



FULL TEXT OF THE PROPOSED RESOLUTIONS SUBMITTED BY THE BOARD OF DIRECTORS IN RELATION TO AGENDA ITEMS OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING CALLED FOR 2 APRIL 2020, AT THE FIRST CALL, AND FOR 3 APRIL, AT THE SECOND CALL

Board of Directors – 20 February 2020

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 2019.

Approval of the individual annual accounts of CaixaBank, S.A., consisting of the balance sheet, profit and loss account, statement of changes in net assets (including the statement of recognised income and expenses and the total statement of changes in net assets), cash flow statement and notes, for the business year ending 31 December 2019, together with the corresponding management report (including the statement of non-financial information and, in a separate section, the Annual Corporate Governance Report), a printed copy of which appears on the back of 394 sheets of Class 8 officially stamped paper numbered from ON1284501 to ON1284710, both inclusive, from ON1285214 to ON1285251, both inclusive, from ON2831295 to ON2831440, both inclusive and on the front and back of the sheet of Class 8 officially stamped paper numbered ON9637228 which bears the relevant Board members' signatures.

The individual annual accounts and their respective management reports have been audited by the auditors of CaixaBank, S.A. (hereinafter referred to as **"CaixaBank"** or the **"Company"**).

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 assets, cash flow statement and notes, for the year ending on 31 December 2019, together with the corresponding consolidated management report (including the statement of consolidated non-financial information and, in a separate section, the Annual Corporate Governance Report), a printed copy of which appears on the back of 614 sheets of Class 8 officially stamped paper numbered from OM9198575 to OM9198825, both inclusive, from ON9637001 to ON9637218, both inclusive and from ON1284712 to ON1284856, both inclusive, and on the front and back of a sheet of Class 8 officially stamped paper numbered ON9637229 bearing the relevant Board members' signatures.

The consolidated annual accounts and their respective management reports have been audited by the Company auditors.

TWO.– Corresponding to Agenda Point 2

Approval of the consolidated non-financial information statement for the year ending on 31 December 2019.

Approval of the statement of consolidated non-financial information for the year ending 31 December 2019, which is contained in the consolidated management report, appearing on the back of 29 sheets of Class 8 stamped paper numbered from ON9637178 to ON9637206, both inclusive.

The statement on non-financial information has been subject to verification in accordance with the legislation in force.

THREE.- Corresponding to Agenda Item 3

Approval of the Board of Directors' management during the business year ending on 31 December 2019.

Approval of the Board of Directors' management performance during the financial year 2019.

FOUR.- Corresponding to Agenda Item 4

Approval of the proposed allocation of profit for the business year ending on 31 December 2019.

Approval of the following allocation of individual net profit of 2,073,521,148.66, euros:

Basis for distribution	2,073,521,148.66 euros
<i>For dividends:</i>	897,215,704.65 euros (1)
Dividend (April 2020)	897,215,704.65 euros (1)
<i>For reserves:</i>	1,176,305,444.01 euros (2)
Legal reserve	0 euros (3)
Voluntary reserve	1,176,305,444.01 euros (4)

(1) *Estimated maximum amount corresponding to payment of the dividend of €0.15 per share, to be paid in cash in April 2020. This amount will be reduced in accordance with the number of treasury shares held by CaixaBank at the time of payment of the dividend, as in accordance with the Spanish Corporation Law no dividend can be received on treasury stock.*

(2) *Amount estimated (see note (4) below).*

(3) *It is not necessary to allocate part of the profit of 2019 to the legal reserve, since this already amounts to 20% of the share capital (Article 274 of the Spanish Corporation Law).*

(4) *Estimated amount to be allocated to voluntary reserves. This amount will be increased by the same quantity as the reduction in the amount allocated for payment of the additional dividend (see note 1 above). The remuneration of AT1 equity instruments issued by CaixaBank, corresponding to 2019, which comes to a total of 133,290,284.20 euros, will be charged to these voluntary reserves.*

The dividend charged to profit for the financial year 2019, for €0.15 per share, will be paid out to the shareholders on 15 April 2020. 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 dividend, the corresponding amount will be allocated to voluntary reserves.

FIVE.- Corresponding to Agenda Item 5

Re-election of the Company's accounts auditor and its consolidated group for 2021.

Re-elect PricewaterhouseCoopers Auditors, S.L. whose registered office is located at Paseo de la Castellana 259 B, Tower PWC, 28046 Madrid, registered in the Companies Register of Madrid under Volume 9,267, Book 8,054, Folio 75, Section 3, Page 87250-1, holder of CIF No.B-79031290 and registered in the Official Register of Accounts Auditors held by the Spanish Accounting and Accounts Audit Institute under the number S0242, as the accounts auditor of

the Company and of its consolidated group for the 2021 financial year in line with the recommendation of the Audit and Control Committee.

SIX.- Corresponding to Agenda Item 6

Determining the number of members of the Board of Directors within the limits established in the Company By-laws. Re-election of Directors.

SIX 1.- Corresponding to Agenda Item 6.1

Establishing the number of Board members at fifteen (15).

Set the number of Board members at fifteen (15), within the limits set out in the Company's By-Laws. Accordingly, it is approved to reduce the total number of members of the Board of Directors by one (1).

SIX 2.- Corresponding to Agenda Item 6.2

Re-election of María Verónica Fisas Vergés.

Re-elect Ms María Verónica Fisas Vergés as a member of the Board of Directors, in the capacity of Executive Director, for a period of 4 years, at the proposal of the Appointments Committee.

SEVEN.- Corresponding to Agenda Item 7

Authorisation for the Board of Directors, pursuant to the provisions of Article 297.1.b) of the Spanish Corporation Law, to increase the capital in one or more occasions and at any time, within a term of five years, through monetary contributions and to a maximum nominal amount of 2,990,719,015 euros, all of which within the terms and conditions that the Board deems appropriate, revoking the authorisation currently in force. Delegation of powers to exclude the preferential subscription rights in accordance with Article 506 of the Spanish Corporation Law.

Authorisation for the Board of Directors, to the fullest extent allowed by Law, so that, pursuant to the provisions of article 297.1.b) of the Spanish Corporation Law, it can increase the share capital one or more times and at any time, within a period of five years from the date of this General Meeting, in an amount not to exceed 2,990,719,015 euros, by issuing new shares (with or without a share premium and with or without voting rights), consisting the consideration for the new shares to be issued of cash contributions, giving the Board the authority to set the terms and conditions of the capital increase and the characteristics of the shares, as well as allowing it to freely offer the shares that remain unsubscribed within the preferential subscription period or periods, and resolving that, in the event of incomplete subscription, the share capital will be increased only in the amount of the subscriptions made, and to redraft the Company's By-Laws related to capital and shares. The amount of the capital increases that may be made in order to meet the conversion of bonds, pursuant to the provisions of the resolution passed by the Ordinary Annual General Meeting held on 28 April 2016 under agenda item 12 or any other resolution on the matter that may be passed by the General Meeting, shall be considered as being, at all times, within the available limit of the maximum amount of 2,990,719,015 euros.

Likewise, the Board shall be entitled to exclude, whether in full or in part, the preferential subscription rights under the provisions of Article 506 of the Spanish Corporation Law, although capital increases with exclusion of the preferential subscription rights will not exceed the

maximum amount of 1,196,287,606 euros. As an exception, this limit shall not apply to capital increases that the Board may approve, suppressing the preferential subscription rights, in order to meet the conversion of securities issued pursuant to the resolution passed by the Ordinary Annual General Meeting held on 28 April 2016 under agenda item 12 or any other resolution on the matter that the General Meeting may pass, being applicable to these capital increases the general limit of 2,990,719,015 euros.

The Board of Directors shall also be authorised to delegate the powers conferred under this resolution that are delegable to the Executive Committee and, where applicable, to the Board member or members that it deems appropriate.

This delegation replaces and repeals the prior delegation in effect, approved at the Company's Annual General Meeting held on 23 April 2015, in terms of the undrawn amount.

EIGHT.- Corresponding to Agenda Item 8

Authorisation for the Company to acquire treasury shares as provided for in Article 146 of the Spanish Corporation Law, revoking, in terms of the undrawn amount, the authorisation currently in force, approved at the Ordinary General Shareholders' Meeting of 28 April 2016.

Authorisation for the Company's Board of Directors to make the acquisition deriving from the Company's own shares, in accordance with Articles 146 and 509 of the Corporation Law, either directly or indirectly through its subsidiaries, under the following terms:

- The acquisition may be made in the form of a sale, swap, dation in payment or any other form permitted by Law, on one or more occasions, providing the combined par value of the acquired shares and those already held by the Company does not exceed 10% of the subscribed capital.
- In the case of onerous acquisition, the price or equivalent will be the closing price of the Company shares on the Continuous Market the day before the acquisition, with a maximum upward or downward variation of 15%.

The term of validity of the authorisation will be five years from the adoption of this resolution by the Company's General Shareholders' Meeting.

Similarly, and for the purposes set forth in paragraph 2 of section a) of Article 146.1 of the Spanish Corporation Law, it is agreed to grant express authorisation for the acquisition of Company shares by any of the subsidiaries under the same terms as those resulting from this resolution.

It is expressly noted that the shares acquired by virtue of this authorisation may be used for either disposal or redemption or for application of the remuneration systems contemplated in paragraph 3 of section a) of Article 146 of the Corporation Law, and may be delivered to the employees and Board members of the Company or its group, as well as for any other legally possible purpose.

The Board of Directors is empowered to delegate this authorisation to any person or persons it so deems appropriate.

The foregoing shall be subject to the limits and requirements stipulated by the Spanish Corporation Law and other applicable standards, revoking, in terms of the undrawn amount, the authorisation previously in force, approved at the General Meeting of 28 April 2016.

NINE.- Corresponding to Agenda Item 9

Approval of the Directors' remuneration policy for 2020 to 2022, both included.

Pursuant to Article 529 *novodecies* of the Spanish Corporation Law, approval of the CaixaBank Directors' Remuneration Policy for the financial years 2020-2022, both years inclusive, in accordance with the substantiated proposal approved by the Board of Directors, to which the mandatory report by the Remuneration Committee is attached.

TEN.- Corresponding to Agenda Item 10

Approval of the maximum number of shares to be delivered in the second cycle of the targeted incentive scheme linked to the 2019-2021 Strategic Plan for the executive Directors, the Management Committee members and the rest of the management team and key employees of CaixaBank and its Group companies.

Approval, in accordance with the provisions of Article 219 of the Spanish Corporation Law and Article 34 of the Company By-laws, of the maximum number of shares to be delivered in the second cycle of the annual targeted incentive plan linked to the 2019-2021 Strategic Plan (the "Plan") for executive Directors, members of the Management Committee and the other members of the management team and key employees ("Beneficiaries") of CaixaBank, S.A. ("CaixaBank" or the "Company") and all other group companies, pursuant to Article 42 of the Commercial Code ("CaixaBank Group" or "Group").

The Plan, approved by the Annual General Meeting of 5 April 2019, provided for the maximum number of shares to be delivered corresponding to each of the cycles being approved annually by the Annual General Meeting.

Taking the foregoing into account, the proposal for the second and third cycle of the aforementioned Plan is as follows:

1) Approval of the maximum number of shares to be delivered in the second cycle of the Plan

For the second cycle of the Plan, the total maximum number of shares that may be received by Beneficiaries of the Plan in 2024, 2025 and 2026, as applicable, in the event of attaining the highest possible achievement for all targets, for all cases, corresponding to the second cycle of the Plan, the budgeted figure is capped to a total of 1,490,825 shares, of which 87,369 will correspond to the Managing Director (CEO).

The maximum number of shares corresponding to the third cycle of the Plan that can be delivered to the Beneficiaries of the Plan, where applicable, will be subject to the corresponding approval of the General Shareholders' Meeting held in 2021.

2) Ratification of the Plan

The remaining conditions of the Plan, unless amended under this resolution, shall remain the same as those approved by the Ordinary Annual General Meeting of 2019 at which the Plan was approved.

ELEVEN.- Corresponding to Agenda Item 11

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

Within the framework of the Company's variable remuneration scheme and as part of the same, the approval for the delivery of shares to the Company's executive Directors and senior managers, 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 2020 financial year will be paid before the end of the first quarter of 2021. In the case of the executive Directors, the percentage of non-deferred remuneration will be reduced to 40%.

Deferral: Payment of 50% of each element of the variable remuneration (cash and shares) corresponding to the 2020 financial year will be deferred over 5 years and will be paid in five equal parts, before the end of the first quarter for the years 2022 through 2026. For executive Directors, the percentage of deferred remuneration will be increased to 60%.

Amount: The combined maximum distributable amount for executive Directors and senior managers in 2021 and the five subsequent years, as a result of the 2020 variable remuneration, is estimated at 1,491,212 euros, before tax deductions and withholdings, provided that 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 estimated maximum amount by the average market share price at closing of the trading sessions between 1 and 31 January of each year.

Delegation of powers: delegate to the Board of Directors, with express powers to subdelegate, 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, implement and terminate, where the case may be, this agreement; 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:

- (i) To develop and establish the specific terms of the share-based bonus scheme, with regard to any aspects not contemplated in the resolution.
- (ii) 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.
- (iii) To determine the exact number of shares corresponding to each of the beneficiaries of the resolution, respecting the upper limits established.
- (iv) 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.
- (v) 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.
- (vi) To draw up and publish any announcements that may be required or appropriate.

- (vii) To draw up, sign and execute and, where applicable, certify whatsoever type of document connected with the share-based bonus scheme.
- (viii) To adapt the content of the scheme to any requirements or observations made by the competent supervisory authorities.
- (ix) 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 variable remuneration scheme and the adopted resolution.

TWELVE.- Corresponding to Agenda Item 12

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 level of variable remuneration for the one hundred and sixty (160) posts in the group of employees whose work has a significant impact on the Company's risk profile (the Identified Group), as referred to in the "Board of Directors' detailed recommendation for the motion for resolution to approve the maximum level of variable remuneration for professionals belonging to the Identified Group", reaching 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 on regulation, supervision and solvency of credit institutions.

The sole purpose of the approval of this resolution for the one hundred and thirty (130) posts listed under Heading II of the document attached hereto as an annex to the aforementioned Detailed Recommendation is to increase the Company's capacity to cater to the individual and collective commitments acquired with regard to early termination payments on equal terms for all the members of its Identified Group and the rest of its staff for whom variable remuneration components have been acknowledged, without implying any general modification of the Company's current remuneration practices and policies.

THIRTEEN.- Corresponding to Agenda Item 13

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 sub-delegate, in turn, to the Executive Committee of the Board of Directors or the Board member or members it deems appropriate, the Secretary, the Deputy Secretary or Deputy Secretaries of the Board any powers it deems necessary for the purposes of interpreting, rectifying, complementing, implementing and developing any of the resolutions adopted by the General Meeting, where it is also authorised to make any modifications, amendments or additions deemed 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 Managing Director (CEO), 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.

FOURTEEN- Corresponding to Agenda Item 14

Consultative vote on the Annual Report on Directors' Remuneration for the financial year 2019.

Approval of the Annual Report on Director's Remuneration for the 2019 financial year.

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