Training and professional experience

Alejandro García Bragado, born in Girona in 1949, has been a member of the Board of Directors of CaixaBank since January 2017.

He holds a degree in Law from Universidad de Barcelona, and he is a State Lawyer since 1974. He was first assigned to Castellón de la Plana and by the end of 1975 to Barcelona.

In 1984 he requested an extended leave of absence to become the Barcelona Stock Exchange's legal advisor and in 1989, once the stock exchange became a company, he was appointed Secretary to the Board of Directors while continuing to practice law.

In 1994 he left the Barcelona Stock Exchange to concentrate on his legal profession and to provide legal advice to "la Caixa". In 1995 he was appointed Deputy Secretary to the Board of Directors and then Secretary in 2003. He was appointed Deputy Manager in 2004 and Executive Manager in 2005. From June 2014 to December 2016 he was Deputy Chairman and Deputy Secretary to the Board of Trustees of Caixa d'Estalvis i Pensions de Barcelona, "la Caixa, Banking Foundation.

At CaixaBank he was Secretary (non-member) to the Board of Directors from May 2009 to December 2016 and General Secretary from July 2011 to May 2014.

He was Secretary to the Board of Directors of La Maquinista Terrestre y Marítima, SA; Intelhorce; Hilaturas Gossipum; Abertis Infraestructuras, SA; Inmobiliaria Colonial, SA; and Sociedad General de Aguas de Barcelona, SA, among others.

Currently he is Deputy Chairman I of CriteriaCaixa since June 2014 and Board member of Gas Natural SDG, SA since September 2016.

Suitability assessment

The Appointments Committee has assessed the content and applicability of CaixaBank's Repute and good governance questionnaire completed by Mr. García-Bragado on the occasion of his appointment as director on 15 December 2016, which he accepted, being effective as of 1 January 2017. 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 Reports issued by the Board of Directors on 22 September 2016 in accordance with the provisions of Law 10/2014 and RD 84/2015 and has verified the content and validity of the declarations made by Mr. García-Bragado.

The conclusion is that Mr. García-Bragado 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. García-Bragado 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 board member

Regarding the categorisation of his position on the CaixaBank Board of Directors, it has been the indirect shareholder of the Company Caixa d'Estalvis i Pensions de Barcelona "la Caixa" Banking Foundation which has proposed that Mr. Alejandro García-Bragado Dalmau 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. García-Bragado is that of Proprietary Director.

Conclusion

As a result of the foregoing, the Appointments Committee considers that Mr. Alejandro García-Bragado Dalmau 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 proprietary director.

Barcelona, 16 February 2017

Annex 5

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 Fundación Bancaria Canaria Caja General de Ahorros de Canarias - Fundación CajaCanarias as proprietary director of CaixaBank, S.A.

Article 529. decies of the Capital Company Act 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. In the case of non-independent board members, such proposals must also 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 Fundación Bancaria Canaria Caja General de Canarias – Fundación CajaCanarias as a member of the Board of Directors of CaixaBank, S.A. (hereinafter, "**CaixaBank**" or the "**Company**"), as 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 with regard to which decisions are to be made, its main risks, and to ensure its capability to take autonomous and independent decisions for the benefit of 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 (hereinafter, "**RD 84/2015**") and in the Protocol for Selection Procedures and the Evaluation of Suitability for Positions within CaixaBank, the Appointments Committee has subsequently performed a review on the suitability of Fundación CajaCanarias for the position of board member.

Training and professional experience

Following CaixaBank's absorption merger of Banca Cívica, the shareholders Caixa d'Estalvis i Pensions de Barcelona (now known as Fundación Bancaria "la Caixa") and Caja Navarra, Cajasol, Caja Canarias and Caja Burgos ("the Savings Banks", now known as "the Foundations"), signed, in development of the Integration Agreement between CaixaBank and Banca Cívica, a Shareholder Agreement aimed to regulate

the relationships between “la Caixa” and “the Savings Banks” as shareholders of CaixaBank and its reciprocal cooperation relations and with CaixaBank. These Agreements shall include the appointment of 2 members of the CaixaBank Board of Directors on proposal by “the Savings Banks” (now known as “the Foundations”). The Shareholders’ Integration Agreement was amended in October 2016 in a manner in which the Foundations (previously the Savings Banks) could only propose one member on the CaixaBank Board (the second member would be proposed for Vida-Caixa, S.A.U. de Seguros y Reaseguros, a subsidiary of CaixaBank) and that the automatic extension of the agreements would be for four-year periods.

Under this context, Fundación CajaCanarias was proposed by the Foundations (previously the Savings Banks) to be appointed as a board member of CaixaBank and in replacement of Fundación Cajasol.

Fundación CajaCanarias is a non-profit banking foundation that took form after the transformatin of Caja General de Ahorros de Canarias (CajaCanarias).

Its purpose is to continue and to improve the charitable-social endeavours carried out under the name of CajaCanarias, contributing to the development economic and social equity of the Canary Islands, along with the proper management of its shareholding in the banking entity, of which it is a shareholder. In particular, it oversees the management of its funds for the improvement of social welfare, health and the furtherance of education, training and research, the promotion and dissemination of culture, advocacy for the protection of the environment, the promotion of sports activities, business development innovation and, in general, the advancement of the Canary Island society.

As it is a legal entity, the valuation of its knowledge and experience is performed jointly with the natural person proposed to represent it on the Board of Directors.

The person proposed to represent the Fundación CajaCanarias is Ms. Natalia Aznárez Gómez whose biographical review is presented below:

Natalia Aznárez Gómez, born in 1964, in Santa Cruz de Tenerife.

She holds a Degree in Business Science in Management from the University of Malaga and a Post Graduate Diploma in the same areas, specialising in accounting and finance from University La Laguna. She has been a teaching staff member in accounting and finance at the University La Laguna.

She began her career while working alongside the Executive Officer for REA METAL WINDOWS while commencing their distribution of products in Spain. In 1990, she began work in the Marketing Department of CajaCanarias. In 1993 she headed the Individuals Segment at CajaCanarias, being involved in the development of financial products and the launching of campaigns, the development and implementation of CRM, a Personal and Private Banking service. Following, she became the head of the Marketing Area.

In 2008, she was appointed as assistant manager of CajaCanarias, in charge of human resource management for the entity and, in 2010, she was appointed as assistant general manager of CajaCanarias. After the transfer of assets and liabilities to Banca Cívica, she filled the role of General Manager of CajaCanarias, an indirectly exercising financial entity. When the financial entity transformed into a foundation, she became the General Manager, until 30 June 2016.

She has actively participated on various Committees in the Savings Bank sector (Executive Committee of ACARL, Marketing Committee of Euro6000, Marketing Committee of CECA, Human Resource Committee of CECA, among others) and has held various roles in Foundations.

Currently she is the Chair of the Control Committee of the Staff Pension Plan of CajaCanarias, Vice-Chair of Fundación Cristino de Vera, Secretary of Fundación para el Desarrollo y Formación Empresarial CajaCanarias and Manager of Fundación CajaCanarias.

Suitability assessment

The Appointments Committee has assessed the content and applicability of CaixaBank's Repute and good governance questionnaire completed by Fundación CajaCanarias on the occasion of his co-opted appointment as director. 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 27 October 2016, in accordance with the provisions of Law 10/2014 and RD 84/2015 and the declarations made by Fundación CajaCanarias, on 22 February 2017, which declares that the statements it had made up to that date to valuate its suitability as board member remain unaltered, therefore, there is no fact or circumstance that might affect its validity, accuracy of sufficiency.

The conclusion is that Fundación CajaCanarias 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, Fundación CajaCanarias 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 the person appointed as its physical representative affirms that it has sufficient time available to carry out the duties inherent to the position on the Board of Directors of CaixaBank.

Category of board member

Regarding the categorisation of its position on the CaixaBank Board of Directors, the shareholders Fundación Bancaria Caja Navarra, Fundación Cajasol, Fundación Caja Canarias y Caja de Burgos, Fundación Bancaria have proposed that Fundación CajaCanarias represent them 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 Fundación CajaCanarias is that of proprietary director.

Conclusion

As a result of the foregoing the Appointments Committee considers that the Fundación Bancaria Canaria Caja General de Ahorros de Canarias - Fundación CajaCanarias, through the natural person appointed to represent it on the Board of Directors, has the appropriate knowledge, experience and merit to act as member of the Board of Directors, and meets the suitability requirements which are demanded of such a condition, and it has therefore 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 proprietary director before the Board of Directors at the General Shareholders Meeting of CaixaBank.

Barcelona, 23 February 2017

Annex 6

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* of the Spanish Companies Act, in relation to the proposal for the appointment of Ms. Natalia Aznárez Gómez as the natural person to represent Fundación Bancaria Canaria Caja General de Ahorros de Canarias - Fundación CajaCanarias

Article 529. *decies* of the Capital Company Act 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. In the case of natural persons which represent legal entity board members, such proposals must also be preceded by an additional report by the Appointments Committee.

In fulfilment of the aforementioned requirement, the Appointments Committee has agreed to present to the Board of Directors the report relating to the appointment of Ms. Natalia Aznárez Gómez as the natural person who will represent Fundación Bancaria Canaria Caja General de Ahorros de Canarias - Fundación CajaCanarias (hereinafter, "**Fundación CajaCanarias**") on the Board of Directors of CaixaBank, S.A. (hereinafter, "**CaixaBank**" or the "**Company**"), in the event that the foundation is named a member of the CaixaBank board.

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 with regard to which decisions are to be made, its main risks, and to ensure its capability to take autonomous and independent decisions for the benefit of 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 (hereinafter, "**RD 84/2015**") and in the Protocol for Selection Procedures and the Evaluation of Suitability for Positions within CaixaBank, the Appointments Committee has subsequently performed a review on the suitability of Ms. Aznárez for the position of physical representative of Fundación CajaCanarias.

Training and professional experience

Natalia Aznárez Gómez, born in 1964, in Santa Cruz de Tenerife.

She holds a Degree in Business Science in Management from the University of Malaga and a Post Graduate Diploma in the same areas, specialising in accounting

and finance from University La Laguna. She has been a teaching staff member in accounting and finance at the University La Laguna.

She began her career while working alongside the Executive Officer for REA METAL WINDOWS while commencing their distribution of products in Spain. In 1990, she began work in the Marketing Department of CajaCanarias. In 1993 she headed the Individuals Segment at CajaCanarias, being involved in the development of financial products and the launching of campaigns, the development and implementation of CRM, a Personal and Private Banking service. Following, she became the head of the Marketing Area.

In 2008, she was appointed as assistant manager of CajaCanarias, in charge of human resource management for the entity and, in 2010, she was appointed as assistant general manager of CajaCanarias. After the transfer of assets and liabilities to Banca Cívica, she filled the role of General Manager of CajaCanarias, an indirectly exercising financial entity. When the financial entity transformed into a foundation, she became the General Manager, until 30 June 2016.

She has actively participated on various Committees in the Savings Bank sector (Executive Committee of ACARL, Marketing Committee of Euro6000, Marketing Committee of CECA, Human Resource Committee of CECA, among others) and has held various roles in Foundations.

Currently she is the Chair of the Control Committee of the Staff Pension Plan of CajaCanarias, Vice-Chair of Fundación Cristino de Vera, Secretary of Fundación para el Desarrollo y Formación Empresarial CajaCanarias and Manager of Fundación CajaCanarias.

Suitability assessment

The Appointments Committee has assessed the content and applicability of CaixaBank's Repute and Good Governance questionnaire completed by Ms. Natalia Aznárez Gómez on the occasion of the co-opted appointment of Fundación CajaCanarias as board member. 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 27 October 2016, in accordance with the provisions of Law 10/2014 and RD 84/2015 and the declarations made by Ms. Aznárez, on 22 February 2017, which declares that the statements she had made up to that date to value her suitability as the natural person to represent Fundación CajaCanarias on the Board of Directors remain unaltered, therefore, there is no fact or circumstance that might affect her validity, accuracy or sufficiency.

The conclusion is that Ms. Natalia Aznárez Gómez met and continued to meet the suitability conditions required to hold the post of the natural person representing Fundación Bancaria Canaria Caja General de Ahorros de Canarias - Fundación CajaCanarias on the CaixaBank Board of Directors.

On the other hand, Ms. Aznárez 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 she has sufficient time available to carry out the duties inherent to the position of the physical representative of Fundación CajaCanarias on the Board of Directors of CaixaBank.

Category of board member

Regarding the categorisation of its position on the CaixaBank Board of Directors, the shareholders Fundación Bancaria Caja Navarra, Fundación Cajasol, Fundación Caja Canarias y Caja de Burgos, Fundación Bancaria have proposed that Fundación CajaCanarias represent them 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 the legal entity board member that Ms. Natalia Aznárez Gómez represents is that of proprietary director.

Conclusion

As a result of the foregoing, the Appointments Committee considers that Ms. Natalia Aznárez Gómez has the appropriate knowledge, experience and merits to perform her duties as physical representative of Fundación CajaCanarias 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.

Barcelona, 23 February 2017

Annex 7

Report presented by the CaixaBank, S.A. Appointments Committee to the Board of Directors, in accordance with the provisions of article 529. decies of the Capital Company Act, in relation to the proposal to appoint Mr. Ignacio Garralda Ruiz de Velasco as Proprietary Director of CaixaBank.

Article 529. decies of the Capital Company Act 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. In the case of non-independent board members, such proposals must also 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 appointment of Mr. Ignacio Garralda Ruiz de Velasco as a member of the Board of Directors of CaixaBank, S.A. (hereinafter, "**CaixaBank**" or the "**Company**"), as 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 with regard to which decisions are to be made, its main risks, and to ensure its capability to take autonomous and independent decisions for the benefit of the Company.

In particular, the Committee views very positively the market experience of Mr. Garralda, in view of the market itself (Licenced Stock Broker and Board Member for Sociedad Rectora de la Bolsa de Madrid) as well as the companies operating within it, along with his experience on governance bodies of listed entities.

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* ((hereinafter, "**RD 84/2015**") 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. Garralda for the position of board member.

Training and professional experience

Ignacio Garralda Ruiz de Velasco, born 1951, in Madrid.

Graduated with a Law Degree from the University of Complutense de Madrid. He is a Notary Public, on leave, since 1989.

He began his professional career as Notary for Commercial Matters, from 1976 to 1982, the year in which he became a Licensed Stock Broker of the Ilustre Colegio de Agentes de Cambio y Bolsa de Madrid until 1989. He was a founding member of AB Asesores Bursátiles, S.A, where he was Vice-Chairman until 2001, Vice-Chairman of Morgan Stanley Dean Witter, SV, S.A. from 1999 to 2001 and Chairman of Bancoval, S.A. from 1994 to 1996. Between 1991 and 2009 he was on the Board of the Governing Body of the Madrid Stock Exchange.

He is currently the Chair and CEO of Mutua Madrileña Automovilista. He has been a member of the Board of Directors since 2002 and a member of the Executive Committee since 2004, where he is the current Chair, as well as for the Investment Committee.

He is the First Vice-Chairman of Bolsas y Mercados Españoles (BME), a member on the Board of Directors de Endesa S.A., where he has been the Chair of the Audit Committee since 2016, and also a member on the Board of Faes Farma, SA and Consorcio de Compensación de Seguros.

He is Chairman of Fundación Mutua Madrileña, a member on the Board of Trustees of Fundación Princesa de Asturias, Museo Reina Sofía, Teatro Real, Real Instituto Elcano, CEDE, Pro Real Academia Española and Founder and current Vice-Chairman of Fundación Lealtad 2001.

Suitability assessment

The Appointments Committee has assessed the content and applicability of CaixaBank's Repute and good governance questionnaire completed by Mr. Garralda on the occasion of the assessment of his suitability to be a Board member. 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 Reports issued by the Board of Directors on 19 January 2017 in accordance with the provisions of Law 10/2014 and RD 84/2015 and has verified the content and validity of the declarations made by Mr. Garralda.

The conclusion is that Mr. Garralda met the suitability requirements for holding the post of member of the Board of Directors of CaixaBank.

Currently, Mr. Garralda exceeds the threshold of appointments established under Article 26 of Law 10/2014; however, he has stated that his intention is to request authorisation to hold an additional non-executive role and, in any event, he would hand in his resignation for any appointments that would exceed this threshold, at the moment in which he would be appointed as board member.

Furthermore, Mr. Garralda is the Chairman and Chief Executive Officer of Mutua Madrileña, the parent company of a Group of enterprises which, as is the case for the CaixaBank Group, operates in different sectors of the insurance business and, moreover, in the sphere of pension fund management, investment fund management and the real estate business. Due to the distinct magnitudes (equity, turnover, results, etc.) and market position of the companies belonging to one and the other Group, it can therefore be deduced that the level of competition between them is negligible in these sectors and, consequently, the risk of damages to the CaixaBank Group, as a result, is currently very low or inexistent. Also, the inclusion of Mr. Garralda on the CaixaBank Board of Directors will provide significant advantages as a result of his vast experience and qualification and will also facilitate greater development of the current strategic alliance between the two Groups. In any case, the Board of Directors has approved a specific Action Protocol geared to preventing the possibility of any actual or potential damage being caused to CaixaBank as a consequence of Mr. Garralda's exercise of his duties as a Director. Thus, to the extent that there is no expectation of any damage to the Company, for the purpose of the provisions of Article 230.3 of the Corporation Law, the Board of Directors shall propose, at the forthcoming General Shareholders' Meeting, the appointment of Mr. Garralda as board member, along with his exemption from the non-competition obligation set forth in Article 229.1 f) of the Corporation Law and, thus, enabling him to exercise any posts or duties whatsoever within the companies forming part of the Group, of which Mutua Madrileña is the parent company.

Mr. Garralda 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 board member

Regarding the categorisation of his position on the CaixaBank Board of Directors, it has been the shareholder Mutua Madrileña Automovilista, Sociedad de Seguros a Prima Fija which has proposed that Mr. Ignacio Garralda Ruiz de Velasco 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. Garralda is that of Proprietary Director.

Conclusion

As a result of the foregoing, the Appointments Committee considers that Mr. Ignacio Garralda Ruiz de Velasco 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 of his appointment as director for the period of four years, with the category of proprietary director.

Barcelona, 16 February 2017