



CAIXABANK, S.A. BOARD OF DIRECTORS' REPORT ON THE PROPOSAL FOR RE-ELECTION AND APPOINTMENT OF BOARD MEMBERS

Board of Directors – 21 February 2019

I. PURPOSE OF THE REPORT

This report is drawn up by the Board of Directors of CaixaBank, S.A. (hereinafter referred to as “**CaixaBank**” or the “**Company**”), in compliance with the provisions of Article 529. decies of the Spanish Corporation Law (Ley de Sociedades de Capital), which requires the Board to draw up a report justifying the competence, experience and merits of the persons whose re-election or appointment is submitted for approval at the Company's General Shareholders' Meeting, convened for 4 April 2019, at first call, and for the next day, 5 April, at second call, under item 5 of the agenda.

In accordance with section 1 of agenda item 5, it is also proposed to set the number of CaixaBank board members at 16.

In accordance with the provisions of the above-mentioned article, the re-election of Mr. Gonzalo Gortázar Rotaeché as executive Director for a period of 4 years is submitted to the General Shareholders' Meeting, following a favourable report from the Appointment Committee.

Secondly, the re-election of Ms. María Amparo Moraleda Martínez and Mr. John S. Reed, who fall into the category of independent Directors, for a period of four years, is submitted to the General Shareholders' Meeting on the proposal of the Appointment Committee.

In addition, the re-election of Ms. María Teresa Bassons Boncompte, who falls into the category of proprietary Director, is submitted to the General Shareholders' Meeting at the proposal of the Fundación Bancaria Caixa d'Estalvis i Pensions de Barcelona, “la Caixa” (an indirect shareholder of the Company) and Criteria Caixa, S.A.U., for a period of 4 years, following a favourable report from the Appointment Committee, since she is not an independent Director.

Lastly, the appointment of Ms. Cristina Garmendia Mendizabal, who falls into the category of independent Director, is submitted to the General Shareholders' Meeting, at the proposal of the Appointment Committee, and that of Mr. Marcelino Armenter Vidal, who falls into the category of proprietary Director, is submitted to the General Shareholders' Meeting, at the proposal of the Fundación Bancaria Caixa d'Estalvis i Pensions de Barcelona, “la Caixa” and Criteria Caixa S.A.U., following a favourable report from the Appointment Committee.

Both the reports and the proposals of the Appointment Committee are included as annexes to this report.

In addition, the non-renewal of the positions of the Directors Mr. Alain Minc, Mr. Juan Rosell Lastortras, Mr. Antonio Sáinz de Vicuña y Barroso and Mr. Javier Ibarz Alegría is also recorded. In addition, in accordance with Article 518. e) of the Spanish Corporation Law, this report contains information on the identity, curriculum and category of each of the Board members whose appointment or re-election is proposed and will be published, together with the proposals and reports attached from the Appointment Committee, on the Company's website as part of the documentation related to the General Meeting.

Lastly, in accordance with Article 540.4.c) of the Spanish Corporation Law it is informed that the proposals for appointments and re-elections submitted for approval by the General Meeting have taken into account and assessed the diversity targets established in the *Policy for the Selection, Diversity and Assessment of the Suitability of Directors and Members of the*

Senior Management and Other Key Functions of CaixaBank and its Group giving special consideration to the objective of favouring diversity of gender, knowledge, training and professional experience, age and geographical origin, avoiding discrimination for any reason.

In particular, the proposals for re-election and appointment have taken into account the target for the number of female Directors to represent at least 30% of the total members of the Board of Directors by 2020. Specifically, the proposals for appointments and re-elections that are submitted to the General Meeting, together with the proposal to set the number of Board members at sixteen, means that the percentage of female Directors would represent 37.5% of the Board of Directors.

II. RE-ELECTION OF MR. GONZALO GORTÁZAR ROTAECHE (AGENDA ITEM 5.2)

Professional profile and biographical data

Gonzalo Gortázar Rotaeche was born in Madrid in 1965. He is Chief Executive Officer of CaixaBank since June 2014.

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

Gonzalo Gortázar is Chairman of VidaCaixa and a member of the Board of Directors of BPI.

Mr Gortázar served as CaixaBank's Chief Financial Officer prior to being appointed CEO in June 2014. Previously he was CEO of Criteria CaixaCorp between 2009 and June 2011. From 1993 to 2009, he worked at Morgan Stanley in London and in Madrid, where he held several positions in the Investment Banking division, heading up the Financial Institutions Group in Europe until mid 2009, when he joined Criteria

Prior to this he held several positions at the Bank of America in corporate and investment banking.

Directorship category

With regard to his classification on the Board of Directors of CaixaBank, Gonzalo Gortázar Rotaeche has the status of Executive Director, as he performs senior management functions in the Company.

Assessment of experience, skill and merit

The Appointment Committee has verified that Gonzalo Gortázar Rotaeche meets the suitability requirements referred to in Article 24 of Law 10/2014 of 26 June concerning the organisation, supervision and solvency of credit institutions and Articles 30, 31 and 32 of Royal Decree 84/2015 of 13 February implementing Law 10/2014: business and professional integrity, appropriate knowledge and experience and readiness to exercise good governance of the Company, as well as not being involved in any source of incompatibility, prohibition or conflict of interest.

The Board of Directors endorses the report issued by the Appointment Committee, and considers that Mr. Gonzalo Gortázar Rotaeche has the experience, competence and merits required to hold the post of Director. Of particular note is his in-depth financial knowledge, his extensive national and international professional experience in the banking sector and the management he carried out during his tenure as CEO of the Company.

Proposal

To re-elect Mr. Gonzalo Gortázar Rotaeche as a member of the Board of Directors, in the capacity of Executive Director, for a period of 4 years, a favourable report having been issued by the Appointment Committee.

III. RE-ELECTION OF MS. MARÍA AMPARO MORALEDA MARTÍNEZ (AGENDA ITEM 5.3)

Professional profile and biographical data

Ms. María Amparo Moraleda Martínez was born in Madrid in 1964. She has been a member of the CaixaBank Board of Directors since 2014.

She has a degree in Advanced Industrial Engineering from ICAI and in General Management from IESE.

She is an independent board member of various European companies: Solvay, S.A. (since 2013), Airbus Group, S.E. (since 2015) and Vodafone Group (since 2017).

She is also a member of the Governing Board of the Spanish Scientific Research Council (CSIC) (since 2011), a member of the advisory board of SAP Ibérica (since 2013) and of Spencer Stuart (since 2017).

Between 2012 and 2017 she was a member of the Board of Directors of Faurecia, S.A. and a member of the Advisory Board of KPMG Spain (since 2012).

She was Director of Operations for the International division of Iberdrola with responsibility for the United Kingdom and the United States, between January 2009 and February 2012. She also managed Iberdrola Engineering and Construction from January 2009 to January 2011.

She was Executive Chairperson of IBM for Spain and Portugal between July 2001 and January 2009, extending the area under her responsibility to Greece, Israel and Turkey from July 2005 to January 2009. Between June 2000 and 2001 she was a deputy executive to the Chairman of IBM Corporation. From 1998 to 2000 she was General Manager of INSA (a subsidiary of IBM Global Services). From 1995 to 1997, HR Director for EMEA at IBM Global Services and from 1988 to 1995 she held various professional and management positions at IBM Spain.

She is a member of various trusts and boards of different institutions and bodies, including the Andalusian Social and Environmental Sciences Academy, the Board of Trustees of the MD Anderson Cancer Center in Madrid and the International Advisory Board of the Business Institute.

In December 2015, she was appointed full member of the Royal Academy of Economic and Financial Sciences.

In 2005, she joined the Hall of Fame of Women in Technology International (WITI), a recognition that honours company and technology figures who have contributed the most worldwide to the inclusion and participation of women in technological development, and she has received several awards, namely: Leadership through Values Award (Fundación FIGEVA - 2008), Javier Benjumea Award (Association of Engineers ICAI - 2003) and the Excellence Award (Spanish Federation of Women Managers, Executives, Professionals and Businesswomen - Fedepe - 2002).

Directorship category

With regard to her classification on the CaixaBank Board of Directors, Ms. María Amparo Moraleda Martínez has the status of Independent Director, meeting the requirements established in section 4 of Article 529 duodecies of the Spanish Corporation Law.

Assessment of experience, skill and merit

The Appointment Committee has verified that Ms. María Amparo Moraleda Martínez meets the suitability requirements referred to in Article 24 of Law 10/2014 and Articles 30, 31 and 32 of Royal Decree 84/2015, of 13 February, implementing Law 10/2014: business and professional integrity, appropriate knowledge and experience and readiness to exercise good

governance of the Company, as well as not being involved in any source of incompatibility, prohibition or conflict of interest.

The Board of Directors endorses the proposal of the Appointment Committee, and considers that Ms. María Amparo Moraleda Martínez has the experience, competence and merits required to hold the post of Director. Of particular note is her knowledge and experience in the business world, especially in technology companies, as well as her recognised career as an independent Director in a variety of national and international companies.

Proposal

To re-elect Ms. María Amparo Moraleda Martínez to the Board of Directors as an Independent Director for a period of four years, at the proposal of the Appointment Committee.

IV. RE-ELECTION OF MR. JOHN S. REED (AGENDA ITEM 5.4)

Professional profile and biographical data

Mr. John S. Reed was born in Chicago in 1939. He has been a member of the CaixaBank Board of Directors since 2011.

He holds a degree in Philosophy and Arts and Sciences from Washington and Jefferson College and the Massachusetts Institute of Technology (MIT) through a dual degree programme. He was a lieutenant in the U.S. Army Corps of Engineers from 1962 to 1964 and later re-enrolled at MIT to pursue a master's degree in Science. Mr. John S. Reed spent 35 years at Citibank/Citicorp and Citigroup, the last sixteen of them as Chairman, retiring in April 2000.

From September 2003 to April 2005 he returned to work as Chairman of the New York Stock Exchange and served as President of the Massachusetts Institute of Technology from 2010 to 2014.

He was appointed Chairman of the Board of American Cash Exchange in February 2016.

He is Chairman of the Boston Athenaeum. He is on the Board of the American Academy of Arts and Sciences and the American Philosophical Society.

Directorship category

With regard to his classification on the CaixaBank Board of Directors, Mr. John S. Reed has the status of Independent Director, meeting the requirements established in section 4 of Article 529 duodecies of the Spanish Corporation Law.

Assessment of experience, skill and merit

The Appointment Committee has verified that John S. Reed meets the suitability requirements referred to in Article 24 of Law 10/2014 and Articles 30, 31 and 32 of Royal Decree 84/2015, of 13 February, implementing Law 10/2014: business and professional integrity, appropriate knowledge and experience and readiness to exercise good governance of the Company, as well as not being involved in any source of incompatibility, prohibition or conflict of interest.

The Board of Directors endorses the proposal of the Appointment Committee, and considers that Mr. John S. Reed has the experience, competence and merits required to hold the post of Director. His experience in the financial sector, and in particular in the banking sector, is particularly valued, as is his long-standing managerial experience in banks and major stock market regulators at a worldwide level. His international profile is also highly valued.

Proposal

To re-elect Mr. John S. Reed to the Board of Directors as an Independent Director for a period of four years, at the proposal of the Appointment Committee.

V. RE-ELECTION OF MS. MARÍA TERESA BASSONS BONCOMPTE (AGENDA ITEM 5.5)**Professional profile and biographical data**

Ms. Maria Teresa Bassons Boncomppte was born in Cervelló in 1957. He has been a member of the CaixaBank Board of Directors since June 2012.

She graduated with a Bachelor Degree in Pharmacy from the University of Barcelona (1980) and she is a Specialist in Hospital Pharmacy. She holds a pharmacy license. She has also been a member of the Executive Committee of the Chamber of Commerce of Barcelona, since 2002, and Chair of the Business Committee for the health care sector in the same institution. She has also been Deputy Chair of the Official College of Pharmacists in Barcelona (1997-2004) and General Secretary of the Catalan Pharmaceutical Association Council (2004-2008).

She is a member of the Board of Directors of Bassline, S.L. and Administrator of TERBAS XXI, S.L. and a member of the Board of Laboratorios Ordesa since January 2018, as well as a member of the Oncolliga Scientific Committee.

She was a member of the Board of Directors of Criteria CaixaHolding from July 2011 to May 2012, a board member of Caixa d'Estalvis i Pensions de Barcelona "la Caixa" from April 2005 to June 2014, Trustee of the Fundació Bancaria Caixa d'Estalvis i Pensions de Barcelona "la Caixa" from June 2014 to June 2016 and a member of the Consultative Committee of Caixa Capital Risc until June 2016.

She has also been a member of the Advisory Council on Smoking of the Health Department of the Catalan Government (1997-2006) and of the Advisory Committee on Bioethics of the Catalan Government (2005-2008) and director of the INFARMA Conference and Exhibition at the Fira in Barcelona in the 1995 and 1997 events, and director of the publications "Circular Farmacèutica" and "l'Informatiu del COFB" for twelve years.

In 2008 she was awarded the Medal of Professional Merit by the General Council of Pharmacists in Spain. In June 2018 she was named Academician of the Catalan Royal Academy of Pharmacy.

Directorship category

With respect to her status on the Board of Directors of CaixaBank, Ms. María Teresa Bassons Boncomppte is a Proprietary Director, having been proposed for appointment by the Fundació Bancaria Caixa d'Estalvis i Pensions de Barcelona, "la Caixa" (an indirect shareholder of the Company) and Criteria Caixa, S.A.U.

Assessment of experience, skill and merit

The Appointment Committee has verified that Ms. María Teresa Bassons Boncomppte meets the suitability requirements referred to in Article 24 of Law 10/2014 and Articles 30, 31 and 32 of Royal Decree 84/2015, of 13 February, implementing Law 10/2014: business and professional integrity, appropriate knowledge and experience and readiness to exercise good governance of the Company, as well as not being involved in any source of incompatibility, prohibition or conflict of interest.

The Board of Directors endorses the report issued by the Appointment Committee, and considers that Ms. María Teresa Bassons Boncomppte has the experience, competence and merits required to hold the post of Director. Of particular note is her professional experience, especially in key positions in organisations such as the Barcelona Chamber of Commerce, as

well as her experience in corporate governance as a Director of various companies, especially in the financial field.

Proposal

To re-elect Ms. María Teresa Bassons Boncompte as a member of the Board of Directors, with the status of Proprietary Director, at the proposal of the Fundació Bancaria Caixa d'Estalvis i Pensions de Barcelona, "la Caixa" (an indirect shareholder of the Company, through the wholly-owned investee Criteria Caixa, S.A.U.) and Criteria Caixa, S.A.U., for a period of 4 years, a favourable report having been issued by the Appointment Committee.

VI. APPOINTMENT OF MR. MARCELINO ARMENTER VIDAL (AGENDA ITEM 5.6)

Professional profile and biographical data

Mr. Marcelino Armenter Vidal was born in Las Palmas, Gran Canaria in 1957.

He holds a Bachelor's Degree and a Master's in Business Administration and Management from ESADE.

He began his professional career at Arthur Andersen, and later joined Hidroeléctrica de Cataluña. Since 1985 he has pursued his career in the "la Caixa" Group with various positions and responsibilities: director of Audit and Internal Control of the "la Caixa" group from 1985 to 1988; head of the investees area from 1988 to 1995; Chief Executive Officer of Banco Herrero from 1995 to 2001; general manager of Caixa Holding from 2001 to 2007 and deputy executive general manager of la Caixa, in charge of risks from 2007 to 2011 and Chief Risk Officer at CaixaBank from 2011 to 2013.

Since August 2013, he has been General Manager of Criteria Caixa and Chairman of the management company Caixa Capital Risc, S.G.E.I.C., S.A. since its creation in February 2002, of Mediterránea Beach & Golf Community, S.A.U. since February 2017, and a non-executive Director of Inmo Criteria Caixa, S.A. since October 2017 and a director of SABA since September 2018. All of which are subsidiaries of Criteria Caixa.

In addition, he has been a director of Naturgy Energy Group, S.A. since September 2016 and a director of Grupo Financiero Inbursa since January 2017. Both companies are investees of Criteria Caixa.

Directorship category

With regard to his status on the Board of Directors of CaixaBank, Mr. Marcelino Armenter Vidal would be a Proprietary Director, his appointment having been proposed by the indirect shareholder Fundació Bancaria Caixa d'Estalvis i Pensions de Barcelona, "la Caixa" and by Criteria Caixa, S.A.U.

Assessment of experience, skill and merit

The Appointment Committee has verified that Mr. Marcelino Armenter Vidal meets the suitability requirements referred to in Article 24 of Law 10/2014 and Articles 30, 31 and 32 of Royal Decree 84/2015, of 13 February, implementing Law 10/2014: business and professional integrity, appropriate knowledge and experience and readiness to exercise good governance of the Company, as well as not being involved in any source of incompatibility, prohibition or conflict of interest.

The Board of Directors endorses the report issued by the Appointment Committee, and considers that Mr. Marcelino Armenter Vidal has the experience, competence and merits required to hold the post of Director. His in-depth knowledge of the banking business acquired mainly through holding various positions of responsibility in the supervised entity and the previous entities is highly valued. Also appreciated, is his experience in matters of corporate governance through the positions of Director occupied in various companies.

It should be noted that, since January 2017, Mr. Marcelino Armenter Vidal has been a member of the Board of Directors of Grupo Financiero Inbursa, a Mexican company specialising in the provision of financial services mainly in Mexico. Mr. Marcelino Armenter Vidal is a non-executive proprietary Director of Grupo Financiero Inbursa, and was appointed on the proposal of Criteria Caixa, S.A.U. as the latter holds a significant stake in Grupo Financiero Inbursa. CaixaBank has signed partnership agreements with Grupo Financiero Inbursa, with both entities acting directly in geographical areas that do not overlap but instead complement each other.

In this regard, it cannot be considered that at present the exercise of duties and functions by Mr. Marcelino Armenter Vidal in Grupo Financiero Inbursa implies any effective competition with the Company. Nevertheless, given that Article 229 of the Spanish Corporation Law refers to "potential" competition and a broad interpretation of that term could be made, in order to avoid any risk of not complying with the terms of the Law and, to the extent that no harm can be expected for the Company and that his incorporation to the Board of Directors of CaixaBank will bring significant advantages derived from his high experience and qualification in the banking sector, for the purposes of the provisions of Article 230 of the revised text of the Spanish Corporation Law, and in the case of his becoming a Director of the Company and with effect from that time, at the next General Shareholders' Meeting, in addition to proposing his appointment as a Director the Board of Directors will also propose Mr. Armenter's exemption from the non-compete obligation established in Article 229.1.f) of the Spanish Corporation Law and, therefore, allow him to exercise any duties and functions in Grupo Financiero Inbursa.

As a result, the Board of Directors, on the basis of the Appointment Committee's proposal, considers that Mr. Marcelino Armenter Vidal has the appropriate experience, skill and merits to hold the post of Director.

Proposal

To appoint Mr. Marcelino Armenter Vidal as a member of the Board of Directors, with the status of Proprietary Director, at the proposal of the Fundación Bancaria Caixa d'Estalvis i Pensions de Barcelona, "la Caixa" (an indirect shareholder of the Company through the wholly-owned investee Criteria Caixa, S.A.U.) and Criteria Caixa, S.A.U., for a period of 4 years, a favourable report having been issued by the Appointment Committee.

The appointment of Mr. Marcelino Armenter Vidal is subject to verification of his suitability as a Director by the competent banking supervisor and approval of the waiver of the non-compete obligation established in article 229.1 f) of the Spanish Corporation Law, which is submitted for approval at the General Shareholders' Meeting under agenda item 6. In the case of the above-mentioned verification not being obtained, it is envisaged that the existing vacancy on the Board will be filled either by co-opting another candidate by the Board of Directors itself after the Meeting has been held, or by appointing another candidate at a subsequent Meeting.

VII. APPOINTMENT OF MS. CRISTINA GARMENDIA MENDIZABAL (AGENDA ITEM 5.7)

Professional profile and biographical data

Ms. Cristina Garmendia Mendizábal was born in San Sebastián in 1962.

She has a degree in Biological Sciences, specialising in Genetics, an MBA from the IESE Business School of the University of Navarra and a PhD in Molecular Biology from the Severo Ochoa Molecular Biology Centre of the Autonomous University of Madrid.

In the past, she has been Executive Deputy Chair and Financial Director of the Amasua Group, President of the Association of Biotechnology Companies (ASEBIO) and member of the

Governing Board of the Spanish Confederation of Business Organisations (CEOE). She has also been a member of the governing bodies of, among other companies, Science & Innovation Link Office, S.L., Naturgy Energy Group, S.A. (formerly Gas Natural, S.A.) and Chair of Genetrix S.L. She is currently a director of, among others, Compañía de Distribución Integral Logista Holdings, S.A., Ysios Capital Partners and Mediaset España Comunicación, S.A.

She has been Minister of Science and Innovation in the Spanish Government during the entire IX Legislature from April 2008 to December 2011.

She is also President of the COTEC Foundation, a member of the España Constitucional, SEPI and Women for Africa Foundations, as well as a member of the Social Council of the University of Seville.

Directorship category

With regard to her classification on the CaixaBank Board of Directors, Ms. Cristina Garmendia Mendizábal has the status of Independent Director, meeting the requirements established in section 4 of Article 529r of the Spanish Corporation Law.

Assessment of experience, skill and merit

The Appointment Committee has verified that Ms. Cristina Garmendia Mendizábal meets the suitability requirements referred to in Article 24 of Law 10/2014 and Articles 30, 31 and 32 of Royal Decree 84/2015, of 13 February, implementing Law 10/2014: business and professional integrity, appropriate knowledge and experience and readiness to exercise good governance of the Company, as well as not being involved in any source of incompatibility, prohibition or conflict of interest.

The Board of Directors endorses the proposal of the Appointment Committee, and considers that Ms. Cristina Garmendia Mendizábal has the experience, competence and merits required to hold the post of Director. In particular, the skills and responsibilities assumed in executive positions throughout her professional career have been taken into account, especially in the field of scientific research, as well as positions in governing bodies of various companies in different sectors, including in the financial sector and her experience in the public sector, especially in a position of great importance and responsibility, having been Minister of Science and Innovation for the Spanish Government.

As a result, the Board of Directors, based on the proposal of the Appointment Committee, considers that Ms. Cristina Garmendia Mendizábal has the experience, competence and merits required to hold the post of Director.

Proposal

To appoint Ms. Cristina Garmendia Mendizábal as a member of the Board of Directors, with the status of Independent Director, at the proposal of the Appointment Committee, for a period of 4 years.

The appointment of Ms. Cristina Garmendia Mendizábal is subject to verification of her suitability as a Director by the competent banking supervisor. In the case of this verification not being obtained, it is envisaged that the existing vacancy on the Board will be filled either by co-opting another candidate by the Board of Directors itself after the Meeting has been held, or by appointing another candidate at a subsequent Meeting.

Valencia, 21 February 2019

Annex 1

Report submitted by the CaixaBank, S.A. Appointment Committee to the Board of Directors, in accordance with the provisions of Article 529. decies of the Spanish Corporation Law, in relation to the proposal to re-elect Mr. Gonzalo Gortázar Rotaeché as Executive Director of CaixaBank.

Article 529. decies of the Spanish Corporation Law establishes that proposals to re-elect Members of the Board of Directors must be accompanied by a supporting report from the Board, which assesses the competence, experience and merits of the proposed candidate. In the case of non-independent Directors, such proposals are also subject to an additional report by the Appointment Committee.

In compliance with the aforementioned requirement, the Appointment Committee has agreed to submit this report to the Board of Directors regarding the re-election of Mr. Gonzalo Gortázar Rotaeché as member of the Board of Directors of CaixaBank, S.A. (hereinafter referred to as "CaixaBank" or the "Company"), with the category of Executive Director.

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

In particular, the Committee values very positively Mr. Gortázar's performance of his duties as Chief Executive Officer of CaixaBank since his appointment in June 2014.

In accordance with this assessment and with the provisions set forth in Law 10/2014, of 26 June, on regulation, supervision and solvency of credit institutions, (hereinafter referred to as "Law 10/2014"), in Royal Decree 84/2014, of 13 February, implementing Law 10/2014, of 26 June, on regulation, supervision and solvency of credit institutions and in the *Protocol on procedures for suitability assessment and appointment of Directors and senior management members and other key function holders at CaixaBank*, the Appointment Committee also assessed the suitability of Mr. Gonzalo Gortázar Rotaeché to hold the post of Director.

Training and professional experience

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

He is CEO of CaixaBank since June 2014.

He is Chairman of VidaCaixa and a member of the Board of Directors of BPI.

Mr Gortázar served as CaixaBank's Chief Financial Officer prior to being appointed CEO in June 2014. Previously he was CEO of Criteria between 2009 and June 2011. From 1993 to 2009, he worked at Morgan Stanley in London and in Madrid, where he held several positions in the Investment Banking division, heading up the Financial Institutions Group in Europe until mid 2009, when he joined Criteria.

Prior to this he held several positions at the Bank of America in corporate and investment banking.

Suitability assessment

The Appointment Committee has assessed the content and validity of the CaixaBank Repute and Good Governance Questionnaire, completed by Mr. Gortázar on his appointment as Director on 30 June 2014 and subsequently on 27 June 2015, 15 October 2015, 9 November

2016 and 26 November 2018. This questionnaire is used to gather information on the three areas taken into account on evaluating Board members' suitability: business and professional repute, suitable knowledge and experience and aptitude for carrying out good corporate governance.

The Appointment Committee has also taken into account the suitability Assessment Report issued by the Board of Directors at its meeting held on 30 June 2014, prior to his appointment by co-option as a Director, together with the Assessment Report confirming the suitability of Mr. Gortázar to continue to hold the post of Director, issued by the Board of Directors at its meeting held on 12 March 2015, on the submission to that year's General Shareholders' Meeting of the ratification of Mr. Gortázar's appointment by co-option and his appointment by the General Shareholders' Meeting as a member of the Board. In addition, account has been taken of the Periodic Assessment Reports issued by the Appointment Committee at meetings held on 10 December 2015, 14 December 2016, 19 December 2017 and 19 December 2018, in which it was concluded that Mr. Gortázar met the conditions of suitability necessary to continue being CEO of the Board of Directors of CaixaBank.

The conclusion is that Mr. Gonzalo Gortázar Rotaeché met and continues to meet the conditions of suitability required to hold the post of member of the Board of Directors of CaixaBank, complying with the legal requirements under the applicable national legislation and the criteria established by the *European Banking Authority Guidelines on the assessment of suitability of members of the management body and key function holders (EBA/GL/2017/12)* dated 26 September 2017.

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

Directorship category

With regard to his classification on the Board of Directors of CaixaBank, Mr. Gonzalo Gortázar Rotaeché also performs senior management functions at the Company, and this Committee therefore considers that in accordance with the provisions set forth in section 1 of Article 529. duodecies of the Spanish Corporation Law, the category that should be ascribed to Mr. Gortázar is that of Executive Director.

Conclusion

As a result of the foregoing, and in accordance with the current requirements of the CaixaBank Board of Directors, the Appointment Committee considers that Mr. Gonzalo Gortázar Rotaeché has the appropriate knowledge, experience and merits to perform his functions on the CaixaBank Board of Directors, and meets the suitability requirements for such a position, and it has therefore agreed to report favourably to the Board of Directors on the proposal to the General Meeting of CaixaBank to re-elect him as a Director for a period of four years, with the category of Executive Director.

Barcelona, 15 February 2019

Annex 2

Proposal to re-elect Ms. María Amparo Moraleda Martínez as an Independent Director of CaixaBank, S.A. submitted by the Appointment Committee of CaixaBank, S.A., in accordance with the provisions of Article 529. decies of the Spanish Corporation Law.

Section 4 of Article 529. decies of the Spanish Corporation Law establishes that proposals to re-elect independent Directors should be made by the Appointment Committee.

In compliance with the aforementioned requirement, the Appointment Committee has drafted this proposal to re-elect Ms. María Amparo Moraleda Martínez as a member of the Board of Directors of CaixaBank, S.A. (hereinafter referred to as "CaixaBank" or the "Company"), with the category of Independent Director.

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

In particular, the Committee greatly values Ms. Moraleda's performance of her duties as a Director since her appointment on 24 April 2014, especially her previous participation on the Risk Committee and the Appointment and Remuneration Committee, as well as her current performance as Chairwoman of the Remuneration Committee and a member of the Executive Committee.

In accordance with this assessment and with the provisions set forth in Law 10/2014 of 26 June on regulation, supervision and solvency of credit institutions (hereinafter referred to as "Law 10/2014"), in Royal Decree 84/2014, of 13 February, implementing Law 10/2014 of 26 June on regulation, supervision and solvency of credit institutions and in the *Protocol on procedures for suitability assessment and appointment of Directors and senior management members and other key function holders at CaixaBank*, the Appointment Committee also assessed the suitability of Ms. María Amparo Moraleda Martínez to hold the post of Director.

Training and professional experience

Ms. Moraleda has been a member of the CaixaBank Board of Directors since 2014.

She has a degree in Advanced Industrial Engineering from ICAI and in General Management from IESE.

She holds the position of Independent Director in several companies: Solvay, S.A. (since 2013), Airbus Group, S.E. (since 2015) and Vodafone Group (since 2017).

She is also a member of the Governing Board of the Spanish Scientific Research Council (CSIC) (since 2011), a member of the advisory board of SAP Ibérica (since 2013) and of Spencer Stuart (since 2017).

Between 2012 and 2017 she was a member of the board of Directors of Faurecia, S.A. and a member of the Advisory Board of KPMG Spain (since 2012).

She was Director of Operations for the International division of Iberdrola with responsibility for the United Kingdom and the United States, between January 2009 and February 2012. She also managed Iberdrola Engineering and Construction from January 2009 to January 2011.

She was Executive Chairperson of IBM for Spain and Portugal between July 2001 and January 2009, extending the area under her responsibility to Greece, Israel and Turkey from July 2005 to January 2009. Between June 2000 and 2001 she was a deputy executive to the Chairman of IBM Corporation. From 1998 to 2000 she was General Manager of INSA (a subsidiary of

IBM Global Services). From 1995 to 1997, HR Director for EMEA at IBM Global Services and from 1988 to 1995 she held various professional and management positions at IBM Spain.

She is a member of various trusts and boards of different institutions and bodies, including the Andalusian Social and Environmental Sciences Academy, the Board of Trustees of the MD Anderson Cancer Center in Madrid and the International Advisory Board of the Business Institute.

In December 2015, she was appointed full member of the Royal Academy of Economic and Financial Sciences.

In 2005, she joined the Hall of Fame of Women in Technology International (WITI), a recognition that honours company and technology figures who have contributed the most worldwide to the inclusion and participation of women in technological development, and she has received several awards, namely: Leadership through Values Award (Fundación FIGEVA - 2008), Javier Benjumea Award (Association of Engineers ICAI - 2003) and the Excellence Award (Spanish Federation of Women Managers, Executives, Professionals and Businesswomen - Fedepe - 2002).

Suitability assessment

The Appointment Committee has assessed the content and validity of the CaixaBank Repute and Good Governance Questionnaire completed by Ms. Moraleda on 8 March 2014 and 27 November 2015.

This questionnaire is used to gather information on the three areas taken into account on evaluating Board members' suitability: business and professional repute, suitable knowledge and experience and aptitude for carrying out good corporate governance.

The Appointment Committee has also taken into account the Suitability Assessment Report issued by the Board of Directors at its meeting held on 13 March 2014, prior to her appointment as a Director by that year's General Shareholders' Meeting. In addition, account has been taken of the Periodic Assessment Reports issued by the Appointment Committee at meetings held on 10 December 2015, 14 December 2016, 19 December 2017 and 19 December 2018, in which it was concluded that Ms. Moraleda met the conditions of suitability necessary to continue being a member of the Board of Directors of CaixaBank.

The conclusion is that Ms. María Amparo Moraleda Martínez met and continues to meet the conditions of suitability required to hold the post of member of the Board of Directors of CaixaBank, complying with the legal requirements under the applicable national legislation and the criteria established by the *European Banking Authority Guidelines on the assessment of suitability of members of the management body and key function holders (EBA/GL/2017/12)* dated 26 September 2017.

Furthermore, the re-election of Ms. Moraleda is in line with the established gender diversity target, in particular, with the target for the number of female Directors representing at least 30% of the total members of the Board by 2020. Specifically, the percentage of female Directors would be 37.5% of the Board of Directors.

Ms. Moraleda also complies with the limit on the number of posts established in Article 26 of Law 10/2014, there are no notable conflicts of interest that may generate undue influence by third parties and she has stated that she has sufficient time to perform the functions of the position of member of the Board of Directors of CaixaBank.

Directorship category

Regarding categorisation of her post on the CaixaBank Board of Directors, this Committee considers that according to the personal and professional characteristics of Ms. María

Amparo Moraleda Martínez 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 Spanish Corporation Law, the category to be assigned to Ms. Moraleda is that of Independent Director.

Proposal

Consequently, and in view of the CaixaBank Board of Directors' current requirements, the Appointment Committee hereby presents the following proposal for submission to the General Shareholders' Meeting:

To re-elect Ms. María Amparo Moraleda Martínez to the Board of Directors as an Independent Director for a period of 4 years.

Barcelona, 15 February 2019

Annex 3

Proposal to re-elect Mr. John S. Reed as Independent Director of CaixaBank, S.A. presented by the Appointment Committee of CaixaBank, S.A., in accordance with the provisions of Article 529. decies of the Spanish Corporation Law.

Section 4 of Article 529. decies of the Spanish Corporation Law establishes that proposals to re-elect independent Directors should be made by the Appointment Committee.

In compliance with the aforementioned requirement, the Appointment Committee has drafted this proposal to re-elect Mr. John S. Reed as member of the Board of Directors of CaixaBank, S.A. (hereinafter referred to as "CaixaBank" or the "Company"), with the category of Independent Director.

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

In particular, the Committee highly commends Mr. Reed's performance of his duties as a Director since his appointment on 3 November 2011, including the current performance of his duties as Chairman of the Appointment Committee.

In accordance with this assessment and with the provisions set forth in Law 10/2014 of 26 June on regulation, supervision and solvency of credit institutions (hereinafter referred to as "Law 10/2014"), in Royal Decree 84/2014, of 13 February, implementing Law 10/2014 of 26 June on regulation, supervision and solvency of credit institutions and in the *Protocol on procedures for suitability assessment and appointment of Directors and senior management members and other key function holders at CaixaBank*, the Appointment Committee also assessed the suitability of John S. Reed to hold the post of Director.

Training and professional experience

Mr. John S. Reed has been a member of the CaixaBank Board of Directors since 2011.

He holds a degree in Philosophy and Arts and Sciences from Washington and Jefferson College and the Massachusetts Institute of Technology through a dual degree programme. He was a lieutenant in the U.S. Army Corps of Engineers from 1962 to 1964 and later re-enrolled at MIT to pursue a master's degree in Science. John S. Reed spent 35 years at Citibank/Citicorp and Citigroup, the last sixteen of them as Chairman, retiring in April 2000.

From September 2003 to April 2005 he returned to work as Chairman of the New York Stock Exchange and served as President of the Massachusetts Institute of Technology from 2010 to 2014.

He was appointed Chairman of the Board of American Cash Exchange in February 2016.

He is Chairman of the Boston Athenaeum and is on the Board of the American Academy of Arts and Sciences and the American Philosophical Society.

Suitability assessment

The Appointment Committee has assessed the content and validity of the CaixaBank Repute and Good Governance Questionnaire completed by Mr. Reed on 16 September 2013, 19 October 2015 and 8 November 2016.

This questionnaire is used to gather information on the three areas taken into account on evaluating Board members' suitability: business and professional repute, suitable knowledge and experience and aptitude for carrying out good corporate governance.

The Appointment Committee has also taken into account the Suitability Assessment Report issued by the Board of Directors at its meeting held on 26 September 2013, prior to his appointment as a Director. In addition, account has been taken of the Periodic Assessment Reports issued by the Appointment Committee at meetings held on 10 December 2015, 14 December 2016, 19 December 2017 and 19 December 2018, in which it was concluded that Mr. Reed met the conditions of suitability necessary to continue being a member of the Board of Directors of CaixaBank.

The conclusion is that Mr. John S. Reed met and continues to meet the conditions of suitability required to hold the post of member of the Board of Directors of CaixaBank, complying with the legal requirements under the applicable national legislation and the criteria established by the *European Banking Authority Guidelines on the assessment of suitability of members of the management body and key function holders (EBA/GL/2017/12)* dated 26 September 2017.

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

Directorship category

Regarding categorisation of his post on the CaixaBank Board of Directors, this Committee considers that according to the personal and professional circumstances of Mr. John S. Reed which enable him to perform his 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 Spanish Corporation Law, the category to be assigned to Mr. Reed is that of Independent Director.

Proposal

Consequently, and in view of the CaixaBank Board of Directors' current requirements, the Appointment Committee hereby presents the following proposal for submission to the General Shareholders' Meeting:

To re-elect Mr. John S. Reed to the Board of Directors as an Independent Director for a period of 4 years.

Barcelona, 15 February 2019

Annex 4

Report presented by the CaixaBank, S.A. Appointment Committee to the Board of Directors, in accordance with the provisions of Article 529. decies of the Spanish Corporation Law, in relation to the proposal to re-elect Ms. María Teresa Bassons Boncompte as a Proprietary Director of CaixaBank,S.A.

Article 529. decies of the Spanish Corporation Law establishes that proposals to re-elect Members of the Board of Directors must be accompanied by a supporting report from the Board, which assesses the competence, experience and merits of the proposed candidate. In the case of non-independent Directors, such proposals are also subject to an additional report by the Appointment Committee.

In compliance with the aforementioned requirement, the Appointment Committee has agreed to submit this report to the Board of Directors regarding the re-election of Ms. María Teresa Bassons Boncompte as member of the Board of Directors of CaixaBank, S.A. (hereinafter referred to as "CaixaBank" or the "Company"), with the category of Proprietary Director.

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

In particular, the Committee greatly values Ms. Bassons' performance of her duties as a Director since her appointment in June 2014, especially her previous participation on the Appointments and Remuneration Committee, as well as her current performance as a member of the Appointment Committee.

In accordance with this assessment and with the provisions set forth in Law 10/2014 of 26 June on regulation, supervision and solvency of credit institutions (hereinafter referred to as "Law 10/2014"), in Royal Decree 84/2014, of 13 February, implementing Law 10/2014 of 26 June on regulation, supervision and solvency of credit institutions and in the *Protocol on procedures for suitability assessment and appointment of Directors and senior management members and other key function holders at CaixaBank*, the Appointment Committee also assessed the suitability of Ms. María Teresa Bassons Boncompte to hold the post of Director.

Training and professional experience

She has been a member of the CaixaBank Board of Directors since June 2012.

She graduated with a Bachelor Degree in Pharmacy from the University of Barcelona (1980) and she is a Specialist in Hospital Pharmacy. She holds a pharmacy license. She has also been a member of the Executive Committee of the Chamber of Commerce of Barcelona, since 2002, and Chair of the Business Committee for the health care sector in the same institution. She has also been Deputy Chair of the Official College of Pharmacists in Barcelona (1997-2004) and General Secretary of the Catalan Pharmaceutical Association Council (2004-2008).

She is a member of the Board of Directors of Bassline, S.L. and Administrator of TERBAS XXI, S.L. and a member of the Board of Laboratorios Ordesa since January 2018, as well as a member of the Oncolliga Scientific Committee.

She was a member of the Board of Directors of Criteria CaixaHolding from July 2011 to May 2012, a board member of Caixa d'Estalvis i Pensions de Barcelona "la Caixa" from April 2005 to June 2014, Trustee of the Fundación Bancaria Caixa d'Estalvis i Pensions de Barcelona "la Caixa" from June 2014 to June 2016 and a member of the Consultative Committee of Caixa Capital Risc, S.G.E.I.C., S.A. until June 2018.

She has also been a member of the Advisory Council on Smoking of the Health Department of the Catalan Government (1997-2006) and of the Advisory Committee on Bioethics of the Catalan Government (2005-2008) and director of the INFARMA Conference and Exhibition at the Fira in Barcelona in the 1995 and 1997 events, and director of the publications "Circular Farmacéutica" and "l'Informatiu del COFB" for twelve years.

In 2008 she was awarded the Medal of Professional Merit by the General Council of Pharmacists in Spain. In June 2018 she was named Academician of the Catalan Royal Academy of Pharmacy.

Suitability assessment

The Appointment Committee has assessed the content and validity of the CaixaBank Repute and Good Governance Questionnaire completed by Ms. Bassons on 8 September 2013, 4 November 2015, 18 November 2016 and 14 December 2018.

This questionnaire is used to gather information on the three areas taken into account on evaluating Board members' suitability: business and professional repute, suitable knowledge and experience and aptitude for carrying out good corporate governance.

The Appointment Committee has also taken into account the Suitability Assessment Report issued by the Board of Directors at its meeting held on 26 September 2013, prior to her appointment as a Director. In addition, account has been taken of the Periodic Assessment Reports issued by the Appointment Committee at meetings held on 10 December 2015, 14 December 2016, 19 December 2017 and 19 December 2018, in which it was concluded that Ms. Bassons met the conditions of suitability necessary to continue being a Director on the Board of Directors of CaixaBank.

The conclusion is that Ms. María Teresa Bassons Boncompte met and continues to meet the conditions of suitability required to hold the post of member of the Board of Directors of CaixaBank, complying with the legal requirements under the applicable national legislation and the criteria established by the *European Banking Authority Guidelines on the assessment of suitability of members of the management body and key function holders (EBA/GL/2017/12)* dated 26 September 2017.

Furthermore, the re-election of Ms. Bassons is in line with the established gender diversity targets, particularly the target for the number of female Directors representing at least 30% of the total members of the Board of Directors by 2020. Specifically, the percentage of female Directors would be 37.5% of the Board of Directors.

Ms. Bassons also complies with the maximum limit for posts established in Article 26 of Law 10/2014, there are no notable conflicts of interest that may generate undue influence by third parties and she has stated that she has sufficient time to perform the functions of the post of member of the Board of Directors of CaixaBank.

Directorship category

With regard to her classification on the Board of Directors of CaixaBank, the indirect shareholder of the Company Fundació Bancaria Caixa d'Estalvis i Pensions de Barcelona, "la Caixa", and Criteria Caixa, S.A.U. proposed that Ms. María Teresa Bassons Boncompte should represent it on the Board of Directors of CaixaBank, for which reason this Committee considers that in accordance with section 3 of Article 529. duodecies of the Spanish Corporation Law, the category to be assigned to Ms. Bassons is that of Proprietary Director.

Conclusion

As a result of the foregoing, and in accordance with the current requirements of the CaixaBank Board of Directors, the Appointment Committee considers that Ms. Teresa

Bassons Boncompte has the appropriate knowledge, experience and merits to perform her duties on the CaixaBank Board of Directors, and meets the suitability requirements for such a position, and it has therefore agreed to submit its favourable report to the Board of Directors on the proposal to the General Meeting of CaixaBank to re-elect her as Director for a period of four years, within the category of Proprietary Director.

Barcelona, 15 February 2019

Annex 5

Report submitted by the CaixaBank, S.A. Appointment Committee to the Board of Directors, in accordance with the provisions of Article 529. decies of the Spanish Corporation Law, in relation to the proposal to appoint Mr. Marcelino Armenter Vidal as a Proprietary Director of CaixaBank, S.A.

Article 529. decies of the Spanish Corporation Law establishes that proposals to appoint members of the Board of Directors must be accompanied by a supporting report from the Board, which assesses the competence, experience and merits of the proposed candidate. In the case of non-independent Directors, such proposals are also subject to an additional report by the Appointment Committee.

In compliance with the aforementioned requirement, the Appointment Committee has agreed to submit this report to the Board of Directors regarding the appointment of Mr. Marcelino Armenter Vidal as member of the Board of Directors of CaixaBank, S.A. (hereinafter referred to as "CaixaBank" or the "Company"), with the category of Proprietary Director.

For this purpose, the Appointment Committee has studied the current composition of the Board of Directors and has determined that the Board in general has the sufficient knowledge, skill and experience in the governance of credit institutions to adequately understand the activities of CaixaBank with regard to which decisions must be made and its main risks, and to ensure the capacity for autonomous, independent decision-making in the interests of the Company.

In particular, the Committee very much values Mr. Armenter's in-depth knowledge of the banking business acquired mainly through holding various positions of responsibility in the supervised entity and previous entities. It also appreciates his experience in matters of corporate governance through the directorships held at various companies.

In accordance with this assessment and with the provisions set forth in Law 10/2014 of 26 June on regulation, supervision and solvency of credit institutions (hereinafter referred to as "Law 10/2014"), in Royal Decree 84/2014, of 13 February, implementing Law 10/2014 of 26 June on regulation, supervision and solvency of credit institutions (hereinafter referred to as "RD 84/2015") and in the *Protocol on procedures for suitability assessment and appointment of Directors and senior management members and other key function holders at CaixaBank*, the Appointment Committee also assessed the suitability of Mr. Armenter to hold the post of Director.

Training and professional experience

Mr. Marcelino Armenter Vidal holds a Bachelor's Degree and a Master's in Business Administration and Management from ESADE.

He began his professional career at Arthur Andersen, and later joined Hidroeléctrica de Cataluña. Since 1985 he has pursued his career in the "la Caixa" Group with various positions and responsibilities: Director of Audit and Internal Control of the "la Caixa" group from 1985 to 1988; head of the investees area from 1988 to 1995; Chief Executive Officer of Banco Herrero from 1995 to 2001; general manager of Caixa Holding from 2001 to 2007 and deputy executive general manager of la Caixa, in charge of risk from 2007 to 2011 and Chief Risk Officer at CaixaBank from 2011 to 2013.

Since August 2013, he has been General Manager of Criteria Caixa and Chairman of the management company Caixa Capital Risc, S.G.E.I.C., S.A. since its creation in February 2002, of Mediterránea Beach & Golf Community, S.A.U. since February 2017, and a non-executive

Director of Inmo Criteria Caixa, S.A. since October 2017 and a director of SABA since September 2018. All of which are subsidiaries of Criteria Caixa.

In addition, he has been a director of Naturgy Energy Group, S.A. since September 2016 and a director of Grupo Financiero Inbursa since January 2017. Both companies are investees of Criteria Caixa.

Suitability assessment

The Appointment Committee has assessed the content of the Suitability Assessment Questionnaire completed by Mr. Armenter assessing his suitability to be appointed as a Director, verifying that he meets the suitability requirements referred to in Article 24 of Law 10/2014 and Articles 30, 31 and 32 of Royal Decree 84/2015, of 13 February, implementing Law 10/2014: business and professional integrity, appropriate knowledge and experience and readiness to exercise good governance of the Company, as well as not being involved in any source of incompatibility, prohibition or conflict of interest.

The conclusion is that Mr. Armenter meets the conditions of suitability required to hold the post of member of the Board of Directors of CaixaBank, complying with the legal requirements under the applicable national legislation and the criteria established by the *European Banking Authority Guidelines on the assessment of suitability of members of the management body and key function holders (EBA/GL/2017/12)* dated 26 September 2017.

Furthermore, it should be noted that since January 2017, Mr. Marcelino Armenter Vidal has been a member of the Board of Directors of Grupo Financiero Inbursa, a Mexican company specialising in the provision of financial services, mainly in Mexico. Mr. Marcelino Armenter Vidal is a non-executive proprietary Director of Grupo Financiero Inbursa, and was appointed on the proposal of Criteria Caixa, S.A.U. as the latter holds a significant stake in Grupo Financiero Inbursa. CaixaBank has signed partnership agreements with Grupo Financiero Inbursa, with both entities acting directly in geographical areas that do not overlap but instead complement each other.

In this respect, it cannot be considered that at present the exercise of duties and functions by Mr. Marcelino Armenter Vidal at Grupo Financiero Inbursa implies any effective competition with the Company. Nevertheless, given that Article 229 of the Spanish Corporation Law refers to "potential" competition and a broad interpretation of that term could be made, in order to avoid any risk of not complying with the terms of the Law and, to the extent that no detriment can be expected for the Company and that his incorporation to the Board of Directors of CaixaBank will bring significant advantages deriving from his long-standing experience and qualification in the banking sector, for purposes of the provisions of Article 230 of the revised text of the Spanish Corporation Law, and in the case of his becoming a Director of the Company and with effect from that time, at the next General Shareholders' Meeting, in addition to his appointment as a Director the Board of Directors will propose that Mr. Armenter be exempted from the non-compete obligation established in Article 229.1.f) of the Spanish Corporation Law and therefore allow him to exercise any duties and functions at Grupo Financiero Inbursa.

Directorship category

With regard to his classification on the Board of Directors of CaixaBank, the indirect shareholder of the Company Fundación Bancaria Caixa d'Estalvis i Pensions de Barcelona, "la Caixa" and Criteria Caixa, S.A.U. proposed that Mr. Marcelino Armenter Vida represent them on the Board of Directors of CaixaBank, and this Committee therefore considers that in accordance with the provisions of section 3 of Article 529. duodecies of the Spanish Corporation Law the category to be assigned to Mr. Armenter is that of Proprietary Director.

Conclusion

As a result of the foregoing, the Appointment Committee considers that Mr. Marcelino Armenter Vidal 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 a favourable report to the Board of Directors on the proposal to the CaixaBank General Shareholders' Meeting to appoint him as a Director for a period of four years, with the category of Proprietary Director.

Barcelona, 15 February 2019

Annex 6

Proposal to appoint Ms. Cristina Garmendia Mendizábal as an Independent Director of CaixaBank, S.A., submitted by the Appointment Committee of CaixaBank, S.A., in accordance with the provisions of Article 529. decies of the Spanish Corporation Law.

Section 4 of Article 529. decies of the Spanish Corporation Law establishes that proposals to appoint independent Directors should be made by the Appointment Committee.

In compliance with the aforementioned requirement, the Appointment Committee has drafted this proposal to appoint Ms. Cristina Garmendia Mendizábal as a member of the Board of Directors of CaixaBank, S.A. (hereinafter referred to as "CaixaBank" or the "Company"), with the category of Independent Director.

For this purpose, the Appointment Committee has studied the current composition of the Board of Directors and has determined that the Board in general has the sufficient knowledge, skill and experience in the governance of credit institutions to adequately understand the activities of CaixaBank with regard to which decisions must be made and its main risks, and to ensure the capacity for autonomous, independent decision-making in the interests of the Company.

In particular, the Committee highly values the skills and responsibilities assumed by Ms. Garmendia in executive positions throughout her professional career, especially in the field of scientific research, as well as posts on the governing bodies of various companies in different sectors, including the financial sector, and her experience in the public sector, especially in a position of great importance and responsibility, having been Minister of Science and Innovation for the Spanish Government.

Furthermore, the appointment of Ms. Garmendia to the Board of Directors is in line with the established gender diversity targets and, in particular, with the target for the number of female Directors representing at least 30% of the total members of the Board of Directors by 2020. Specifically, the percentage of female Directors would be 37.5% of the Board of Directors.

In accordance with this assessment and with the provisions set forth in *Law 10/2014 of 26 June on regulation, supervision and solvency of credit institutions* (hereinafter referred to as "**Law 10/2014**"), in Royal Decree 84/2014, of 13 February, *implementing Law 10/2014 of 26 June on regulation, supervision and solvency of credit institutions* (hereinafter referred to as "**RD 84/2015**") and in the *Protocol on procedures for suitability assessment and appointment of Directors and senior management members and other key function holders at CaixaBank*, the Appointment Committee also assessed the suitability of Ms. Garmendia to hold the post of Director.

Training and professional experience

Ms. Cristina Garmendia Mendizábal has a degree in Biological Sciences, specialising in Genetics, an MBA from the IESE Business School of the University of Navarra and a PhD in Molecular Biology from the Severo Ochoa Molecular Biology Centre of the Autonomous University of Madrid.

In the past, she has been Executive Deputy Chair and Financial Director of the Amasua Group, President of the Association of Biotechnology Companies (ASEBIO) and member of the Governing Board of the Spanish Confederation of Business Organisations (CEOE). She has also been a member of the governing bodies of, among other companies, Science & Innovation Link Office, S.L., Naturgy Energy Group, S.A. (formerly Gas Natural, S.A.) and Chair of Genetrix S.L. She is currently a director of, among others, Compañía de Distribución Integral Logista Holdings, S.A., Ysios Capital Partners and Mediaset.

She has been Minister of Science and Innovation in the Spanish Government during the entire IX Legislature from April 2008 to December 2011.

She is also President of the COTEC Foundation, a member of the España Constitucional, SEPI and Women for Africa Foundations, as well as a member of the Social Council of the University of Seville.

Suitability assessment

The Appointment Committee has assessed the contents of the Suitability Assessment Questionnaire completed by Ms. Garmendia, assessing her suitability to be appointed as a Board member, verifying that she meets the suitability requirements referred to in Article 24 of Law 10/2014 and Articles 30, 31 and 32 of Royal Decree 84/2015, of 13 February, implementing Law 10/2014: business and professional integrity, appropriate knowledge and experience and readiness to exercise good governance of the Company, as well as not being involved in any source of incompatibility, prohibition or conflict of interest.

The Appointment Committee has also taken into account the Suitability Assessment Report 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. Garmendia.

The conclusion is that Ms. Garmendia meets the conditions of suitability required to hold the post of member of the Board of Directors of CaixaBank, complying with the legal requirements under the applicable national legislation and the criteria established by the *European Banking Authority Guidelines on the assessment of suitability of members of the management body and key function holders (EBA/GL/2017/12)* dated 26 September 2017.

Directorship category

Regarding categorisation of her post on the CaixaBank Board of Directors, this Committee considers that according to the personal and professional characteristics of Ms. Cristina Garmendia Mendizábal 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 Spanish Corporation Law, the category to be assigned to Ms. Garmendia is that of Independent Director.

Proposal

Consequently, and in view of the CaixaBank Board of Directors' current requirements, the Appointment Committee hereby presents the following proposal for submission to the General Shareholders' Meeting:

To appoint Ms. Cristina Garmenia Mendizábal to the Board of Directors as an Independent Director for a period of four years, at the proposal of the Appointment Committee.

Barcelona, 15 February 2019