



FULL TEXT OF THE RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS IN RELATION TO THE ITEMS ON THE AGENDA OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING CALLED FOR 5 APRIL 2018, AT FIRST CALL, AND FOR 6 APRIL 2018, AT SECOND CALL

Board of Directors – 22 February 2018

ONE.– Corresponding to Agenda Item 1

Approval of the individual and consolidated Annual Accounts and the respective Management Reports for the year ending on 31 December 2017.

Approval of the individual annual accounts of CaixaBank, S.A., consisting of the balance sheet, profit and loss account, statement of changes in net worth (including the statement of recognised income and expense and the total statement of changes in net worth), cash flow statement and notes, for the year ending on 31 December 2017, together with the corresponding management report (including the Non-financial Information and, in a separate section, the Annual Corporate Governance Report), a printed copy of which appears on the back of 441 sheets of Class 8 officially stamped paper numbered 0N2547076 to 0N2547500, both inclusive, 0N2547972 to 0N2547987, both inclusive, and on the front and back of the sheet of Class 8 officially stamped paper numbered 0N0548664 which bears the relevant Board members' signatures.

Approval of the consolidated annual accounts of the CaixaBank Group, consisting of the balance sheet, profit and loss account, statement of recognised income and expense, total statement of changes in net worth, cash flow statement and notes, for the year ending on 31 December 2017, together with the corresponding management report (including the Non-financial Information and, in a separate section, the Annual Corporate Governance Report), a printed copy of which appears on the back of 471 sheets of Class 8 officially stamped paper numbered 0N2547501 to 0N2547971, both inclusive, and on the front and back of the sheet of Class 8 officially stamped paper numbered 0N0548665 which bears the relevant Board members' signatures.

The individual and consolidated annual accounts and their respective management reports have been verified by the auditors of CaixaBank, S.A. (hereinafter also called "**CaixaBank**" or the "**Company**").

TWO.- Corresponding to Agenda Item 2

Approval of the Board of Directors' management during the financial year ending on 31 December 2017.

Approval of the Board of Directors' management in 2017.

THREE.- Corresponding to Agenda Item 3

Approval of the proposed allocation of profit for the year ending on 31 December 2017.

Approval of the following distribution of individual net profit of 1,428,131,016.35 euros:

Basis for distribution	€1,428,131,016.35
<i>For dividends:</i>	€896,969,276.85 (1)
Interim dividend (November 2017)	€418,454,234.37
Additional dividend (April 2018)	€478,515,042.48 (2)
<i>For reserves:</i>	€531,161,739.50 (3)
For legal reserve	€0.00 (4)
For voluntary reserve	€531,161,739.50 (5)

(1) Estimated maximum amount (see note (2) below).

(2) Estimated maximum amount corresponding to payment of the additional dividend of €0.08 per share, to be paid in cash in April 2018. This amount will be reduced in accordance with the number of treasury stock shares held by CaixaBank at the time of payment of the dividend, as in accordance with the Corporation Law no dividend can be received on treasury stock.

(3) Estimated amount (see note (5) below).

(4) It is not necessary to allocate part of the profit for 2017 to legal reserve as the latter already amounts to 20% of the amount of share capital (Article 274 of the Spanish Corporation Law).

(5) Estimated amount allocated to voluntary reserve. This amount will be increased by the same quantity as the reduction in the amount allocated to payment of the additional dividend (see notes 1 and 2 above).

The additional dividend charged to profit for the financial year 2017, for €0.08 per share, will be paid out to the shareholders from 13 April 2018. The dividend will be paid via the entities participating in the clearing house Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR). The tax withholding required by applicable legislation for the gross amount paid will be made, as the case may be. If the Company holds any shares without dividend rights on the date of payment of the additional dividend, the corresponding amount will be allocated to voluntary reserves.

FOUR.- Corresponding to Agenda Item 4

Ratification and appointment of Board members.

FOUR - 1.- Corresponding to Agenda Item 4.1

Ratification and appointment of Mr. Eduardo Javier Sanchiz Irazu.

Ratification of the appointment of Mr. Eduardo Javier Sanchiz Irazu as a member of the Board of Directors, by co-option, as approved by the Board of Directors at its meeting of 21 September 2017, and his appointment as a member of the Board of Directors on proposal by the Appointment Committee, for the statutory period of 4 years, to fill the vacancy arising from the death of the Director Salvador Gabarró Serra on 17 March 2017. Mr. Eduardo Javier Sanchiz Irazu is considered an independent Director.

FOUR - 2.- Corresponding to Agenda Item 4.2

Ratification and appointment of Mr. Tomás Muniesa Arantegui.

Ratification of the appointment of Mr. Tomás Muniesa Arantegui as a member of the Board of Directors, by co-option, as approved by the Board of Directors at its meeting of 21 December 2017 and with effect from 1 January 2018, and his appointment as a member of the Board of Directors on proposal by Fundació Bancaria Caixa d'Estalvis i Pensions de Barcelona, "la Caixa" (an indirect shareholder of the Company), for the statutory period of 4 years, to fill the vacancy arising from the resignation of Mr. Antonio Massanell Lavilla, a favourable report having been issued by the Appointment Committee, all subject to verification of his suitability by the European Central Bank. Mr. Tomás Muniesa Arantegui will be considered an executive Director as he performs senior management functions at the Company.

FIVE.- Corresponding to Agenda Item 5

Amendment of sections 2 and 5 of Article 4 of the Company By-laws ("Registered office and corporate website").

Amendment of section 2 of Article 4 of the Company By-laws concerning the competence for transfer of registered office resulting from the amendment of Article 285.2 of the Spanish Corporation Law introduced by Law 9/2015 of 25 May on Urgent Measures for Bankruptcy Proceedings and by Royal Decree-Law 15/2017, of 6 October. Also, amendment of section 5 of the aforementioned Article 4 of the Company By-laws concerning the corporate website, for inclusion of a technical improvement.

Article 4.- Registered offices and corporate website

- 1. The Company's registered offices are at Calle Pintor Sorolla, 2-4, Valencia.*
- 2. The registered offices may be transferred to another location within the national territory by agreement of the Board of Directors.*
- 3. The Company's Board of Directors may decide to create, close or move offices, branches, agencies, regional offices and other departments, both within Spain and in another European Union Member State, or a third state, if it complies with the applicable requirements and guarantees, and may decide to provide the services that fall within its corporate purpose without the need for a permanent establishment.*
- 4. The corporate website of the Company is www.caixabank.com, used for distributing legally required information.*
- 5. The Board of Directors may resolve to amend or transfer the Company's website.*

The amendment of sections 2 and 5 of Article 4 of the Company By-laws (“Registered offices and corporate website”) is subject to the authorisation system established in Article 10 of Royal Decree 84/2015 of 13 February, implementing Law 10/2014 of 26 June regarding regulation, supervision and solvency of credit institutions.

SIX.- Corresponding to Agenda Item 6

Approval of the amendment of the Directors’ Remuneration policy.

Pursuant to Article 529 *novodecies* of the Corporation Law, approval of the amendment of the CaixaBank, S.A. Directors’ Remuneration Policy for the financial years 2017 – 2020 inclusive, in accordance with the reasoned proposal approved by the Board of Directors, to which the relevant report by the Remuneration Committee is attached.

SEVEN.- Corresponding to Agenda Item 7

Delivery of shares to the executive Directors and senior managers as part of the Company's variable remuneration scheme.

Within the framework of the Company's variable remuneration programme and as part of the same, approval of the delivery of shares to the Company’s executive Directors and senior executives, in the terms specified below:

- Direct payment: The payment of 50% of each element of the variable remuneration (in cash and shares) corresponding to the 2018 financial year will be paid before the end of the first quarter of 2019. In the case of the executive Directors, the percentage of non-deferred remuneration will be reduced to 40%.
- Deferred payment: Payment of 50% of each element of the variable remuneration (cash and shares) corresponding to the 2018 financial year will be deferred over 5 years and will be paid in fifths, before the end of the first quarter of the years 2020 - 2024. As regards the executive Directors, the percentage of deferred remuneration will be increased to 60%.
- Amount: The maximum total amount resulting from the variable remuneration scheme for 2018 distributed in shares to the executive Directors and senior executives in 2019 and the five subsequent years is estimated at 1,406,170 euros, before tax deductions and withholdings, providing the composition of this group and the target bonus amount remain unchanged.

The maximum number of shares to be delivered, before tax deductions and withholdings, will be the result of dividing the said anticipated maximum amount by the average market price of a Company share on the close of the trading session of 15 February 2019 or, where the case may be, on the previous trading day.

- Delegation of powers: to delegate to the Board of Directors, granting it express authority to delegate in turn to the Executive Committee of the Board of Directors, the Remuneration Committee or any Director it deems appropriate, the necessary authority under the fullest extent permitted by law to develop, formalise and implement this resolution or terminate it, where the case may be, adopting any resolutions and signing any public or private documents that may be necessary or appropriate to ensure its full effectiveness, also being authorised to remedy, rectify, amend or complement this resolution and, in particular and for illustrative purposes only, to carry out the following:

- (a) To develop and establish the specific terms of the share-based bonus scheme, with regard to any aspects not contemplated in the resolution.
- (b) To draft, subscribe and submit any notices and supplementary documentation necessary or appropriate before any public or private body for the implementation, execution and payment of the share-based bonus scheme, including the corresponding prospectuses where the case may be.
- (c) To determine the exact number of shares corresponding to each of the beneficiaries of the resolution, respecting the upper limits established.
- (d) To carry out any action or procedure or make any statement before any Spanish or foreign, public or private body, entity or register, in order to obtain any authorisation or verification required for the implementation, execution and payment of the share-based bonus scheme.
- (e) To negotiate, agree on and sign compensation and settlement contracts with financial institutions which it may freely appoint, under the terms and conditions it deems appropriate.
- (f) To draw up and publish any announcements that may be required or appropriate.
- (g) To draw up, sign and execute and, where applicable, certify whatsoever type of document connected with the share-based bonus scheme.
- (h) To adapt the content of the scheme to any requirements or observations made by the competent supervisory authorities.
- (i) And, in general, to proceed as required and to sign all documents necessary or appropriate for the validity, effectiveness, implementation, development, execution, payment and successful outcome of the share-based bonus scheme and the adopted resolution.

EIGHT.- Corresponding to Agenda Item 8

Approval of the maximum bonus that may be earned by employees whose work has a significant impact on the Company's risk profile.

Approval of the variable remuneration bonus paid to the twenty-five (25) employees mentioned in the Board of Directors' detailed recommendation concerning the proposal for approval of the upper limit of the bonus paid to employees whose work has a significant impact on the Company's risk profile being up to two hundred percent (200%) of the fixed component of their total remuneration, all by virtue of and subject to the provisions of Article 34 of Law 10/2014 of 26 June regarding regulation, supervision and solvency of credit institutions.

NINE.- Corresponding to Agenda Item 9

Authorisation and delegation of powers to interpret, correct, supplement, implement and develop the resolutions adopted by the General Meeting, and delegation of powers to notarise those resolutions in public deeds, register them and, where the case may be, correct them.

To delegate to the Board of Directors, with express powers to delegate in turn to the Executive Committee of the Board of Directors or the Board Member(s) it deems appropriate,

the Secretary, the Deputy Secretary or Deputy Secretaries of the Board, any powers it deems necessary for purposes of interpreting, rectifying, complementing, implementing and developing any of the resolutions adopted by the General Meeting, and it is also authorised to make any modifications, amendments or additions it deems necessary or appropriate for the effectiveness and successful outcome of these resolutions.

To delegate to the Chairman of the Board of Directors, the Vice-Chairman, the Chief Executive Officer, the Secretary and the Deputy Secretary or Deputy Secretaries of this body, without distinction, to sign any private documents and to execute before a Notary of their choice any public documents that may be necessary or appropriate for execution of the aforementioned resolutions or their entry in the corresponding registers, with express powers to rectify any errors or omissions.

TEN.- Corresponding to Agenda Item 10

Consultative vote on the Annual Report on Directors' Remuneration for the 2017 financial year.

Approval of the Annual Report on Directors' Remuneration for the 2017 financial year.

ELEVEN.- Corresponding to Agenda Item 11

Information on the amendment of the Rules of the Board of Directors agreed to at its meeting of 22 February 2018.

Acknowledgement of the amendment of the Rules of the Company's Board of Directors approved by the Board at its meeting of 22 February 2018.

The amendment of each Article of the Rules of the Board of Directors is explained in detail in the explanatory report issued by the Board of Directors in accordance with Articles 528 and 518 d) of the Corporation Law.

TWELVE.- Corresponding to Agenda Item 12

Notification of the Board of Directors' Report and the Auditor's Report for purposes of the stipulations made in Article 511 of the Spanish Corporation Law.

By virtue of Article 511 of the Spanish Corporation Law, the General Meeting is informed of the administrators' report and the report by Ernst & Young, S.L., an auditor other than that of CaixaBank, S.A. appointed by the Register of Companies of Barcelona, concerning the issue of five thousand (5,000) preferred shares redeemable for shares with a nominal value of one billion euros (€1,000,000,000) with waiver of pre-emptive rights. This issue was approved by the Board of Directors on 25 May 2017 by virtue of the delegation granted to it by the Ordinary General Shareholders' Meeting held on 28 April 2016, the final terms being established on 1 June 2017, as published in a Significant Event Notice on the same date.

The administrators' report and the auditor's report on this issuance have been made available to the shareholders as part of the documentation for this General Meeting.

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