Consolidated
Management Report

2019

CaixaBank

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The income statement and the consolidated balance sheet and the corresponding breakdowns of those statements provided in this report, are presented under management criteria, but have still been prepared in accordance with International Financial Reporting Standards (IFRS-EU) as adopted by the European Union under the terms of Regulation (EC) No 1606/2002 of the European Parliament and of the Council of 19 July 2002, as subsequently modified. In preparing these statements, Circular 4/2017 of the Bank of Spain of 6 December, as subsequently modified, has also been taken into due account in that it adapts IFRS-EU to Spanish credit institutions.

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This report contains a number of the Alternative Performance Measures (APMs) set out in the Guidelines on Alternative Performance Measures published by the European Securities and Markets Authority on 30 June 2015 (ESMA/2015/1057) ("the ESMA Guidelines") to provide a clearer picture of the company's financial performance and situation. Please be advised that these APMs have not been audited. These measures constitute additional information and should be treated accordingly. In no event are they intended to replace the financial information drawn up in accordance with International Financial Reporting Standards (IFRS). Moreover, the way the Group defines and calculates these measures may differ to the way similar measures are calculated by other companies. As such, they may not be comparable. Please consult the report for further details of the APMs used. The report also provides a reconciliation between certain management indicators and the indicators presented in the consolidated financial statements prepared under IFRS.

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Figures are presented in millions of euros, unless the use of another monetary unit is explicitly indicated, and may be expressed as millions of euros or € MM indistinguishably.

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01 The DNA of **CaixaBank**

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LEADER IN RETAIL BANKING

15.6 million clients

€391,414 million of total assets

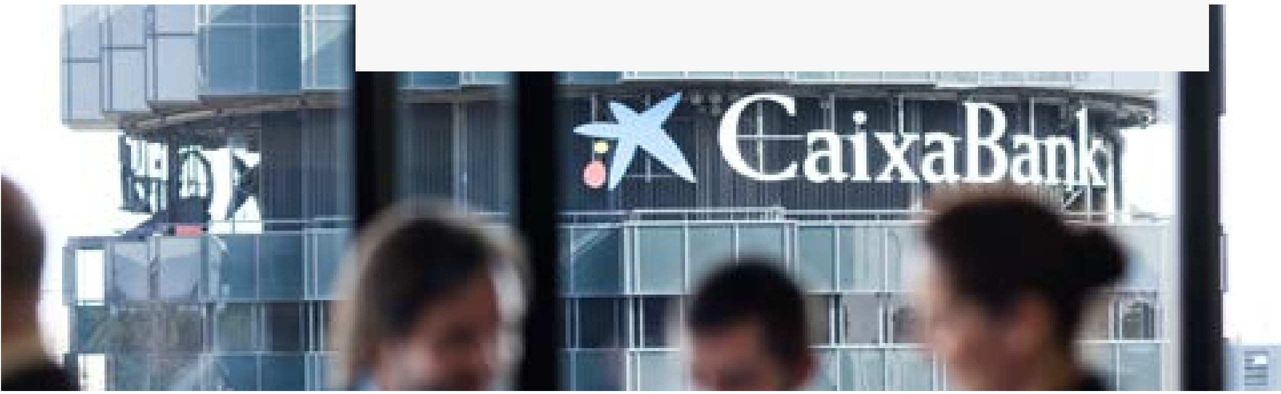
Market share in **Spain**

27.8 % penetration **among individual customers** in Spain

24.4 % penetration **as main bank among individual** customers in Spain

15.7 % **loans** (other resident sectors)

15.5 % **deposits** (other resident sectors)



FINANCIAL STRENGTH

Solid **capital**

12.0 % CET1

15.7 % total capital

21.8 % MREL

Strong **liquidity**

€89,427 million in total liquid assets

186 % ***liquidity coverage ratio,*** 12-month average *(LCR)*

129 % ***net stable funding ratio*** *(NSFR)*

Enhanced **credit quality**

3.6 % (-1,1 pp vs 2018) NPL Ratio

55 % (+1 pp vs 2018) NPL coverage ratio

INCOME EARNING POWER

10.8 % **ROTE** without extraordinary expenses

€ 8,316 million (+1.2% vs 2018) **core income**

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CONTINUOUS COMMITMENT TO **INNOVATION**

>61.7 % of CaixaBank **customers are digital**

Best Banking Transformation in Western Europe by Euromoney

ATTRACTIVE **DIVIDEND POLICY**

Shareholder remuneration for 2019[1]

€0.15 /share

Dividend yield[1]

5.4%

BENCHMARK IN SOCIALLY RESPONSIBLE BANKING

€ 1,000 million

issue of the first **Social Bond linked to the SDGs**

€ 725 million

in microloans and other finance with social impact granted in 2019

+40 %

of employees participating in **Social Weeks**

Highest rating by the United Nations for sustainable investment (A+)

Inclusion in the Dow Jones Sustainability Index (14th position)

EXCELLENCE

Best bank in Spain

COMMITMENT WITH **DIVERSITY**

41.3 % women in management positions[2]

[1] Remuneration pending approval by the General Meeting of Shareholders. Dividend yield as a percentage of share price at 31/12/19.

[2] From sub-directorate in A and B branches.

2019

JANUARY

CaixaBank places €1 billion in senior non-preferred debt

CaixaBank included in the Bloomberg Gender Equality Index for its commitment to the promotion of women

FEBRUARY

CaixaBank is ranked for the first time among the 500 most valuable brands in the world (Brand Finance)

MARCH

CaixaBank Asset Management is the first fund management entity certified by AENOR for its value chain management

CaixaBank named Best Bank in Spain and in Western Europe by Global Finance magazine

APRIL

CaixaBank mobilises more than 12,000 employees and clients as volunteers during Social Week

MAY

Agreement with workers' legal representatives on layoffs and other labour measures

CaixaBank named Most Innovative Bank in Western Europe by Global Finance magazine for the second year running

Constitution of the Commission on Innovation, Technology and Digital Transformation

CaixaBank and the CEOE agree to a **line of financing of €20 billion** for companies for the 2019-2020 period

JUNE

CaixaBank places €1 billion in senior preferred debt, with demand exceeding €2.35 billion euros

JULY

CaixaBank named the Best Private Banking Entity in the world for its digital communication to customers by to PWM (Financial Times Group)

Euromoney Awards: CaixaBank awarded Best Bank in Spain 2019, Best Responsible Bank in Europe and Best Transformation of Banking in Western Europe

AUGUST

CaixaBank opens its first All in One branch in Valencia

CaixaBank's facial recognition at ATMs named best technology project of the year by The Banker

SEPTEMBER

CaixaBank considered one of the **best banks in the world in terms of sustainability by the Dow Jones Sustainability Index**

CaixaBank signs up to the Principles of Responsible Banking at the United Nations

CaixaBank issues its first Social Bond in support of UN SDGs for €1 billion

OCTOBER

United Nations gives VidaCaixa and CaixaBank Asset Management the **highest rating in sustainable investment (A+)**

CaixaBank is the first European bank to join the World Tourism Organisation

CaixaBank mobilises 9,000 employees and clients as volunteers during Social Week

NOVEMBER

CaixaBank chosen Best Private Bank in Spain 2019 by The Banker/PWM (Financial Times Group)

CaixaBank opens **All in One Barcelona,** the largest financial experience space in Europe

CaixaBank recognised by the Club de Excelencia en Gestión as an Ambassador of European Excellence

DECEMBER

CaixaBank Payments&Consumer signs its first agreement in Portugal with the FNAC to offer consumer financing services

CaixaBank joins the **United Nations Collective Commitment to Climate Action**

2020

JANUARY

Carbon Disclosure Project (CDP) gives CaixaBank an A- rating (leadership category) as a leading company in the fight against climate change

From 1 January 2020 to the date of preparation of this report, there have been no significant developments in the Group's development that have not been mentioned in this document.

Letter from the **Chairman**

Jordi Gual Solé

Chairman

*"**Thank you for supporting us** for another year in our goal of developing a unique, people-centred banking."*

The first year of our strategic plan for the 2019-21 period is now behind us, a year that was more complex than initially foreseen for the banking sector. Interest rates have remained at lower than expected levels and political and economic uncertainties caused by factors such as Brexit and the trade war between the US and China have dampened global growth prospects.

At CaixaBank, we have been able to adapt to the new environment, upholding our position as a leading and innovative financial group. This has been made possible thanks to our different approach to banking, one based on a steadfast commitment to excellence in customer service, ongoing innovation, and unique values and culture that imply a firm social commitment to the territories in which we operate.

Once again, the trust of our customers has strengthened our position as a commercial leader, confirming that we are headed in the right direction. This is proven by the sustained growth in our market share and by the fact that one in every four banking customers in Spain trusts CaixaBank as their main bank. At the same time, a major transformation of our network has been undertaken, anticipating what is set out in the strategic plan. This transformation was accompanied by a voluntary restructuring agreement that was successfully concluded among all parties, in line with CaixaBank's values.

Overall, our commercial dynamism has concluded with good results and solid returns, which, excluding the cost of restructuring, stood at 10.8 % of tangible capital. These results have been accompanied by a significant improvement in the balance sheet and a sustained solid position with regard to capital adequacy, with a maximum-quality capital ratio of 12.0 %.

Such good results are necessary for us to be able to continue to fulfil our mission: to improve the financial well-being of our customers and help society prosper. No company should ignore the great challenges we face collectively. Digital advances raise important ethical issues in the use of artificial intelligence and in the management of the privacy of customer information, in an environment of increasing use of data in commercial transactions. At the same time, we need companies that can respond to the challenges of climate change and that follow a socially responsible development model that favours fair and inclusive economic growth.

At CaixaBank, we have a differentiated business model which entails a firm commitment to the well-being of shareholders, customers, employees, suppliers and the whole of society. Our reference shareholder, the "la Caixa" Banking Foundation, inspires the bank's strategic position, as well as our values and corporate culture, offering an inclusive and long-term vision that benefits all stakeholders.

In this regard, in 2019, we joined the United Nations Collective Commitment to Climate Action, which aims to facilitate the economic transition towards a sustainable model. In addition to being included in the main sustainability indexes, we have issued our first social bond, linked to our contribution to the United Nations Sustainable Development Goals (SDGs). Our social commitment also defines our connection with our surrounding territory, with branches in more than 2,000 municipalities, covering more than 90% of the Spanish population. Specifically, we are the only bank with an active branch in 229 towns throughout Spain.

I do not want to end without thanking our shareholders, our customers and all our employees, including those whose work with us has ended this year, for their trust and commitment to CaixaBank. Thank you for supporting us for another year in our goal of developing a unique, people-centred banking.

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Letter from the **CEO**

Gonzalo Gortázar Rotaeche

CEO

*"CaixaBank **consolidated its position as a market leader, holding an optimally competitive position** in an environment of high operational requirements"*

In the first year of our 2019-21 Strategic Plan, Caixabank has achieved excellent commercial and financial results while making decisive progress in its digital and business transformation process. In 2019, CaixaBank has consolidated its market leadership and built a unique competitive position in a highly demanding operational environment, in which existing challenges such as sustainability are becoming increasingly important.

Business activity has maintained a strong pulse in all segments. The number of relational customers has increased to over 8 million, business volume has grown by 4.7% and market share has continued to grow in the most relevant products and services. In long-term savings, our combined share has risen to 22.5%, while in payrolls it now exceeds 27%, and we have grown to 15.1% in corporate financing.

This intense commercial activity has allowed for a 1.2% increase in core income in a period in which interest rates reached record low levels. Net profit was €1,705 million, 14.1% less than 2018, but representing an increase of 20.4% if adjusted for the extraordinary cost of the labour agreement signed in the second quarter of the year, which entailed the voluntary departure of 1,944 employees in 2019.

The balance sheet, which has always shown great financial soundness, has continued to strengthen in priority areas: NPL ratio has been reduced by 1.1 p.p. to 3.6%, CET1 capital ratio has increased to 12%, and liquidity has remained at very high levels of over €89 billion. In 2019, bonds worth more than €5 billion were issued.

With regard to the transformation of the company, major progress has been made. The consolidation of urban branch network and the implementation of the new Store model, which was initially planned to be deployed in three years, has been accelerated and will be executed in eighteen months. The rural network maintains its territorial presence but it is already equipped with a more efficient structure that allows its sustainability. Finally, the implementation of the InTouch remote service was also expedited this year and the number of customers served increased 75%. The development of digital capabilities together with the launch of new products and services has been intense, and has resulted in the relevant increase in digital customers, that now exceed 6.5 million, which represents 61.7% of the total base. At CaixaBank, we remain firmly committed to offering our customers the best experience, and our projects are always aligned with this goal.

Regarding sustainability, during last year we defined ambitious environmental policies which are already being implemented. It was also during 2019 that our asset management company CaixaBank Asset Management achieved the highest rating (A+) in the United Nations' Principles for Responsible Investment (PRI), in the strategy and governance section. This valuable rating is in addition to that already held by our insurance company VidaCaixa since 2018, which is the result of its long-standing track in sustainable investment. At CaixaBank, we maintain our firm commitment to the United Nations Global Compact and in 2019 were a signatory to the United Nations Principles for Responsible Banking.

Our Strategic Plan sets out our aim to be a benchmark in responsible banking, which is simply and fully consistent with the origin of "la Caixa" and CaixaBank. The recent emphasis of the business and financial community on social and corporate responsibility dimensions, reasserts our vocation to steadfastly contribute to the progress of our society.

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Materiality

CaixaBank (hereinafter, CaixaBank, the CaixaBank Group or the Bank) conducts an annual Materiality Analysis with the aim of identifying the priority financial, economic, social and environmental issues for its stakeholders and its business. The purpose of this is to determine what information should be reported and the proper scope.

In this report, the Bank reports and is accountable to these stakeholders for the material topics identified in 2019. Material topics include matters that present a high probability of generating a significant impact on the business and also on stakeholders' opinions and decisions.

The Materiality Analysis includes the material topics identified in 2019, classified according to their importance for the Bank and its stakeholders:

- **Priority topics:** strategic for the development of CaixaBank's business and creating greater value for stakeholders.
- **Relevant topics:** particularly relevant for the management of CaixaBank's business and for its stakeholders.

In 2019, the results from the Materiality Analysis of Banco BPI were included in the Materiality Matrix. The inclusion of aspects concerning the insurance business were strengthened in order to offer a consolidated view of the priority topics for CaixaBank Group.

Methodology

The preparation of the CaixaBank Group 2019 Materiality Analysis, undertaken by an independent expert, is an exhaustive and collaborative process involving the Bank's main stakeholders, as well as CaixaBank representatives and external experts.

1 IDENTIFICATION OF MATERIAL TOPICS

Exhaustive documentary analysis of internal and external sources >> Extensive preliminary list with 38 possible material topics

The **initial identification of material topics** was carried out through an exhaustive documentary analysis including, among other sources, strategic company data, as well as information on trends and reports from the sector, the media and other companies in the sector.

2 REVIEW AND VALIDATION OF THE FINAL LIST OF MATERIAL TOPICS

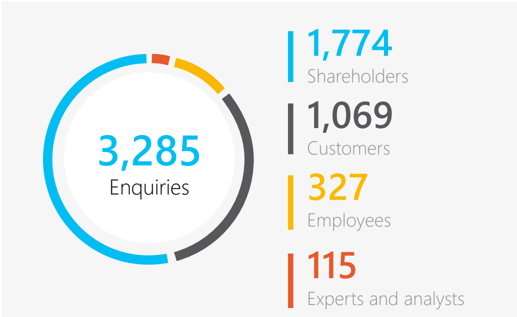
Working session with CaixaBank internal departments >> Definitive list of 16 material topics

The session addressed the grouping, selection and semantic review of the topics from the perspective of the Bank's responsible business approach and its strategic priorities and areas of action.

3 PRIORITISATION OF MATERIAL TOPICS

Ad hoc internal and external consultations with stakeholders >> Prioritisation of material topics in 2019

>> ENQUIRIES MADE FOR THE PRIORITISATION OF RELEVANT TOPICS



>> 10 IN-DEPTH INTERVIEWS WITH EXTERNAL EXPERTS IN THE FOLLOWING FIELDS:

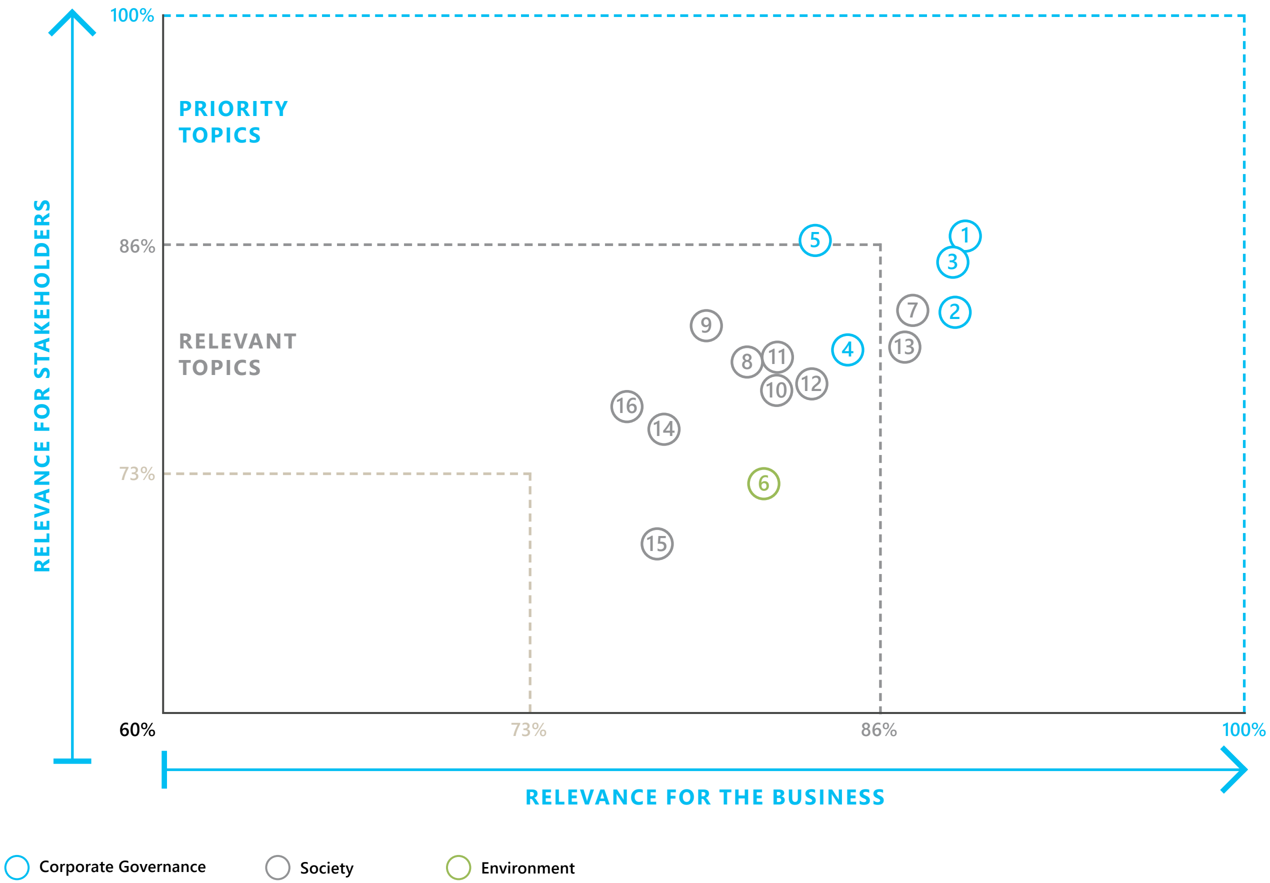
- Financial
- Risks and regulation
- Innovation
- Sustainability
- Management of intangible assets
- Representatives of the third sector
- Media

4 MATERIALITY MATRIX

Integration of the CaixaBank materiality analysis and the BPI materiality analysis >> CaixaBank Group 2019 materiality matrix

The priority of the topics is established according to their score on both axes for the stakeholders and the business.

Materiality Matrix of CaixaBank Group in 2019



1. Sustainable return and financial stability
2. Corporate governance
3. Responsible and ethical culture
4. Active risk management
5. Cybersecurity and data confidentiality
6. Incorporation of social and environmental criteria in management
7. Transparent communication and responsible marketing
8. Quality of customer experience and satisfaction
9. Proximity, accessibility and digitalisation of commercial channels
10. Continuous innovation
11. Diversity, equality and work-life balance
12. Employee safety, health and well-being
13. Management of talent and professional development
14. Investment with social impact and microfinance
15. Financial education
16. Social and volunteering commitment

The material topics remain the same with respect to the 2018 matrix. In terms of the prioritisation, the weight of Social and Volunteering Commitment, Continuous Innovation and Diversity, Equality and Work-Life Balance increased notably while the weight of Financial Education and Corporate Governance decreased.

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Materiality and **Strategy**

The Bank's strategy is present both at the core of the materiality analysis and as a source of the topics. It also gathers the results of this analysis to ensure the strategy reflects the sensitivities and concerns of stakeholders and society, and the trends in the environment in which CaixaBank is operating.

The following table shows the relationship of the material topics with the 2019-2021 Strategic Plan (hereinafter the 2019-2021 SP).

2019-2021 Strategic Plan Priorities	Material topics	
Offer the best customer experience	(8) Quality of customer experience and satisfaction (9) Proximity, accessibility and digitalisation of commercial channels	(4) Active risk management (transversal)
Accelerate digital transformation to boost efficiency and flexibility	(5) Cybersecurity and data confidentiality (10) Continuous innovation	
Foster a people-centric, agile and collaborative culture	(11) Diversity, equality and work-life balance (12) Employee safety, health and well-being (13) Management of talent and professional development	
Attractive shareholder returns and solid financials	(1) Sustainable return and financial stability	
A benchmark in responsible banking and social commitment	(2) Corporate governance (3) Responsible and ethical culture (6) Incorporation of social and environmental criteria in management (7) Transparent communication and responsible marketing (14) Investment with social impact and microfinance (15) Financial education (16) Social and volunteering commitment	

Corporate Governance　Society　Environment

Criteria and scope of the report

The content of this report addresses the material topics for CaixaBank Group and its stakeholders in accordance with the 2019 Materiality Analysis and the requeriments of Act 11/2018 on Non-financial Information and Diversity, including the necessary information to understand the performance, results and situation of the CaixaBank Group, and the impact of its activity related to environmental and social matters, and also related to personnel, human rights, and the fight against corruption and bribery.

This report has been prepared in line with the following principles to guarantee the transparency, reliability and exhaustiveness of the information:

- **Global Reporting Initiative (GRI)** specifically the GRI Standards under the exhaustive option. The criteria and principles set out in this guide for the definition of the content and quality of the report have been applied.

>> PRINCIPLES FOR THE DEFINITION OF THE CONTENT OF THE REPORT

- Inclusion of stakeholders
- Context
- Materiality
- Completeness

>> PRINCIPLES FOR THE QUALITY OF THE REPORT

- Accuracy
- Balance
- Clarity
- Comparability
- Reliability

- **International Integrated Reporting Council (IIRC) framework** concerning the following key areas: strategic focus and future orientation; connectivity of information; stakeholder relationships; materiality; conciseness; reliability; completeness and consistency and comparability.
- **Principles established in the AA1000 Accountability Principles Standard (2008):** inclusivity, according to GRI 102-42 and GRI-43 indicators; materiality, according to the Materiality Study described in this report; and responsiveness to stakeholders, with the main codes, policies and performance indicators indicated in this report.
- **Principles of the UN Global Compact and Sustainable Development Goals (SDGs),** as part of the 2030 Agenda.
- **Guide for Preparing the Management Report for Listed Companies from the CNMV.**

This report contains performance data for CaixaBank and its subsidiaries that form CaixaBank Group. When the indicators reported do not refer to the Group but rather a part of it, this will be clearly stated. The information responding to GRI and Act 11/2018 on Non-Financial Information and Diversity has been verified according to the ISAE 3000 standard by an independent expert.

See section **Non-financial information statement**

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Our identity

CaixaBank is a financial group with a **socially responsible, long-term universal business model,** based on **quality, trust and specialisation,** which offers a value proposition of products and services adapted for each segment, while adopting innovation as both a strategic challenge and distinguishing feature of its corporate culture. As a leader in retail banking in Spain and Portugal, it is a key player in supporting sustainable economic growth.

CaixaBank, S.A. is the parent company of a group of financial services whose shares are traded on the stock exchanges of Barcelona, Madrid, Valencia and Bilbao, and on the continuous market, forming part of the IBEX35 since 2011. It is also listed on the Euro Stoxx Banks Price EUR, the MSCI Europe, and the MSCI Pan-Euro.

Our Mission

"To contribute to the financial well-being of our customers and to the progress of society."

CaixaBank offers its customers the best tools and expert advice to make decisions and develop habits that form the basis of **financial well-being** and enables them to appropriately address recurring expenses, cover unforeseen events, maintain purchasing power during retirement or to turn their dreams and projects into reality.

We do this with:

- Specialised advice.
- Personal finance simulation and monitoring tools.
- Comfortable and secure payment methods.
- A broad range of saving pension and insurance products.
- Responsibly-granted loans.
- Overseeing the security of our customers' personal information.

Besides contributing to our customers' financial well-being, our aim is to **support the progress of the whole of society.** We are a deeply-rooted retail bank in all areas in which we work. For this reason, we are helping the progress of the communities where we engage our business.

We contribute to the progress of society:

- Effectively and prudently channelling savings and financing, and guaranteeing an efficient and secure payment system.
- Through financial inclusion and education; environmental sustainability; support for diversity; with housing aid programs; and promoting corporate voluntary work.
- Additionally, through our collaboration with the Obra Social of "la Caixa" Banking Foundation, whose budget is partly nourished through the dividends that CriteriaCaixa earns from its share in CaixaBank. A major part of this budget is funnelled into local needs identified through the CaixaBank branch network in Spain and BPI in Portugal.

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Our **Values**

Quality | Social Commitment | Confidence

Our **Mission**

To Contribute to the financial well-being of our customers and to the progress of society.

Our **Culture**

People first | Flexibility as our attitude | Collaboration as our strength

Our **Strategy**

Leading and innovative **financial group,** with the **best customer service** and setting the benchmark for **socially responsible banking.**

Clients & Customers

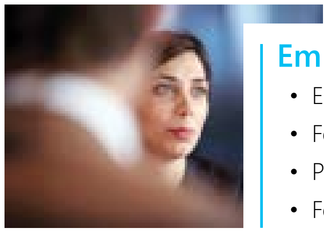
- Setting the benchmark.
- Relationship based on proximity and trust.
- Excellence in service.
- Value proposition for each segment.
- Commitment to innovation.

Shareholders

- Long-term creation of value.
- Offering attractive returns.
- Close and transparent relationship.

Society

- Maximising our contribution to the national economy.
- Establishing stable relationships and trust with the environment.
- Helping to solve the most urgent social challenges.
- Transition to a low-carbon economy.



Employees

- Ensuring their well-being.
- Fostering their professional development.
- Promoting diversity, equal opportunities and reconciliation.
- Fostering a meritocratic model.

Banking model
Universal

Socially responsible that covers all financial and insurance needs.

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Responsible and ethical behaviour

Respecting human rights is a minimum standard of practice, and a key part of CaixaBank's corporate values. To uphold these values, CaixaBank developed a **Corporate Human Rights Policy as well as a Code of Ethics and Action Principles.** These set the highest level of standards in the Bank's hierarchy of internal regulations, which were approved by the Board of Directors and inspired by the principles of the UN Universal Declaration of Human Rights and the Declaration of the International Labour Organization, as well as other ethical standards and codes of conduct.

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Corporate Human Rights Policy

Human rights are protected through the following actions based on relevant stakeholders.

Our responsibility to employees

CaixaBank considers the relationship with its employees as one of its main human rights responsibilities.

CaixaBank links its policies on the recruitment, management, promotion, remuneration and development of people with respect for diversity, equal opportunities, meritocracy and non-discrimination on the basis of gender, race, age or other circumstances.

Our responsibility to customers

CaixaBank demands its employees respect for people's dignity and fundamental values. Similarly, it strives to work with customers who share CaixaBank's respect for human rights.

Key points in this area, among others, include: the development of new financial services and products in line with the aspirations of CaixaBank with regard to human rights, the integration of social and environmental risks in decision-making, fostering financial inclusion and avoiding the financing of or investment in companies and/or projects connected with serious human rights violations, in addition to respect for confidentiality, the right to privacy and the privacy of customer and employee data.

Our responsibility to suppliers

CaixaBank requires its suppliers to respect human and labour rights and encourages them to implement these rights in their value chain.

Therefore, CaixaBank's practices encourage and include: respect by its suppliers of the Code of Conduct for Suppliers; respecting the Principles of the United Nations Global Compact; carrying out additional controls of suppliers with medium-high risk potential; adoption of the necessary corrective actions that alleviate non-compliance.

Our responsibility to the community

CaixaBank is committed to supporting human rights in the communities where it operates, by complying with current legislation, collaborating with government institutions and courts of law, and respecting internationally recognised human rights wherever it conducts business.

In addition, CaixaBank promotes the dissemination of international human rights principles, initiatives and programmes, and the UN Sustainable Development Goals (SDGs).

CaixaBank Code of Ethics and Action Principles

Compliance with current laws and regulations

Everyone at CaixaBank must comply with prevailing laws, rules and regulations at all times.

Respect

We respect people, their dignity and fundamental values. We respect the cultures of the territories and countries where CaixaBank operates. We respect the environment.

Integrity and Transparency

By having integrity and being transparent, we generate trust, a fundamental value for CaixaBank.

Excellence and Professionalism

We work rigorously and effectively. Excellence constitutes one of CaixaBank's fundamental values. For this reason, we place our customers' and shareholders' satisfaction at the centre of our professional activity.

Confidentiality

We uphold the confidentiality of the information that our shareholders and customers entrust in us.

Social responsibility

We are engaged with society and the environment and we take these objectives into account in our operations.

Anti-corruption Policy

With the Anti-Corruption Policy, which complements the Code of Ethics and Action Principles, CaixaBank rejects all manner of corruption and operates on the basis of the highest standards of responsibility. As a signatory to the UN global Compact, CaixaBank undertakes to fulfil the 10 Principles established therein, and in particular to work against corruption in all its forms, including extortion and bribery (Principle No. 10).

Additionally, the Policy details the types of conduct, practices and activities that are prohibited in order to avoid situations that could constitute extortion, bribery, facilitation payments or influence peddling.

Among other things, the policy includes and establishes:

Rules on the acceptance and giving of gifts

The acceptance of gifts of any value if the purpose is to influence the employee is prohibited. In other cases, gifts with a market value of over 150 euros may not be accepted.

Giving of gifts to public civil servants and authorities is prohibited.

Travel and hospitality expenses

These expenses must be reasonable and related to the Entity's activity, always at the expense of CaixaBank and paid directly to the service provider.

Relationships with political parties and officials

It is prohibited to make donations to political parties and their associated foundations. Debt cancellation agreements may only be reached with political parties and their associated foundations when provided for by party financing national law.

CaixaBank shall not contract direct lobbying or interest representation services to position itself with authorities but rather it will generally share its opinions through various associations to try to come to an understanding on the industry's position.

Additionally, the Policy covers the areas of: (i) Sponsorship, (ii) Donations and contributions to foundations and NGOs and (iii) Risky suppliers.

12

16

See section *A benchmark in responsible banking and social commitment – Responsible practices* with further information on ethics and integrity.

Sustainable Development Goals

The Sustainable Development Goals are an initiative promoted by the United Nations with **17 goals and 169 targets** that include new fields such as climate change, economic inequality, innovation, sustainable consumption and peace and justice, among other priorities. Following talks on the SDGs involving 193 UN member states, on 25 September 2015, at a high-level plenary meeting of the General Assembly, an agenda entitled **"Transforming our world: the 2030 Agenda for Sustainable Development"** was approved and came into force on 1 January 2016.

CaixaBank integrates the 17 SDGs into its Strategic Plan and Socially Responsible Banking Plan, contributing to all of them in a cross-cutting fashion. It focuses its scope of action mainly on the 4 Priority SDGs, which allow it to carry out its mission. The 4 priority SDGs are interconnected with the other SDGs and CaixaBank contributes to all of them conjointly.

>> Due to its size and social commitment, CaixaBank contributes to all the SDGs through its activity, social action and strategic alliances.

CaixaBank published (August 2019) its framework for the issue of bonds tied to the SDGs. Following the publication of the bond framework, CaixaBank issued (in September 2019) its **first social bond.** The Bank has raised 1 billion euros over 5 years, with the aim of facilitating the financing of activities that contribute to economic and social development. Specifically, with this initial issuance, loans are being funded to fight poverty (SDG 1), advocate dignified employment and create jobs in disadvantaged areas of Spain (SDG 8)[1].

The publication **Socio-Economic Impact and Contribution to SDGs 2019** of Caixabank report sets out the Group's strategy with regard to the 2030 Agenda and analyses its contribution to the SDGs.

[1] More information in section *Financial inclusion* of this document. Bond issue framework and information about the social bond on the CaixaBank website: https://www.caixabank.com/inversoresinstitucionales/inversoresrentafija_es.html

CaixaBank's contribution to Agenda 2030

1 NO POVERTY

- Microloans
- Outreach
- Social Bond
- Decentralised Social Work
- AgroBank
- Active Housing Policy

2
- Microloans to families
- Agricultural sector Eco-lending
- Local social actions
- *No child without a moustache* action

3
- Segurcaixa Adeslas
- Microloans for health and well-being
- Healthy team
- Collaboration with GAVI, the Vaccine Alliance through the "la Caixa"

4
- Financial Culture Plan
- Aula Programme
- Professorships*
- CaixaBank Research
- CaixaBank Futuro

10
- Microloans
- Local social actions
- Active Housing Policy
- Financial Culture Plan

* CaixaBank Chair of RSE at IESE, AgroBank Chair

8 DECENT WORK AND ECONOMIC GROWTH

- Financing businesses and self-employed workers
- Microloans to entrepreneurs and businesses
- R&D investment
- Employment creation

5
- Equality Plan
- Wengage Programme
- Accession to the UN Women's Empowerment Principles
- IWEC Awards
- Microsoft STEM Careers Alliance
- Support for significant women's associations*

9
- Support for Start-ups (Day One)
- Financing for companies with social impact
- R&D investment
- Information security
- Digitalisation plan

11
- Outreach
- Active Housing Policy
- Accession to IESE Smart Cities
- Accession to UNWTO*

* Equality in the company, Diversity Charter, More women better companies, Eje&Con

** United Nations World Tourism Organisation

12 RESPONSIBLE CONSUMPTION AND PRODUCTION

- ESG-linked financing
- Responsible policies
- CSR governance framework
- Adherence to the UNEP FI Principles of Responsible Banking
- Accession of VidaCaixa and CaixaBank Asset Management to PRI
- Verified reporting

6
- AgroBank
- Framework for sustainable, green and social bonds

7
- Financing renewable energies
- Accession to RE100
- Reduced energy consumption
- Renewable energy consumption

13
- Board Members of the Spanish Green Growth Group
- Signatories of the Equator Principles
- Renewable energy consumption
- Compensation for CO_2 emissions generated
- Financing renewable energies

14
- AgroBank

15
- Framework for the Sustainable, Green and Social issuing of Bonds

16
- Code of Ethics
- Responsible policies
- Information security
- Accession to Autocontrol

17 PARTNERSHIPS FOR THE GOALS

- Alliances directly related to the SDGs

"la Caixa": The first Social Action Project in Spain and one of the largest foundations in the world. Strategic alliance for the dissemination of its projects and active participation in key programmes such as Incorpora, GAVI Alliance and the volunteering programme

Global Compact: Body responsible for promoting the 10 principles of the United Nations. Presidency of the Spanish Network of the UN Global Compact since 2012

Observatorio de los ODS: Initiative of the Leadership and Democratic Governance Chair of ESADE with the collaboration of "la Caixa"

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Contributing **to society**

CaixaBank works to promote economic activity and business productivity and contributes to the creation of employment and financial inclusion. Its financial strength is therefore a key component as it enables the bank to maintain jobs, purchase products and services from providers and pay its shareholders.

CONTRIBUTION TO GDP

€ 9,468 million direct and indirect contribution to Spanish GDP

0.76 %

13.6 % gross added value of CaixaBank in the financial and insurance sector

€ 791 million direct and indirect contribution to Portuguese GDP

0.37 %

6.1 % gross added value of BPI in the financial and insurance sector

Taxes paid, third-party tax collection and other contributions[1]

231 Direct taxes

475 Indirect taxes

792 Other taxes collected

466 Social security at the company's expenses

669 Retentions for IRPF over the staff (personal income tax)

€ 2,633 MILLION

242 Deposit Guarantee Fund contributions

103 Contribution to the Single Resolution Fund

15 Extraordinary contribution to the banking sector (Portugal)

€ 360 MILLION

[1] It is calculated on the basis of settlement, not accrual. More information in section *Transparency - Tax transparency*.

8

Commited to employment

35,736
people working in the CaixaBank Group

46,440
jobs generated through the multiplier effect of purchases from suppliers* and **6,175** generated by Banco BPI

€ 2,460 million
in salaries, wages and other employee benefits**

9,002
new businesses created with the support of microloans

*Source: CaixaBank Research, based on the added value of CaixaBank, Spanish GDP and employment according to National Accounting and productivity figures per worker and based on the input/output tables of the National Statistics Institute (INE) with 4th-quarter data.
**Excluding Social Security contributions included in tax contributions

Loans granted

NEW FINANCING TO BUSINESSES AND ENTREPRENEURS

€ 4,881 million
in 2019
Does not include BPI

MICROLOANS AND OTHER FINANCING WITH SOCIAL IMPACT

99,328
new operations in 2019

€ 725 million
granted in 2019

8

Shareholder **structure**

At year-end 2019, CaixaBank had a capital stock of 5,981,438,031 shares, each with a nominal value of 1 euro, of a single class and series, with identical ownership and financial rights, and represented by accounting entries. The aforementioned capital stock is distributed as follows:

Tranches of shares	Shareholders[1]	Shares	Share capital
From 1 to 499	252,188	52,286,167	0.9%
From 500 to 999	112,500	80,243,048	1.3%
From 1,000 to 4,999	169,379	365,373,800	6.1%
From 5,000 to 49,999	42,695	479,155,251	8.0%
From 50,000 to 100,000	786	53,135,981	0.9%
More than 100,000[2]	575	4,951,243,784	82.8%
Total	**578,123**	**5,981,438,031**	**100%**

[1] For shares held by investors trading through a brokering entity located outside of Spain, the broker is considered to be the shareholder and appears as such in the corresponding register.

[2] Includes treasury shares.

Shareholder base structure

40.0 %
CriteriaCaixa

4.3 %
Treasury stock, Directors and other shareholders represented on the Board

55.7 %
Free float[1]

55.7 %
Free float

33 %
Individuals

67 %
Institutional

[1] Management data. It differs from that presented in the Annual Corporate Governance Report, calculated on the basis of the regulations in force for that report.

Geographical distribution of institutional investors

67 %
Institutional

12 % Asia and rest of the world

24 % USA and Canada

7 % Spain

19 % Unidentified (Foreign Countries)

21 % Rest of Europe

17 % United Kingdom

Operations involving the purchase and sale of treasury shares by Caixabank or its controlled companies, will conform to the provisions of the regulations in force and in the agreements of the General Shareholders' Meeting in this regard.

Information on the acquisition and disposal of shares held in treasury during the period is included in Note 25 "Equity" to the accompanying Consolidated Financial Statements.

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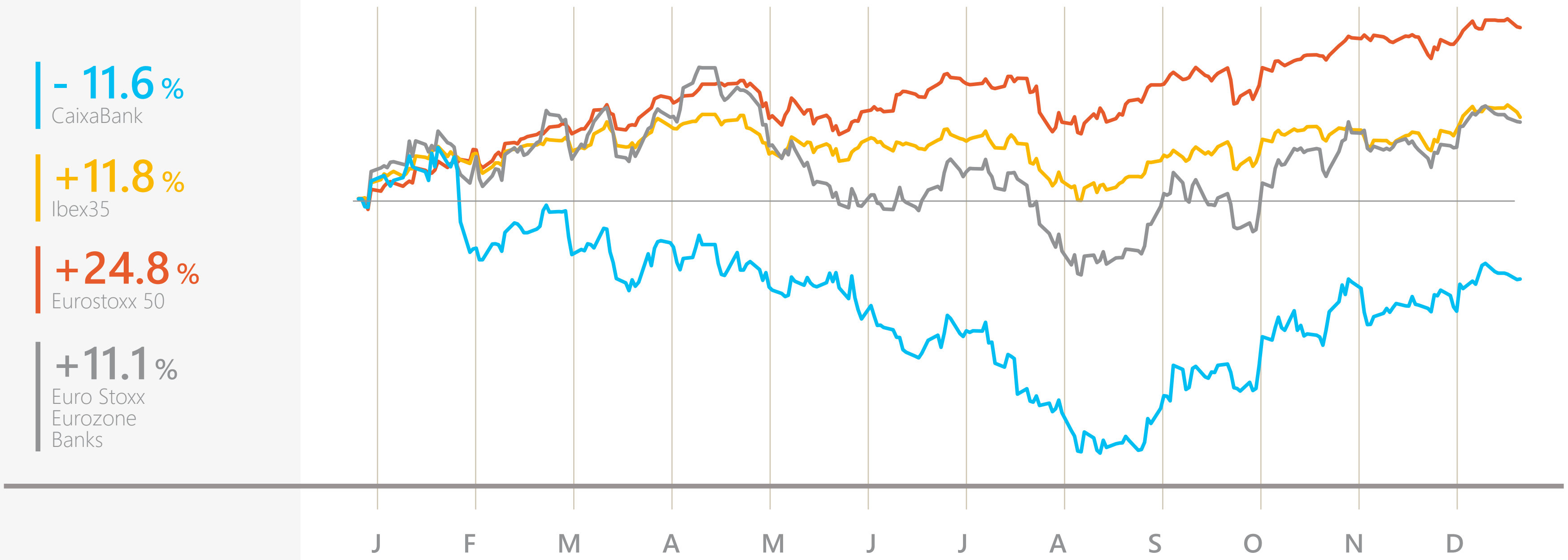
Performance of the share in 2019

- The CaixaBank share closed on 31 December 2019 at a price of 2.798 euros per share an increase of +16.1% in the fourth quarter of the year, mitigating the fall in the annual value by -11.6% (vs. a variation of +11.1% Eurostoxx Banks and -3.4% Ibex 35 banks). For their part, general indices closed trading higher: +24.8% in the case of Eurostoxx 50 and +11.8% in the Ibex 35.

  The ECB's new monetary policy package announced in the third quarter (with a measured decrease in the deposit facility rate, improved conditions under the TLTRO III and a new remuneration system for liquidity held at the ECB) has contributed to a recovery in investor sentiment.

- In 2019, the trading volume of shares in euros and the number of securities traded fell by -45.3% and -21.3%, respectively.

Performance of the main stock markets (January 2019, base 100)



Group structure

CaixaBank Group

CaixaBank, S.A.

27,572

Credit institution Spain

Subsidiaries

BUSINESS SUPPORT

- 90 CaixaBank Business Intelligence (100%) — Development of digital projects
- 183 CaixaBank Facilities Management (100%) — Project management, maintenance, logistics and procurement
- 96 CaixaBank Digital Business (100%) — Electronic channel management
- 791 CaixaBank Operational Services (100%) — Services for back office administration
- 354 Silk Aplicaciones (100%) — Provision of IT services
  - 2 Silc immobles (100%) — Data processing centre management

BUSINESS ACTIVITY

- 472 CaixaBank Payments & Consumer (100%) — Consumer finance and payment methods
  - 27 Promocaixa (100%) — Product marketing
  - 4 CaixaBank Electronic Money (90%) — Payment entity
  - 83 CaixaBank Equipment Finance (100%) — Vehicle leasing and capital goods
  - 8 Telefónica Consumer Finance (50%) — Consumer finance
- 107 Building Center (100%) — Holder of property assets
- 596 VidaCaixa (100%) — Life insurance and pension fund management
  - 50 BPI Vida e Pensões (100%) — Life insurance and pension fund management
- 202 CaixaBank Asset Management (100%) — Management of collective investment undertakings
  - 45 BPI Gestão de Activos (100%) — Management of collective investment undertakings
  - 4 CaixaBank AM Luxembourg (100%) — Management of collective investment undertakings
- 4,840 Banco BPI (100%) — Credit institution Portugal
- 27 Nuevo MicroBank (100%) — Financing of microloans
- - CaixaBank Notas Minoristas (100%) — Entity issuing traded securities
- 9 CaixaBank Titulización (100%) — Securitisation fund management
- 36 imaginTech (100%) — Management of the bank's youth segment

Associates and joint ventures

- IT Now (49%) — Technology and IT services and products
- Comercia Global Payments (49%) — Payment entity
- Coral Homes + Servihabitat (20%) — Real estate services
- SegurCaixa Adeslas (49.9%) — Non-life insurance
- Companhia de Seguros Allianz Portugal (100%) — Health Insurance
- Unicre (21%) — Payment methods
- COSEC (50%) — Credit insurance
- Erste Bank (9.9%) — Central European credit institution

--- Company subgroups.

XX Number of employees.

The most significant entities are included according to their contribution to the Group, excluding shareholder operations (dividends), extraordinary operations and non-core activities.

(%) Percentage of participation at 31 December 2019

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Corporate **Governance**

Robust Corporate Governance enables companies to maintain an efficient and methodical decision-making process. It provides clarity in the allocation of responsibility while avoiding conflicts of interest and promoting transparency.

As part of our commitment to our mission and vision, we implement good corporate governance practice. This enables us to be a well-governed and coordinated company that is recognised for its good practices.

The information included in this Consolidated Management Report concerning corporate governance is complemented by the following publicly-available documents that are made available on the CaixaBank website (www.caixabank.com) and from the Comisión Nacional del Mercado de Valores (CNMV, Spanish securities market regulator):

- The 2019 Annual Corporate Governance Report (ACGR), which forms part of this Consolidated Management Report and has been drawn up by the Board of Directors.
- The Annual Report on the Remuneration of Directors which must be prepared and submitted to a non-binding vote at the General Shareholders' Meeting, and does not form part of this Consolidated Management Report.

The **CaixaBank Corporate Governance Policy** is based on the Company's corporate values as well as on best governance practices, particularly the recommendations of the Code of Good Governance for listed companies approved by the CNMV in 2015. This policy establishes the action principles that will regulate the Company's corporate governance.

CORPORATE GOVERNANCE PRINCIPLES AND PRACTICES

1. Competencies and efficient self-governance of the CaixaBank Board of Directors
2. Diversity and balance in the composition of the Board of Directors
3. Professionalism and duties of members of the Board of Directors
4. Balanced remuneration aimed at attracting and retaining the appropriate profile of members of the Board of Directors
5. Commitment to ethical and sustainable action of the Company
6. Protection and promotion of shareholders' rights
7. Compliance with current regulations as the guiding principle for all people who form part of CaixaBank
8. Internal control framework
9. Acceptance and update of good governance practices
10. Transparency

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Recommendations on good corporate governance

CaixaBank is fully compliant with 58 and partially compliant with 3 of the 64 Recommendations in the Good Governance Code of Listed Companies (CNMV). One of the recommendations is not applicable, as the bank is the only listed company in the Group. The following list contains the recommendations with which CaixaBank is fully or partially compliant, and the reason:

For further details, see section **"G" of the 2019 Annual Corporate Governance Report** on the degree of compliance with corporate governance recommendations.

PARTIALLY COMPLIANT

	Recommendation 5	Recommendation 10	Recommendation 27
DESCRIPTION	The Board of Directors should not make a proposal to the General Meeting for the delegation of powers to issue shares or convertible securities without pre-emptive subscription rights for an amount exceeding 20% of capital at the time of such delegation. When the Board of Directors approves the issuance of shares or convertible securities without pre-emptive subscription rights, the company should immediately post a report on its website explaining the exclusion as envisaged in company legislation.	When an accredited shareholder exercises the right to supplement the agenda or submit new proposals prior to the general meeting, the company should: **a)** Immediately circulate the supplementary items and new proposals. **b)** Disclose the model of attendance card or proxy appointment or remote voting form duly modified so that new agenda items and alternative proposals can be voted on in the same terms as those submitted by the Board of Directors. **c)** Put all these items or alternative proposals to the vote applying the same voting rules as for those submitted by the Board of Directors, with particular regard to presumptions or deductions about the direction of votes. **d)** After the general meeting, disclose the breakdown of votes on such supplementary items or alternative proposals.	Director absences should be kept to a strict minimum and quantified in the Annual Corporate Governance Report. In the event of absence, Directors should delegate their powers of representation with the appropriate instructions.
EXPLANATION	The General Shareholder Meeting of 28 April 2016 approved a motion which allows the Board to issue bonds and other instruments convertible into shares with the exclusion of pre-emptive subscription rights by making any capital increases that the Board of Directors may approve under this authorisation subject to the legal limitation of 50% of the capital and not 20%. The aim of this is to provide the entity with maximum flexibility in relation to the instruments available for the integration of its regulatory capital.	The regulations of CaixaBank's General Shareholder Meeting provide for a different voting system depending on whether resolutions are proposed by the Board of Directors or by shareholders. This is to avoid counting difficulties in respect of shareholders who are absent before the vote and to resolve new proposals dealing with resolutions that contradict the proposals submitted by the Board, ensuring in all cases the transparency of counting and the proper recording of votes.	The proxies for voting at the Board meetings, when applicable, shall be carried out without specific instructions as it is considered a best practice.

NON-COMPLIANT

	Recommendation 13	Recommendation 62
DESCRIPTION	The Board of Directors should have an optimal size to promote its efficient functioning and maximise participation. The recommended range is accordingly between 5 and 15 members.	Following the award of shares, share options or other rights on shares derived from the remuneration system, directors should not be allowed to transfer a number of shares equivalent to twice their annual fixed remuneration, or to exercise the share options or other rights on shares for at least three years after their award.
EXPLANATION	The Board has more members than the suggested number, due to their background and specific characteristics.	The shares awarded to the executive directors as part of their annual bonus have a 12-month retention period with no other requirements after this time.

Milestones in 2019

Changes in the composition of the Board of Directors and its committees

At the 2019 General Ordinary Meeting of Shareholders, it was agreed to reduce the number of members of the Board of Directors from 18 to 16, converging with the recommendations of the Good Governance Code and within the limits established in the By-laws. This action came alongside a renewal of the members of the Board of Directors. The main changes are:

Departure following end of mandate:

Alain Minc	Independent
Juan Rosell	Independent
Antonio Sáinz de Vicuña	Independent
Javier Ibarz	Proprietary

Appointments:

Cristina Garmendia	Independent
Marcelino Armenter	Proprietary

In addition to changes in the composition of members of the Board of Directors, the reorganisation of the composition of the Board committees has been agreed:

Appointment	Board Position and Committee	Substitutes
Verónica Fisas	Remuneration Committee Member	Juan Rosell
Xavier Vives	Appointments Committee Member	Alain Minc
Eduardo Javier Sanchiz	Chair of the Risks Committee	Antonio Sáinz de Vicuña
Koro Usarraga	Chair of the Audit and Control Committee	Alain Minc

With the aim of assisting the Board in all matters regarding technological innovation and digital transformation, as well as in the monitoring and analysis of the trends and innovations which may affect CaixaBank's strategy and business model in this field, on 23 May 2019, **the constitution of the Innovation, Technology and Digital Transformation Committee was approved.**

Challenges for 2020

In light of the results obtained from the self-assessment processes of the Board and its Committees, and in order to continue to make progress in the areas of efficiency and quality, the Board of Directors has determined and established some opportunities for improvement regarding its operation and that of its Committees in 2020.

Notably, these include matters relating to the agenda, optimising efficiency to increase the time being dedicated to debating business issues, and in this regard, to deepen knowledge of the evolution of the sector and its trends.

Furthermore, to continue to expand and improve the technical working tools, as well as the Group's information with regard to its business and organisation, without losing sight of the capacity of the governing bodies to carry out their work in line with standards of excellence, and, if necessary, to reshape a specialised committee, always in the interest of ensuring the best governance and the optimal performance by the Bank as a result.

Corporate Governance Structure

At CaixaBank, the management and control functions in the Bank are distributed among the General Shareholders' Meeting, the Board of Directors, and its committees.

GENERAL SHAREHOLDERS' MEETING

EXTERNAL AUDIT

BOARD OF DIRECTORS

- Executive Committee
- Appointments Committee
- Risks Committee
- Remuneration Committee
- Innovation, technology and digital transformation Committee
- Audit and Control Committee

>> Designates/
>> Reports to/

MANAGEMENT BODIES

CEO and Management Committee

General Shareholders' Meeting

The General Shareholders' Meeting (GSM) of CaixaBank is the ultimate representative and participatory body of the Company shareholders. Accordingly, in order to facilitate the participation of shareholders in the General Meeting and the exercise of their rights, the Board of Directors will adopt such measures as appropriate so that the GSM may effectively perform its duties.

At the General Shareholders' Meeting held on 5 April 2019, all of the points on the agenda were approved:

GENERAL SHAREHOLDERS' MEETING 2019

- 65.6 % quorum of total share capital
- 96 % average approval

GSM agreements	% votes issued in favour	% votes in favour of total share capital
1. Approval of the individual and consolidated annual accounts and the respective management reports for the year ending on 31 December 2018.	99.39	65.24
2. Approval of the consolidated non-financial information statement for the year ending on 31 December 2018.	99.51	65.31
3. Approval of the Board of Directors' management during the business year ending on 31 December 2018.	99.48	65.30
4. Approval of the proposed allocation of profit for the business year ending on 31 December 2018.	99.77	65.48
5. Determining the number of members of the Board of Directors within the limits established in the Company By-laws. Re-election and appointment of Directors.		
5.1 Establishing the number of Board members at sixteen.	*99.41*	*65.25*
5.2 Re-election of Mr. Gonzalo Gortázar Rotaeche.	*97.94*	*64.28*
5.3 Re-election of Ms. María Amparo Moraleda Martínez.	*94.59*	*62.08*
5.4 Re-election of Mr. John S. Reed.	*92.62*	*60.79*
5.5 Re-election of Ms. María Teresa Bassons Boncompte.	*80.02*	*52.52*
5.6 Appointment of Mr. Marcelino Armenter Vidal.	*83.18*	*54.60*
5.7 Appointment of Ms. Cristina Garmendia Mendizábal.	*98.41*	*64.59*
6. Approval of exemption from the non-competition obligation with regard to the Company as set forth in Article 230 of the Spanish Corporation Law, as may be required.	99.62	65.38
7. Approval of the amendment of the Directors' remuneration policy.	97.19	63.56
8. Approval of a 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 Company employees.	98.31	64.52
9. Delivery of shares to the executive Directors and senior managers as part of the Company's variable remuneration scheme.	99.49	65.30
10. Approval of the maximum bonus that may be earned by employees whose work has a significant impact on the Company's risk profile.	99.37	65.20
11. 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.	99.93	65.59
12. Consultative vote on the Annual Report on Directors' Remuneration for the financial year 2018.	92.94	60.78
13. Information on the amendment of the Regulations of the Board of Directors agreed to at its meeting of 21 February 2019.		Information

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Board of Directors

The Board of Directors is the Bank's most senior representative, management and administrative body with powers to adopt agreements on all matters except those that fall within the remit of the GSM. It approves and oversees the strategic and management directives established in the interest of all Group companies and it ensures regulatory compliance and the implementation of good practices in the performance of its activity, as well as adherence to the additional principles of social responsibility that it has voluntarily assumed.

At CaixaBank, the Chairman and CEO have different yet complementary roles. There is a clear division of responsibilities between each position. The Chairman is the senior representative of the Bank. The Board of Directors has appointed a CEO, the sole executive director of the Bank who is responsible for the day-to-day management under the supervision of the Board. There is also a delegated committee, the Executive Committee, which has executive functions (excluding those that cannot be delegated). It reports to the Board of Directors and meets on a more regular basis.

There is also a Lead Director appointed from among the independent directors, who is responsible for handling, coordinating and expressing the concerns of the other Independent Directors, as well as directing the periodic assessment of the Chairman, chairing the Board of Directors in the absence of the Chairman and Deputy Chairman, in addition to other assigned duties.

The directors meet the requirements of honourability, experience and good governance in accordance with the applicable law at all times, considering, furthermore, recommendations and proposals for the composition of administrative bodies and profile of directors issued by authorities and national or community experts.

		Jordi Gual	Tomás Muniesa	Gonzalo Gortázar	Xavier Vives	Marcelino Armenter	Natalia Aznárez	Maria Teresa Bassons	María Verónica Fisas	Alejandro García-Bragado	Cristina Garmendia	Ignacio Garralda	Maria Amparo Moraleda	John S. Reed	Eduard Javier Sanchiz	José Serna	Koro Usarraga	Óscar Calderón	Óscar Figueres
Position		Chairman	Deputy Chair	CEO	Lead Director	Director	Fundación CajaCanarias representative	Director	Director	Director	Director	Director	Director	Director	Director	Director	Director	General Secretary and Secretary to the Board of Directors	First Deputy Secretary of the Board of Directors
Category	Executive			✓															
	Proprietary	✓	✓			✓	✓	✓		✓		✓				✓			
	Independent				✓				✓		✓		✓	✓	✓		✓		
Commissions	Executive	✓C	✓	✓	✓				✓				✓					S	DS
	Audit and control														✓	✓	✓C	S	DS
	Appointments				✓			✓						✓C				S	DS
	Risks						✓								✓C		✓	S	DS
	Remuneration								✓	✓			✓C					S	DS
	Innovation, Technology and Digital Transformation	✓C		✓		✓					✓		✓					S	DS
Date of first appointment		30/06/2016	01/01/2018	30/06/2014	05/06/2008[1] 22/06/2017[2]	05/04/2019	23/02/2017	26/06/2012	25/02/2016	01/01/2017	05/04/2019	06/04/2017	24/04/2014	03/11/2011	21/09/2017	30/06/2016	30/06/2016	27/06/2011[3]	23/10/2017
Date of ratification		06/04/2017	06/04/2018	23/04/2015			06/04/2017		28/04/2016	06/04/2017					06/04/2018	06/04/2017	06/04/2017		
Renewal date				05/04/2019	23/05/2015[1]			05/04/2019					05/04/2019	05/04/2019					
Age		62	67	54	64	62	55	62	55	70	57	68	55	80	63	77	62	48	38
Nationality		Spanish	Spanish	Spanish	Spanish	Spanish	Spanish	Spanish	Spanish	Spanish	Spanish	Spanish	Spanish	United States	Spanish	Spanish	Spanish	Spanish	Spanish

[1] As director

[2] As lead director

[3] Appointed Secretary of the Board on 1/1/2017. Appointed General Secretary on 29/4/2019

C: Chairman

S: Secretary

DS: Deputy Secretary

43.8 % Independent Directors

37.5 % of women on the Board

1 Executive Director

1 Lead Director

61 average age of Directors

12 Meetings of the Board in 2019

3.3 Average hourly duration of Board sessions in 2019

97.9 % attendance at the sessions

Profile of the members of the Board of Directors

1 Executives

7 Independent

8 Proprietary

Duration in the position

4.1 Average duration (years)

69 % 0-4 years

19 % 4-8 years

12 % +8 years

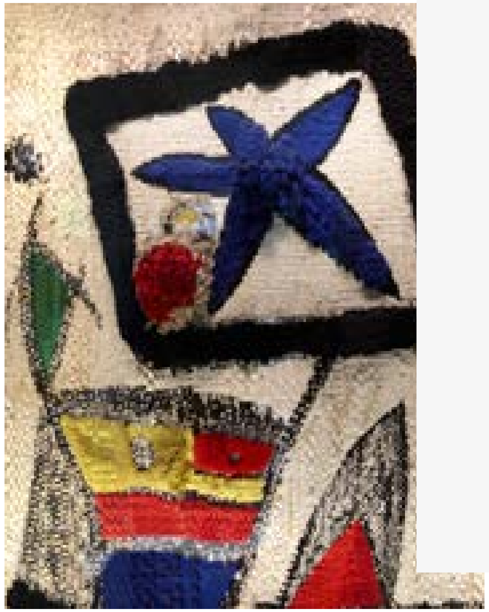
Duration in the position of the independent directors

4.9 Average duration (years)

57 % 0-4 years

14 % 4-8 years

29 % +8 years



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JORDI GUAL
Chairman

Education

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

Career

He joined "la Caixa" Group in 2005 and prior to his appointment as Chairman of CaixaBank, he was the Chief Economist and Head of Strategic Planning and Research and Director-General of Planning and Strategic Development for CriteriaCaixa. He has been a member of the Board of Directors of Repsol and served as an Economics Advisor for the European Commission's Directorate-General for Economic and Financial Affairs and as a visiting professor at the University of California (Berkeley), the Université Libre de Bruxelles and the Barcelona Graduate School of Economics.

Other positions currently held

Member of the Board of Directors of Telefónica and the Supervisory Board at Erste Bank. He is also Chairman of FEDEA, Vice President of the Círculo de Economía and Cotec Foundation for Innovation, and serves on the Boards of the CEDE Foundation, the Real Instituto Elcano and Fundación Barcelona Mobile.

TOMÁS MUNIESA
Deputy Chairman

Education

He holds a degree in Business Studies and a master's in Business Administration from the ESADE Business School.

Career

He joined 'la Caixa' in 1976, and was appointed Deputy General Manager in 1992. In 2011, he was appointed General Manager of CaixaBank's Insurance and Asset Management Group, where he remained until November 2018.

He was Deputy Chairman and CEO of VidaCaixa (1997-2018).

Previously, he served as the Chairman of MEFF, Deputy Chairman of BME, Second Deputy Chairman of UNESPA, Director and Chairman of the Audit Commission of the Insurance Compensation Consortium, Director of Vithas Sanidad and Substitute Board Member of Inbursa.

Other positions currently held

Deputy Chairman of VidaCaixa and SegurCaixa Adeslas, as well as member of the Board of Trustees of ESADE Foundation and Board Member of Allianz Portugal.

GONZALO GORTÁZAR
CEO

Education

He holds a degree in Law and Business from Universidad Pontificia de Comillas (ICADE) and an MBA from the INSEAD Business School.

Career

Prior to his appointment as CEO in 2014, he was the Chief Financial Officer at CaixaBank and CEO of Criteria CaixaCorp (2009-2011).

He previously held various positions in the investment banking division of Morgan Stanley, as well as a number roles in corporate and investment banking in Bank of America.

He was also First Vice-Chairman of Repsol, Board Member of Inbursa, Erste Bank, SegurCaixa Adeslas, Abertis, Port Aventura and Saba.

Other positions currently held

Chairman of VidaCaixa and Board Member of Banco BPI.

XAVIER VIVES
Independent Lead Director

Education

Professor of Economics and Finance at the IESE Business School. He also holds a PhD in Economics from the University of California (Berkeley).

Career

He was Professor of European Studies at INSEAD (2001-2005); Director of the Institute of Economic Analysis at the CSIC (1991-2001); and a Visiting Lecturer at the universities of California (Berkeley), Harvard, New York (King Juan Carlos I Chair), and Pennsylvania, as well as the Universitat Autònoma de Barcelona and the Universitat Pompeu Fabra.

He has also advised the World Bank, the Inter-American Development Bank, the New York Federal Reserve, the European Commission (Special Advisor to the EU Vice President and Competition Commissioner, Joaquín Almunia), the Generalitat de Catalunya as a member of the CAREC (Advisory Council for Economic Recovery and Growth) and other international companies. He served as Chairman of the Spanish Economic Association and EARIE (European Association for Research in Industrial Economics) and Deputy Chairman of the Spanish Energy Economics Association, as well as a Duisenberg Fellow at the ECB.

Other positions currently held

Member of the Academia Europea; Research Fellow of the CESifo and the Center for Economic Policy Research; Fellow of the European Economic Association and the Econometric Society.

MARCELINO ARMENTER
Proprietary Director

Education

He holds a bachelor's degree and a master's degree in Business Administration and Management from ESADE Business School.

Career

He began his career at Arthur Andersen, before joining Hidroeléctrica de Cataluña.

He has been professionally involved with "la Caixa" Group since 1985, as Head of Internal Audit and Control (1985-1988), Head of the Shareholders' Division (1988-1995), CEO of Banco Herrero (1995-2001), Managing Director of CaixaHolding (2001-2007), Executive Deputy Managing Director of "la Caixa" (2007-2011) and Managing Director of Risks at CaixaBank (2011-2013).

His current roles are CEO and member of the Executive Committee of CriteriaCaixa, of which he was previously the Managing Director. He was Director of the Inbursa Financial Group (2017-2019).

Other positions currently held

Member of the Board of Naturgy, Saba Infraestructuras and Inmo CriteriaCaixa, Chairman and CEO of Mediterranea Beach & Golf Community and CEO of Caixa Capital Risc.

NATÁLIA AZNÁREZ
Proprietary Director Representative

Education

She holds a degree in Business and Commercial Management from Universidad de Málaga and a diploma in Accounting and Finance from Universidad de La Laguna.

Career

She began her career by collaborating with the General Management of REA METAL WINDOWS. In 1990, she joined the CajaCanarias marketing department and in 1993 she was head of the Individual Customer Segment. In 2008, she was appointed Deputy Director of CajaCanarias, becoming Assistant General Manager in 2010. After Banca Cívica acquired all the assets and liabilities of CajaCanarias, Ms Aznárez Gómez became General Manager at CajaCanarias. Following the entity's transformation into a banking foundation, she served as General Manager until 30 June 2016.

Other positions currently held

Director of Fundación CajaCanarias, Chair of the CajaCanarias Employee Pension Plan Control Committee, Deputy Chair of Fundación Cristino de Vera, Secretary of the CajaCanarias Business Learning and Development Foundation.

MARÍA TERESA BASSONS
Proprietary Director

Education

She holds a degree in Pharmacy Studies from the University of Barcelona, specialising in hospital pharmacy.

Career

She holds a pharmacy licence. She has been Deputy Chair of the Col·legi Oficial de Farmacèutics de Barcelona (1997-2004) and Secretary General of the Consell de Col·legis de Farmacèutics de Catalunya (2004-2008), member of the advisory council on tobacco use of the Generalitat de Catalunya (1997-2006) and the bioethics advisory committee of the Generalitat de Catalunya (2005-2008) and Director of the INFARMA conference at Fira de Barcelona (1995 and 1997) and of the publications "Circular Farmacéutica" and "l'Informatiu del COFB".

She was a director at "la Caixa" (2005-2014), Criteria CaixaHolding (2011-2012), trustee of the "la Caixa" Foundation (2014-2016) and a member of the Caixa Capital Risk Advisory Committee until 2018.

She was a member of the Executive Committee and Chair of the Enterprise Commission in the health sector for the Barcelona Chamber of Commerce until May 2019, and member of the Oncolliga Scientific Committee.

Other positions currently held

She is on the Board of Directors of Bassline and Laboratorios Ordesa and Administrator of Terbas XXI S.L.U.

She is a member of the Oncolliga Scientific Committee.

MARÍA VERÓNICA FISAS
Independent Director

Education

She holds a degree in Law and a master's degree in Business Administration from EAE.

Career

In 2009, she joined the Board of Directors of Stanpa, Asociación Nacional de Perfumería y Cosmética, becoming Chair of Stanpa in 2019 and, in turn, Chair of Fundación Stanpa.

Other positions currently held

She has been the CEO of Natura Bissé and General Director of the Natura Bissé Group since 2007. Since 2008, she is also a trustee of the Fundación Ricardo Fisas Natura Bissé.

ALEJANDRO GARCÍA-BRAGADO

Proprietary Director

Education

He holds a degree in Law from the University of Barcelona and he is a State Lawyer.

Career

In 1984, on an extended leave of absence from the State's Law Office, he began to work for the Barcelona Stock Exchange, where he was appointed Secretary of the Board of Directors while continuing to practice law. In 1994, he left the Barcelona Stock Exchange to provide legal advice to "la Caixa". In 1995, he was appointed Deputy Secretary and, in 2003, Secretary to the Board of Directors. He was also Deputy Chair and Deputy Secretary of the Board of Trustees of "la Caixa" Banking Foundation (2014-2016). And, at CaixaBank, he was Secretary (non-member) of the Board of Directors(2009-2016) and General Secretary (2011-2014).

He was also Secretary to the Board of Directors of La Maquinista Terrestre y Marítima; Intelhorce; Hilaturas Gossipyum; Abertis Infraestructuras; Inmobiliaria Colonial; Agbar. He also served on the Board of Gas Natural.

Other positions currently held

First Deputy Chairman of CriteriaCaixa and member of the Board of Directors of Saba Infraestructuras.

CRISTINA GARMENDIA

Independent Director

Education

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

Career

She was Minister of Science and Innovation in the Spanish Government during the IX Legislature (2008-2011).

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, Naturgy, Corporación Financiera Alba, Pelayo Mutua de Seguros and CEO of Genetrix.

Other positions currently held

She is a member of the board of Compañía de Distribución Integral Logista Holdings, Mediaset, Ysios Capital Partners and Satlantis Microsats. She is also the President of the COTEC Foundation, a member of the España Constitucional Foundation, SEPI and member of the advisory board of Women for Africa Foundation, as well as a member of the Social Council of the University of Seville.

IGNACIO GARRALDA

Proprietary Director

Education

He holds a degree in Law from Complutense University of Madrid. He has been a Notary Public, on leave, since 1989.

Career

He began his professional career as Notary for Commercial Matters (1976-1982), and from there he became a Licensed Stock Broker (1982-1989). He was a founding member of AB Asesores Bursátiles, where he was Vice-Chairman until 2001, Vice-Chairman of Morgan Stanley Dean Witter (1999-2001), Chairman of Bancoval (1994-1996) and member of the board of the Madrid Stock Exchange governing body (1991-2009).

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

Other positions currently held

First Deputy Chairman of BME, Chair of the Audit Committee since 2016. He is also Chairman of Fundación Mutua Madrileña and sits on the Board of Trustees of Fundación Princesa de Asturias, of Museo Reina Sofía, of Pro Real Academia Española and of the Drug Addiction Help Foundation.

MARÍA AMPARO MORALEDA

Independent Director

Education

She graduated in Industrial Engineering from the ICAI and holds an MBA from the IESE Business School.

Career

She was the Chief Operating Officer of Iberdrola's International Division with responsibility for the UK and US (2009-2012) and she headed Iberdrola Ingeniería y Construcción (2009-2011). She was also a member of the Board of Directors of Faurecia (2012-2017).

She has previously worked for IBM Group. She was General Manager for IBM Spain and Portugal (2001-2009), responsible for Greece, Israel and Turkey (2005-2009). She was also assistant executive to the President of IBM corporation (2000-2001), Managing Director of INSA (subsidiary of IBM Global Services) (1998-2000) and HR Director for EMEA at IBM Global Services (1995-1997).

Other positions currently held

Independent Director at Solvay, Airbus Group and Vodafone.

She is also a member of the Supervisory Board of the Spanish National Research Council (CSIC), of the Advisory Board of SAP Ibérica, Spencer Stuart and KPMG, as well as a full academic member of the Royal Academy of Economic and Financial Science, member of the Academy of Social Sciences and the Environment of Andalusia, the Board of Trustees of MD Anderson Cancer Center in Madrid and the International Advisory Board of IE.

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JOHN S. REED
Independent Director

Education

He holds a degree in Philosophy, Arts and Science from Washington & Jefferson College and a degree from Massachusetts Institute of Technology (MIT).

Career

He was a lieutenant in the U.S. Army Corps of Engineers (1962-1964), subsequently joining Citibank/Citicorp and Citigroup for 35 years, the last sixteen as Chairman. He retired in the year 2000. He later returned to work as Chairman of the New York Stock Exchange (2003-2005) and was Chairman of the MIT Corporation (2010-2014).

Other positions currently held

Chairman of the Board of American Cash Exchange and Trustee of NBER. He is a Fellow of the American Academy of Arts and Sciences and of the American Philosophical Society.

EDUARDO JAVIER SANCHIZ
Independent Director

Education

He holds a degree in Economics from the University of Deusto and a master's in Business Administration from the IE.

Career

He has worked with Almirall since 2004, where he was CEO (2011-2017). He was previously Executive Director of Corporate Development and Finance and CFO. He has been a member of the Board of Directors since 2005 and of the Dermatology Committee since 2015.

He also worked in various positions at Eli Lilly & Co, the American pharmaceutical company. Some of his significant positions include General Manager in Belgium, General Manager in Mexico and Executive Officer in the Business Division covering central, northern and eastern European countries.

He was a member of the American Chamber of Commerce in Mexico and of the Association of Pharmaceutical Industries in a number of countries in Europe and Latin America.

Other positions currently held

He is currently a member of the Board of Directors of Laboratorio Pierre Fabre and its Strategic Committee.

JOSÉ SERNA
Proprietary Director

Education

He holds a degree in Law from Complutense University of Madrid. State Lawyer (on leave) and Notary (until 2013).

Career

In 1971, he joined the State Lawyer Corps until his leave of absence in 1983. Legal counsel to the Madrid Stock Exchange (1983-1987). Forex and Stock Market Broker in Barcelona (1987). Chairman of the Promoter of the new Barcelona Stock Exchange (1988) and Chairman of the Barcelona Stock Exchange (1989-1993).

Chairman of the Spanish Stock Market Body (1991-1992) and Deputy Chairman of MEFF (Spanish Financial Futures Market). He was also Deputy Chairman of Fundación Barcelona Centro Financiero and of Sociedad de Valores y Bolsa Interdealers, S.A.

In 1994, he became a Forex and Stock Market Broker in Barcelona.

Notary Public in Barcelona (2000-2013). He was also a member of the Board of Endesa (2000-2007) and its Group companies.

KORO USARRAGA
Independent Director

Education

She holds a degree and a master's in Business Administration from ESADE Business School.

She completed the PADE programme at IESE Business School. He is a qualified chartered accountant (Registro Oficial de Auditores de Cuentas).

Career

She worked at Arthur Andersen for 20 years, and she was appointed partner of the Audit Division in 1993.

In 2001, she assumed responsibility for the General Corporate Management of Occidental Hotels & Resorts. She was Managing Director of Renta Corporación and member of the Board of Directors of NH Hotel Group (2015-2017).

Other positions currently held

Independent Director of Vocento and Administrator of Vehicle Testing Equipment and of 2005 KP Inversiones.

ÓSCAR CALDERÓN

General Secretary and Secretary to the Board of Directors

Education

He holds a degree in Law from the University of Barcelona and he is a State Lawyer.

Career

He served as State Lawyer in Catalonia (1999-2003).

He has worked with "la Caixa" Group since 2004, as Lawyer to the General Secretary's Office of "la Caixa", Deputy Secretary to the Board of Directors of Inmobiliaria Colonial (2005-2006), Secretary to the Board of Banco de Valencia (2013) and Deputy Secretary to the Board of Directors of "la Caixa" until June 2014. He was also a Trustee and Deputy Secretary of "la Caixa" Foundation until its dissolution in 2014, as well as Secretary to the Board of Trustees of "la Caixa" Banking Foundation until 2017.

Other positions currently held

Trustee and Secretary to the Board of Trustees of Fundación del Museo de Arte Contemporáneo de Barcelona (MACBA). He is also Secretary of Fundación de Economía Aplicada (FEDEA).

ÓSCAR FIGUERES

First Deputy Secretary of the Board of Directors

Education

He holds a degree in Law from Pompeu Fabra University and he is a State Lawyer.

Career

He worked as a State Lawyer in Barcelona and Tarragona, responsible for the coordination, representation and defence of the State in civil, appeal, social and criminal cases. Coordinator of Legal Assistance Agreements with Corporación RTVE, the Barcelona Free Trade Association and the Tarragona Port Authority. Member of Board and Executive Committee of the Barcelona Free Trade Association. Member and Legal Counsel of the Board of Directors of the Tarragona Port Authority and Member of the Tarragona Provincial Compulsory Purchase Tribunal.

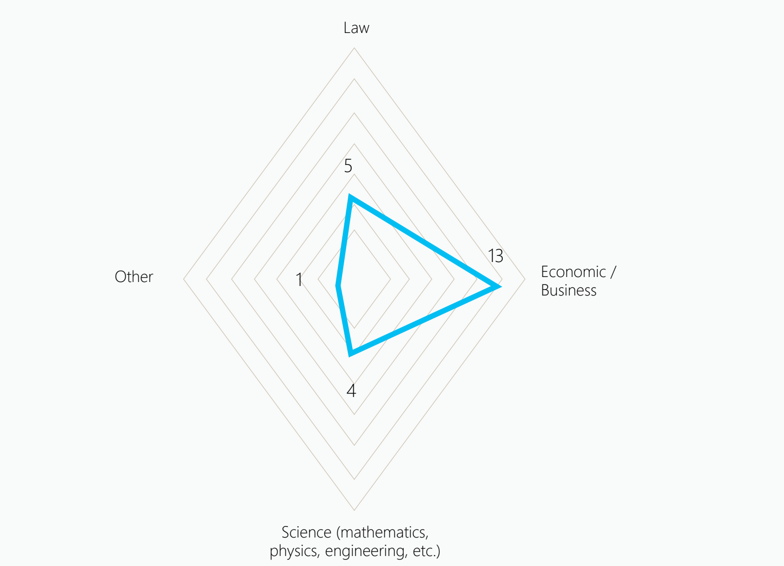
Prior to joining CaixaBank, he worked at EY Abogados.

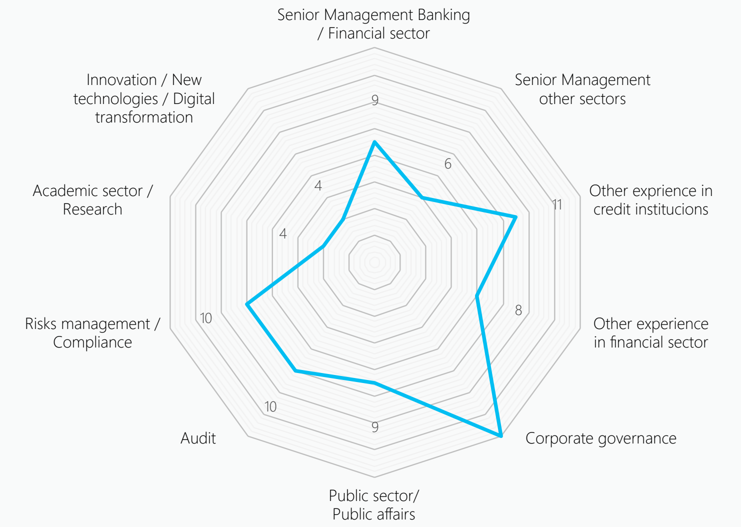
Other positions currently held

Secretary to the Board of Directors of VidaCaixa.

The CaixaBank Board of Directors strives for an adequate balance in its composition at all times, with a large majority of non-executive directors and promoting diversity with regard to gender, experience and knowledge. Within this framework and in accordance with the verification of compliance with the policy for the selection of directors and the individual suitability re-evaluation undertaken for each director, the Appointments Committee has concluded that the structure, size and composition of the Board of Directors is adequate.

Below is a breakdown of the number of Board members with knowledge and experience in specific fields, covering the whole spectrum of the Group's activities:





The Board assesses the quality and efficiency of its operation and that of its Committees on an annual basis.

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Committees of the Board of Directors

As part of its self-governance activities, the Board of Directors of CaixaBank has a number of specialised committees, with supervisory and advisory powers, as well as an Executive Committee:

EXECUTIVE COMMITTEE

6 No. of members

3 Independent Directors

95.2 % Average attendance at sessions

Composition

The composition of the Executive Committee, which is made up of the Chairman and CEO, will reflect the composition of the Board.

Functions

The Executive Committee will be delegated all the responsibilities and powers available to it both legally and under the Bank's By-laws, and it will report back to the Board on the matters dealt with and the decisions made.

APPOINTMENTS COMMITTEE

3 No. of members

2 Independent Directors

100 % Average attendance at sessions

Composition

The Appointments Committee comprises a number of Non-executive directors determined by the Board of Directors, with a minimum of 3 and a maximum of 5 members. A majority of its directors must be independent.

Members of the Appointments Committee are appointed by the Board of Directors at the proposal of the Audit and Control Committee, and the Chair of the Committee will be appointed from among the independent Directors that form part thereof.

Functions

Its duties include:

- Evaluate and propose to the Board of Directors the assessment of skills, knowledge and experience required of Board members and key personnel at the Company.
- Submit to the Board of Directors suggested candidates for the positions of Independent Directors to be appointed by co-option or for submission to the decision of the General Shareholders' Meeting, as well as the proposals for the reappointment or removal of such Directors by the General Shareholders' Meeting.
- Report on the appointment and, as the case may be, dismissal of the Lead Director, the Secretary and the Deputy Secretaries for approval by the Board of Directors.
- Report on proposals for the appointment or removal of senior executives, with the capacity to carry out such proposals directly when the Committee deems this necessary in the case of senior executives as a result of to their control or support duties concerning the Board or its committees. Propose, if deemed appropriate, the basic terms, other than the remuneration conditions, of the contracts of senior executives, and report those terms once established.
- Examine and organise, with support from the Lead Director and with the collaboration of the Chairman of the Board of Directors, the succession of the latter and of the Company's chief executive and, as the case may be, send proposals to the Board of Directors to ensure the succession process is suitably planned and takes place in orderly fashion.
- Report to the Board on gender diversity issues, ensuring that the procedures for selecting its members favour a diversity of experience and knowledge, and facilitate the selection of female directors, whilst establishing a representation target for the less represented sex on the Board of Directors. It will also prepare guidelines on how this should be achieved. In any case, it shall ensure compliance with the diversity policy applied in relation to the Board of Directors, which will be specified in the Annual Corporate Governance Report.
- Periodically evaluate, at least once a year, the structure, size, composition and actions of the Board of Directors and of its committees, its Chair, CEO and Secretary, making recommendations regarding possible changes to these. Here, the Committee shall act under the direction of the Lead Director when assessing the performance of the Chair. Evaluate the composition of the Management Committee, as well as its replacement lists, to ensure adequate transition planning.
- Periodically review the Board of Directors' selection and appointment policy in relation to senior executives, and make recommendations in this regard.
- Supervise the Company's activities in relation to corporate social responsibility and submit to the Board any proposals it deems appropriate in this regard.

RISKS COMMITTEE

3
No. of members

2
Independent Directors

100 %
Average attendance at sessions

Composition

The Risk Committee is exclusively formed of Non-Executive Directors, with the relevant knowledge, skills and experience to fully understand and manage the Company's risk strategy and appetite, in the number determined by the Board of Directors, between a minimum of 3 and a maximum of 6 members, the majority of which being Independent Directors.

Functions

Its duties include:

- Advise the Board of Directors on the overall susceptibility to risk (current and future) of the bank and its strategy in this regard, reporting on the risk appetite framework, helping to monitor the implementation of this strategy, ensuring that the Group's actions are consistent with the level of risk tolerance previously decided and monitoring the suitability of the risks assumed and the profile established.
- Propose the Group's risk policy to the Board.
- Determine with the Board of Directors, the nature, quantity, format and frequency of the information concerning risks that the Board of Directors should receive and establish what the Committee should receive.
- Regularly review exposures with the main customers and business sectors, and by geographic region and type of risk.
- Examine the Group's risk reporting and control processes, as well as its information systems and indicators.
- Evaluate the regulatory compliance risk in its scope of its remit and decision-making authority. This is understood to be the risk management of legal or regulatory sanctions, financial loss, or material or reputational loss that the Bank may suffer as a result of non-compliance with laws, rules, regulation standards and codes of conduct. The Committee must detect any risk of non-compliance and carry out monitoring and examine possible deficiencies in the principles of professional conduct.
- Report on new products and services or significant changes to existing ones.

REMUNERATION COMMITTEE

3
No. of members

2
Independent Directors

100 %
Average attendance at sessions

Composition

The Remuneration Committee is formed by Non-executive Directors, in the number determined by the Board of Directors, with a minimum of 3 and a maximum of 5 members, the majority of which being Independent Directors. The Chair of the Committee will be appointed from among the Independent Directors sitting on the Committee.

Functions

Its duties include:

- Draft the resolutions related to remuneration and, particularly, report and propose to the Board of Directors the remuneration policy, the system and amount of annual remuneration payable to Directors and Senior Managers, as well as the individual remuneration payable to Executive Directors and Senior Managers, and the other conditions of their contracts, particularly financial conditions, and without prejudice to the competencies of the Appointments Committee in relation to any conditions it may have proposed not related to remuneration.
- Ensure compliance with the remuneration policy for Directors and Senior Managers, and reporting on the basic conditions established in the contracts entered into and compliance with these contracts.
- Report on and prepare the Company's General remuneration policy, particularly the policies relating to the categories of staff whose activities have a significant impact on the Company's risk profile and those that are intended to prevent or manage conflicts of interest with the Company's customers.
- Analyse, formulate and periodically review the remuneration programmes, assessing their adequacy and performance and ensuring compliance.

The Appointments, Remuneration and Audit and Control committees prepare an annual report on their operations with regard to their respective duties. Furthermore, when considered appropriate, the committees will include improvement proposals in this report. These reports are made public on the website: www.caixabank.com.

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AUDIT AND CONTROL COMMITTEE

3 No. of members

2 Independent Directors

100 % Average attendance at sessions

Composition

The Audit and Control Committee will be exclusively formed of Non-Executive Directors, in the number determined by the Board of Directors, between a minimum of 3 and a maximum of 7. Most of the members of the Audit and Control Committee shall be independent and 1 of them shall be appointed on the basis of their knowledge and experience of accounting or auditing, or both.

Furthermore, the Board of Directors will ensure that members of the Audit and Control Committee, particularly its Chair, have sufficient knowledge and experience in accounting, auditing or risk management, and in any other areas required for the Audit and Control Committee to fulfil all its duties. Overall, and notwithstanding the principle to foster diversity, the members of the Audit and Control Committee, who will be appointed in consideration of their capacity for dedication required to fulfil the duties assigned to them, shall have the required technical knowledge regarding the Bank's activities.

Functions

Its duties include:

- Report to the General Shareholders' Meeting on any matters put forward that are within the Committee's remit, particularly on the result of the audit, explaining how this has contributed to the integrity of the financial information and the Committee's role in this process.
- Oversee the process of preparing and presenting mandatory financial information regarding the Company and, where relevant, the Group, reviewing the Company accounts, compliance with regulatory requirements in this regard, the adequate definition of the consolidation perimeter, and the proper implementation of generally accepted accounting criteria.
- Ensure that the Board of Directors presents the annual Financial Statements to the General Shareholders' Meeting, without limitations or qualifications in the audit report. In the exceptional case of there being qualifications in the report, ensure that both the Chair of the Committee and the auditors clearly explain the content and scope of these limitations or qualifications.
- Report to the Board of Directors, in advance, on the financial information and related non-financial information that the Bank must periodically disclose to the markets and its supervisory bodies.
- Oversee the effectiveness of internal control systems, and discuss with the auditor any significant weaknesses identified in the internal control system during the audit, all without compromising its independence. For such purposes, and if appropriate, it may submit recommendations or proposals to the Board of Directors and the corresponding deadline for their follow-up.
- Supervise the efficiency of the internal audit, establish and oversee a mechanism which allows the employees of the Bank or of the Group to report, confidentially and, if appropriate, anonymously, irregularities of potential significance, especially financial and accounting irregularities, which they may observe within the Company. The Committee will also receive periodic information how the system is operating and it may propose any actions it deems suitable to improve and reduce the risk of irregularities in the future.

INNOVATION, TECHNOLOGY AND DIGITAL TRANSFORMATION COMMITTEE

5 No. of members

2 Independent Directors

100 % Average attendance at sessions

Composition

The Innovation, Technology and Digital Transformation Committee will be formed of a minimum of 3 and a maximum of 5 members. In all cases, the Chairman of the Board of Directors and the CEO shall sit on the Committee. The other members will be appointed by the Board of Directors, on the proposal of the Appointments Committee, taking into account in particular knowledge and experience of candidates on the subjects that fall within the Committee's remit, namely technology and innovation, information systems and cybersecurity.

Functions

Its duties include:

- Assist the Board of Directors in identifying, monitoring and analysing new competitors, new business models and the advances and main trends and initiatives relating to technological innovation, while studying the factors that make certain innovations more likely to succeed and increase their transformation capacity.
- Advise the Board of Directors on the implementation of the strategic plan in aspects relating to digital transformation and technological innovation (the digital strategy) and, in particular, reporting on plans and projects designed by CaixaBank in this field, as well as any new business models, products, customer relationships, etc, that may be developed.
- Foster a climate of debate and reflection to allow the Board of Directors to spot new business opportunities emerging from technological developments, as well as possible threats.
- Support the Board of Directors in analysing the impact of technological innovations on market structure, the provision of financial services and customer habits. Among other aspects, the committee shall analyse the potential disruption of new technologies, the possible regulatory implications of their development, the impact in terms of cybersecurity and matters relating to the protection of privacy and data usage.
- Stimulate discussion and debate on the ethical and social implications deriving from the use of new technologies in the banking and insurance businesses.
- Support the Risk Committee, when required, in monitoring technological risks and matters relating to cybersecurity.

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Senior Management

The CEO, the Management Board, and the main committees of the Bank are responsible for the daily management, implementation and development of the decisions made by the Corporate Governance Bodies.

Management Committee

The Management Board meets on a weekly basis to make decisions related to the Strategic Plan, Annual Operating Plan, and other areas that affect organisational life at CaixaBank. It also approves structural changes, appointments, expense lines and business strategies.

GONZALO GORTÁZAR
CEO
30/06/2011

Education

He holds a degree in Law and Business from Universidad Pontificia de Comillas (ICADE) and an MBA from the INSEAD Business School.

Career

Prior to his appointment as CEO in 2014, he was the Chief Financial Officer at CaixaBank and CEO of Criteria CaixaCorp (2009-2011).

He previously held various positions in the investment banking division of Morgan Stanley, as well as a number roles in corporate and investment banking in Bank of America.

He was also First Vice-Chairman of Repsol, Board Member of Inbursa, Erste Bank, SegurCaixa Adeslas, Abertis, Port Aventura and Saba.

Other positions currently held

Chairman of VidaCaixa and Board Member of Banco BPI.

Areas of direct responsibility

- Corporate Development
- Innovation and Digital Transformation
- Compliance
- Non-performing loans, recovery and foreclosed assets
- Technical Secretariat of the CEO

JUAN ALCARAZ
Chief Business Officer
30/06/2011

Education

He holds a degree in Business Management from Cunef (Complutense University in Madrid) and a master's in Business Administration from IESE Business School.

Career

He joined "la Caixa" in 2007, and he is currently Chief Business Officer, responsible for the following business units: Retail Banking, Global Customer Experience and Specialized Consumer Segments (Imaginbank, Family, Senior, Agrobank and Holabank). He is also responsible for: CaixaBank Digital Business and CaixaBank Business Intelligence. He has served as Managing Director of Banco Sabadell (2003-2007) and Deputy Managing Director of Santander and Central Hispano (1990-2003).

Other positions currently held

Chairman of CaixaBank Payments & Consumer and member of the Board of Directors of SegurCaixa Adeslas. Chairman of the Spanish Association of Directors, member of the Advisory Board of Foment del Treball, member of the Board of Trustees of Fundación Tervalis, member of the University Assessment Board of the Universitat Internacional de Catalunya, member of RICS.

Areas of direct responsibility

- Retail Banking
- Business Banking
- Private Banking
- Premier Banking
- Businesses
- Marketing Strategy
- Voice of the Customer & Quality Insights
- Contact Centers
- Real estate reputational risk
- Digital Business
- Regional management
- Business Control
- Technical Secretariat for Business
- Technical Secretariat of the Chairman's Office in Madrid
- Social Initiatives of the Network

Subsidiaries

- CaixaBank Digital Business
- imaginTech
- CaixaBank Business Intelligence
- CaixaBank Payments&Consumer

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XAVIER COLL
Chief Human Resources and Organisation Officer
30/06/2011

Education

He holds a degree in Medicine from the University of Barcelona, an MBA from the University of Chicago and a master's in Public Health from Johns Hopkins University. "la Caixa" Fullbright scholarship.

Career

In 2008, he joined "la Caixa" as HR Director and member of the Management Committee. He has over 30 years' experience working internationally, in the health sector, multilateral development banking and the financial sector.

He previously worked at the World Bank as the Director of the President's Office and Vice-President of Human resources, and at the European Investment Bank as the Director of Human Resources.

Areas of direct responsibility

- People
- Labour Relations, Culture and Development
- Talent
- Internal Communication
- Organisation and Productivity
- Employment Legal Advisory

JORDI MONDÉJAR
Chief Risks Officer
10/07/2014

Education

He holds a degree in Economics and Business Management from the University of Barcelona. He is a qualified chartered accountant (Registro Oficial de Auditores de Cuentas).

Career

He worked at Arthur Andersen from 1991 to 2000 in the field of accounts auditing for financial and regulated institutions.

He joined "la Caixa" in the year 2000 and he was the Head of Financial Accounting, Control and Capital before being appointed Chief Risks Officer for the Group in 2016.

Other positions currently held

Director of Sareb and Non-Executive Chairman of BuildingCenter.

Areas of direct responsibility

- Corporate Risk Management Function & Planning
- Retail Lending Office & Service Line (Retail Risk)
- Companies Lending Office (Companies Risk)
- Foreclosed Real Estate Assets –
- Non-performing Loans and Restructuring
- Environmental Risk Management
- Permanent Lending Committee

Subsidiaries

- Building Center
- Credifimo

JAVIER PANO
Chief Financial Officer
24/10/2013

Education

He holds a degree in Business Studies and a Master of Business Administration from the ESADE Business School.

Career

He has been CFO of CaixaBank since July 2014. He is Chair of ALCO and responsible for liquidity management and retail funding, having formerly held management positions in the field of capital markets.

Before joining "la Caixa" in 1993, he held senior positions at various companies.

Other positions currently held

Member of the Board of Directors of BPI and Cecabank.

Areas of direct responsibility

- Markets
- ALM, Treasury & Funding
- Balance Sheet Analysis and Monitoring
- Investor relations

Subsidiaries

- CaixaBank Titulización (Securitisation)

MARÍA LUISA MARTÍNEZ

Head of Communication, Institutional Relations, Brand and CSR
27/05/2016

Education

She holds a degree in Modern History from the University of Barcelona and in Information Sciences from the Barcelona Autonomous University. She completed the PADE programme at IESE Business School.

Career

She joined "la Caixa" in 2001 to head up media relations. In 2008, she was appointed Head of Communication with responsibility for corporate communication and institutional management with the media. In 2014, she was appointed Head of Communication, Institutional Relations, Brand and CSR, and since 2016 she has been the Executive Director in charge of these areas.

Other positions currently held

Chair of Autocontrol, Dircom Cataluña and the Communications Committee of the Spanish Chamber of Commerce.

Areas of direct responsibility

- External Communication
- Corporate Responsibility
- Content and Brand Strategy
- Reputational Risk Management
- Sponsorships
- Institutional Agreements and Relations
- Media Relations and Budgetary Control

MATTHIAS BULACH

Head of Financial Accounting, Control and Capital
28/11/2016

Education

He holds a degree in Economic Science from the University of St. Gallen and an MBA from IESE Business School.

Career

He joined "la Caixa" in 2006 as Head of the Economic Analysis Office, working on strategic planning, analysis of the banking and regulatory system and support to the Chairman's Office in restructuring the financial sector. Before his appointment as Executive Director in 2016, he was Corporate Manager of Planning and Capital. He was previously Senior Associate at McKinsey & Company, specialising in the financial sector and international projects.

Other positions currently held

Member of the Supervisory Board at Erste Group Bank AG; Director of CaixaBank Asset Management, CaixaBank Payments & Consumer and BuildingCenter S.A.

Areas of direct responsibility

- Intervention and Accounting
- Corporate Reporting and Investee Control
- Costs and budget management
- Solvency and Results
- Forecasting and Balance Sheet Models
- Internal Financial Control

IÑAKI BADIOLA

Head of Corporate and Institucional Banking and International Banking
22/11/2018

Education

He holds a degree in Business Sciences from the Complutense University in Madrid and a master's in Business Administration from the IE.

Career

With a career spanning over 20 years in the world of finance, he has held a number of roles in various companies across different sectors: technology (EDS); distribution (ALCAMPO); public administration (GISA); transport (IFERCAT); and real estate (Harmonia).

He was Executive Director of CIB and Corporate Director of Structured Finance and Institutional Banking.

Areas of direct responsibility

- Corporate & Institutional Banking (CIB)
- International Network
- International Business Development
- CIB Business Control
- Structured Finance
- Institutional Banking
- Equities and Corporate Finance
- Corporate Banking
- Debt Capital Markets
- Technical Business Unit
- Research

MARISA RETAMOSA
Head of Internal Audit
22/11/2018

Education

She holds a degree in Computer Science from the Polytechnic University of Catalonia. CISA (Certified Information System Auditor) and CISM (Certified Information Security Manager) certification accredited by ISACA.

Career

She has been Corporate Manager of Security and Resources Governance, and previously served as Head of Security and Service Control in IT Services. She also served as Head of Operations Audit.

Joined "la Caixa" in 2000. She previously worked in Arthur Andersen (1995-2000), working in roles relating to system and process audits and risk advisory.

Areas of direct responsibility

- Audit services
- Regional Audit and Business
- Audit Methodology and Reporting
- Financial, Investor and Regulatory Compliance Audit
- Audit of Systems and Process and Digital Banking
- Audit of Markets, Risks and International Banking

JAVIER VALLE
Head of Insurance
22/11/2018

Education

He holds a degree in Business Studies and a master's in Business Administration from the ESADE Business School. Community of European Management School (CEMS) at HEC Paris.

Career

Over the last ten years, he has been General Manager at Bansabadell Vida, Bansabadell Seguros Generales and Bansabadell Pensiones and CEO of Zurich Vida. He was CFO of the Zurich Group Spain and Director of Investments for Spain and Latin America.

Other positions currently held

He is CEO of VidaCaixa and Deputy Chair and member of the Executive Committee and Board of Directors of Unespa, as well as Director of the Consortium of Insurance Compensation and the ICEA.

Areas of direct responsibility

- Insurance Group

Subsidiaries

- VidaCaixa

LUIS JAVIER BLAS
Head of Resources
1/02/2020

Education

He holds a degree in Law from Universidad de Alcalá. AMP (Advanced Management Program) by ESE Business School (Universidad de los Andes-Chile), as well as other corporate management development programs by IESE and INSEAD.

Career

Until his appointment to the CaixaBank Management Committee, he was Head of Engineering & Data in Spain and Portugal and a member of the BBVA Management Committee in Spain (2015-2019). Previously, he had held several positions, mainly in BBVA Group's media department, both in Chile (2010-2015) and in Spain (2000-2010). Previously, he worked at Banco Central Hispano, Grupo Accenture and Abbey National Spain.

Other positions currently held

To date, he had been a member of the board of several companies representing BBVA, both in companies of the BBVA Group and in other affiliates (Redsys, Redbanc and Previred).

Areas of direct responsibility

- IT Services
- Banking Services
- Information Security and Governance
- Process Efficiency and Digitalisation
- Safety
- General Services Management

Subsidiaries

- Silk
- CaixaBank Facilities Management
- CaixaBank Operational Services

N.B. Until 1 February 2020, Mr Jorge Fontanals was Executive Director of Resources.
Mr Fontanals plans to take early retirements but will continue to be linked to the Bank to ensure the smooth transfer of his functions.

ÓSCAR CALDERÓN

General Secretary and Secretary to the Board of Directors
29/5/2014

Education

He holds a degree in Law from the University of Barcelona and he is a State Lawyer.

Career

He served as State Lawyer in Catalonia (1999-2003).

He has worked with "la Caixa" Group since 2004, as Lawyer to the General Secretary's Office of "la Caixa", Deputy Secretary to the Board of Directors of Inmobiliaria Colonial (2005-2006), Secretary to the Board of Banco de Valencia (2013) and Deputy Secretary to the Board of Directors of "la Caixa" until June 2014. He was also a Trustee and Deputy Secretary of "la Caixa" Foundation until its dissolution in 2014, as well as Secretary to the Board of Trustees of "la Caixa" Banking Foundation until 2017.

Other positions currently held

Trustee and Secretary to the Board of Trustees of Fundación del Museo de Arte Contemporáneo de Barcelona (MACBA). He is also Secretary of Fundación de Economía Aplicada (FEDEA).

Areas of direct responsibility

- General Secretariat
- Legal Advice
- Governing Bodies Secretariat
- Investor and Corporate Governance Secretariat
- Corporate M&A

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Main Committees

The following is a description of the main committees in which CaixaBank's senior management is represented:

ALCO COMMITTEE (assets and liabilities)

The ALCO Committee is responsible for the management, monitoring and control of structural liquidity, interest rate and exchange rate risks relating to CaixaBank's balance sheet.

It is also responsible for optimising the financial structure of the CaixaBank Group's balance sheet and making it more profitable, including the net interest margin and the windfall profits in the Profit from Financing Operations; determining transfer rates with the various lines of business (IGC/MIS); monitoring prices, terms and volumes of the activities that generate assets and liabilities; and managing wholesale financing.

All of this falls under the policies of the risk appetite framework and the risk limits approved by the Board of Directors.

As a result, it will take the appropriate decisions and may make recommendations to the various operating areas.

Frequency **Monthly**

Sub-Committee of **Management Committee**

REGULATION COMMITTEE

The Regulation Committee is the body responsible for defining the Group's position on issues related to financial regulation. Its functions include spearheading the activity to represent the Bank's interests, as well as the systematisation of regulatory activities, regularly assessing the initiatives carried out in this field. In addition, this Committee approves and reviews the Interest Representation Map in order to coordinate the participation of the Bank's executives in associations and forums at the national and international level.

Frequency **Monthly**

Sub-Committee of **Management Committee**

INFORMATION AND DATA QUALITY COMMITTEE

Oversee the coherence, consistency and quality of the information reported to the regulator and to the Group's management, providing a comprehensive view at all times.

Frequency **Monthly**

Sub-Committee of **Management Committee**

RECOVERY AND RESOLUTION PLAN COMMITTEE

Preparing, approving, reviewing and updating plans to minimise the impact of future financial crises on contributors.

Frequency **Yearly**

Sub-Committee of **Management Committee**

GLOBAL RISK COMMITTEE

Responsible for the overall management, control and monitoring of risks affecting the Group's Corporate Risk Taxonomy, together with their implications for solvency management and capital consumption.

The Committee therefore analyses the Group's global risk position and establishes policies to optimise their management, monitoring and control within the framework of its strategic objectives.

The GRC is responsible for adapting risk strategy to the RAF set out by the Board of Directors, coordinating measures to mitigate any breaches and reactions to early warnings of the RAF, as well as keeping CaixaBank's Board of Directors informed (through its Risk Committee) of the main actions being carried out by the CaixaBank Group and the status of its risks.

The GRC is not responsible for the approval or rejection of new operations, renewals, renegotiations, refinancing or restructuring, reserved for the Permanent Committee, by express delegation of the Board of Directors.

Frequency **Monthly**

Sub-Committee of **Risks Committee**

CORPORATE RESPONSIBILITY AND REPUTATION COMMITTEE

CRRC is responsible for overseeing the corporate responsibility strategy and practices and proposing and presenting (for their approval by the corresponding governing bodies) general policies for managing corporate responsibility and reputation.

Its mission is to help CaixaBank gain recognition for its excellent reputation, strengthening the Bank's position through its socially responsible banking model.

Another of the CRRC's objectives is to monitor CaixaBank's strategy in terms of reputational risk as established by the Board of Directors in the Risk Appetite Framework (RAF). .

Frequency **Monthly**

Sub-Committee of **Management Committee**

Additionally, the CaixaBank Group Corporate Responsibility and Reputation Committee is responsible for coordinating responsible policies and positions and monitoring corporate responsibility strategies and practices within the Group. It meets quarterly.

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CORPORATE CRIMINAL MANAGEMENT COMMITTEE

Manage any observations or reports made through any channel regarding the prevention of and response to criminal conduct. The Committee's main functions are: Prevention, Detection, Response, Report and Monitoring of the Model.

Frequency **Monthly**

Sub-Committee of **Board of Directors**

PERMANENT LENDING COMMITTEE

The committee responsible for approving loan, credit and guarantee operations, as well as investment operations that are specific to the Bank's corporate objective. Its approval level is defined in the Bank's internal regulations. In September 2018, it was assigned new functions: "To officially approve loan, credit and guarantee operations, as well as investments operations in general that are specific to the Bank's corporate objectives, up to a limit of 200 million euros per operation. Exceptionally, for reasons of urgency, as determined by the committee itself, it may approve in collaboration with a Managing Director and for internal purposes, operations for greater amounts, up to a maximum limit, reporting on the operations approved by this means to the Executive Committee of the Board of Directors at the next meeting held by the Committee."

Frequency **Weekly**

Sub-Committee of **Executive Committee**

TRANSPARENCY COMMITTEE

This committee determines all transparency-related aspects of the design and marketing of financial instruments, banking products and investment and savings insurance plans.

It is tasked with ensuring the transparent marketing of the Bank's products by defining and approving policies covering marketing, the prevention of conflicts of interest, the safeguarding of customer assets and enhanced execution of transactions. It also validates the classification of new financial instruments, banking products and savings and investment plans on the basis of their risk and complexity, in accordance with the provisions of MiFID and banking and insurance transparency regulations.

Frequency **Monthly**

Sub-Committee of **Management Committee**

DIVERSITY COMMITTEE

Its mission is to create, promote, monitor, and recommend actions to the corresponding bodies to increase diversity, focusing on the representation of women in management, talent loss mitigation, and other areas of diversity that are a priority for the Bank. This includes functional, generational and cultural diversity.

Frequency **Quarterly**

Sub-Committee of **Management Committee**

ENVIRONMENTAL RISK COMMITTEE

This committee is responsible for analysing and, where appropriate, approving the proposals made by the various functional areas with regard to the strategic positioning of the Bank in relation to Environmental Risk Management, in addition to identifying, managing and controlling the risks associated with this area on the front line.

Frequency **Quarterly**

Sub-Committee of **Management Committee**

PRIVACY COMMITTEE

It reports directly to the Management Committee and it acts as the senior and decision-making body for all aspects relating to privacy and personal data protection within the CaixaBank Group.

Frequency **Bimonthly**

Sub-Committee of **Management Committee**

EFFICIENCY COMMITTEE

The mission of this committee is to improve the organisation efficiency. It is responsible for proposing and agreeing with the Divisions and Subsidiaries the proposed annual cost and investment budgets to be presented to the Management Committee for approval.

Frequency **Monthly**

Sub-Committee of **Management Committee**

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Remuneration

CaixaBank establishes the Remuneration Policy for its Directors on the basis of general remuneration policies, committed to a market position that allows it to attract and retain the talent needed, and encourage behaviour that ensures long-term value generation and the sustainability of results over time.

Market practices are periodically analysed with salary surveys and specific ad hoc studies carried out by top-level specialists. Similar companies in the IBEX 35 and the financial sector provide a comparable sample of the market sector in which CaixaBank operates and that of IBEX 35 companies. External experts are also consulted on certain issues.

In 2019, the remuneration policy for directors, which was submitted by the Board to the General Shareholders' Meeting for a binding vote on 5 April 2019 was approved with 97.19% of votes in favour. With this result and that of the advisory vote of the Annual Report on the Remuneration of Directors, it is understood that shareholders widely support the Bank's Remuneration Policy.

The nature of the remuneration received by the members of the Board of Directors of the Bank is described below:

DIRECTORS

The system provided for in the Articles of Association establishes that the remuneration of CaixaBank directorships should consist of a fixed annual amount to be determined by the General Meeting, which remains in force until the General Meeting agrees to modify it. In this regard, the remuneration of the members of the Board, in their capacity as such, consists solely of fixed components.

Non-executive Directors (those that do not have executive functions) have a purely organic relationship with CaixaBank and, consequently, they do not hold contracts with the Bank to perform their duties, nor are they entitled to any form of payment should they be dismissed from their position as Director.

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EXECUTIVE POSITION (only applicable to the CEO)

In relation to members of the Board with executive duties, the Articles of Association recognise remuneration for their executive functions, in addition to the directorship itself.

Therefore, the remuneration components of these functions are structured in due consideration of the economic context and results, and include the following:

- Fixed remuneration according to the employee's level of responsibility and professional career, constituting a significant part of the total compensation.
- Variable remuneration in the form of an annual bonus linked to the achievement of pre-established targets and prudent risk management.
- Social prevision and other social benefits.
- A long-term share-based incentives plan linked to the strategic plan.

In the case of Directors with executive functions, strictly referring to the Bank's CEO, the nature of the components received is described below:

Fixed component

The fixed remuneration, and any modifications thereto, of the Executive Director is largely based on his/her level of responsibility and professional career, combined with a market approach taking account of specific salary polls and ad hoc surveys undertaken by specialist companies, based on a peer group sample of comparable European banks.

Short-term variable component

The Executive Director is entitled to variable remuneration in the form on a bonus determined on the basis of a target remuneration with a degree of fulfilment that is adjusted according to risk and performance measurement:

- 50% based on corporate targets with a degree of fulfilment [80%-120%] and which is determined based on the following concepts in line with the strategic targets:

SHORT-TERM VARIABLE COMPONENT

Item Objectifiable	Weighting	Strategic Line
ROTE (Return on Tangible Equity)	10%	Generating an attractive return for shareholders while remaining financially sound
Core cost-to-income ratio	10%	Generating an attractive return for shareholders while remaining financially sound
Variation in problematic assets	10%	Generating an attractive return for shareholders while remaining financially sound
RAF (Risk Appetite Framework)	10%	Generating an attractive return for shareholders while remaining financially sound
Quality	5%	Offering the best customer experience
Conduct and compliance	5%	Setting the benchmark for responsible management and social commitment

- 50% based on individual targets, with a degree of fulfilment [60%-120%], is distributed globally among challenges linked to strategic objectives. The final valuation may fluctuate + /-25% to reflect the qualitative assessment and the exceptional challenges that may arise throughout the year.

In line with the objective to have a reasonable, prudent balance between fixed and variable remuneration components, the amounts of fixed remuneration paid to Executive Directors are sufficient and the percentage of variable remuneration in the form of a bonus in addition to annual fixed remuneration is low, not exceeding 40%.

Long-term variable component

On 5 April 2019, the General Meeting approved the implementation of an Annual Conditional Incentives Plan linked to the 2019-2021 Strategic Plan for a group of 90 recipients including the CEO, members of Senior Management and other key executives of the Group.

LONG-TERM VARIABLE COMPONENT

Target Item	Strategic Line
Core cost-to-income ratio	Generating an attractive return for shareholders while remaining financially sound
ROTE (Return on Tangible Equity)	Generating an attractive return for shareholders while remaining financially sound
CX (Customer Experience Index)	Offering the best customer experience
RAF (Risk Appetite Framework)	Generating an attractive return for shareholders while remaining financially sound
TSR (Total Shareholder Return)	Generating an attractive return for shareholders while remaining financially sound
GRI (Global Reputation Index)	Setting the benchmark for responsible management and social commitment

This programme allows a number of CaixaBank shares to be received after a certain period of time, provided the strategic targets are met and subject, among other things, to the evolution and positioning of certain strategic parameters.

Contributions to long-term savings schemes

Furthermore, as a fixed remuneration component, contracts of Executive Directors contain pre-established contributions to pension and savings plans.

15% of the contributions paid to complementary pension schemes will be considered a target amount (the remaining 85% is considered a fixed component). This amount is determined in accordance with the same principles established for variable remuneration in the form of a bonus, with eligibility to be determined solely on the basis of individual assessment parameters, and it is contributed to a Discretionary Pension Benefits Policy.

The remuneration of the Group's Senior Management, particularly that of a variable nature in relation to the corporate strategic challenges, is based on the remuneration of the CEO. The Annual Report on the Remuneration of Directors and note 9 to CaixaBank's 2019 consolidated financial statements provide further details on remuneration paid to the Executive Director and Senior Management.

Context and outlook for 2020

Economic context

Evolution of **economic overview and markets**

Decrease in the rate of economic growth: estimated growth rate of 2.9%, below the 2018 figure, due to the maturity of the global economic cycle, industrial shock and geopolitical factors.

- **China continues its gradual slowdown:** reported growth for 2019 is 6.1%, below the 6.6% of the previous year.

- **The trade dispute between the United States and China intensifies up until the summer and it starts to get back on track at the end of 2019:** trade flows and global activity are now feeling the effects of the trade tensions and, even if a deal is reached, it is unlikely to be sufficient to eliminate uncertainty in this context.

- **The US economy continues to perform well:** estimated growth rate of 2.3% for 2019, a solid pace given the trade tensions and the loss of momentum from the fiscal stimulus of 2017-18.

- **Greater trade tensions between the US and the European Union:** a ruling by the World Trade Organization in favour of the US concerning subsidies to Airbus from the EU results in tariffs imposed by the US on EU products. The extension of these tariffs to new products is not ruled out.

- **Weaker growth in the euro zone:** the slowing trend began in 2018 became more pronounced in 2019 (estimated growth of 1.1%), mainly due to a downturn in foreign dynamism and the difficulties faced in the manufacturing sector (particularly intense in the automobile industry).

2019 GLOBAL GDP GROWTH (EST.):

+2.9%

WEAK MANUFACTURING AND GEOPOLITICAL VOLATILITY

- **Political uncertainty in Europe:** in 2019, concern about a possible disorderly Brexit has been a source of uncertainty. Following the exit agreement reached with the EU, which eliminated this possibility, there is now concern about the complexity of reaching a satisfactory agreement that regulates the new relationship between the UK and the EU.

- **Volatility persists in financial markets:** the slowdown in global growth combined with the escalation in trade tensions between the US and China are key factors in 2019. The alleviation of trade tensions allows for a reduction in volatility and supports the evolution of stock markets and sovereign interest rates towards the end of the year.

- **The Federal Reserve goes back to monetary normalisation:** against a backdrop of limited inflationary pressures and the prospect of an economic slowdown, the Fed has lowered rates three times and, in order to tackle possible liquidity problems in the market, it is starting a new round of asset purchases.

- **The ECB confirms a new monetary stimulus package in response to the economic slowdown:** interest rate cut (10 bp), new asset purchases, lower interest rates for TLROs (long-term refinancing operations that provide financing to credit institutions) and the package is expected to remain in place until inflation reaches its target.

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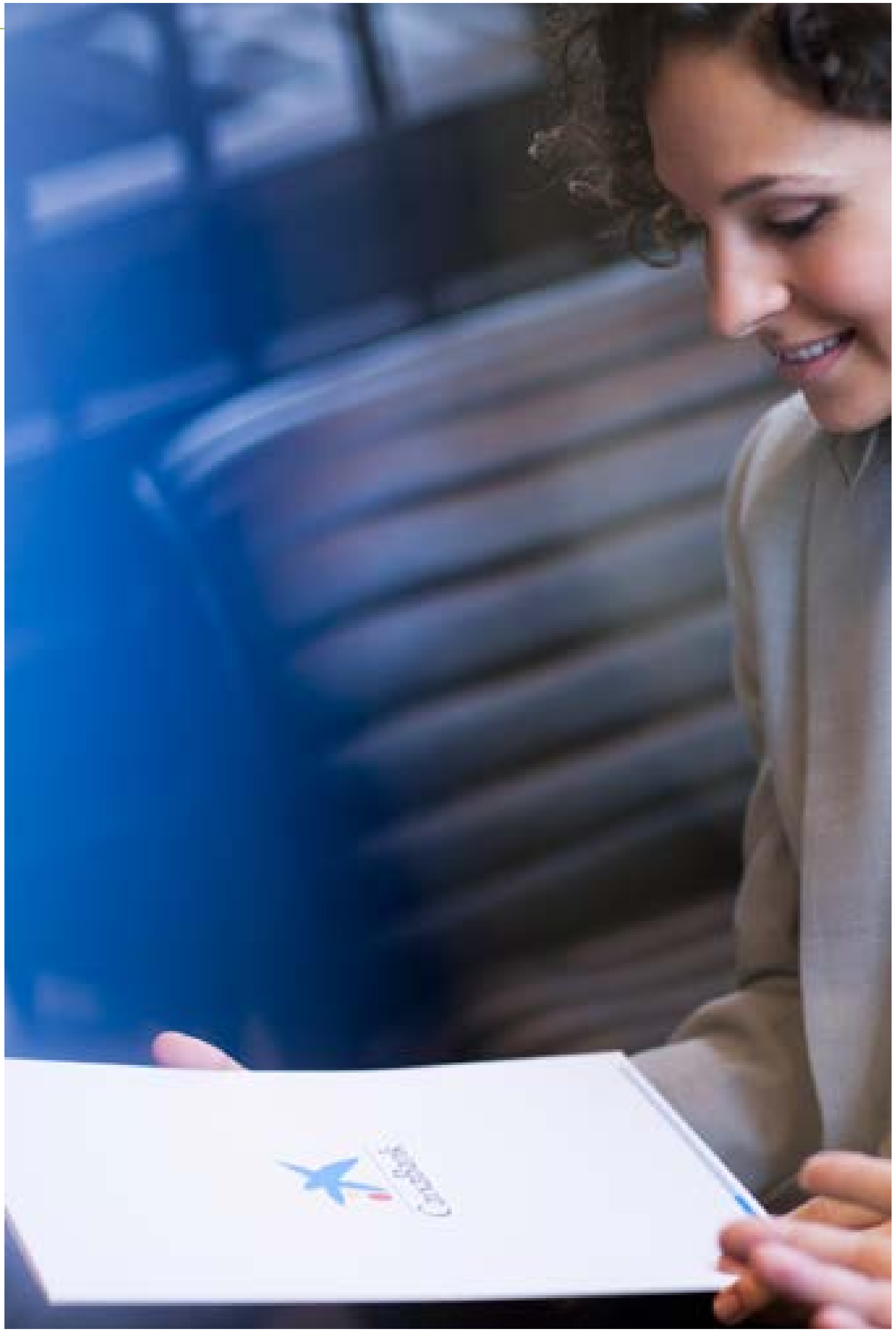
2020 global **outlook**

- **Slight rally in global growth mainly thanks to emerging markets:** estimated growth rate of 3.2%, although this is still below the historical average (3.8%).
- **US growth rate will slow:** the late stage of the economic cycle and the uncertainties associated with the trade tensions will hang over economic activity. Nevertheless, extreme scenarios, like a recession, are unlikely.
- **Euro zone growth will remain very contained:** the structural changes taking place in the automobile sector, the global risks to trade and uncertainties surrounding Brexit will continue to be apparent.
- **Very dovish monetary policy in the euro zone:** no major changes to economic policy are expected in 2020 which will remain lax to support economic activity.



Evolution of **Spain**

2019 GDP GROWTH
+2.0 %

GRADUAL SLOWDOWN IN GROWTH

- **The economy is approaching more moderate levels of growth:** as the economy moves into a more mature phase of the cycle and the foreign sector is suffering from the deterioration of the global context, the pace of growth is slowing, although it remains substantial.
- **Spain continues to make positive progress:** in spite of the slowdown, growth remains above the majority of developed economies.
- **Consumers are more cautious:** the softening of the economic outlook and the slowdown in employment growth translates into an increase in savings and a reduction in consumer growth.
- **Contrast between the services and manufacturing sectors:** the manufacturing sector is suffering from the deterioration of global trade flows and difficulties in the automotive sector, while the services sector is holding a better position.
- **The real estate market stabilises:** after years of growth, both house prices and supply and demand are showing signs of stabilising.
- **New lending is slowing:** this trend was mainly due to the sharp slowdown in new mortgage lending operations, temporarily affected by the entry into force of the new mortgage law in the middle of last year. In this respect, the data relating to the last months of the year already show some recovery in the mortgage market.
- **The economy remains sound:** after six straight years of notable growth, the economy has not yet accumulated any macroeconomic imbalances. Private sector debt remains contained, the current account is in surplus and the competitive gains of recent years are maintained.
- **The political situation, a factor to keep an eye on:** after a year dominated by elections in 2019, the new coalition government is a stablising factor.

2020 **outlook** for Spain

- **Shift towards more sustainable growth rates:** for 2020 the estimated growth rate is 1.5 %, a slower pace than in previous years, but more in line with the economy's growth potential.
- **Internal demand, a pillar of growth:** the positive dynamic in the labour market and the expected notable growth in income, boosted by the wage increase, will lead to a slight rally in consumption and support investment development.

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Evolution of **Portugal**

- **Positive rate of growth:** despite the slowdown, due to a certain decrease in investments and exports, the economy maintains a satisfactory rate of progress.
- **Employment growth, a key factor behind the good climate of confidence:** the labour market, which is already close to full employment, is a key factor behind the positive development of domestic demand.
- **Improved macroeconomic imbalances reflected in the country risk premium:** the positive evolution of the public deficit and good economic data have led to a lower country risk premium.
- **A new status quo government is formed:** the public accounts are expected to continue improving.

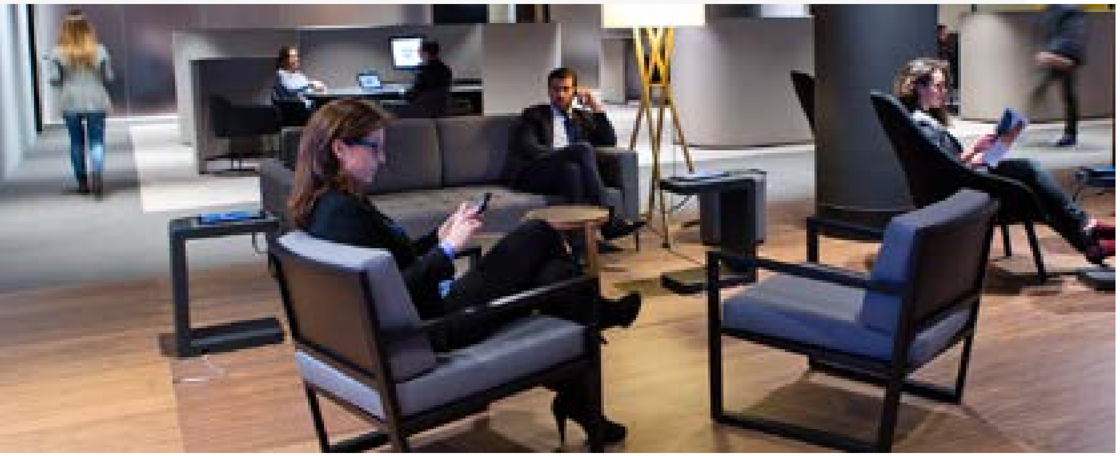
2019 GDP GROWTH (EST.):

+1.9 %

MODERATE SLOWDOWN
RHYTHM OF ACTIVITY

2020 **outlook** for Portugal

- **Slight slowdown in growth:** economic activity is expected to grow at a slightly weaker rate of 1.7%, due to the lower rate of growth in domestic demand. The main sources of risk will be external, including the swing towards protectionism in the US and the slower growth of its main trading partners.



CAIXABANK IN THIS ENVIRONMENT

In the context of risks and opportunities arising from the macro-economic environment, the Group maintains robust levels of capital and liquidity, proven by compliance with internal and external stress tests and reported on in the capital and liquidity self-assessment processes (ICAAP and ILAAP, respectively).[1]

The Group also manages the effect of a persistently low interest rate environment through a strategy of diversifying income sources towards products that are less sensitive to interest rates, the development and improvement of the range of products and services more suited to this environment, and the continued improvement of the Group's efficiency and productivity.

[1] ICAAP, Internal capital adequacy assessment process. ILAAP, Internal liquidity adequacy assessment process.

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Regulatory **context**

CaixaBank is actively involved in the debate related to the development of regulatory and supervisory standards in the financial sector. In doing so, the Bank seeks to contribute to the establishment of a robust and coordinated legislative, regulatory and supervisory framework, which helps to preserve financial stability and benefit economic growth and well-being of consumers, customers, shareholders and employees.

Involvement in regulatory debate means ongoing dialogue with the relevant authorities and institutions, sharing views on consultations and regulatory proposals by means of position papers and impact analysis documents, either at the request of these public authorities or on CaixaBank's own initiative. CaixaBank generally shares its opinions in collaboration with different associations that represent the sector, in order to try to reach a consensus within the industry. To this end, CaixaBank is a member of a broad range of associations. In the field of banking, most of its activity is channelled through the Spanish Confederation of Savings Banks (CECA) at the national level, the European Savings and Retail Banking Group (ESBG) at a European level and the Institute of International Finance (IIF) at an international level. Additionally, Banco BPI is a member of the *Associaçâo Potuguesa de Bancos* (APB), which in turn is a member of the *European Banking Federation* (EBF). In the field of insurance, VidaCaixa's participation at a national level in the Spanish Union of Insurance and Reinsurance Companies (UNESPA), through which it is represented in the European Insurance and Reinsurance Federation (Insurance Europe), and in the European Insurance CFO Forum (CFO Forum) at the European level.

At the regulatory level, there are increased efforts to minimise errors in the provision of advice on legal matters or regulatory interpretation, to reduce the lawsuit management shortcomings and to improve the management of the requirements from regulators/supervisors and of the penalty proceedings that may be brought. Greater concern is also placed on personal data privacy and protection and in compliance with regulations and standards related to the activities carried out by employees or agents that may harm the interests and rights of customers.

>> MAIN INITIATIVES MONITORED BY CAIXABANK DURING THE YEAR THAT HAVE AN IMPACT ON THE GROUP

SUSTAINABLE FINANCE

- Sustainability-related disclosures in the financial services sector
- EBA action plan on sustainable finance
- Regulation proposal for the establishment of a framework to facilitate sustainable investment
- Regulation on EU climate transition benchmarks, EU Paris-aligned benchmarks and sustainability-related disclosures for benchmarks

TAXATION

- Draft bill on Tax on Financial Transactions
- Tax on Specific Digital Services
- Measures to Prevent and Combat Tax Fraud
- Amendment to the General Tax Law to incorporate the DAC6 directive into Spanish law

INNOVATION AND DIGITALISATION

- EBA Guidelines on Cloud outsourcing
- EBA Guide on managing ICT and security risks
- Initiatives on crowdfunding service providers
- FinTech action plan
- Royal Decree-Law on payment services and other urgent financial measures (PSD 2)
- Spanish regulatory sandbox

FINANCIAL STABILITY AND STRENGTHENING OF THE FINANCIAL SECTOR

- European Covered Bonds
- Banking Recovery and Resolution Directive (BRRD 2)
- Capital Requirements Directive and Regulations (CRD 5/CRR 2)
- Directive on the prevention of money laundering and terrorism financing (AMLD 4)
- EBA Guide on loan origination.
- International Financial Reporting Standard
- Benchmarking Regulations
- Regulations on the minimum loss coverage for non-performing exposures.

CONSUMER PROTECTION AND TRANSPARENCY

- Markets in Financial Instruments Directive (MiFID2/MiFIR)
- Consumer Credit Directive (CCD)
- Organic Law on the Protection of Personal Data and guarantee of digital rights (LOPD)
- Regulatory law on real estate loan contracts (LCI)
- International Financial Reporting Standard
- Amendment to the Order on transparency and protection of customers of banking services.
- Royal Decree-Law on payment accounts, payment account switching and comparability of fees (PAD)

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Technological, social and competitive context

>> The **digital innovation** offers new opportunities to be a faster and more efficient organisation and to transform customer relations.

In turn, the technological revolution is significantly altering the competitive framework in which financial institutions operate. As such, digitalisation is leading to the appearance of new competitors such as *Fintechs* and digital platforms called *Bigtech*, with disruptive potential in terms of competition and services. Specifically, these new competitors tend to be more agile and flexible, have a light cost structure, and are able to take advantage of different technologies to offer the customer a comfortable and simple user experience at a lower cost. Likewise, for now, most of these new entrants have a highly specialised approach to specific financial services. This differs from the traditional model, characterised by the joint provision of financial services, and can lead to a fragmentation of the value chain, with impact on margins and cross-selling.

However, the Company believes the new entrants also represent an opportunity as a source of collaboration, learning and stimulus for the fulfilment of the digitalisation and business transformation objectives established in the Strategic Plan. CaixaBank regularly monitors the main new entrants and the movements of BigTech towards the banking industry. In addition, CaixaBank has Imagin as a top-level value proposal that it will continue to develop. With respect to the competition from Bigtech, CaixaBank is committed to improving the customer experience and modernising the relationship model with the added value of the responsible use of data.

>> **Demand for long-term savings products will continue growing** in the context of greater demands for household financial planning and the low rate environment. Since 2014, long-term savings products, which include pension plans, investment funds and savings insurance, have grown by around 45%. This is explained by the low interest rate environment that has led to the search for more attractive returns in a context where the return on deposits is zero. This growth has been reinforced by the banks' strategy of increasing fee income with the management and marketing of these products. In the coming years, the demand for these savings products will continue due to the growing need for financial planning, whether to obtain attractive returns on low-risk products or savings products that complement public pensions.

>> The **volume of cybercrime events and their severity has increased,** making this a higher regulatory priority on the supervisors' agenda.

CaixaBank is aware of the importance and existing threat level, and constantly monitors the technological environment and applications in terms of information integrity and confidentiality, system availability and business continuity, through planned reviews and continuous audit (with monitoring of defined risk indicators). CaixaBank also carries out the relevant analyses to adapt the security protocols to new challenges and has defined a new strategic information security plan to remain at the forefront of information protection, in accordance with the best market standards.

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The **Society is increasingly demanding socially responsible banks** that concern themselves with the social and environmental well-being of the territories in which they have a presence. Thus, it is expected that the areas of financial inclusion and education, of compliance culture and environmental risk management will become more relevant in the financial sector.

In this regard, measures related to the management of ESG risks have been given a greater focus throughout this year. One notable example is the far-reaching actions set out in the European Commission's Green New Deal, which will be translated into specific legislative initiatives. From the point of view of the business in the environmental area, these initiatives could materialise in elements such as potential exposure to sectors with intensive carbon emissions or high exposure to risks associated with the energy transition.

In anticipation, the principles and values that form the foundation of CaixaBank are closely aligned with ESG principles, although the increasing level of demand for sustainability in the sector leads to greater potential reputational impact.

Against this backdrop, CaixaBank actively monitors the developments and initiatives in the aforementioned fields, participating, for example, in the debate within the sector on the European directives in the Spanish legal system. CaixaBank is also a signatory and is committed to multiple initiatives and working groups to address, among other aspects, the improvement of management and reporting in these areas.

Similarly, within the framework of a rigorous, responsible and transparent decision-making process, the Group takes into account the ESG implications deriving from its admission and investment policy. In this sense it strives to optimise the risk/return ratio and avoid, minimise, mitigate or remedy, insofar as possible, those factors that could entail risk for the environment or community.

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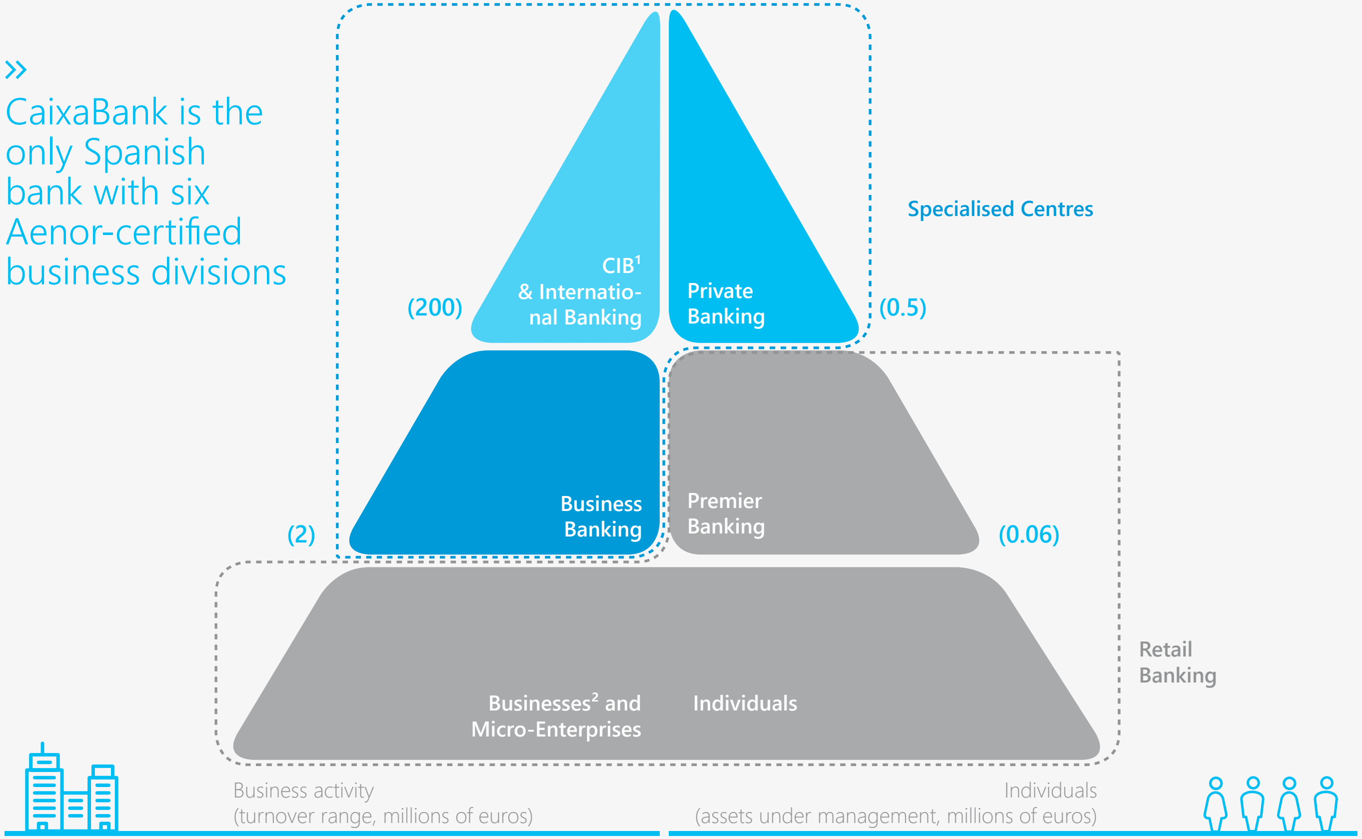
Business model

A business model that covers all financial and insurance needs.

CaixaBank has a universal banking model, offering a wide range of products and services adapted to the customers' needs through a business platform that combines physical branches and the digital world.

Segmentation, key to better meeting our customers' needs

» CaixaBank is the only Spanish bank with six Aenor-certified business divisions



[1] *Corporate & Institutional Banking*
[2] *Includes the self-employed, professionals, farmers and shops*

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CaixaBank

Personal, business and microenterprise banking

The value proposal of Retail Banking is based on an innovative and unique omnichannel service offer aimed at individuals, businesses and entrepreneurs; all this while constantly striving to improve the customer experience.

The BusinessBank proposal is aimed at small businesses, entrepreneurs, self-employed workers and shops. It includes all the day-to-day solutions related to security, protection, internationalization and financing that they need, always with support form expert managers.

Main indicators

» **8 million** relational customers[1]

» **85.5** (scale 0-100) retail banking experience index

» **27.1%** market share of direct payroll deposits (+30 bp en 2019)

» **4.8 million** omnichannel customers[1] (branch, ATMs and digital)

» **33.4%** penetration of self-employed workers (+13 bp en 2019)

» **24.1%** market share of businesses[2] (+50 bp en 2019)

[1] Includes all segments.
[2] For business turnover < EUR 1 million

Milestones in 2019

Development of value proposals through four life experiences, **helping the customer,**

- **to think about the day to day**, with the best omnichannel offer.
- to **enjoy life**, making financing easier to help their dreams and projects become a reality.
- to **sleep soundly**, with the most comprehensive protection solution on the market.
- to **think about the future**, with solutions to make systematic savings easier.

Launch of a new branch concept, **All in One**, one of the largest flagship bank branches in Europe. Presenting a modern, transparent and personal bank with a fresh and innovative feel.

We continued with **the store branches model** reaching 458 offices by 2019, with the goal of reaching more than 600 by 2020.

BusinessBank
Actitud emprendedora

Opening of **28 specialised BusinessBank centres,** in addition to the 14 already in place in 2018, with the strategic goal of reaching 70 in 2020.

Making the best **deals with partners like Samsung, Arval, Securitas Direct,** etc. In 2019, we reached **15,000** renting cars for individual customers, **160,000** mobiles, **130,000** televisions, more than **50,000** security systems and **40,000** Protección Senior systems.

Improvement of the omnichannel experience with:

- the whole mortgage process through Casa Fácil
- new 100% digital customer registration process via mobile
- new facial recognition method at ATMs

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New products / services launched in 2019

MYBOX LAUNCH

a new proposal with protection solutions. MyBox products are designed for customers' piece of mind, with exclusive coverage and unique advantages.

+320,000 MyBox premiums

NEW *NÓMINA 15* SERVICE

through which 50% of a customer's salary is paid in to their account on the 15th of each month. This service is for civil service customers, an increasingly significant segment for whom we are striving to be the leading bank.

SOCIAL COMMERCE

an application that makes it possible to provide payment and product marketing solutions through social networks to businesses that do not have a website or virtual store and only operate on a face-to-face basis.

NEW PRE-APPROVAL MODELS

allowing our customers to access instant financing with personalised conditions.

+2 million customers with consumer loans

+4 million customers with pre-approved loans

PoS TABLET LITE

a solution for small businesses with basic point of sale management needs that wish to digitalise their business (type of PoS).

Strategic challenges

Continue improving the customers' experience

Consolidate the customer omnichannel relationship

Enhance customer relations

Complete and competitive protection solutions | Flat monthly rate | Fixed fee for 3 years | Exclusive coverage

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CaixaBank Banca Premier

Premier Banking

The value proposal of Banking Premier is founded on three key pillars: a unique advisory model, certified professionals, and exclusive solutions for customers. This has enabled CaixaBank to reaffirm its leadership in the field of financial advice.

Main indicators

» **87.5** (scale 0-100)
premier banking experience index

» **67 %**
adviced customers

» **2,596**
specialised managers

» **€134,651 million**
in assets and securities under managed funds and securities

New products / services launched in 2019

Throughout 2019, we consolidated our offer by launching a new **range of discretionary management products: Master Portfolios** made up of direct investment funds which bring together the management, analysis and monitoring capabilities of CaixaBank Asset Management with the knowledge and expertise of the best international fund managers.

Milestones in 2019

- **New Premier Store branches:** exclusive branches for Premier Banking customers. These are spaces for offering advice tailored to out customers' needs. They employ highly qualified teams of professionals who are commercially proactive and specialised in advisory services.
- **Premier at inTouch centres:** Pilot schemes for remote advisory services for Premier Banking customers in all regional departments. Mainly aimed at customers with a digital profile or customers who already received InTouch management and have moved onto the Premier Business.

CaixaBank Banca Privada

Private Banking

Private Banking has specialised teams and more than 600 certified professionals with an average of over 15 years of experience working with the branch network to offer the best service.

Private Banking has 53 exclusive centres to guarantee that customers always receive a personal service. Different service models are offered to customer, from traditional financial advice to independent advice and broker services. In addition, the Social Value Project provides solutions in the fields of Philanthropy and Socially Responsible Investment (SRI).

Main indicators

» **87.6** (scale 0-100)
private banking experience index

» **94** %
adviced customers

» **€73,385** million
managed funds and securities

» **100** %
of managers with the CNMV financial advisory accreditation

Milestones in 2019

Consolidation of the customer base and growth of the Private Banking business. Driving **advisory as a means of growth**, thanks to the strengthening of our TIME objective advisory model.

+€9,103 million in managed funds and securities compared with 2018 (+14.2 %)

Consolidation of **CaixaBank Wealth**: the first independent advisory unit integrated into a banking organisation in Spain.

€4,780 million wealth balance

Ocean, the first online third-party fund platform with personalised information and conditions for each customer according to their profile. In the Ocean platform, customers can view the details of their service based on their profiles (rates, fund offers, custody services). Access to nearly 2,000 funds with more than 140 managers.

Driving the **discretionary management model** with the launch of a new range of **Master portfolios,** made up of direct investment funds which bring together the management, analysis and monitoring capabilities of CaixaBank Asset Management with the knowledge and expertise of international fund managers. It is a more efficient, flexible and transparent service.

€12,077 million in discretionary portfolio management

Market leaders in discretionary management in Spain

Specialisation: specific value proposals and a team dedicated to groups that, by their nature, share the same asset management needs and objectives (non-profit organisations, religious institutions and professional athletes).

We have the **broadest offer of alternative investments** on the Spanish market in terms of both balances and options. Throughout 2019, the Buy Out, Venture Capital, Debt, Infrastructures, Renewables, Circular Economy and Real Estate funds were distributed.

Socially responsible investment and Philanthropy

DONATIONS

+€1 million raised for various social causes by Private Banking customers throughout the year.

SRI FUNDS

501% increase in average balance of our Private Banking customers in this type of products.

SECOND EDITION OF THE PRIVATE BANKING CHARITY AWARDS

recognising our customers' contributions in the field of philanthropy in two categories: Best Track Record and Best Project. There were 68 nominations for the awards, which were presented in Madrid with great success and with significant media coverage for our customers.

TRAINING AND OUTREACH

12 sessions were held with customers.

2ND ANNUAL SOCIAL VALUE PROJECT REPORT

a document intended to take stock of the development of our service that also strives to contribute to the development of philanthropy and Socially Responsible Investment of our country.

CHARITY DINNER "A SPECTACULAR EVENING"

raised over €65,000 in contributions to the dinner and was attended by over 250 customers.

Strategic challenges

Continue increasing the number of advisory customers.

Consolidation of the new business models and independent advisory.

Broaden the offer and marketing of SRI products.

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CaixaBank Empresas

Business Banking

CaixaBank Empresas has consolidated its position as the favourite bank of Spanish companies. It adds a value proposal that offers innovative solutions and a specialised service, through its 125 business centres distributed across Spain, providing expert advice via videoconference or by activating new communication channels between customers and managers, such as the Muro de Empresas and Go&Business.

Business Banking presents an exclusive service model whereby a team of experts responds to the needs of each company. The Bank strives to continually improve its customer relations while also expanding its base of company customers to keep on promoting lending with the best service.

Main indicators

86.6 (scale 0-100) business banking experience index

€40,969 million investment

44.4% of Spanish companies are CaixaBank customers[1]

15.1% companies loans market share (+38 bp en 2019)

[1] With turnover between 1-100 million euros. Source: FRS Inmark.

Milestones in 2019

- Opening of 5 new business centres.
- CaixaBank Hotels & Tourism
  Consolidation of company business by sector. **CaixaBank Hotels & Tourism** continues to contribute to boosting and stimulating the sector's commercial activity.
- In 2019, CaixaBank became a member of the World Tourism Organization (WTO) as an Associate Member.
- CaixaBank Real Estate & Homes
  Launch of **Real Estate & Homes** to offer products and services through a group of specialists in the real estate sector.
- Enhancing relationships by driving the commercial system with more visits and contacts through the digitalisation process.
- Launch of the platform **We.Trade** based on Blockchain technology.
- The **Company Customer Journey** is deployed to obtain an in-depth analysis of the omnichannel experience of Business customers.

125 branches = **105** Companies + **14** Real estate business (CENIs) + **3** Large Companies + **3** DayOne for start-up *clients*

+25% of our customers' contributions to the GAVI programme for child vaccination, totalling more than €1 million

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Strategic **challenges**

- Focusing on innovation and customer service.
- Ensuring the maximum degree of activation of all the commercial figures.
- Capturing customers to continue to increase the market share.
- Synergies with other segments to provide a comprehensive service to the customer.
- Promoting the "la Caixa" Banking Foundation programmes: GAVI, the Vaccine Alliance (for child immunisation) and Incorpora (jobs for vulnerable people) as part of corporate responsibility of companies.

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CaixaBank Corporate & Institutional Banking
CaixaBank International Banking

CIB & International Banking

The CIB & International Banking service integrates three business areas, Corporate Banking, Institutional Banking and International Banking, as well as several product areas that provide services to customers, such as Capital Markets, Cash Management, Project Finance, Asset Finance, and M&A.

Corporate Banking's value proposition offers a tailor-made service to corporate clients, seeking to become their main bank. This involves crafting personalised value propositions and working with clients in export markets.

Institutional Banking serves public and private-sector institutions, through specialized management of financial services and solutions.

International Banking offers support to customers of the branch network, CIB, and Business Banking operating abroad, as well as local large corporations through 27 international locations throughout the world and 175 professionals.

Main indicators

1 corporate Banking Centre

€34,369 million investment

15 institutional Banking Centres

Agreements with **1,600** correspondent banks

23.3 % market share in trade

International presence

18 Representation offices

Milan, Beijing, Shanghai, Dubai, New Delhi, Istanbul, Singapore, Cairo, Santiago de Chile, Bogotá, New York, Johannesburg, Sao Paulo, Hong Kong, Lima, Algiers, Sydney, Toronto.

5 International branches (7 offices)

Warsaw
Morocco with three branches:
- Casablanca
- Tangier
- Agadir

London
Frankfurt
Paris

2 Spanish Desks

Mexico City
Vienna

Milestones in 2019

- Creation of synergies following the integration of International Banking into CIB that have made it possible to **double the turnover in international branches** and to promote opportunities originating in countries covered by representative branches.
- Progress of international business with the development of our international Corporate Banking platform and commercial offer.

  +€2,914 million in investment in 2019 (+ 9.3 %).
- Redefinition of the commercial strategy of international branches to align them with the CIB sector strategy.
- Prizes GTF London 2019 and The Airline Economics Dubai 2019, in recognition of the most complex and innovative operations in the global aviation industry, for the financing of 4 Royal Air Maroc aircraft.
- **External sessions.** Two sessions have been held in 10 countries, attended by 228 customers.

New products / services launched in 2019

STRENGTHENING COMMERCIAL OFFER

with new confirming, factoring and guarantee capacities.

CONTINUED GROWTH IN THE TRANSPORT SECTOR

Automotive, aviation, rail and maritime, including new international investment customers.

> €1,500 MILLION GRANTED IN 2019

RENEWABLE ENERGY

Financing of several national and international projects during 2019.

NEW WORKING CAPITAL PRODUCTS

NEW BOOKING MODEL POLICY

which will allow for optimum flexibility in product developments in the future.

See section **Environmental strategy - Promoting "green" business**

Strategic challenges

Consolidating the international presence by attracting new customers and projects.

Strengthening the relationship with existing customers for the development of new products.

Positioning CaixaBank as the benchmark in socially responsible banking.

BPI

BPI is a financial institution focused on commercial and retail banking operations in Portugal, where it is the fifth largest bank in terms of assets, with market shares of 10% in loans and deposits.

BPI's business is distributed into Personal Banking, Premier and Private Banking, Business and Institutional Banking and Corporate and Investment Banking. BPI offers a complete range of financial products and services, adapted to the specific needs of every sector, through a specialised, omnichannel and fully integrated distribution network.

BPI's product range is complemented with investment and savings solutions from CaixaBank's Asset and Insurance Management department and with the distribution of non-life and life risk insurance policies through Allianz Portugal, in which BPI holds a 35% stake. Since the beginning of 2020, BPI has been marketing life risk insurance policies for CaixaBank, following the conclusion of the distribution agreement for these insurance policies with Allianz Portugal.

Five strategic priorities guide BPI's activity: i. Sustainable growth in profitability; ii. Boosting the customer experience transformation; iii. Developing the bank's human resources; iv. Improving operational and organisational efficiency; v. Consolidating the bank's reputation based on the quality of customer service and social commitment.

Main indicators

» **1.9 million**
customers

» **€31,444 million**
total assets

» **477**
branches

» **€24,303 million**
in loans and advances to customers
(+4.4% compared in 2018)

» **4,840**
employees

» **€34,344 million**
total customer funds
(+3.4% compared with 2018)

Milestones in 2019

- Launch of the BPI Family and BPI Commerce value propositions that cover all communications regarding the products and services aimed at these segments.

- Expansion of the value proposition for customers in the strategic segments of agriculture and tourism and new international trade solutions.

- Strengthening Business Banking:

  2 new large company units
  2 new real estate business centres

- Redesign of the BPI App, now simpler and more intuitive

- Improvements in customer experience: commitment to the omnichannel network, the simplification of the main processes, new functionalities, and commitment to more efficient contact with managers through the digital channels

  100% of commercial managers have SmartPCs

- Reduction of the time spent on administrative processes in branches for commercial activity by centralising and digitalising processes

- Recognition:

  Best large bank in Portugal 2020
  Best large bank in Portugal 2020
  Most trusted bank in Portugal 2019

- Digital innovation awards:

  Financial Innovation Awards 2019 (Change team of the year, Best Technology Initiative Europe)
  PayTech Awards 2019 (PayTech Team of the year)
  Portugal Digital Awards 2019 (Best Digital Strategic Tool)
  PWM Wealth Tech Awards 2019 (Best Private Bank, Digitally, Empowering, RMs, Europe)

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New products / services launched in 2019

BPI APP

- The first bank in Portugal to allow its customers to consult balances and movements and initiate account transfers with other banks through *BPI Net* and its mobile application.
- Availability of the insurance catalogue.
- Possibility of making purchases and withdrawals without a physical card.

LAUNCH OF CONTA VALOR *COMMERCE, TPA COMMERCE AND SMART PoS*

for the business segment.

OFFER OF NEW SAVINGS SOLUTIONS

in the form of capitalisation insurance, depending on the investment time horizon and composition of the asset portfolios.

iFACTORING BPI

digital solution launched at the end of the year for the factoring product that allows online access and consultation on digital BPI channels.

Presence

Holding events aimed at reinforcing support and proximity to companies: *Encontros BPI com empresas, Negócios com o Mundo,* BPI Innovation Summit.

Launch of awards to support agriculture, tourism, innovation and entrepreneurship: first edition of the *Prémio Nacional do Turismo*, in association with *Jornal Expresso*, eighth edition of the *Prémio Nacional de Agricultura*, , in association with *Cofina; Prémio PME Inovação COTEC-BPI* 2019; second edition in Portugal of the *Premios Emprendedor XXI*.

Sponsorship of the main national agricultural and tourism fairs: *Feira Nacional de Agricultura*, *Ovibeja* and *Bolsa de Turismo de Lisboa*.

Risk management

CaixaBank maintains a low average risk profile, comfortable capital adequacy and comfortable liquidity metrics, in line with its business model and the risk appetite defined by the Board of Directors.

The risk management systems implemented are adequate in relation to the approved risk profile and risk appetite and consist of the following elements:

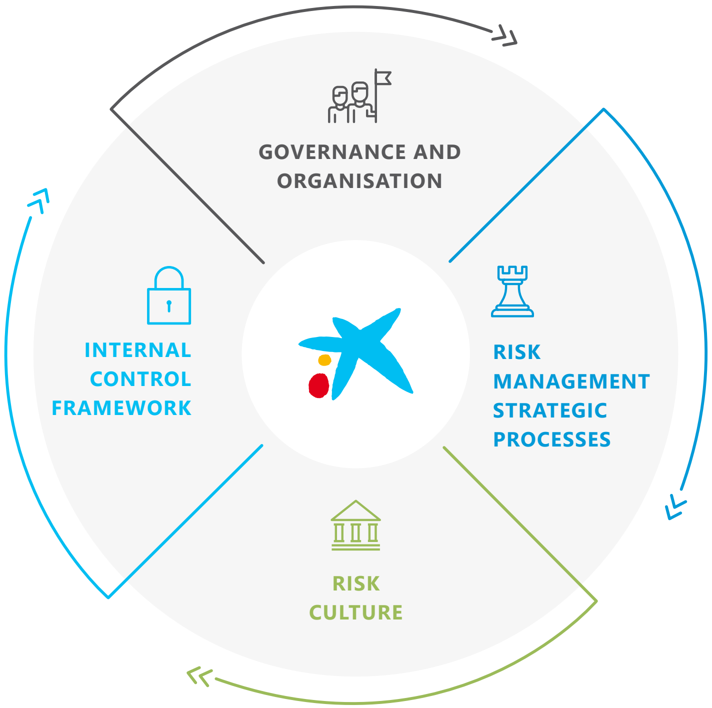
GOVERNANCE AND ORGANISATION

This is done through internal policies, rules and procedures that ensure the adequate supervision by the governing bodies, steering committees, and CaixaBank's specialised human resources.

RISK CULTURE

The Risk Culture is based, among other things, on general risk management principles, employee training and performance-based evaluation/ variable remuneration of employees.

>> CORE ELEMENTS OF RISK MANAGEMENT AND CONTROL



STRATEGIC RISK MANAGEMENT SYSTEM

Identification and assessment of risks. Risk Assessment: A six-monthly risk self-assess-ment, covering all the risks included in the Risk Taxonomy. This involves the process of identif-ying the strategic events that relate to one or more of the risks which, based on their potential mid- to long-term impact in the context of the Strategic Plan, may require specific monitoring.

Classification and definition of Risks. Risk Taxonomy: List and description of the material risks identified in the Risk Assessment and reviewed annually. Facilitates monitoring and internal and external monitoring of risks.

Risk Appetite Framework (RAF): A comprehensive and forward-looking tool used by the Board of Directors to determine the types and thresholds of risk it is willing to assume in achieving the Group's strategic objectives concerning the risks included in the Risk Taxonomy.

Risk planning: Assessment, from a risk perspective, of the current, future and hypothetical balance sheet in stress scenarios.

INTERNAL CONTROL FRAMEWORK

A structure based on the Three Lines of Defence model that provides a reasonable degree of assurance that the Group will achieve its objectives.

Note 3 of the 2019 consolidated annual financial statements provides additional information on risk management and the Group's internal control model.

The following is a summary of the most relevant aspects of management and intervention for the different risks identified in the Corporate Risk Taxonomy in 2019:

>> BUSINESS MODEL RISKS

	Business	Eligible own funds/Capital adequacy	Liquidity and funding
DEFINITION	Obtaining results below market expectations or Group targets that, ultimately, prevent the company from reaching a level of sustainable returns that exceeds the of capital.	Risk caused by a restriction of the CaixaBank Group's ability to adapt its level of capital to regulatory requirements or to a change in its risk profile.	Risk of insufficient liquid assets or limited access to market financing to meet contractual maturities of liabilities, regulatory requirements, or the investment needs of the Group.
RISK MANAGEMENT	The management of this risk is supported by the strategic financial planning process, which is continually monitored to assess the fulfilment of the strategy and budget. After quantifying the number of deviations and identifying their cause, conclusions are presented to the management and governing bodies to evaluate the benefits of making adjustments to ensure that the internal objectives are fulfilled.	Management focuses on maintaining a comfortable capital situation in accordance with a medium-low risk profile to cover any unexpected losses. The objective of the new 2019-21 Strategic Plan is to reach a CET1 level of approximately 12 % of RWAs and to obtain one additional percentage point (temporary) to cover any potential regulatory impacts forecasted over the next few years (such as the completion of Basel III and other regulatory modifications).	The management approach is based on a decentralised system (CaixaBank and BPI) with the segregation of functions aiming to maintain an efficient level of liquid assets; the active management of liquidity and the sustainability and stability of funding sources in both normal and stress scenarios.
KEY MILESTONES IN 2019	In 2019, the return on tangible equity (ROTE) has exceeded the cost of capital, excluding the impact of the Labour Agreement. In a persistent low-rate environment, we have continued to promote the digital transformation and strengthen the CaixaBank business model, which has proved to be resilient in this context. The focus is on the insurance and asset management business, on business segments less sensitive to the interest rate (consumer credit) and on adapting the management of the liabilities and liquidity of customers. All of this while pursuing a cost containment policy compatible with a continuous investment in technology and in the transformation of the distribution model.	The CET1 is 12.0 %, meeting the minimum requirements with ease, and the MDA buffer *(Maximum Distributable Amount)* is €4,805 million. During 2019, active management has been carried out to prepare for the coverage of future MREL requirements (Minimum Required Eligible Liabilities): 5 issues of senior non-preferred debt (SNP) for an amount of €3,382 million and 1 issue of senior preferred debt (SP) for €1,000 million.	The positive evolution of the commercial gap, in addition to bond issues (€5,382 million) which exceed the maturities for the year (€2,135 million), total liquid assets have amounted to €89,427 million, with a LCR (liquidity coverage ratio, 12-month average) of 186 %. Institutional financing amounts to €32,716 million and has performed very well in 2019 due to the success in accessing markets with different debt instruments.

>> RISKS AFFECTING FINANCIAL ACTIVITY

	Credit	Impairment of other assets	Market
DEFINITION	Risk of a decrease in the value of the CaixaBank Group's assets due to uncertainty about a customer's or counterparts to meet its obligations to the Group.	Reduction of the carrying amount of shareholdings and non-financial assets (tangible, intangible, tax assets and other assets) of the CaixaBank Group.	The value decrease of the assets or value increase of the liabilities included in the trading portfolio, due to fluctuations in rates, exchange rates, credit spreads, external factors or prices on the markets where those assets/liabilities are traded.
RISK MANAGEMENT	This is the most significant risk for the Group's balance sheet. It is derived from its banking and insurance activity, cash flow operations, and its investee portfolio, encompassing the entire management cycle of the operations. The principles and policies that underpin the credit risk management are: • A prudent approvals policy based on: (i) an appropriate relationship between income and the expenses borne by consumers; (ii) documentary proof of the information provided by the borrower and the borrower's solvency; (iii) Pre-contractual information and information protocols that are appropriate to the personal circumstances and characteristics of each customer and operation. • Monitoring the quality of assets throughout their life cycle based on preventive management and early recognition of impairment. • Up-to-date and accurate assessments of the impairment at any given time and diligent management of non-performing loans and recoveries.	The management approach is based on monitoring the processes for evaluating asset impairment and write-down tests, in addition to compliance with the optimisation policies of shareholdings and real estate holdings in accordance with the strategic objectives.	Its management is focused on maintaining a low and stable risk below the established appetite limits.
KEY MILESTONES IN 2019	In 2019, we enhanced the monitoring and control processes, continuing with the effectiveness of the recovery process, which has translated into continuous and sustained improvements in the credit quality metrics of the balance sheet, as has been the case in recent years. The NPL ratio has fallen to 3.6% (compared to 4.7% as at 31 December 2018).		

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>> RISKS AFFECTING FINANCIAL ACTIVITY

	Structural rates	Actuarial
DEFINITION	Negative impact on the economic value of the balance sheet's items or on the financial margin due to changes in the temporary structure of interest rates and its impact on asset and liability instruments and those outside of the Group's balance sheet not recorded in financial assets held for trading.	Risk of a loss or adverse change to the value of the commitment assumed through insurance or pension contracts with customers or employees due to the differences between the estimate for the actuarial variables used in the tariff model and reserves and the actual performance of these.
RISK MANAGEMENT	This risk is managed by optimising the net interest margin and keeping the economic value of the balance sheet within the limits established in the risk appetite. CaixaBank actively manages risk by arranging additional hedging transactions on financial markets to supplement the natural hedges generated on its own balance sheet by its deposits and lending transactions with customers.	The management principles and policies aim for long-term stability of the main actuarial factors that affect the technical development of the marketed insurance, classified into homogenous risk groups. This is achieved through controlled management of the liabilities through reinsurance in order to mitigate the risk taken up to the tolerance limits.
KEY MILESTONES IN 2019	In 2019, CaixaBank held its balance-sheet position to increases in interest rates. The reasons for this positioning are of a structural and managerial nature. Specifically, from a structural point of view, exceptionally low interest rates have continued to drive the movement of deposits from fixed-term accounts to on-demand accounts.	

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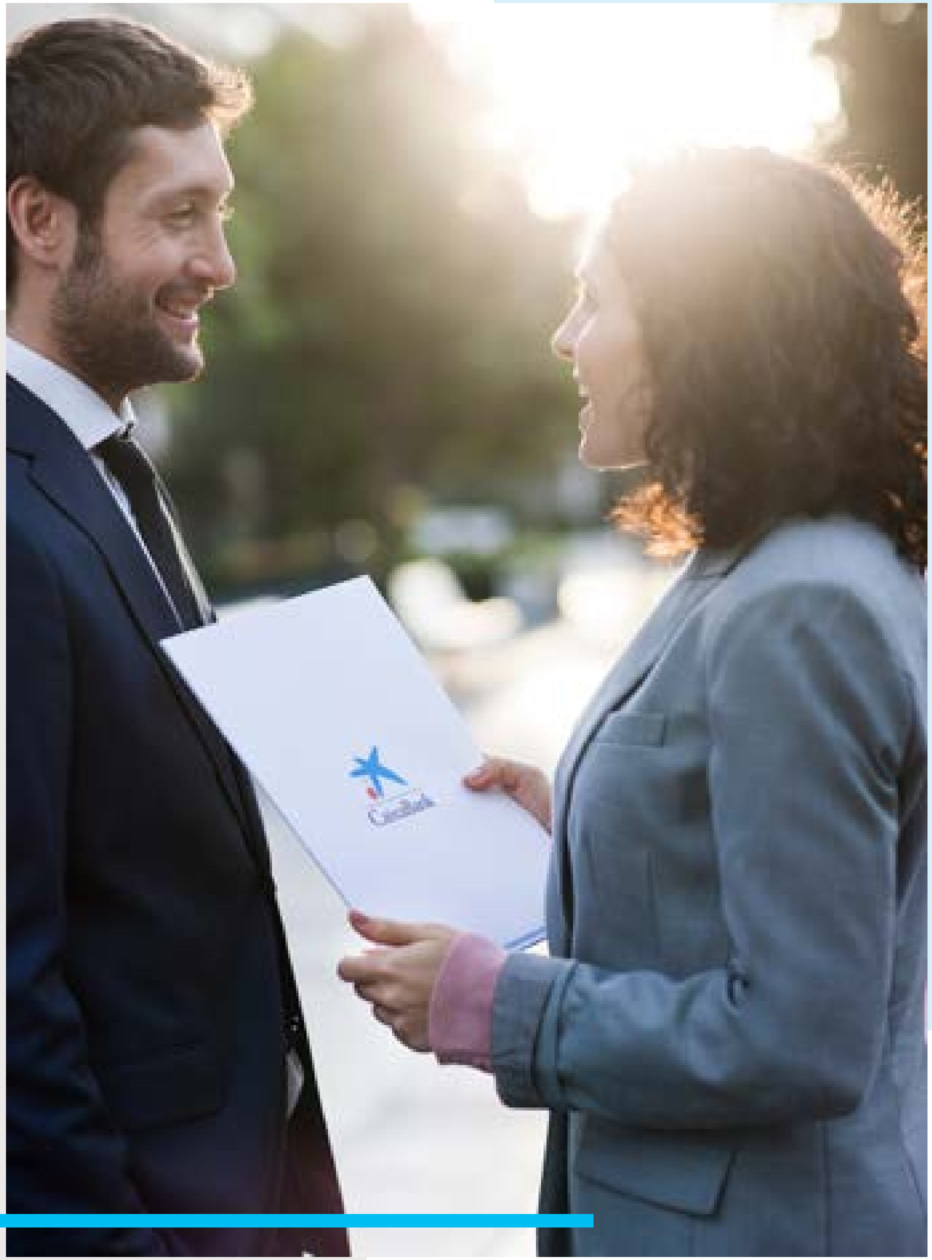
REPUTATIONAL AND OPERATIONAL RISKS

	Legal/Regulatory	Conduct	Technological
DEFINITION	The potential loss or decrease in the profitability of the CaixaBank Group as a result of changes in the legislation, of the incorrect implementation of this legislation in the Caixabank Group's processes, of the inappropriate interpretation of the same in various operations, of the incorrect management of a court or administrative injunctions, or of the claims or complaints received.	The application of conduct criteria that run contrary to the interests of customers and stakeholders, or acts or omissions that are not compliant with the legal or regulatory framework, or with internal codes and rules, or with codes of conduct and ethical and good practice standards.	Risks of losses due to hardware or software inadequades or failures in technical infrastructure, due to cyberattacks or other circumstances that could compromise the availability, integrity, accessibility and security of the infrastructures and data.
RISK MANAGEMENT	The aim of legal and regulatory risk management is to safeguard to Group's legal integrity, on the one hand, by monitoring, interpreting and implementing regulatory changes and, on the other, by managing the case-by-case defence of the Group in judicial and extrajudicial proceedings, and monitoring the impact of such proceedings on the Group's assets.	Conduct and compliance risk management is not just the responsibility of a single department, but of the entire CaixaBank Group. All employees must strive to ensure compliance with current legislation and to implement procedures to translate this legislation into their day-to-day work.	The management involves the identification, implementation and monitoring of the indicators linked to the various areas of Technological Risk. CaixaBank is also aligned with the highest international standards with regard to information technologies (IT).

KEY MILESTONES IN 2019	In 2019, the Group participated in relevant consultative processes at European and national level –the finalisation of the Basel III agreements; the Consumer Credit Directive; the Distance Marketing of Financial Services Directive; the Benchmark Regulation (BMR); and other legislative amendments concerning transparency– as well as the implementation of standards such as Regulatory Act 5/2019 on real estate credit contracts and Royal Decree-Law 19/2018 on payment services and other urgent financial measures (PSD2), and others concerning technological risks.	• Fostering a culture of good conduct, with two main levers:
		  • Linking good conduct criteria to the variable remuneration by: 1) including indicators in the corporate objectives, such as customer due diligence and the correct formalisation of operations, and 2) undertaking and passing certain regulatory training courses. In both cases, the 2019 compliance targets were achieved.
		  • Awareness-raising of good conduct through specific sessions with the network and the publication of communications on corporate channels.
		• Strengthening anti-corruption and conflict of interest policies, procedures and controls.
			Deployment of the Technological Risk control framework in accordance with a new advanced control and monitoring methodology.
			
			This methodology is aligned with the supervisor's guidelines on IT risk, including scenarios associated with cyber security such as cyber attacks, cyber espionage or information leaks, among others.

REPUTATIONAL AND OPERATIONAL RISKS

	Other operational risks	Reliability of the financial information	Reputational
DEFINITION	Losses or damages caused by errors or faults in processes, due to external events, or actions of third parties outside the Group, whether accidentally or intentionally. It includes, among others, risk factors related to outsourcing, the use of quantitative models, the custody of securities or external fraud.	Deficiencies in the accuracy, integrity and criteria of the process used when preparing the data necessary to evaluate the financial and equity position of the CaixaBank Group.	The possibility that the CaixaBank Group's competitive edge could be blunted by loss of trust by some of its stakeholders, based on their assessment of real or purported actions or omissions carried out by the Group, its Senior Management or Governing Bodies, or due to the bankruptcy of related unconsolidated entities (step-in risk).
RISK MANAGEMENT	The management and control of this risk seeks to avoid or mitigate negative impacts on the Group, either directly or indirectly due to the impact on relevant stakeholders (e.g. customers), arising from internal processes and systems or from the actions of third parties.	The management approach involves monthly monitoring of the accounting close and the existence and monitoring of the adequate functioning of the Internal Control over Financial Reporting System (ICFRS), in addition to other metrics and policies related to financial information.	This management approach aims to achieve a satisfactory level on the main CaixaBank reputation indicators and to make progress in the monitoring of preventative measures and control.
KEY MILESTONES IN 2019	During 2019, the Corporate Policy on outsource management was updated and implemented, in line with the new EBA Guide and best practices, strengthening corporate governance and control of risks in the contracting of services from third parties. Furthermore, the Digital Transformation of the Business and the entry into force of new regulations and supervisory standards (e.g. PSD2) are requiring a greater focus on the prevention of external fraud and on operational resilience.		In 2019, the crises communication management protocols were updated, with the implementation of procedures according to the severity of the crisis events and the creation of a Crises Communication Committee. Likewise, the CaixaBank Global Reputation Index has also been thoroughly reviewed to ensure that the perceptions and weightings of its stakeholders are aligned with the expectations and reputational attributes of the new 2019-2021 Strategic Plan.



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Offer the **best customer** experience

Trends changing customer behaviour include service customization; enhanced user experience; an increased importance of financial advice; increased interaction through mobile channels and other innovations.

One of the Group's strategic priorities is to offer the best customer experience. That is, to place the customer at the centre and build a more emotional relationship between the customer and the company. To do so, the Group has defined the following levers:

Strategic priorities

- To be a benchmark
- Relationships based on closeness and trust
- Service excellence
- A value proposition for each segment
- A commitment to innovation

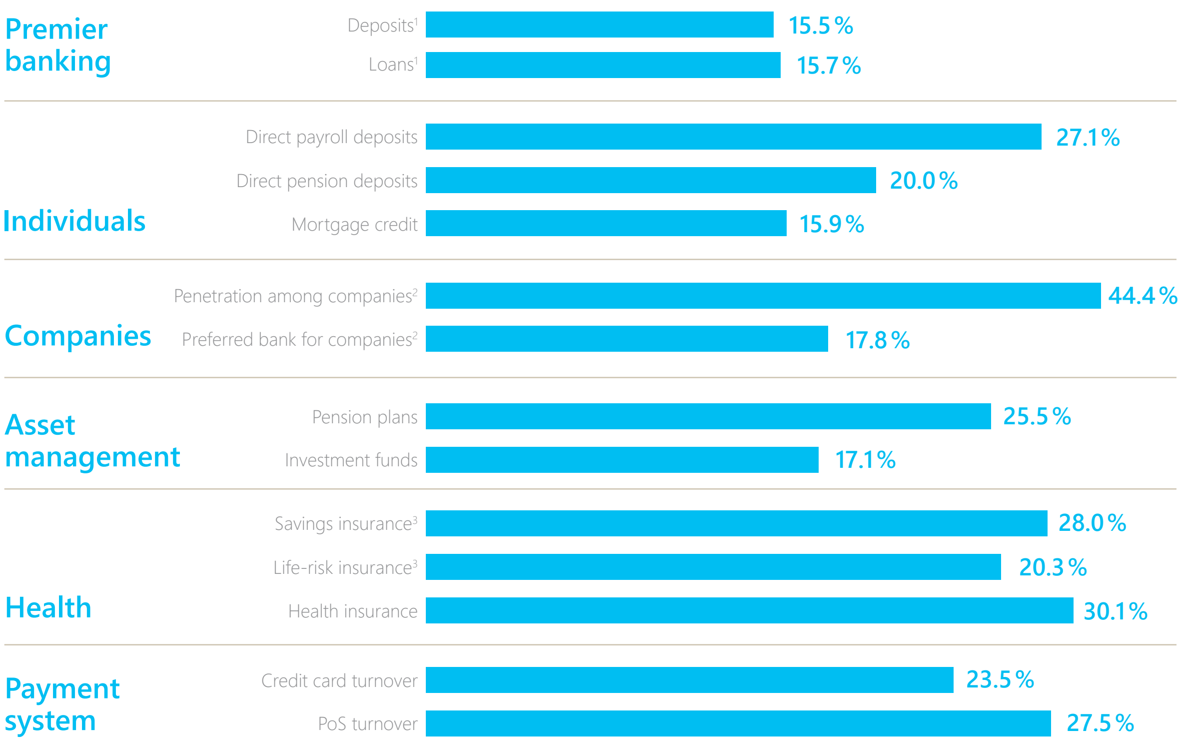
Levers

- Continue to transform the distribution network to offer greater value to customers
- Strengthen the remote digital customer service model
- Agreements to expand the service offer and build an ecosystem that goes “beyond” banking
- Segmentation and a focus on customer journeys

Main monitoring metrics 2019-2021 Strategic Plan

2019	Objective 2021
>> 86.3 Experience Index (IEX, scale 0-100)	>> 86.3 (2019) Experience Index (IEX)
>> 61.7 % Digital clients	>> ≈70 % Digital clients
>> 11.9 % Consumer credit on credit to individuals	>> ≥12 % Consumer credit on credit to individuals
>> €1,643 million Insurance and pension income	>> ≈€2,050 million Insurance and pension income

CUSTOMER CONFIDENCE TRANSLATES INTO HIGH MARKET SHARES FOR MAJOR FINANCIAL AND INSURANCE PRODUCTS AND SERVICES



[1] November 2019

[2] Businesses: companies with a turnover of €1-100 M Latest data for 2019 (bi-annual survey).

[3] September 2019.

BPI INSTALMENTS

Loans	10.2 %
Consumer lending	14.0 %
Deposits	10.2 %
Direct payroll deposits	9.4 %
Investment funds	20.3 %
Insurance	11.1 %

Customer loyalty and satisfaction leads to sustained growth in market share

27.8 % Penetration among individual customers (Spain)

24.4 % Primary bank for retail customers (Spain)

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A powerful platform on which value can be created through alliances

Today, CaixaBank is a financial supermarket with a competitive and extensive range of products and services to cover 100% of its customers' financial and insurance needs. With a view to offering customers the best value proposal while also prioritising efficiency, CaixaBank establishes strategic agreements with other leading companies from different sectors, sharing knowledge and creating synergies.

Daily Banking

Accounts, payments, transfers, bills, cards, donations, etc.

#1 Payment methods

€53,465 million cards turnover

477,651 PoS

Alliances to improve the value proposition with new services

Financing

Mortgages and personal loans, consumer loans, guarantees, working capital lines, microloans, etc.

11.9 % consumer lending on credit to individuals

€725 million microloans and other loans with social impact

40,000 senior protection

Agreements with manufacturers to finance and distribute

Insurance and protection

Life insurance, non-life insurance (health, home, car, funerals, etc.), Home and personal protection services, etc.

#1 Life insurance

#1 Health insurance

€93,011 million managed customer funds

€12,060 million premiums

Long term savings

Savings and insurance, investment funds, pension plans, life annuities, *Unit Linked*, managed portfolios, securities and other financial instruments

#1 Investment funds

Savings insurance

€159,762 million insurance and assets under management

Customer solutions

To continue to transform the distribution network to offer greater value to customers

The growth of digital channels, especially the mobile channel, is one of the main changes in the financial sector in recent years, yet the key importance of branches remains. Despite the sustained growth of digital customers, the relevance and added-value of in-branch transactions/advisory services have increased. Customers continue to value the sense of proximity at their bank of choice (according to the 2018 FRS Inmark study for Spain).

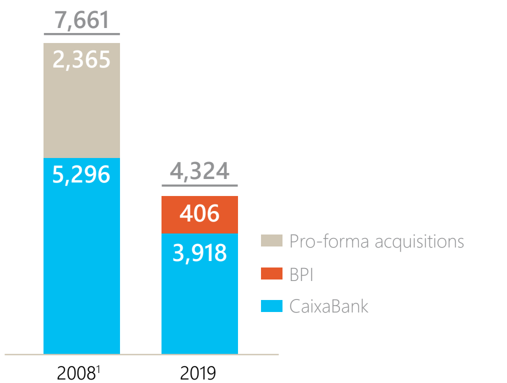
The last decade has been an intense period of optimisation of the distribution network for CaixaBank, reducing the number of branches and increasing their efficiency, continuing a commitment to specialisation while developing digital and remote channels. Between 2019-2021, a reduction of more than 800 branches (508 in 2019) is predicted, mainly in urban areas, with the rural network remaining stable.

With a rating of **48 %** the proximity of the branch network is the main reason for the choice of main bank.

(FRS Inmark, study 2019)

Resizing the network - retail branches

do not include specialised branches



[1] Pro-forma acquisitions: Banca Civica, Barclays Spain, Banco de Valencia and Caixa Girona

The largest physical network in Spain

4,118 branches

9,111 ATMs

91 % of citizens have a branch in their municipality

... and in Portugal

477 branches

1,380 ATMs

At the forefront of banking transformation

2 All in One branches

Innovative experiences beyond banking, with specialised attention to all value proposals in the same space

458 Store branches

Advice centres that enable a more efficient and proximate organisation

PE 2019-2021 Goals

<3,640 Spanish retail network

>600 Store branches in 2020

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A close and specialised network

Our mission to provide the best customer experience has led to an increased level of specialisation and customisation, and, as a result, the creation of specialised businesses/branches where expert managers offer the specific and customised financial advice services that our customers deserve.

AgroBank

AgroBank's proposal is based on 3 axes: the most complete offer of products and services in the sector, the specialisation of branches and equipment and a series of actions to boost the sector. It is aimed at all customers belonging to the agri-food sector, covering all links in the value chain, i.e. production, processing and marketing (excluding distribution).

AgroBank has signed agreements with Agro-food Cooperatives, the Spanish Wine Federation, the Spanish Wine Interprofessional Organisation and the Wine Technology Platform, among others.

+350,000
clients

919
Agrobank branches
located in towns where the agricultural sector is the main or one of the main activities

27.7%
penetration rate for self-employed farmers
(+53 bp vs. 2018)

€1,000 million
of new loans in the agricultural sector

Milestones in 2019

- **New pre-approval templates** allowing our customers to access instant financing with personalised conditions.
- Launch of **Renewable energy agro-investment:** loans to finance investment in renewable energies for self-consumption in agricultural operations and processing industries.
- **Improvements in the Common Agricultural Policy assistance service** (carried out in our branches by external firms).

Commitment and drive to the sector

- Presentation of the **first study of the agri-food sector.**
- Carrying out of **6 AgroBank technical seminars,** with more than 2,500 attendees.
- **The AgroBank Professorship,** in collaboration with the University of Lleida, with the aim of promoting the transmission of scientific and technical knowledge between the academic institution and professionals in the sector.
- **AgroBank magazine** (65,000 copies per year).
- Collaboration with the **Incorpora** programme.
- **Training of rural women** to access the governing bodies of cooperatives and to participate in the congress of rural women in Spain.

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dayone

DayOne is a new concept in financial services, exclusively created to accompany both nationally and *scale-ups* active in Spain and with high growth potential. The Company has physical spaces that function as hubs for capturing talent and capital in Barcelona, Madrid and Valencia. It also has a client portfolio in Bilbao and Malaga.

The hubsserve as meeting points between founders of technology companies, partners helping them to grow, and investors interested in innovative companies with growth potential.

In addition to offering a specialised line of products and services for these clients, CaixaBank offers its network of contacts to attract investors in the search for capital for funding rounds. In addition, *DayOne* has designed a training and networking programme tailored to entrepreneurs.

HolaBank

This is the specialised programme aimed at international customers who spend long periods of time in Spain or want to settle here. Our value proposition consists of offering international customers comprehensive financial services. To do this, we have specialised centres and managers located in the main tourist areas.

9

ENTREPRENEUR XXI AWARDS

To contribute to the development of innovative young companies with high growth potential. These awards are a recognised measure and reference for startups both nationally and, as of 2018, in Portugal.

In 2019

€0.8 million
awarded in prizes

854
participants in Spain

139
participants in Portugal

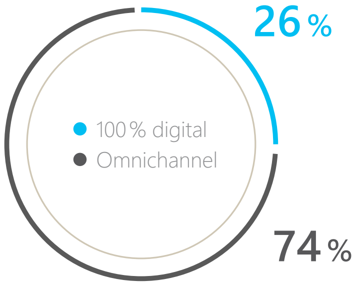
Awards for the best companies in 6 sectors:

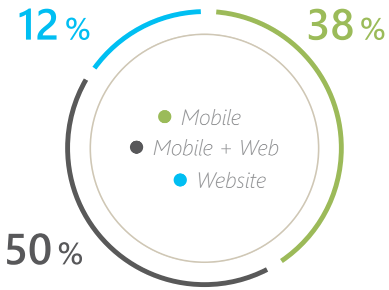
- **Agri-food**
- **Health**
- **Senior services**
- **Mobility solutions**
- **PropTech** (services for the real estate sector)
- **Impact** (Projects linked to the SDGs). Solutions to climate change, reducing inequalities and hunger, promoting access to clean water and sanitation and sustainable cities, among others.

The impact sector has received the highest number of applications (241 applications, 24% of the total), followed by Health and Agri-food.

CaixaBank customers require omnichannel services (digital and physical)[1]

+6.5 MILLION DIGITAL CUSTOMERS (+7 % IN 2019)





112 %
greater margin of omnichannel customers with respect to physical customers

71 %
greater average integration of omnichannel customers with respect to physical customers

To strengthen the remote digital customer service model[1]

The digital channel is becoming one that generates sales and has undergone sustained growth in recent years.

Commercialisation through digital channels

38.3 %
Savings insurance

36.7 %
Consumer financing

CaixaBank*Now*

CaixaBank Now brings all the bank's digital services together in one place. ***Now Mobile*** is an app featuring customisation and artificial intelligence which allows transactions to be initiated from a mobile phone.

The highest level of digital penetration

30 %
penetration among digital customers (Spain)[2]

≈1.8 million
customers connecting daily (+21% compared to 2018)

The mobile *channel* is key

+79.0 million
purchases through mobile (+170% compared to 2018)

+1.9 million
credit cards stored in mobiles

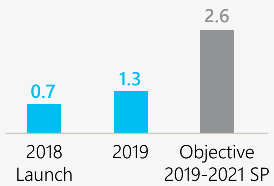
Incorporation of digital biometrics and facial recognition at ATMs.

Best technological project of the year for ATMs with facial recognition - The Banker

inTouch

Remote service with personal managers, created for clients with a digital profile, low branch use and reduced time availability. Based on a remote service model with the advantage of having a personal manager. The InTouch model is an opportunity to grow a hybrid service model, generating efficiencies. The number of customers of the InTouch manager is 2.5 times that of physical branches.

InTouch Customers (MM)

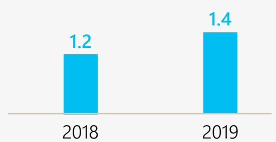


imagin

4.6 ★★★★
4.6 ★★★★

The first mobile-only bank in Spain, aimed at young people, CaixaBank is committed to compete with new banks and new market entrants. It has innovative functionalities, such as the chatbot Gina and a constant evolution of service.

Imagin Customers (MM)



[1] All data refers to CaixaBank Spain (13.7 MM customers).
[2] Source: ComScore.

Customer experience and quality

In 2019, CaixaBank deployed its VOZ360º programme, which is designed to ensure that the voices of customers and employees are integrated throughout the value chain. The objective is to obtain insights and recommendations to design high-impact action plans that improve the experience of both.

VOZ360
PALANCA DE TRANSFORMACIÓN

Radar 360º
Understanding how **customers, non-customers and employees relate** to CaixaBank's products, services and channels, taking into account the external context and its variables.

Knowledge
Using **agile methods of empathy and analysis to gain insights** adapted to the needs of each business.

Action
Ensuring the **implementation of actions inspired by insights** that improve the experience of the customer and/or employee.

Before
To understand the opinions of customers in their relationship with CaixaBank

Now
To design products and services that meet the needs of customers and employees, to test them together and measure the experience immediately in the most important moments of interaction with CaixaBank.

THE VOZ360º MODEL HAS BEEN DEPLOYED IN 2019 THROUGH 3 LINES OF WORK:

01 Constant listening to the customer

- **Touchpoint -** An increase in the number of automated surveys at key times of interaction for customers and employees.
- **Listening dynamics -** Promoting different activities (workshops, interviews, etc.) that allow the voice of the customer and employee to be heard to produce qualitative information and to co-create and improve products, services and processes.
- **360º Customer Journey** - Identification of key customer and employee interactions in new segments, profiles and products that facilitate the analysis of emotions at these key moments.

02 Immediate action

- **360º transversal immersion** - Creation of agile, transversal and multidisciplinary working groups for different projects which take into account insights from customer and employee voices as a lever of transformation.
- ***Close the loop* (actions with clients)** - Beginning the process of managing experiences that customers have transmitted to us through surveys at different key times.
- **Aproximat-T Programme -** Employees of central services and subsidiaries visit branches to learn about their situation and customer needs on the ground and speed up changes.

03 Dissemination of VOZ to the entire organisation

- **VOZ360º Platform** - Development of an internal portal to spread the voice of the customer and to promote employee participation in activities and feedback.
- **Monitoring of Voz indicators** - Publication of the main indicators to reveal what customers and employees think in order to speed up changes.

414,555
users contacted in 2019

396
through *Voz* dynamics

97,085
through touchpoints

317,074
through surveys

MEASURING CUSTOMER EXPERIENCE

CAIXABANK SPAIN

86.3
Customer Experience Index
(86.3 Objective 2019)
(Scale 0-100)

71.5 %
NPS Star purchase financing

35 %
Committed customers[1]

59.8 %
NPS Personal loan financing

29.8 %
NPS - Net Promoter Score Retail[2]

48.8 %
NPS New customer registration

BPI

87.7
Service Quality Index (IQS individuals)

89.6
IQS Premier

[1] % of the total number of customers surveyed who assess experience, loyalty and recommendation with ratings of 9 or 10 across the board.
[2] The NPS measures recommendations by CaixaBank customers on a scale of 0 to 10. The Index is the result of the difference between % Promoter customers (ratings 9-10) and Detractor customers (ratings 0-6).

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Accelerate digital transformation to boost efficiency and flexibility

In recent years, the increasing use of digital channels by customers and the digitalisation of processes has led to an exponential rise in the number of transactions.

98,963 | In 2019 million **transactions processed**

CaixaBank works to offer services that generates added value for our clients, placing them at the cutting edge of business technology to achieve maximum efficiency through high-quality services.

CaixaBank continues to focus on improving the flexibility, scalability, and efficiency of its IT infrastructure, an approach which enables us to improve cost efficiency, potentially diversify outsourcing, reduce time-to-market, increase the number of versions and have greater resilience.

Main monitoring metrics 2019-2021 Strategic Plan

2019	Objective 2021
>> 78 % of fully automated regulatory reports	>> 100 % of fully automated regulatory reports
>> 30 % transactions processed through the mainframe	>> 25 % transactions processed through the mainframe
>> 20 % of IT personnel working in agile	>> 33 % of IT personnel working in agile

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Cybersecurity

CaixaBank considers cybersecurity as one of the main priorities for the Group and a crucial component in protecting the information of the company, customers and employees against all types of internal and external threats.

In this regard, cybercrime and data protection are one of the risks identified in the risk self-assessment exercise carried out by the Group.

In order to correctly monitor and control risks related to cybersecurity, the Group carries out various actions to constantly review the technological environment and applications, including the integrity and confidentiality of information, systems availability and business continuity, to planned reviews and continuous auditing through the monitoring of risk indicators defined.

CaixaBank has:

A highly qualified team trained in an environment which involves **multi-localisation**

36 Employees

+50 Certifications

24 hours x **7** days External Soc[1]

60% Outsourcing

An advanced and certified model of cybersecurity

With **ISO 27001 certification** and set up as an official CERT, the bank has a team of trained specialists ready to act **24 hours a day.**

Robust governance

Information security policy

In order to develop corporate principles on which to base actions in the field of information security.

Latest update: November 2018

[1] Security Operations Center.

INFOPROTECT: A brand that has integrated all safety awareness initiatives aimed at employees and customers since 2015.

>> DURING 2019, WE CONTINUED TO DEVELOP INITIATIVES TO IMPROVE CYBERSECURITY IN ALL AREAS. A STRONG COMMITMENT TO:

Maintaining a team with sufficient resources

+35% compared to 2018
Increase in Information Security staff

+€50 million
Invested in Information Security in 2019

A fortnightly newsletter sent to employees and a quarterly one to customers

98% of employees have completed the security course

12 Phishing simulations per employee

48% 0-clickers in phishing simulations

An active defence to prevent, detect and act on any threat

Framework TIBER-E

6 SIMULATIONS/YEAR (Network Team)
The robustness of our systems is tested with real controlled attacks

9
16

DURING 2020, WE WILL CONTINUE TO INVEST AND PROMOTE INITIATIVES THAT HELP US IMPROVE IN THIS AREA:

I-BIDaaS
European Big Data Infrastructure & Cloud Analytics

CONCORDIA
Pan-European X-sector Cyber Centre

EU-SEC
Certification and continuous auditing framework Analytics

ALL THIS MAKES IT POSSIBLE FOR CAIXABANK TO GAIN THE MOST IMPORTANT ACCREDITATIONS AND BE AMONG THE MOST HIGHLY VALUED IN THE SECTOR IN TERMS OF SECURITY:

Benchmarks

	CNPIC[1]	DJSI[2]	INCIBE[3]	BITSIGHT[4]
CABK	7.4	9.2	7.5	7.9
PEERS	7.2[5]	7.2	6.8	7.9

(All securities in base 10)
[1] Cyber resilience report 2019
[2] Dow Jones Sustainability Index 2019
[3] Cyber exercises National Cybersecurity Institute '18
[4] Rating for Spanish financial institutions
[5] Financial institutions

Certifications

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Efficiency and Digitalisation

Technological infrastructure

The continuous improvement of IT infrastructure is a pillar of the Group's management. The Group has two high quality operational Data Processing Centres (DPCs) and one under construction, each connected to one another to support and develop the Group's activities.

We also continue our focus on continuous migration to cloud solutions and processing, which allow us to significantly reduce operating costs by more than 50% and provide greater agility in the development of applications.

In this sense, the continuous improvement of IT infrastructure allows:

>14,000 transactions per second

400 applications managed in the internal cloud

In addition, the:

88.7% relevant incidents resolved in less than 4 hours

€931 million of investment in development and technology in 2019

Big data

In an era marked by the mass data revolution, CaixaBank continues to evolve its Big Data model to ensure greater reliability and productivity in data processing.

A BIG DATA MODEL THAT ALLOWS FOR GREATER ADAPTABILITY

Internal Sources

External Sources

Big data

Structured information

Unstructured information

- SmartBanking
- Sentiment Analysis
- Customer Behaviour Patterns
- Online Marketing Automation
- Client Profile Enrichment
- Artificial Intelligence

CaixaBank has a single informational repository called *Datapool*, ensuring Information Governance and Data Quality and a significant increase in the use of information and knowledge.

77.52 % | Regulatory reports generated based on *Datapool*

93 % | of the areas are in big data projects

650 TB | of data managed daily

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Implementation of new technologies

Initiated in recent years, CaixaBank continues to promote the digitalisation of its processes through various projects and initiatives. Digital transformation and technological development are a strategic pillar of CaixaBank, which aims to improve efficiency and flexibility.

Digital transformation must allow for greater capacity to identify and adapt to the needs of customers and an improvement in processes, ensuring greater productivity and reliability.

In recent years, CaixaBank has been implementing robotics and artificial intelligence in its processes with the aim of automating back-office tasks and improving administrative processes in branches.

>> FOR CAIXABANK, THE ADOPTION OF THE LAST TECHNOLOGIES IS KEY TO THE IMPROVEMENT OF PRODUCTIVITY

Robotics

144 cases of robotics implemented

66 robots in operation

Artificial intelligence

3 cognitive assistants for administrative processes

81 automated responses by virtual assistants with employees - Branch Channel

4,782,790 conversations initiated by virtual assistant with employees - Branch Channel

>> THE IMPLEMENTATION OF NEW TECHNOLOGIES IS KEY TO OPERATIONAL EFFICIENCY

At CaixaBank, the implementation of new technologies has made it possible to reduce the time spent on administrative processes in branches, such as the automatic management of incidents in the charging of bills.

18.5 % time dedicated to administrative processes in branches

-1.5 % in time spent on office administrative processes compared to 2018

A partnership with Salesforce to boost the digital transformation of banking services

CaixaBank continues to promote the creation of a network of strategic alliances that will contribute to the advancement of the technological transformation process. This agreement allows us to study how technological innovation allows us to better understand the needs of our customers. With this objective, a state-of-the-art CRM will be implemented and integrated into the international R&D programme "Salesforce Financial Services Cloud Design Partner Program" to experiment with new forms of knowledge and approach to banking customers.

Pioneers in the application of artificial intelligence

The combination of several technologies such as artificial intelligence, big data, natural voice processing and automatic learning has allowed the development of both chatbots and virtual assistants in different areas of the organisation, such as the customer and employee service phones.

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Foster a people-centric, agile and collaborative culture

Our strategic objective is to strengthen the corporate culture and keep people at the centre of the organisation, based on the following three axes:

- Promoting talent, ensuring that people can develop their potential with equal opportunities, based on meritocracy, diversity and empowerment.
- Defining and offering the best value proposition by improving employee experience.
- Promoting the attributes of agility and collaboration.

Main monitoring metrics 2019-2021 Strategic Plan[1]

% of women in management positions from large branch sub-managers and up[2]

2017	2018	2019	Objective 2021
39.1%	39.9%	41.3%	43%

Assessment of employee perception of empowerment

2018	2019	Objective 2021
73%	72%	75%

% of employees with flexibility measures

2019	Objective 2021
39.6%	45%

% of professionals certified above and beyond compulsory MIFID II training

2018	2019	Objective 2021
45.9%	47.3%	55%

[1] Metrics relating to CaixaBank, S.A.
[2] Branch A and B

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CaixaBank Group

35,736
Employees

45.6 %
Male

54.4 %
Female

Average age
42.6 years

Average length of service
15.5 years

CaixaBank, S.A.

27,572
Employees

45.0 %
Male

55.0 %
Female

17.8 %
Directors

21.2 %
Middle management

61.0 %
Rest of employees

98.5 % Permanent contracts

Average age
43.3 years

Average length of service
16.3 years

BPI

4,840
Employees

43.9 %
Male

56.1 %
Female

8.5 %
Directors

13.4 %
Middle management

78.1 %
Rest of employees

97.6 % Permanent contracts

Average age
44.5 years

Average length of service
16.9 years

GEOGRAPHICAL DISTRIBUTION OF STAFF

30,583
Spain

4,984
Portugal

96
Rest of Europe

32
Africa

13
South America

9
North America

19
Asia and Oceania

Managing a value proposal to contribute to the objectives of the 2019-2021 Strategic Plan, through six lines of action that define the road map.

STRATEGIC LINES	VALUE PROPOSAL	LINES OF ACTION
1 Offer the best customer experience	Accompanying the **transformation of the commercial model, reinforcing cultural, structural and training aspects**	Supporting the new distribution model with highly trained professionals and the most efficient organisational structure
2 Accelerate digital transformation to boost efficiency and flexibility	**Promoting digitisation,** implementing new agile forms of work	Digital transformation, implementing agile and collaborative forms of work and systems, focusing on new customer behaviours
	Adopting **efficient organisational** models aligned with **the Group's vision.**	Organisational transformation through organisational and corporate governance models that simplify the structure and improve efficiency with a customer vision at its centre
3 Foster a people-centric, agile and collaborative culture	Deploying the **Corporate Culture Plan** throughout the group	Strengthening the behaviours that define how we act at CaixaBank and that will ensure future success and the best experience for our employees
4 Attractive shareholder returns and solid financials	**Restructuring the workforce** and implementing **a new labour agreement**	Contributing to the bank's profitability and efficiency with new labour agreements and the relaxation of the employment framework in the future
5 A benchmark in responsible banking and social commitment	Ensuring that **we have a diverse and skilled team**	Guaranteeing the best professional team, adjusted to the leadership model

Under the provisions of the 2019-2021 Strategic Plan, the policies and processes described are of a corporate nature.

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Corporate Culture

Culture determines how an organisation works and the way people act. The world moves fast and therefore we must advance and adapt permanently to continue being a leading entity. It is necessary to strengthen those aspects that have led CaixaBank to success and adapt a series of behaviours that ensure the company maintains its leading position in a changing environment.

The Culture Plan prepares the organisation to respond to new challenges, business developments and the expectations and needs of customers and professionals that make up CaixaBank in 4 lines of action:

- **COMMUNICATION**
- **CULTURE INITIATIVES FOR THE DEVELOPMENT OF IMPROVEMENT PROPOSALS**
- **TRAINING**
- **EMPLOYEE EXPERIENCE**

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The Culture Plan facilitates behaviours that are in line with CaixaBank culture and are included in the concept **"We are CaixaBank"**.

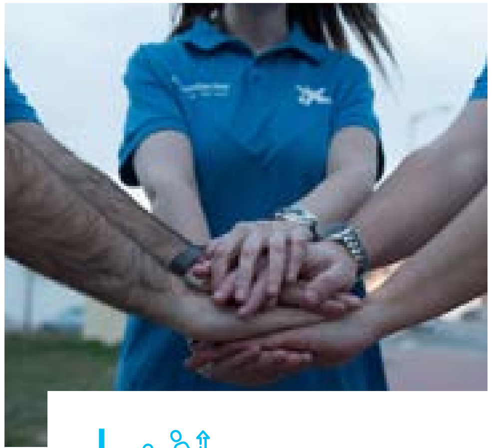
People first

Committed: we encourage actions that have a positive effect on people and society as a whole.

Close: we listen and support everyone, providing solutions to their current and future needs.

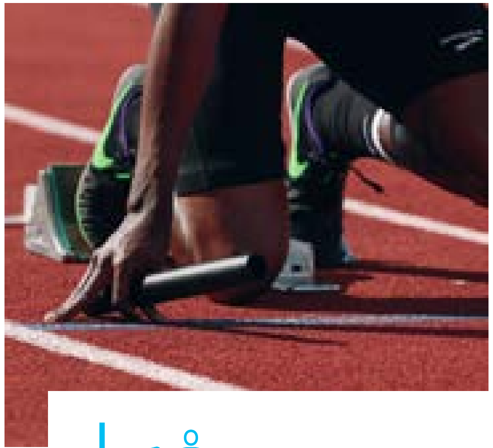
Responsible and Demanding: we act guided by criteria of excellence, thoroughness and empowerment with the aim of adding value to others.

Honest and Transparent: we build trust by being upright, honest and coherent.



Collaboration is our strength

Collaborative: we think, share and work transversely as a single team.



Agility is our attitude

Agile and Innovative: we promote change with foresight, swiftness and flexibility.

To strengthen the transmission of this plan, the following actions were carried out in 2019:

a. Communication

- **The Culture and Leadership Book,** which defines each of the behaviours and accompanies thinking about them through quotes from famous people (1,200 copies distributed).
- **Redesign of the Culture site**, incorporating videos that allow us to understand how we see ourselves and how to apply our behaviours in our daily lives.
- **CaixaBank Talks** (spaces for debate and reflection) in the Territorial Directorates.
- **Culture Speech**, a support tool for managers to reinforce and share with teams and to help them be an example of the kinds of behaviours that define us.

b. Commercial Culture Training

Face-to-face workshop for managers of retail banking and Central Services branches which integrates culture within the Leadership Model and the Commercial Model, developing knowledge and skills in a practical way for their day-to-day application in the office.

c. Culture initiatives for the development of improvement proposals

35 initiatives have been identified by the work teams and presented to the Culture Committee (made up of various members of the Management Committee). In 2019, we worked on developing improvements along four lines of work focused on promoting culture, adapting the way we work at CaixaBank and turning the points of improvement identified in the Commitment Study into major opportunities. The most noteworthy initiatives being:

- **Giving autonomy to branch management**
- **Promoting more efficient ways of working at the branch**
- **Promoting cross-cutting projects and agility in decision-making and implementation**
- **Encouraging participation and innovation**

d. Employee experience

In 2019, the employee's value proposal was defined, identifying key moments in the relationship between the Company and its employees to detect gap in relation to the desired experience and in accordance with the Corporate Culture Plan. We have worked proactively to generate an experience that sets us apart.

ATTRACTING AND SELECTING

1. I am interested
2. I apply for offers
3. Selection process

WELCOMING

4. I am hired
5. On boarding

LINK

6. Day-to-day with my manager
7. My physical environment - relationship with colleagues
8. I develop as a professional
9. I am assessed
10. I am compensated
11. Vital moments
12. I seek out/receive communication
13. Changing of position
14. Areas as a customer

FINISH

15. Disengagement

The active listening process, which aims to carry out an action plan and which is based on feedback received from employees on the factors that most influence their experience, has been carried out through:

- An annual commitment study
- A focus group with people from different areas of the organisation
- Touchpoints for more recurrent and specific interactions
- An external examination has developed a benchmark of best practices in the market

The 2019 action plan is focused on the **areas of onboarding** (contracting), **crossboarding,** (changing of position) and **evaluation.**

In the area of crossboarding, which involves **the changing of position,** we have worked on a predictive selection model, which provides more agile and proactive candidates suitable for each position, generating personalised opportunities and building a more attractive digital experience for candidates and managers. This project will increase transparency and comprehensive information of the process, in turn redesigning the communication model, favouring internal mobility and the development of professionals.

Just start with "To attract" the best external talent, a project of *Employer Branding* (RPO Digit & IT HUB) has been undertaken, positioning CaixaBank as an attractive brand for digital and tech profiles to generate a disruptive ecosystem of learning and talent.

With regard to **evaluation,** the Company is committed to a 360º evaluation model and to recurring feedback throughout the year. The Company is moving from a model with a single assessor, annual frequency and individual manager recognition. In its place it is one that features multiple evaluators (transversal inputs), which generate regular conversations throughout the year that incorporates informal acknowledgements.

The objectives of the 2019-2021 Strategic Plan and CaixaBank's corporate culture give rise to the following people management policies and principles.

CaixaBank promotes its policy of people management with respect for diversity, equal opportunities and non-discrimination on the basis of gender, age, disability or any other factor. The Group believes it is essential to ensure transparency in the selection and internal promotion of its professionals.

To ensure that talented individuals can develop their potential based on meritocracy, diversity, transversality and empowerment.

To offer the best value proposition for employees and renew it (new environments and spaces, methodologies and applications, evaluation and recognition systems...), **improving their experience to increase commitment and promote well-being in a healthy and sustainable environment.**

To promote the attributes of agility and collaboration, adapting structures and processes towards more agile and transversal work models.

To develop communication channels to encourage participation and collaboration.

All of this serves to achieve the satisfaction and motivation of staff in a positive work environment.

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Diversity and equal opportunities

Wengage
Empowering DIVERSITY

CaixaBank is committed and works to promote diversity in all its dimensions as part of its corporate culture, by creating diverse, transversal and inclusive teams, recognising people's individuality and differences and eliminating any exclusionary and discriminatory conduct.

To this end, the company has a solid framework of effective policies that guarantee equal access for women to management positions (internal promotion), and ensures fairness in recruitment, training and professional development, promoting policies of flexibility and conciliation and reinforcing an inclusive culture with principles set out in the **Diversity Manifesto**. To promote and disseminate gender, functional and generational diversity, the Company has developed the Wengage programme.

Gender diversity

The **gender diversity programme** seeks to increase representation of women in management positions at CaixaBank, promoting the value of diversity and raising awareness of gender biases and stereotypes. Externally, we want to contribute to raising awareness of the value of diversity in society.

46.8%
of women who access a management position for the first time (54.4% in 2018)

44.6%
of women who gain a higher managerial position (42.2% in 2018)

35.2%
of women in strategic managerial positions (32.2% in 2018)

N.B. information from CaixaBank, S.A.

At the internal level, the following objectives and the main initiatives implemented include:

AIMS	INITIATIVES
Strengthening the role of women in the Group	• Programmes of **female mentoring** (430 participants). • **Women and Leadership**: a training programme carried out jointly with IESE (40 managers). • **A programme promoted by** ESADE for management training. • The inclusion of diversity modules in all development programmes.
Involving and raising awareness among all	• Publication and dissemination of the book *"**Equal Communication:** the challenges of interpersonal relationships, gender stereotypes in communication and socio-professional relationships"* • Creation of audiovisual content in the form of **the "De Cerca" videos** and others of an informative nature with regard to diversity and equality.
Contribute from Human Resources processes	• Ensuring gender diversity in the pre-retirement programmes. • Incorporating diversity into the internal processes of management promotion and into the talent committee. • Extension of the Wengage programme to Group companies.
Visualising diversity	• **Networking** with the programme **"Breakfast with Talent"** (focused on submanagement positions). • Dissemination of audiovisual content through the corporate intranet related to the Wengage diversity programme. • The **"Think Tank"** meetings with **promoters of equality** and regional teams.

At the external level, equal opportunities and the value of diversity are promoted in three areas:

AREAS	INITIATIVES
Leadership and entrepreneurship	• **CaixaBank Talks,** spaces for discussion on equality issues organised in the Bank's branches with more than 1,000 attendees. • Organisation of the **Women Business Award** and collaboration with the international **IWEC** prize to support women entrepreneurs. • Sponsorship of women's events and congresses, businesses and leadership: **Global Mentoring Walk** organised with **Vital Voices, International Women's Forum** Barcelona, **Meeting of Managers** in Valencia, the prizes **e-Woman** and **Womanthon** for female development.
Innovation and education	• **2nd edition of the WONNOW Awards** organised together with Microsoft to support and strengthen the presence of women in STEM (Science, Technology, Engineering and Mathematics) careers. • Workshops to raise interest in STEM careers for female audiences, together with GSMA. • External events that promote diversity: travelling **Disney exhibition** at CaixaForum and a forum with the Aspen Institute for inclusive reflection.
Sport	• Support for women's sport through **sponsorships** of the Spanish women's football and basketball teams and other sports events (e.g. careers for equality).

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The **Equality Week** deals with three types of content: family responsibility, sport, and business and entrepreneurship, with a total of 11 events (including talks, debates, streamed workshops...) and with the participation of more than 20 speakers.

RECOGNITION

In 2019, CaixaBank was included within the **Bloomberg *Gender Equality Index*,** a worldwide seal of recognition of our efforts in transparency and advancing the progress of women in the business world. In addition, in 2019 CaixaBank renewed its **Certification as a Family-Responsible Company (FRC),** obtaining a B+ rating (proactive company), awarded by the Fundación MásFamilia in recognition of the promotion of a balance between business, work and family through the implementation of policies and measures that support it. Also of note is the **Intrama TOP Diversity Company prize.**

ADHERENCE TO NATIONAL AND INTERNATIONAL PRINCIPLES OF PROMOTING DIVERSITY

EJE&CON Association (Spanish Association of Executives and Board Members) and sponsor of the Survey on the Monitoring of the Code of Good Practices for Talent Management and the Improvement of Competitiveness in the Company, which is carried out in collaboration with the Fundación máshumano and the IESE Business School, whose aim is to periodically measure the degree of compliance with the recommendations of the Code by member entities.

UN Women and the UN Global Compact initiatives by which it makes a public commitment to align its policies to advance gender equality.

Voluntary agreement with the Women's Institute, which promotes greater representation of women in management positions.

Diversity Charter signed in 2011, which represents a voluntary commitment to promote equal opportunities and anti-discrimination measures.

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GENDER DIVERSITY IN NUMBERS[1]

Employees distributed by gender

	CaixaBank Group		CaixaBank, S.A.		BPI	
	2018	2019	2018	2019	2018	2019
Male	17,408	16,302	13,593	12,397	2,171	2,123
Female	20,032	19,434	15,848	15,175	2,717	2,717
Total	**37,440**	**35,736**	**29,441**	**27,572**	**4,888**	**4,840**

Employees by contract type and gender

CaixaBank Group	Full-time, fixed or indefinite-term contract		Part-time, fixed or indefinite-term contract		Temporary contract	
	2018	2019	2018	2019	2018	2019
Male	16,904	16,020	23	30	481	252
Female	19,394	19,101	45	23	593	310
Total	**36,298**	**35,121**	**68**	**53**	**1,074**	**562**

New hires by gender

	CaixaBank Group		CaixaBank, S.A.		BPI	
	2018	2019	2018	2019	2018	2019
Male	775	615	481	222	114	117
Female	833	510	528	209	142	127
Total	**1,608**	**1,125**	**1,009**	**431**	**256**	**244**

Employees dismissed by gender

	CaixaBank Group		CaixaBank, S.A.		BPI	
	2018	2019	2018	2019	2018	2019
Male	75	52	50	36	15	2
Female	44	40	23	24	8	7
Total	**119**	**92**	**73**	**60**	**23**	**9**

Unwanted turnover is 0.3%, calculated as total redundancies (excluding the restructuring plan and voluntary redundancies) over the average workforce.

[1] In 2019 information is reported from CaixaBank Group, in 2018 the information was reported from CaixaBank Group Spain.

Average remuneration[2] by gender

	CaixaBank Group		CaixaBank, S.A.		BPI	
	2018	2019	2018	2019	2018	2019
Male	65,066	65,857	69,126	70,318	40,556	41,431
Female	51,978	53,076	56,313	57,564	29,355	30,542
Total	**58,053**	**58,902**	**62,237**	**63,294**	**34,330**	**35,310**

[2] It includes 100% of fixed annualized remuneration plus variable remuneration.

The average remuneration of the Management Committee is 1,117,000 euros. This Committee is made up of 9 men and 2 women, so the average remuneration by gender is not broken down for reasons of confidentiality of this information.

Average remuneration of Directors by gender - CaixaBank S.A.[3] (in thousands of euros)

	2018	2019
Male	549	474
Female	154	113
Total	**439**	**385**

[2] It includes the remuneration derived from positions other than those of representation of the Board of Directors (Chairman and CEO).

The comparison of salaries is calculated as the average for women minus the average for men and is 19% (20% en 2018).

The gender pay gap is calculated by comparing wages between employees with the same length of service in the company, performing the same role or position and with the same rank. This allows similar jobs to be compared.

Salary gap

	CaixaBank Group	CaixaBank, S.A.	BPI
2018	1.64%	0.55%	5.17%
2019	1.69%	0.63%	5.30%

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On May 8, 2019, a labour agreement was reached with labour representatives on restructuring for objective, productive and organisational reasons, and which contemplates the departure of 2,023 people (mainly as of August 1st, 2019).

The data on staff departures due to mass redundancy plans (restructuring plan and voluntary redundancy as of December 31st, 2019) are shown below:

Departures by professional classification and gender

	Male	Female	General total
Directors	258	63	321
Middle management	202	124	326
Other Employees	785	512	1,297
Total	**1,245**	**699**	**1,944**

Departures by age and gender

	Male	Female	General total
30-39 years	14	20	34
40-49 years	50	64	114
50-59 years	1,162	612	1,774
>59 years	19	3	22
Total	**1,245**	**699**	**1,944**

On 31 January 2020 an Incentivised Voluntary Termination Labour Agreement was reached, potentially affecting 376 employees, from the generation of 1962 and previous, that provide their services in Barcelona and Teruel.

Functional diversity

The **functional diversity programme** involves raising awareness, integration and support for employees with disabilities, based on respect for people and ensuring equal opportunities and no discrimination. The programme:

- Raises awareness among the company, promoting the values of diversity and non-discrimination
- Improves the work environment by changing people's attitudes
- Contributes to increasing commitment and pride of belonging

The initiatives of this programme include:

- Internal communication campaigns through the corporate intranet demonstrating the additional social benefits for this group.
- Promoting internal hiring through work exchanges and specific grant programmes in collaboration with Incorpora ("la Caixa").
- Promoting the contracting of suppliers at Special Employment Centres (SEC).

In January 2020, an agreement was reached with workers' legal representatives on an inclusive policy for people with disabilities.

343 employees with disability in 2019
(334 in 2018)

Generational diversity

The **generational diversity programme** begins with the diagnosis of the situation in the Group, in which demographic evolution and impacts on structural indicators are analysed. This project includes internal interviews, benchmarking and design thinking sessions with professionals from different generations, who share knowledge and experiences with the aim of implementing the design of action plans.

In parallel, the Company collaborates with the **Generation and Talent Observatory,** which in 2019 carried out a global study of the characteristics of different generations making up companies today, focusing on the characteristics of leaders. This type of study will enable:

- Identification of the obstacles and levers of each generation in the Company.
- The design of a transversal action plan to boost the strengths of each generation.
- The design of actions to avoid loss of expertise when people leave the Company.
- The visualisation of generational diversity and the value of its differential characteristics.

GENERATIONAL DIVERSITY IN NUMBERS[1]

Employees by age

	CaixaBank Group		CaixaBank, S.A.		BPI	
	2018	2019	2018	2019	2018	2019
<30 years	2,094	1,946	1,720	1,498	184	225
30-39 years	9,238	7,789	7,133	5,912	1,234	1,009
40-49 years	19,370	20,155	15,521	16,236	2,487	2,461
50-59 years	6,538	5,572	4,996	3,851	894	1,004
>59 years	200	274	71	75	89	141
Total	**37,440**	**35,736**	**29,441**	**27,572**	**4,888**	**4,840**

Employees by contract type and age

CaixaBank Group	Full-time, fixed or indefinite-term contract		Part-time, fixed or indefinite-term contract		Temporary contract	
	2018	2019	2018	2019	2018	2019
<30 years	1,201	1,477	4	5	889	464
30-39 years	9,045	7,687	18	14	175	88
40-49 years	19,332	20,131	31	19	7	5
50-59 years	6,524	5,555	11	12	3	5
>59 years	196	271	4	3	0	0
Total	**36,298**	**35,121**	**68**	**53**	**1,074**	**562**

Employees dismissed by age

	CaixaBank Group		CaixaBank, S.A.		BPI	
	2018	2019	2018	2019	2018	2019
<30 years	4	8	4	5	0	3
30-39 years	38	18	21	10	7	3
40-49 years	47	49	33	33	5	3
50-59 years	24	15	15	11	7	0
>59 years	6	2	0	1	4	0
Total	**119**	**92**	**73**	**60**	**23**	**9**

Average remuneration by age

	CaixaBank Group		CaixaBank, S.A.		BPI	
	2018	2019	2018	2019	2018	2019
<30 years	23,290	25,878	23,256	25,990	16,217	17,580
30-39 years	45,337	45,412	48,967	49,229	24,110	24,512
40-49 years	61,312	61,731	65,861	66,196	34,563	34,520
50-59 years	73,461	77,111	81,406	85,048	47,378	47,360
>59 years	92,732	92,300	153,515	148,917	63,050	68,524
Total	**58,053**	**58,902**	**62,237**	**63,294**	**34,330**	**35,310**

[1] In 2019 information is reported from CaixaBank Group, in 2018 the information was reported from CaixaBank Group Spain..

Equality Plan

To ensure equal opportunity, CaixaBank, S.A. and other Group entities have different equality plans that they share with the aim of promoting, disseminating and contributing to gender equality, incorporating policies to facilitate the work-life balance for their staff. Improvements have been made to a several key conditions in the collective agreement: improved paid leave for marriage, maternity and paternity, illness or death of a family member, moving house, etc. (2,555 employees accessed paid leave in 2019), reduced working hours to look after children under the age of 12 years or children with disabilities (1,691 employees requested reduced working hours in 2019), leaves of absence to care for dependents, gender-based violence, family relocations, solidarity, personal reasons, and study purposes (555 employees requested leave of absences in 2019)[1].

In January 2020, CaixaBank S.A. signed new equality plan **with unions that contains substantial improvements** in relation to:

- Targets for the representation of women in management positions.
- Work-life balance: extension of leave on the death of a spouse or common-law partner with minor children and extension of paternity leave by 10 days progressively over 3 years, to encourage co-responsibility in the family. Flexibility is also extended to one hour, while respecting organisational needs.

For years CaixaBank has invested in disconnection policies that promote work-life balance for employees. The internal employment agreements contain rationalisation measures of training and commercial activity for employees. The number of activities that can be conducted outside of normal working hours established in the Collective Agreement are limited. Priority is always given to the willingness and motivation of employees. Focusing on digital disconnection, CaixaBank has a protocol whose most important aspects are:

- The right not to reply to communications after the working day has ended.
- No communications from 7pm to 8am the following day, nor on holidays, during leave or on weekends.
- No meetings that end after 6.30pm.
- The incorporation of good practices to minimise meetings and trips by encouraging the use of collaborative tools.

[1] Employee information from CaixaBank, S.A.

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Professional development and remuneration

Development of potential

CaixaBank is committed to strengthening the critical professional skills of its professionals and their development. For that purpose, 100% of CaixaBank employees undergo evaluations to obtain a global perspective: performance and skills evaluation, with special emphasis in 2019 on the Management Feedback process to the members of the Management Committee with evaluations by their teams, colleagues and staff from different areas.

Management and pre-management

The company encourages professional development programmes at both management and pre-management level, with 2,819 participants taking part in 2019. Highlights include:

- Management programme **"Rethink"** focused on certifying leadership skills and promoting strategy and transversality in the Company, reinforcing the Transformative Leadership model, whose principles are:
    - To serve staff by helping them achieve results.
    - To promote innovation and creativity as levers of change.
    - To promote the personal and professional growth of staff.
    - To act as ethical references for stakeholders.
- Pre-management programme **"Progresa"** aimed at professionals from different areas and Regional Management Departments (branch managers, Central Service managers and Directors of Private Banking and Business Banking), which includes **coaching sessions.**

The **management training** includes two stages (incorporation and consolidation) and a third for high-potential groups. This programme offers incremental development through consolidation in a staff member's position and where the concept of "Certification" is incorporated through Universities and Business Schools.

- **Incorporation:** training aimed at developing leadership that is focused on oneself and on laying the foundations of the business. It is proposed for professionals newly accessing management roles. Programmes: **Prova, GPS, Certification C1,** sessions of **intervision and transition coaching.**
- **Consolidation** (between 3 and 5 years in the position): focused on their role as leaders of others and drivers of change and strategy implementation. Programmes: **Certification C2,** programmes related to the **digital transformation** and sessions of **consolidation coaching.**
- **High-potential development:** Proposals to contribute to and promote the development of leadership in executives with high potential. **Programme TOP 200.**

PRINCIPAL STAFF INVOLVED IN THE CREATION AND DEVELOPMENT OF PROGRAMMES WITH CAIXABANK:

IESE
INSEAD The Business School for the World
IMD
The Aspen Institute
ISDI
Financial Times | IE Corporate Learning Alliance

99.3 %
of management positions covered internally in 2019
(CaixaBank, S.A.)

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Young talent

The programme **CaixaBank Experience,** internationally recognised with a bronze medal at **Learning Awards 2019** as one of the best onboarding programmes in Europe and at a national level as **the best talent retention and attraction programme nationally** by the **Fundación Cegos**. It is a blended learning programme (face-to-face and online through virtaula and gamification) that comprises two years and monitors new employees during their integration to make them feel part of the Company. The programme has an integration phase, where new employees take a one-week face-to-face course at Barcelona's Corporate Services Centre as a welcome and explanation of the organisation, and an itinerary training phase online (with regulatory content in accordance with MIFID II requirements).

CaixaBank also has programmes to attract external talent, such as **Young Management Programme** (YMP), **WONNOW** and **New Graduates** for *Corporate & Institutional Banking*. With the aim of continuing to promote young talent and to facilitate their acquisition, in 2019, the **New Graduates SS.CC Talent Programme was born.** This programme will make it possible to attract a portfolio of young talent to meet demand for transformation in the digital era and other positions.

Ongoing training

CaixaBank Campus is the brand under which the Company's training is developed, promoting a culture of continuous learning where the figure of the internal trainer, as a learning facilitator, plays a key role. This model structures training in three main blocks:

- Compulsory training, required by the regulator.
- Recommended training that responds to business challenges.
- Self-training that responds to the individual needs of our employees.

3,587,700
hours of training in 2019

98
hours of training per employee

94 %
of training through the Virtaula platform (online)

€16.7 million
total investment in training

€456
investment in training per employee

1,958
internal trainers at CaixaBank, S.A.

Of CaixaBank staff, 18,074 professionals are certified in MiFID II and 6,548 are certified above MiFID II. Additionally, as a result of the new regulations of the Real Estate Credit Law, 9,863 employees are certified in this area.

The launch of the virtual English academy was a highlight of 2019 *(Education First)* as were the training itineraries for Transformation in the Digital Age, which is aligned with the new Strategic Plan and the objective of developing Digital Talent and deepening how the digital transformation impacts the relationship with the client, the business model and our way of working. It is structured into 4 blocks: The digital environment, Digital skills, Data Academy and Agile work methodologies.

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Appropriate and meritocratic compensation

In 2017, the CaixaBank Board of Directors approved the latest update of the **CaixaBank General Remuneration Policy,** which details the main characteristics of each element of remuneration. It can be accessed by all employees via the corporate intranet.

Remuneration at CaixaBank essentially features the following pay items:

- Fixed remuneration based on the employee's level of responsibility and career path. This accounts for a significant part of total remuneration and is governed by the collective bargaining agreement and the various internal labour agreements.
- A variable remuneration system in the form of bonuses and incentives to achieve previously established objectives and set up to prevent possible conflicts of interest, and, where applicable, to include qualitative assessment principles in line with customer interests, codes of conduct, and prudent risk management.

The principles of the General Remuneration Policy are applicable to all employees of the CaixaBank Group and, among other objectives, they seek to encourage behaviour that ensures the generation of value in the long term and the sustainability of results over time. Furthermore, the strategy for attracting and retaining talent is based on making it easier for professionals to participate in a distinctive social and business project, on the possibility of developing professionally and on competitive conditions in total compensation.

In 2020, the flexible remuneration programme will be implemented for all employees, allowing for tax savings and the personalisation of remuneration according to each person's needs. Total compensation will include a series of products such as: health insurance for family members, transportation cards, day care services and retirement savings insurance.

PROFESSIONAL DEVELOPMENT AND REMUNERATION IN NUMBERS[1]

Employees by job classification

	CaixaBank Group		CaixaBank, S.A.		BPI	
	2018	2019	2018	2019	2018	2019
Directors	6,027	5,571	5,399	4,905	450	411
Middle management	7,968	7,000	6,522	5,852	649	647
Rest of employees	23,445	23,165	17,520	16,815	3,789	3,782
Total	**37,440**	**35,736**	**29,441**	**27,572**	**4,888**	**4,840**

Hours of training by job classification

	CaixaBank Group		CaixaBank, S.A.		BPI	
	2018	2019	2018	2019	2018	2019
Directors	397,664	703,195	391,607	685,150	1,991	11,882
Middle management	566,009	847,140	476,439	779,749	57,723	48,415
Rest of employees	1,577,976	2,037,365	1,247,136	1,706,423	216,036	229,107
Total	**2,541,649**	**3,587,700**	**2,115,182**	**3,171,322**	**275,750**	**289,404**

Average remuneration by job classification

	CaixaBank Group		CaixaBank, S.A.		BPI	
	2018	2019	2018	2019	2018	2019
Directors	94,534	97,444	92,868	95,513	85,533	95,839
Middle management	67,699	69,375	70,094	72,022	41,374	43,650
Rest of employees	45,853	46,497	49,918	50,927	26,654	27,361
Total	**58,053**	**58,902**	**62,237**	**63,294**	**34,330**	**35,310**

Employees by contract type and job classification

CaixaBank Group	Full-time, fixed or indefinite-term contract		Part-time, fixed or indefinite-term contract		Temporary contract	
	2018	2019	2018	2019	2018	2019
Directors	6,020	5,556	6	13	1	2
Middle management	7,960	6,995	3	3	5	2
Rest of employees	22,318	22,573	59	37	1,068	555
Total	**36,298**	**35,124**	**68**	**53**	**1,074**	**559**

Employees dismissed by job classification

	Grupo CaixaBank		CaixaBank, S.A.		Banco BPI	
	2018	2019	2018	2019	2018	2019
Directivos	17	15	9	14	5	0
Mandos intermedios	21	11	13	6	3	1
Resto de empleados	81	66	51	40	15	8
Total	**119**	**92**	**73**	**60**	**23**	**9**

[1] In 2019 information is reported from CaixaBank Group, in 2018 the information was reported from CaixaBank Group Spain.

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Employee experience

Offering the best value proposition for employees to enhance their experience, increase engagement and promote well-being in a healthy and sustainable environment

The value proposal is structured in 4 pillars:

- We grow together
- We advance society together
- We innovate together
- We trust each other

Work environment

CaixaBank prioritises generating a positive working environment in which teams feel motivated and committed. To achieve this goal, we pay close attention to the ideas and opinions of our employees, and develop an action plan through active listening to meet their requirements. For this reason, we believe that periodically assessing the social and work environment, the experience of our teams, and the quality of the service provided, helps to generate this positive environment.

The Company measures the commitment and satisfaction of its employees through the Commitment Study and the Service Quality Study, as well as through monitors such as MercoTalento and the Employee Experience Measurement Index (IMEX).

The commitment study is carried out biannually across the entire staff. The 2019 Commitment Study will be carried out during the first quarter of 2020, with the possibility of preparing personalised improvement action plans for each organisational unit being a new development.

In 2019 the remote work in Central Services initiative has allowed an increase in flexibility and satisfaction.

More agile and transversal work models

CaixaBank is committed to an agile and collaborative structure and for this reason is developing a project that aims to simplify the number of organisational levels that should allow the improvement of time to market anda reduction in reaction and decision times, while at the same time leading to an improvement in employee commitment, the possibility of developing internal talent, and increasing productivity and delivery quality.

At the Group level, the corporate model is being evolved and streamlined to improve control, governance and efficiencies through the creation of shared services.

In 2019, through the HR Business Partner project, the internal customer relationship model has been redesigned, achieving a service of greater proximity, agility, proactivity and quality.

The transition towards more agile work models is part of the agile transformation project that seeks to accelerate and adopt agile methodologies to increase flexibility and efficiency in providing solutions, focusing on the client and breaking silos through collaborative work. The main lines of work are the definition of the strategy and roadmap for agile transformation, and the implementation of agile methodologies at all levels through coaching and training in new roles, promoting transversality and circular relationships.

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Labour standards and staff rights

CaixaBank places fundamental importance on compliance with labour standards, the rights of employees and their representatives, and all matters related to consensual frameworks with union representatives. In addition, the Collective Agreement on Savings Banks and Financial Institutions applies to the entire workforce of CaixaBank, S.A. There are also additional agreements to develop and improve the conditions of the Collective Agreement.

In general, most staff follow the working hours established in the Collective Agreement on Savings Banks and Financial Institutions, and specific working agreements are made with the Workers' Labour Representation when exceptional cases arise. CaixaBank, S.A. forms part of the Joint Standing Committee on the Interpretation of the Agreement, which aims to develop labour standards that are applicable to all employees in the sector.

CaixaBank, S.A. maintains and promotes total neutrality with the different union representations in the Company. The union representatives involved in the company committees are chosen every four years by means of an individual, free, direct, and confidential voting system. They are notified of any relevant changes that may arise within the Company.

In 2019, within the scope of the Collective Agreement, a framework agreement was reached on the registration of working hours with the legal representation of workers. In addition, in view of the expiry of the Collective Agreement on 31/12/2018, the negotiating table for the new agreement has been set up and negotiations have begun to establish the conditions for a new Collective Agreement for the Sector.

In order to raise awareness and train staff in matters of Occupational Health and Safety, CaixaBank regularly offers training content on branch safety, occupational health and safety, emergency measures and first aid.

100 %
CaixaBank Group staff who have signed a collective agreement

Promoting well-being in a healthy and sustainable environment

The Management team is acutely aware of the importance of reinforcing initiatives and measures to facilitate proper working conditions. Management is committed to:

- Fostering a culture of prevention at all levels of the organisation.
- Ensuring compliance with applicable law and other voluntary commitments to which it subscribes.
- Considering preventive aspects at the source.
- Implementing continuous improvement measures.
- Raising awareness and training staff.
- Maintaining an Occupational Risk Prevention management system in accordance with the requirements of the OHSAS 18001 standard, which is more demanding than the legal standard.

CaixaBank, S.A. has specific committees to guarantee the health and safety of its staff:

- **Single Occupational Health and Safety Committee.** This committee is responsible for establishing the aforementioned objectives and monitoring preventive actions, placing special emphasis not only on statutory audits, but also on other voluntary standards, such as the OHSAS 18001 certification (since 2005).
- **Occupational Risk Prevention Coordination Committee.** This committee establishes the policies related to occupational risk prevention, to improve the control, management, and monitoring of the health and safety requirements and to organise and conduct training.

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Healthy Company

The healthy company project reaffirms our commitment to the safety, health and well-being of staff, since:

This has an effect on the productivity and competitiveness of companies and sustainability, which → leads to a healthier, more motivated and satisfied staff → and contributes to increased commitment and pride of belonging → and improves the corporate image → encourages talent acquisition and retention, → improves the work environment, → which reduces absenteeism

It is structured along three axes:

Safety

Safe and emotionally healthy work environments.

The Company aims to achieve excellence in preventative culture and safe work environments. To this end the transition to ISO 45001 certification is being examined, incorporating well-being as a global concept.

In the psychosocial area, an intervention programme has been carried out that assesses psychosocial effects and defines action plans for reducing stress factors.

As proof of its continuous improvement in prevention, CaixaBank has been internationally recognised with the ***"Occupation Risk Prevention 2019"*** *award* from the ORP International Foundation in light of its implementation of a comprehensive prevention management programme for staff abroad.

Health

Promoting healthy lifestyles and balancing work and health as a priority.

CaixaBank has fitted out physical spaces to promote healthy activities and sports and has strengthened the occupational health and safety section on the corporate intranet with the aim of consolidating itself as a Healthy Company. To do this, we also offer individual and collective programmes to improve lifestyles and health management through the internal platform and ***"Adeslas Salud y Bienestar"***.

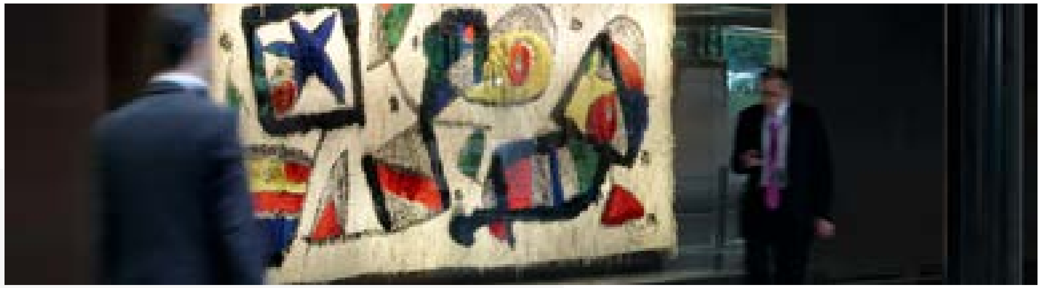
CaixaBank's activities do not lead to the development in its workers of any of the occupational diseases classified as serious.

Welfare programme

Forging a culture of flexibility with our work environments that promotes the well-being of staff, with benefits that facilitate their day-to-day work.

The Sustainable Performance School in Virtaula features content that contributes to improving the personal well-being of staff with training in health and nutrition, mindfulness, environment and positive thinking, among other topics.

With the expansion of measures to promote new environments and ways of working (remote, agile...) as well as studying formulas for active and healthy ageing of the workforce, it will be possible to achieve a more emotionally healthy workforce.



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WORK ENVIRONMENT IN NUMBERS[1]

Workplace accidents - CaixaBank Group

	2018	2019
Total number of accidents	520	523

In 2019, serious accidents involved 2 women and 5 men, and non-serious accidents involved 345 women and 171 men.

Frequency of accidents in the workplace - CaixaBank Group

	2018	2019
Accident frequency index[2]	1.93	1.77

[2] In 2019, the accident rate for women was 2.43 and 1.01 for men.

Number of hours of absenteeism (manageable) - CaixaBank Group

	2018	2019
Hours of absenteeism (manageable)	1,775,752	1,684,796

2.82%

Manageable absenteeism rate (illness and accidents)

[1] The data for 2018 have been restated to standardise the criteria used in 2019.

Communication channels to encourage participation and collaboration

CaixaBank's internal communication focuses mainly on:

- Promoting and tackling the Strategic Plan challenges and business priorities.
- Transmitting our corporate values as a differentiating factor.
- Recognising and reinforcing good professional practices.
- Promoting the corporate culture and the pride of belonging.

CaixaBank has various communication channels open between staff and the Bank, including:

- The **"Personas" space,** a digital newspaper with a broad scope which, with almost 1.5 million accesses per month and an average of 2.5 news items per day, focuses on the leading role of people in the Company and on institutional information and milestones important for daily activity, from a strategic, motivational and business point of view.

  Of particular interest in 2019 were the news, videos and testimonies included in the communication plans of the new **2019-2021 Strategic Plan, – under the** Culture programme **"We are CaixaBank",** and the launch of the new *brand* claim **#EscucharHablarHacer (Listen, talk, do).**

  To advance participation and collaboration, during 2019, the new tool **People*Now*** was tested, an evolution of "Personas" that will be implemented in the first half of 2020 throughout the Company. It is focused on user experience, which allows the integration of the different tools of Microsoft Office 365 and SharePoint to facilitate multidirectional communication and transversality within the organisation in a personalised and relevant way. The main objective is for the digital work environment to become an intelligent and modern space where collaboration, information and knowledge flow.
- The CanalCaixa magazine, a monographic publication with both paper and digital editions emphasises and spreads the values and culture of the Company through the testimonies of its people.
- The organisation and coordination of **internal events,** such as the **Management Convention**, and advice in employee events led by other areas of the bank.
- **FlashDirectivo** is an audiovisual channel which makes the CEO's main messages of the year available to all CaixaBank employees.
- **An enquiries and complaints channel** integrated into the corporate intranet.
- During 2019, 5 formal complaints were received regarding possible behaviours of workplace and sexual harassment. External managers determined that these claims of harassment were unfounded.
- As established in the Protocol, external managers investigated the five formal complaint and found three cases of non-harassment, filing these complaints, and two cases of non-harassment with recommendations for the implementation of measures to ensure mediation between parties.
- In 2019, in the Wengage Diversity section of the corporate intranet, the section on the Prevention of Harassment was further developed.
- In addition, training was held to disseminate the protocol for the prevention of harassment. During the training course in the Code of Ethics, the specific channel of the Harassment Protocol was highlighted.

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Attractive shareholder **returns and solid financials**

Evolution of **results and business activity**

Business segmentation

For financial reporting purposes, the Group is split into the following business segments:

Banking and insurance business:

- Encompasses earnings from the Group's banking, insurance and asset management activities mainly in Spain, as well as liquidity management, ALCO, income from financing the other businesses and the Group-wide corporate operations. In addition, it includes the businesses acquired by CaixaBank from BPI during 2018 (i.e., insurance, asset management, and cards).

Investments

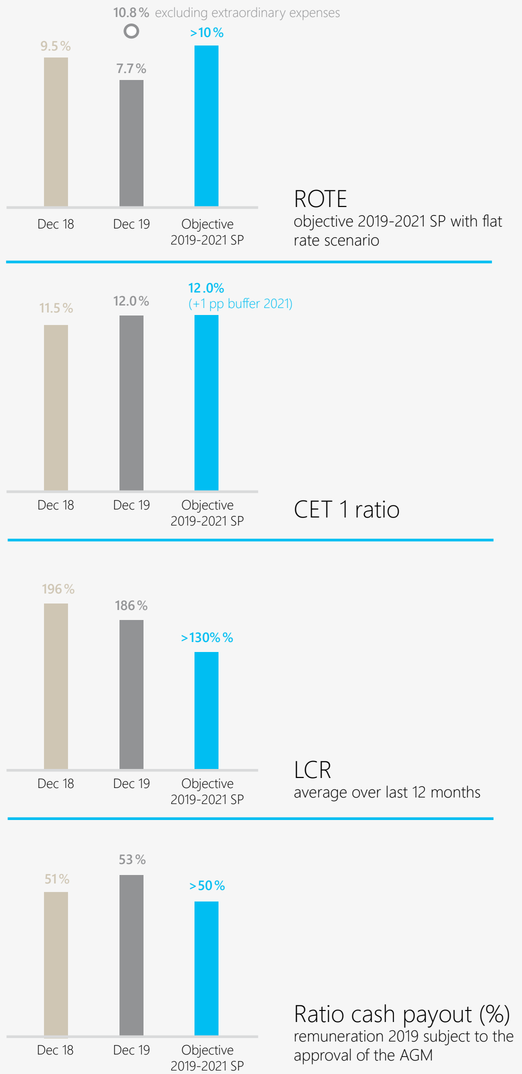
- This line of business essentially encompasses earnings from dividends and/or equity-accounted profits from the stakes, as well as the gains on financial transactions, held in Erste Group Bank, Repsol, Telefónica, BFA and BCI, net of the related finance costs. From 1 January 2019, this segment also includes the 20% stake in Coral Homes after the sale of the real estate business at the end of December 2018. It also includes significant impacts on income of other relevant stakes across a variety of sectors.
- It includes the stakes in BFA, which after reassessing the significant influence at 2018 year-end is classified as Financial assets at fair value with changes in other comprehensive income, and in Repsol, until completing its sale in the second quarter of 2019.

BPI:

- Encompasses the earnings from BPI's domestic banking business. The income statement shows the reversal of the fair value adjustments of the assets and liabilities resulting from the business combination and excludes the results and balance sheet figures associated with the assets of BPI assigned to the equity investments business (essentially BFA and BCI), as discussed previously.

The operating expenses of these business segments include both direct and indirect costs, which are assigned according to internal distribution methods.

Main metrics for monitoring the 2019-2021 Strategic Plan



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Results

€ millions	2017	2018	2019 (breakdown by business segment)			
	Group	Group	Group	Banking and insurance	Investments	BPI
Net interest income	**4,746**	**4,907**	**4,951**	**4,659**	**(124)**	**416**
Dividend income and share of profit/(loss) of entities accounted for using the equity method	653	972	588	232	335	21
Net fees and commission income	2,499	2,583	2,598	2,340	-	258
Gains/losses due to financial assets and liabilities and others	282	278	298	239	35	24
Income and expense under insurance and reinsurance contracts	472	551	556	556	-	-
Other operating income and expense	(430)	(524)	(386)	(369)	-	(17)
Gross income	**8,222**	**8,767**	**8,605**	**7,657**	**246**	**702**
Recurring administrative expenses, depreciation and amortisation	(4,467)	(4,634)	(4,771)	(4,304)	(4)	(463)
Extraordinary expenses	(110)	(24)	(979)	(978)	-	(1)
Operating income/loss	**3,645**	**4,109**	**2,855**	**2,375**	**242**	**238**
Allowances for insolvency risk	(799)	(97)	(376)	(573)	-	197
Other charges to provisions	(912)	(470)	(235)	(238)	-	3
Gains/(losses) on disposal of assets and others	164	(735)	(167)	(169)	-	2
Profit/loss before tax	**2,098**	**2,807**	**2,077**	**1,395**	**242**	**440**
Income tax	(378)	(712)	(369)	(332)	71	(108)
Profit for the period	**1,720**	**2,095**	**1,708**	**1,063**	**313**	**332**
Profit/loss attributable to minority interests and others	36	110	3	3	-	-
Profit/loss attributable to the Group	**1,684**	**1,985**	**1.705**	**1.060**	**313**	**332**
Cost-to-Income Ratio	55.7%	53.1%	66.8%			
Cost-to-income ratio excluding extraordinary expenses	54.3%	52.9%	55.4%			
ROE[1]	6.8%	7.8%	6.4%			
ROTE[1]	8.3%	9.5%	7.7%			
ROA	0.5%	0.5%	0.4%			
RoRWA	1.1%	1.3%	1.1%			

[1] The calculations for ROTE and ROE of 2019 include the valuation adjustments in the denominator, resulting in a restatement of the figures reported from previous periods. Furthermore, the accounting policy associated with the recording of the defined benefit commitments with employees has been modified, resulting in a restatement of the assets and ratios from previous periods.

Evolution 2019 vs. 2018

The **attributable profit** amounted to €1,705 million in 2019, (-14.1%), with a trend marked by the recognition of the employment agreement carried out in the current year (+20.4% without this effect).

The **gross income** stood at €8,605 million, with a rise in core revenues[1] which reached €8,316 million in 2019 (+1.2%). The change in gross income (-1.8%) was affected by the reduction in the profits of subsidiaries accounted for using the equity method (-48.5%), as a result of the non-allocation of Repsol and BFA. Excluding the contribution from Repsol and BFA in both years, gross income grew by 3.0%.

There was an improvement in **other operating income and expense** due to lower property expenses, as a result of the sale of the corresponding business in 2018.

The evolution **allowances for insolvency risk** essentially relates to the extraordinary release of some €275 million in provisions in 2018.

The recording of the transaction to repurchase a 51% stake in Servihabitat in 2018 gave rise to a loss of -€204 million (-€152 million recorded within Other provisions and -€52 million within gains/losses on disposal of assets and others).

The year-on-year change in **gains/losses on disposal of assets and others,** meanwhile, essentially relates to a -€453 million loss recognised in 2018 arising from the agreement to sell the stake in Repsol, and a further -€154 million due to the change of accounting classification of the stake in BFA.

[1] Includes net interest income, fee and commission income, income from the life-risk insurance business, the result of using the equity method for SegurCaixa Adeslas and income from the insurance investees of BPI.

Evolution 2018 vs. 2017

The **attributable profit** for 2018 stood at €1,985 million(+17.8% versus 2017).

The **gross income** stood at €8,767 million (+6.6% compared to the previous year), boosted by the growth in core revenues which reached €8,217 million in 2018 (+4.2%) and higher income from investees.

The **recurring administration expenses, depreciation and amortisation** (+3.7%) grew at a rate lower than core revenues.

The change in **allowances for insolvency risk** (-87.9%) was driven by the normalisation of the asset quality indicators and the one-off release of provisions due to the improved recoverability of debt from a large borrower.

In **other charges to provisions** (-48.4%), the figure for 2018 includes the impact of the transaction to repurchase a 51% stake in Servihabitat (in 2017, extraordinary negative impacts associated with early retirements and the reorganisation of the exposure in Sareb).

Gains/losses on disposal of assets and others includes extraordinary results in both financial years. In particular, the figure for 2018 includes the negative impact of the sale of Repsol and the accounting reclassification of BFA, while 2017 includes the positive result of the business combination generated in the acquisition of BPI.

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Net interest income

Evolution 2019 vs. 2018

Net interest income in 2019 amounted to €4,951 million (+0.9% versus 2018). This was due to:

- Higher income from loans, mainly due to a rise in volume.
- Sound management of retail funding, which involved a reduction in cost due to the cancelation of retail subordinated debt in June 2018 and to the reduction of 4 basis points in the cost of maturity deposits.
- Savings in the costs of institutional financing due to a lower price. A higher volume of the fixed income portfolio.
- Greater contribution of the insurance business (savings products).
- The change also reflects the reduction in the returns from loans and from fixed-income securities.

Evolution 2018 vs. 2017

Net interest income for 2018 stood at €4,907 million (+3.4% versus 2017). The growth was derived from:

- A 7 basis point increase in returns on loans due to the generation of higher rates and the client mix, with a greater weighting of more profitable segments that offset negative repricings in the mortgage portfolio. Doubtful loans and recoveries also contribute to the rise in the credit rate.
- The management of retail financing, which led to a 1-basis point drop in the cost of demand deposits.
- Savings in the costs of institutional funding, due to a lower price and the higher volume of the fixed-income portfolio which exceeded the impact of the decrease in fixed-rate returns and the increase in the surplus liquidity costs remunerated at negative interest rates.

€ millions	2019		2018		2017	
	Average balance	Type %	Average balance	Type %	Average balance	Type %
Financial Institutions	25,286	0.65%	21,241	0.83%	15,900	1.15%
Loans and advances (a)	213,298	2.24%	208,470	2.27%	209,185	2.20%
Debt securities	36,184	0.92%	34,723	1.05%	29,700	1.24%
Other assets with returns	61,643	2.84%	54,174	3.03%	49,984	3.55%
Other assets	67,431	-	65,193	-	68,136	-
Total average assets (b)	**403,842**	**1.75%**	**383,801**	**1.81%**	**372,905**	**1.87%**
Financial Institutions	36,076	0.67%	43,601	0.45%	47,488	0.40%
Retail customer funds (c)	214,136	0.02%	199,220	0.04%	188,068	0.04%
Wholesale marketable debt securities & other	28,343	0.87%	26,822	0.98%	27,057	1.11%
Subordinated debt securities	5,400	1.36%	6,346	1.73%	5,575	2.61%
Other funds with cost	70,437	2.04%	63,366	2.14%	59,158	2.48%
Other funds	49,450	-	44,446	-	45,559	-
Total average funds (d)	**403,842**	**0.52%**	**383,801**	**0.53%**	**372,905**	**0.60%**
Customer spread (a-c)		**2.22%**		**2.23%**		**2.16%**
Balance sheet spread (b-d)		**1.23%**		**1.28%**		**1.27%**

To help readers interpret the information contained in this report, the following aspects should be taken into account:

- According to applicable accounting standards, income resulting from the application of negative interest rates should be reported in the appropriate income classification. Financial intermediaries on the assets side includes the negative interest on the balances of financial intermediaries held on the liabilities side, the most significant being TLTRO II income. Conversely, the heading financial intermediaries on the liabilities side shows the negative interest on the balances of financial intermediaries on the assets side. Only the net amount between income and expense for both headings has economic significance.
- The "Other assets with returns" and "Other funds with cost" line items relate primarily to the Group's life insurance business.
- The balances of all headings except "Other assets" and "Other funds" correspond to balances with returns/cost. "Other assets" and "other liabilities" incorporate balance items that do not have an impact on the net interest income and on returns and costs that are not assigned to any other item.
- Until the fourth quarter of 2018, BPI's interest rate hedges were accounted for at net value in the Other liabilities heading. As of the first quarter of 2019, the presentation criteria has been unified with the rest of the Group's, and the impacts are recognised in the headings that include the hedged elements. The reclassification had a positive impact on Maturity deposits and Other liabilities and a negative impact on Debt securities and Loans and advances to customers.

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Net fees and commissions income

Evolution 2019 vs. 2018

Fee and commission income reached €2,598 million, +0.6% compared to 2018.

- Fees from banking, securities and other services includes income on securities transactions, transaction processing, risk activities, deposit management, payment methods and investment banking. The annual growth (+0.8 %) was largely influenced by that of electronic banking.
- Fees from the sale of insurance policies decreased with respect to 2018 (-6.6%), affected by the launch schedule of new products.
- Commissions from investment funds, portfolios and SICAVs came to €538 million (-2.6%). This change was driven, among other factors, by the reduction in the average net assets managed during 2019 as a result of the markets' negative trend at the end of 2018, which recovered during 2019.
- Pension plan management fees stood at €222 million (+2.4%).

Evolution 2018 vs. 2017

Fee and commission income reached €2,583 million in 2018 (+3.4% versus 2017).

- The change in fees from bank, securities and other services compared to 2017 was influenced by distribution agreements linked to consumer finance, as well as lower commissions in investment banking.
- Commissions from the sale of insurance policies grew by +19.0% in 2018 compared to 2017, following a significant sales push.
- Commissions from investment funds, portfolios and SICAVs in 2018 rose +12.6% due to the increase in assets under management during the first nine months of the year, prior to the episode of volatility.
- Pension plan management fees in 2018 increased +2.0% compared to the previous year, through a wide range of products.

€ millions	2019	2018	2017
Banking services, securities and other fees	1,500	1,488	1,521
Investment funds, portfolios and SICAVs	538	552	491
Pension plans	222	217	213
Insurance sales	213	227	274
Unit Link and other[1]	125	99	-
Net fees and commission income	**2,598**	**2,583**	**2,499**

[1] Includes income corresponding to Unit Linked and Flexible Investment Life Annuity products (the part managed) In 2017, they were included in the marketing of insurance products.

Income from equity investments

The profits of subsidiaries accounted for using the equity method reduced by €401 million (-48.5%) compared to the previous year, mainly due to the profits of Repsol and BFA not being attributed to the Group in 2019 (€434 million attributed in 2018). Stripping out this impact, the change in this line item would have been positive (+4.0%).

In 2018, this line item registered an increase of +€319 million (+48.8%), driven by the evolution of the business and the greater contribution of BFA due to extraordinary impacts, including the devaluation of the Angolan currency.

€ millions	2019	2018	2017
Dividend income	163	146	127
Entities accounted for using the equity method	425	826	526
Income from equity investments	**588**	**972**	**653**

Gains/losses on financial assets and liabilities and others

Trading income stood at €298 million in 2019 (+7.2%), which includes, among others, the materialisation of capital gains in fixed-income assets.

In 2018, this line item included the repricing of BPI's stake in Viacer as part of its divestment process and the result of the hedging transactions in connection with the subordinated bonds redeemed ahead of maturity, and the realisation of gains in fixed-income assets. The change with respect to 2017 was marked by the materialisation of latent capital gains in available for sale financial assets.

Income and expense under insurance or reinsurance contracts

Income derived from the life insurance business amounted to €556 million, representing an increase of +1.0% in the year. In 2018, this income increased by +16.7% due to a sustained growth in commercial activity.

Other operating income and expense

The change in Other income and operating expenses (-26.4%) was essentially affected by lower property expenses (Property Tax and maintenance and management costs from the portfolio of foreclosed assets), as a result of the sale of the real estate business in the fourth quarter of 2018.

The heading includes, among other items, income and expenses at non-real estate subsidiaries, income from rentals and expenses incurred in managing foreclosed properties and contributions, levies and taxes.

- Recording of the contribution to the Deposit Guarantee Fund (DGF) for €242 million (€228 million in 2018 and €214 million in 2017).
- This includes the contribution to the Single Resolution Fund (SRF) for €103 million (€97 million in 2018 and €90 million in 2017), including BPI's contribution of €7 million to the Portuguese Resolution Fund (Fundo de Resoluçao).
- Recognition of Spanish Property Tax (€16 million for 2019, compared to €48 million in 2018 and €50 million in 2017).

€ millions	2019	2018	2017
Contribution to the Single Resolution Fund / Deposit Guarantee Fund	(345)	(325)	(304)
Other real estate income and expenses (including Spanish Property Tax)	1	(147)	(200)
Other	(42)	(52)	74
Other operating income and expense	**(386)**	**(524)**	**(430)**

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Administration expenses, depreciation and amortisation

The recurring administration expenses and depreciation and amortisation stood at €4,771 million, +2.9%. The year-on-year performance was impacted by:

- Staff expenses, which increased by 1.4% in the year due to the organic increase of the workforce, although there was an improvement in the last two quarters following the labour agreement reached this year. The organic increase also explains the change between 2017 and 2018.

- General expenses dropped by 3.5% due, among other factors, to IFRS16 coming into force. Excluding this effect (€154 million), expenditure grew due to the transformation of the distribution model (Store branches, InTouch remote customer service), greater expenditure on technology, and new regulatory requirements, just as was the case in 2018.

- Depreciation and amortisation expenses rose 34.9% as a result, among other factors, of the coming into force of the IFRS16, which involves the recognition and subsequent amortisation of leased property usage rights, which is mostly offset by a reduction in general expenses. Without this effect, the increase in the depreciation and amortisation expense would be approximately 1.5%. These fell between 2017 and 2018 due to the improvement in intangible assets in the fourth quarter of 2017.

€ millions	2019	2018	2017
Gross income	8,605	8,767	8,222
Staff expenses	(2,978)	(2,937)	(2,875)
General expenses	(1,247)	(1,292)	(1,165)
Depreciation and amortisation	(546)	(405)	(427)
Recurring administrative expenses, depreciation and amortisation	**(4,771)**	**(4,634)**	**(4,467)**
Extraordinary expenses	(979)	(24)	(110)

The Extraordinary expenses include the impact of the agreement reached with the employees' union representatives in the second quarter of 2019 regarding a plan of compensated terminations, as well as other measures that would provide further labour flexibility, with a gross impact of €978 million. The majority of the agreed departures were implemented on 1 August, with the consequent reflection on cost savings taking effect from the third quarter of the year. In 2018 and 2017, extraordinary expenses are associated with the integration of BPI (€24 million in 2018 and €110 million in 2017).

Allowances for insolvency risk and other charges to provisions

Allowances for insolvency risk stood at -€376 million (-€97 million in 2018). The change in the year was driven by one-off aspects in both periods, particularly the reversal of some €275 million in provisions in the third quarter of 2018 to update the recoverable value of the Group's exposure to a large borrower.

In 2019, this category includes aspects such as the nmegative impact of the recalibration of models in an environment of macroeconomic slowdown and the release of provisions following the revision of the expected loss associated with the credit risk adjustments applied in the acquisition of BPI, amounting to +€119 million (€179 million in the year as a whole).

€ millions	2019	2018	2017
Insolvency allowances	(376)	(97)	(799)
Other charges to provisions	(235)	(470)	(912)
Allowances for insolvency risk and other charges to provisions	**(611)**	**(567)**	**(1,711)**

The change registered in 2018, amounting to -87.9% compared to 2017, was the result of the standardisation process of asset quality indicators and the one-off aspects set out above.

Other charges to provisions primarily includes the amounts recognised to cover contingencies and impairment of other assets. This change was driven by exceptional aspects, particularly in 2018, as this is where the -€152 million loss was recognised corresponding to the difference between the repurchase price from TPG of the 51% stake in the real estate service firm and its estimated fair value at that time, and a further -€53 million in connection with early retirements and impairments due to the adjustments made to the recoverable value of certain assets, among other aspects.

2017 included, the recognition of -€455 million associated with early retirements and -€154 million for the write-down of the exposure in Sareb.

Gains/ losses on disposal of assets and others

Gains/(losses) on disposal of assets and others includes the results of individual operations resulting from the sale and write-off of assets. The year-on-year change (-77.3%) essentially reflects extraordinary events in 2018:

- Real estate gains/ losses reflect the 49% impairment of the stake held at the time in Servihabitat so as to bring its book value in line with its new fair value (-€52 million). It also includes the formalisation of the sale of the real estate business (including expenses, taxes and other costs) for -€60 million.

- Other gains/ losses includes the negative impact derived from the agreement to sell the stake in Repsol (-453 million), the change of accounting classification of the stake in BFA (-€154 million), as well as the profit from the sale of BPI's purchasing business(+€58 million)

The main impact in 2017 is the business combination with BPI (+€256 million) and the write-down of obsolete assets.

€ millions	2019	2018	2017
Real estate results	(84)	(117)	6
Other	(83)	(618)	158
Gains/losses on disposal of assets and others	**(167)**	**(735)**	**164**

Unique aspects in 2019

- Realisation of gains from fixed-income portfolio amounting to +€235 million (Note 32).
- The labour agreement for the staff restructuring process, through incentivised voluntary redundancies with an impact of -€978 million (Note 23).
- The profit/ loss derived from the cancellation of cash flow hedges on 1.36% of the Group's stake in Erste Bank, with an impact of +€49 million (Note 15).

Additionally in 2019, the following operations with an impact on the Group's equity were recognized (albeit with no impact on the income statement):

- Modification of the accounting policy on certain defined benefit commitments with employees and/or their beneficiaries insured through the employee pension fund, with an impact on equity of +€449 million (Note 1).

The notes refer to the 2019 Consolidated Financial Statements.

Unique aspects of the 2018 financial year

- Realisation of gains from fixed-income portfolio amounting to +€128 million (Note 13), including the result linked to the cancellation of the associated provisions (Note 13).
- The agreement of incentivized voluntary redundancies with an impact of -€67 million (Note 23).
- A +€60 million profit on the sale of the stake in Viacer as part of a disinvestment process (Note 12).
- The result derived from the cancellation of the provision to cover subordinated debentures amounting to +€110 million (Note 15).
- The agreement for the sale of BPI's acquisition business to Comercia, with a +€58 million impact (Note 41).
- The agreement for the sale of the stake in Repsol, with a gross impact of -€453 million (Note 16).
- The repurchase agreement for 51% of Servihabitat Servicios Inmobiliarios, with an impact of -€204 million (Note 1).
- The agreement for the sale to Lone Star of 80% of Coral Homes, a company that has been provided with real estate assets, and the stake in Servihabitat Servicios Inmobiliarios, with a net total impact of -€48 million in expenses and taxes (Note 1).
- The loss of significant influence over BFA and reclassification of the shareholding to financial instruments valued at fair value with changes through other comprehensive income, with an impact of -€154 million (Note 16).

Additionally, in 2018 the following operations with an impact on the Group's equity were recognised (albeit with no impact on the income statement)::

- Initial application of IFRS 9, with a net impact of -€561 million charged to reserves (Appendix 7).
- Reduction of the minority interests as a result of the acquisition of an uncontrolled stake in BPI in order to obtain 100% by means of the agreement with Allianz and exercising the right of compulsory purchase (Note 7).

Unique aspects in the 2017 financial year

- Profit of +€256 million linked to the business combination following CaixaBank's acquisition of a controlling stake in Banco BPI (Note 7).
- The agreement of incentivised voluntary redundancies with an impact of -€570 million (Note 23).
- The impairment of the exposure in Sareb amounting to €154 million (Note 13).
- The net loss of -€97 million derived from the sale of 2% of BFA to Unitel, with the corresponding loss of control over this shareholding, mainly due to the materialization of the foreign exchange losses previously recognised within equity (Note 16).

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Balance sheet and operations

The assets stood at €391,414 million at 31 December 2019 (+1.3% in the year).

With regard to Shareholders' equity, the following change in accounting criteria led to a restatement of the comparative figures for previous periods.

The defined benefit commitments are implemented in the employee Pension Fund, which, under IAS 24, is a related party. To date, the Group did not use the exception permitted under IAS 19 to consider assets held by a pension fund for its employees as an asset of the eligible plan. For these purposes, the fund assets may include insurance policies where the fund acts as both policyholder and beneficiary.

As of 31 December 2019, the Group changed its accounting policy to consider the employee Pension Fund as an asset of the eligible plan, hence the rights which the eligible plan has over the policies subscribed that cover the defined benefit commitments are being considered.

This change of policy has led to a €1,617 million euro reduction in Provisions at the year end (now reported for the net amount), as well as an increase in the Liabilities relating to the insurance business of €1,196 million. This has an impact on *net deferred tax* of €135 million (including -€94 million for deferred tax assets and +€41 million for deferred tax liabilities), and an impact on Shareholders' equity of €286 million, recognised within *Other Comprehensive Income*. This entails a +18 basis point increase in CET1 capital.

In 2019, the allocation of capital to the Investments business was adapted to the Group's new corporate capital objective of maintaining a regulatory *Common Equity Tier 1 (CET1) ratio* of 12%, and considers both the consumption of own resources by risk-weighted assets at 12% (11% in 2018) and applicable deductions.

The allocation of capital to BPI is at sub-consolidated level, i.e., taking into account the subsidiary's own funds. The capital consumed in BPI by the investees allocated to the investment business is allocated consistently to the investment business.

The difference between the Group's total own funds and the capital assigned to the other businesses is attributed to the banking and insurance business, which includes the Group's corporate centre.

€ millions	31.12.17	31.12.18	31.12.19 (breakdown by business segment)			
	Group	Group	Group	Banking and insurance	Investments	BPI
Total assets	383,136	386,546	391,414	355,416	4,554	31,444
Total liabilities	358,270	362,182	366,263	334,333	3,533	28,397
Equity	24,866	24,364	25,151	21,083	1,021	3,047
Capital assigned to the businesses	-	-	100%	84%	4%	12%

N.B. 'The figures for 2017 and 2018 have been restated in accordance with the change in accounting criteria described above.

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Loans and advances to customers

Loans and advances to customers, gross stood at €227,406 million (+1.2 %), while the performing portfolio grew by 2.4 % in 2019. In the annual change by segment, the following trends are of particular note:

- Loans for home purchases (-3.5 % in the year) remain marked by the deleveraging of households.
- Loans to individuals - other purposes was up 1.3 % in 2019, driven by consumer credit (+13.8 %).
- Loans to corporates and SME's (excluding real estate developers) increased by 7.2 % in 2019.
- Loans to real estate developers fell -3.8 % in the year, while the public sector remained at similar levels.

These same trends marked the trends of 2018 with respect to 2017.

€ millions	31.12.17	31.12.18	31.12.19 (breakdown by business segment)		
	Group	Group	Group	of which: banking and insurance	of which: BPI
Loans to individuals	128,490	127,046	124,334	111,300	13,034
Home purchases	*94,187*	*91,642*	*88,475*	*77,104*	*11,371*
Other	*34,303*	*35,404*	*35,859*	*34,196*	*1,663*
Loans to businesses	83,463	85,817	91,308	81,835	9,473
Corporates and SME's	*76,362*	*79,515*	*85,245*	*75,977*	*9,268*
Real estate developers[1]	*7,101*	*6,302*	*6,063*	*5,858*	*205*
Public sector	11,998	11,830	11,764	9,968	1,796
Loans and advances to customers, gross	**223,951**	**224,693**	**227,406**	**203,103**	**24,303**
Provisions for insolvency risk	(6,832)	(5,728)	(4,704)	(4,167)	(537)
Loans and advances to customers (net)	**217,119**	**218,965**	**222,702**	**198,936**	**23,766**
Contingent liabilities	13,983	14,588	16,856	15,281	1,575

[1] After a homogenisation of BPI's segmentation criteria with the Group's criteria, €527 million of developer loans were resegmented at the 2018 year end, mainly to financing for productive sectors (excluding real estate developers).

Customer funds

Customer funds rose to €384,286 million, up +6.9% in 2019, driven by the strength of the franchise and the recovery of the markets, among other factors.

The **on-balance sheet funds** reached €277,272 million (+6.4%).

- Demand deposits rose to €189,552 million (8.8%).
- Time deposits totalled €28,980 million. Their yearly performance was impacted by the issue of a retail note in the first quarter for €950 million with a 5-year maturity, which partially offset the reduction of deposits in a backdrop of rock-bottom interest rates on renewal of maturities.
- Liabilities under insurance contracts increased[2] (+7.5% in the year) thanks to developments in the product range and adaptation to customers' needs. Of particular note was the performance of Unit Linked products, growing 35.3% in the year.

The **assets under management** grew to €102,316 million. The annual change (+8.9%) was mostly driven by the recovery of the markets following the slump seen at the end of the fourth quarter of 2018.

- The assets managed in investment funds, portfolios and SICAVs stood at €68,584 million (+6.3% in the year).
- Pension plans totalled €33,732 million (+14.7% in the year).

Other accounts mainly includes temporary funds associated with transfers and collections.

€ millions	31.12.17	31.12.18	31.12.19 (breakdown by business segment)		
	Group	Group	Group	of which: banking and insurance	of which: BPI
Customer funds	196,611	204,980	218,532	195,723	22,809
Demand deposits	*158,772*	*174,256*	*189,552*	*175,077*	*14,475*
Time deposits[1]	*35,793*	*30,724*	*28,980*	*20,646*	*8,334*
Liabilities under insurance contracts[2]	51,213	53,450	57,446	57,446	0
Repurchase agreement and others	968	2,060	1,294	1,278	16
On-balance sheet funds	**248,792**	**260,490**	**277,272**	**254,447**	**22,825**
Mutual funds, managed accounts and SICAV's	66,882	64,542	68,584	63,189	5,395
Pension plans	29,669	29,409	33,732	33,732	0
Assets under management	**96,551**	**93,951**	**102,316**	**96,921**	**5,395**
Other accounts	**5,363**	**5,108**	**4,698**	**3,129**	**1,569**
Total customer funds	**350,706**	**359,549**	**384,286**	**354,497**	**29,789**

[1] Includes retail debt securities amounting to€1,625 million at 31 December 2019, of which €950 million correspond to the retail note issued in the first quarter of 2019.

[2] Excluding the impact of the change in value of the associated financial assets, with the exception of Unit Linked and Flexible Investment Life Annuity assets (the part managed).

As a result of the new accounting criteria for defined benefit commitments with employees, the balance of previous periods has been restated (+€1,067 million and +€1,248 million at 31 December 2018 and 31 December 2017, respectively).

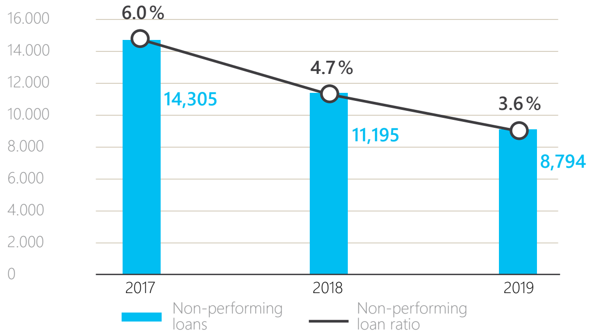
Credit risk quality

The **non-performing loans** fell by €2,401 million in the year, placing the NPL ratio at 3.6% (-108 basis points in the year). The active management of the non-performing portfolio, the standardisation of the asset's quality indicators, together with portfolio sales have enabled a sustained reduction in doubtful balances and in the NPL ratio in recent years.

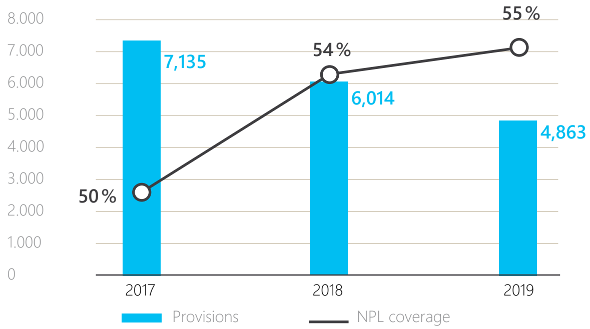
The **allowances for impairment losses** at 31 December 2019 stood at €4,863 million. The change in the last three years has been largely down to the adjustments made to the recoverable value on credit exposures, the cancellation of debt incurred from the acquisition and foreclosure of real estate assets and the derecognition of assets and write-offs. The coverage ratio reached 55% (+5 percentage points compared to 2017).

(%)	31.12.17	31.12.18	31.12.19 (breakdown by business segment)		
	Group	Group	Group	of which: banking and insurance	of which: BPI
Loans to individuals	5.2%	4.7%	4.4%		
Acquisition of property	*4.2%*	*3.8%*	*3.4%*		
Other	*7.9%*	*7.2%*	*6.7%*		
Loans to businesses	8.3%	5.4%	3.2%		
Productive sectors (exc. real estate developers)	*7.1%*	*4.7%*	*2.9%*		
Property developers	*21.7%*	*14.3%*	*8.0%*		
Public sector	1.4%	0.4%	0.3%		
NPL ratio (loans + guarantees)	**6.0%**	**4.7%**	**3.6%**	**3.7%**	**3.0%**
NPL coverage ratio	**50%**	**54%**	**55%**	**53%**	**78%**

NON-PERFORMING ASSETS



COVERAGE



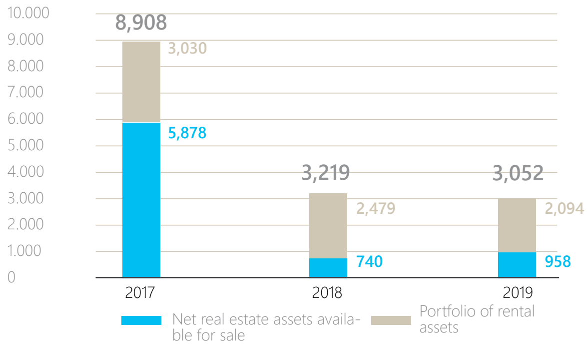
Foreclosed real estate assets

The **net foreclosed available for sale real estate assets**[1] **in Spain** amounted to €958 million (+€218 million in the year), with a coverage ratio of 39% (accounting coverage ratio of 30%). In 2018, following the formalisation of the sales transaction of the real-estate business during the fourth quarter and the intense commercial activity this year, the portfolio of net foreclosed available for sale real estate assets fell by -€5,138 million, down to €740 million.

The portfolio of rental properties in Spain stood at €2,094 million net of provisions (-€385 million in the year). The rental portfolio in 2018 stood at €2,479 million net of provisions, -€551 million compared to 2017 following the sale of a portfolio of rental properties for €226 million.

The total sales[2] of real estate properties in 2019 reached €581 million. In 2018, sales amounted to €2,060 million (+28% vs. 2017).

FORECLOSED REAL ESTATE ASSETS



[1] Excluding foreclosure rights for auctioned properties (€142 million net at 31 December 2019 and €231 million at 31 December 2018).

[2] At sale price.

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Liquidity and financing structure

The Bank manages liquidity risk in order to maintain sufficient liquidity levels so that it can comfortably meet all its payment obligations and to prevent its investment activities from being affected by a lack of lendable funds, operating at all times within the risk appetite framework.

Note 3.12 "Liquidity risk" to these financial statements describes the Bank's strategic principles, risk strategy and risk appetite in relation to liquidity and financing risk.

Total liquid assets amounted to €89,427million at 31 December 2019, up €9,897 million in the year due to the improvement in the loan-deposit gap and the fact that new issues exceeded maturities.

€ millions	31.12.17	31.12.18	31.12.19
Total liquid assets	72,775	79,530	89,427
Of which: balance available in non-HQLA facility	*19,165*	*22,437*	*34,410*
Of which: HQLA	*53,610*	*57,093*	*55,017*
Institutional Financing	28,691	29,453	32,716
Loan to deposits	108 %	105 %	100 %
Liquidity coverage ratio	185 %	196 %	186 %
Net Stable Funding Ratio	-	117 %	129 %

The *Liquidity coverage ratio* of the Group[1] (LCR) at 31 December 2019 stands at 186%, well above the minimum required level of 100 %.

The *Net Stable Funding Ratio* (NSFR)[2] stood at 129 % at 31 December 2019, above the regulatory minimum of 100 % which will be required from June 2021.

The balance drawn down on the ECB facility at 31 December 2019 stood at €12,934 million, of which €3,909 million correspond to TLTRO II and €9,025 million to TLTRO III (during 2019, €24,274 million of TLTRO II have been repaid and €9,025 million TLTRO III have been drawn down).

CaixaBank maintains a solid retail financing structure with a *loan-to-deposits ratio* of 100 %, and with institutional financing amounting to €32,716 million through various debt instrument issues during 2019. The public sector and mortgage covered bond issuance capacity of CaixaBank, S.A. amounted to €3,727 million as of the end of December 2019.

After the 2019 year end, CaixaBank has issued €1,000 million in 5-year senior non-preferred debt with an annual return of 0.43 %, equivalent to *mid-swap* +58 basis points. The issuance has had a demand of over €2,100 million.

[1] Average last 12 months.

[2] Calculations applying the criteria established as per regulation (EU) 2019/876, to enter into force as of June 2021 (interpretation of the aforementioned criteria).

€ millions Issuance	Total amount	Amount	Maturity	Cost[3]	Employment requests[4]	Issuer
Senior debt	1,000	1,000	7 years	1.195 % (*mid-swap* +0.90 %)	2,250	CaixaBank
Non-preferred senior debt	3,382	1,000	5 years	2.47 % (*mid-swap* +2.25 %)	2,400	CaixaBank
		50	10 years	2.00 % (*mid-swap* +1.56 %)	Private	CaixaBank
		1,250	7 years	1.464 % (*mid-swap* +1.45 %)	4,000	CaixaBank
		82	15 years	1.231%	Private	CaixaBank
		1,000	5 years	0.765 % (*mid-swap* +1.13 %)	2,250	CaixaBank[5]
Mortgage covered bonds	500	500	15 years	1.40 % (*mid-swap* +0.442 %)	Private	CaixaBank[6]
Mortgage covered bonds (Portugal)	500	500	5 years	0.343 % (*mid-swap* +0.25 %)	3,100	BPI

[3] Meaning the yield on the issuance.

[4] For the issuance of €1,250 million in senior non-preferred debt and the social issuance of €1,000 million in senior non-preferred debt, the maximum demand is indicated.

[5] In September 2019 CaixaBank completed its first issuance of a Social Bond, for an amount of €1,000 million in senior non-preferred debt .

[6] The Mortgage Covered Bonds correspond to 6 private placements with an average weighted cost of 1.40%.

Capital management

€ millions and %	31.12.19	31.12.18	31.12.17
Common Equity Tier 1 (CET1)	12.0%	11.5%	11.7%
Tier 1 ratio	13.5%	13.0%	12.3%
Total capital	15.7%	15.3%	15.7%
MREL	21.8%	18.9%	16.8%
Risk-weighted assets (RWAs)	147.880	145.942	148.626
Leverage ratio	5.9%	5.5%	5.3%

Evolution 2019 vs. 2018

The Common Equity Tier 1 (CET1) ratio reached 12.0% at 31 December 2019. Organic growth for the year was +37 basis points, regulatory and accounting changes had an impact of +2 basis points and market and other impacts made up +13 basis points.

These CET1 levels lay the foundations for achieving the capital objective set in the 2019-2021 Strategic Plan, which is to reach approximately 12% by the end of 2021, with an additional a 1 percentage point prudential buffer, to cover any future regulatory changes, including the end of the Basel 3 framework.

The *Tier 1 ratio* stands at 13.5%. Since last year, the Group has maintained 1.5% in AT1 instruments, in accordance with the provisions of Pillar 1 of the capital regulations.

The Total Capital ratio remained at 15.7%.

The leverage ratio stood at 5.9%.

With regard to the MREL requirement (22.5% of the RWAs at a consolidated level as of 1 January 2021), at 31 December CaixaBank had a RWA ratio[2] of 21.8% taking into account all the liabilities currently eligible[3] by the Single Resolution Board. At a subordinated level, including only Senior non-preferred debt, the MREL ratio reached 19.6%.

Similarly, CaixaBank is subject to minimum capital requirements on an individual basis. The CET1 ratio in this perimeter remains unchanged at 13.8%, with risk-weighted assets of €135,718 million.

BPI is also compliant with its minimum capital requirements. The bank's CET1 ratio at a sub-consolidated level stood at 13.4% at 31 December 2019.

The decisions of the European Central Bank (ECB) and the national supervisor required the Group to maintain requirements during 2019 of 8.78% for CET1[4], of 10.28% for *Tier 1 ratio* and of 12.28% for Total Capital.

The Group's current solvency levels show that the applicable requirements would not imply any automatic limitation of those referred to in the solvency regulations on distributions of dividends, variable remuneration and interest to holders of additional Tier 1 capital securities (there is a margin of 325 basis points, i.e. €4,805 million until the *trigger* Group's MDA7 trigger). CaixaBank's dividends policy complies with the conditions outlined in the ECB recommendation published on 17 January 2020. Therefore, it does not present any limitations for the Company.

[2] See article 128 of the Capital Requirements Regulation (CRR) 575/2013.

[3] The pro-forma MREL ratio with the new € 1,000 million issue in *senior preferred debt* carried out in January 2020 would be 22.5%.

[4] Eligible liabilities include Non-preferred senior debt, preferred senior debt and other liabilities *pari-passu* this debt, at the discretion of the Single Resolution Board.

[5] Includes 0.03 % as a countercyclical buffer due to exposure in other countries (mainly the United Kingdom).

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Evolution 2018 vs. 2017

The fully-loaded *Common Equity Tier* 1 (CET1) ratio *from a fully-loaded perspective* at 31 December 2018 was 11.5 %. Excluding the -15 basis point impact of the first-time application of the IFRS9 accounting standard and -14 basis points due to extraordinary movements during the year (purchase of non-controlling interests in BPI and the sale of 80 % of the real estate business), the change amounted to +54 basis points driven by the organic generation of capital, and -43 basis points primarily due to the volatility of markets and other impacts. These other impacts include the adjustment of requirements due to the credit risk of the doubtful mortgage portfolio during the third quarter, resulting from the TRIM (*Targeted Review of Internal Models*) process of the European Central Bank.

The fully-loaded *Tier 1 ratio* reached 13.0 %.

Total Capital, in *fully loaded terms*, stood at 15.3 %. This ratio includes the issuance of €1,000 million of *Tier 2* securities issued in April 2018, the redemption of an issue of *Tier 2* securities of €2,072 million in May (of which €1,574 million were eligible) and the redemption of another issue of *Tier 2* instruments of €750 million carried out in November (of which €738 million were eligible).

The leverage ratio reached 5.5 %.

With regard to the subordinated instruments to comply with the future MREL requirements, in October there was a €1,000 million issue of senior non-preferred debt . The APR ratio for subordinated instruments including, mainly, Total Capital and Senior non-preferred debt reached 16.9 % *from a fully-loaded perspective*.

According to the criteria in force in 2018 for phased-in implementation, regulatory capital and leverage stood at: 11.8 % for CET1, 13.3 % for *Tier 1 ratio*, 15.6 % for Total Capital and 5.6 % for *leverage ratio.*

CaixaBank is also subject to minimum capital requirements on an individual basis. The regulatory CET1 ratio in this perimeter reached 13.3 %, with risk-weighted assets of €132,684 million.

BPI also complied with its minimum capital requirements, reaching 13.2 % at the close of 2018.

The decisions of the European Central Bank (ECB) and the national supervisor required the Group to maintain, at 31 December 2018, ratios for CET1, *Tier 1* and regulatory Total Capital of 8.063 %, 9.563 % and 11.563 % respectively (including the progressive application of conservation and systemic buffers), which would rise to 8.75 %, 10.25 % and 12.25 % from a *fully-loaded perspective.*

Key figures of the CaixaBank Group

€ millions and %	January-December 2019	2018	2017	Change 2019-18	2018-17
Results					
Net interest income	4,951	4,907	4,746	0.9%	3.4%
Net fees and commission income	2,598	2,583	2,499	0.6%	3.4%
Gross income	8,605	8,767	8,222	(1.8%)	6.6%
Recurring administrative expenses, depreciation and amortisation	(4,771)	(4,634)	(4,467)	2.9%	3.7%
Operating income/loss	2,855	4,109	3,645	(30.5%)	12.7%
Pre-impairment income stripping out extraordinary expenses	3,834	4,133	3,755	(7.2%)	10.1%
Profit/loss attributable to the Group	1,705	1,985	1,684	(14.1%)	17.8%
Profitability indicators (last 12 months)					
Cost-to-Income Ratio	66.8%	53.1%	55.7%	13.7	(2.6)
Cost-to-income ratio excluding extraordinary expenses	55.4%	52.9%	54.3%	2.5	(1.4)
ROE[1]	6.4%	7.8%	6.8%	(1.4)	1.0
ROTE[1]	7.7%	9.5%	8.3%	(1.8)	1.2
ROA	0.4%	0.5%	0.5%	(0.1)	-
RoRWA	1.1%	1.3%	1.1%	(0.2)	0.2

[1] The calculations for ROTE and ROE of 2019 include the valuation adjustments in the denominator, resulting in a restatement of the figure reported in 2018. In addition, in the fourth quarter the accounting policy associated with the recording of defined benefit commitments to employees was modified, and equity and ratios from previous periods were restated.

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>> OTHER INDICATORS

	December 2019	December 2018	December 2017	Change 2019-2018	Change 2018-2017
Balance sheet and operations					
Total assets	391,414	386,546	383,136	1.3 %	(0.9 %)
Equity[1]	25,151	24,364	24,866	3.2 %	(2.0 %)
Customer funds[1]	384,286	359,549	350,706	6.9 %	2.9 %
Loans and advances to customers, gross	227,406	224,693	223,951	1.2 %	0.3 %
Risk management					
Non-performing	8,794	11,195	14,305	(2,401)	(3,110)
Non-performing loan ratio	3.6 %	4.7 %	6.0 %	(1.1)	(1.3)
Cost of risk (last 12 months)	0.15 %	0.04 %	0.34 %	0.11	(0.30)
Insolvency risk provisions	4.863	6,014	7,135	(1,151)	(1,121)
NPL coverage ratio	55 %	54 %	50 %	1	4
Net foreclosed available for sale real estate assets[2]	958	740	5,878	218	(5,138)
Foreclosed real estate assets held for sale coverage ratio	39 %	39 %	58 %	-	(19)
Liquidity					
Total liquid assets	89,427	79,530	72,775	9,897	6,755
Liquidity coverage ratio (last 12 months)	186 %	196 %	185 %	(10)	11
Net Stable Funding Ratio (NSFR)	129 %	117 %	-	12	-
Loan to deposit	100 %	105 %	108 %	(5)	(3)
Solvency					
Common Equity Tier 1 (CET1)	12.0 %	11.5 %	11.7 %	0.5	(0.2)
Tier 1 ratio	13.5 %	13.0 %	12.3 %	0.5	0,7
Total capital	15.7 %	15.3 %	15.7 %	0.4	(0.4)
MREL	21.8 %	18.9 %	-	2.9	-
Risk weighted assets (RWAs)	147,880	145,942	148,626	1,938	(2,684)
Leverage ratio	5.9 %	5.5 %	5.3 %	0.4	0,2
Stock market ratios[1]					
Book value per share (€/share)	4.20	4.07	4.10	0.13	(0.03)
Tangible book value (EUR/share)	3.49	3.36	3.39	0.13	(0.03)
Net attributable earnings per share (€/share) *(12 months)*	0.26	0.32	0.28	(0.06)	0,04
PER (Price/Profit; multiple)	10.64	9.94	14.02	0.69	(4.07)
P/B ratio (listed price/tangible book value)	0.80	0.94	1.16	(0.14)	(0. 22)

[1] The balance sheet data for prior periods has been restated in accordance with the change in accounting criteria described previously, as have the profitability and stock market ratios.

[2] Exposure in Spain.

Ratings

>> CREDIT RATINGS

	Long-Term	Short-Term	Outlook
Moody's[1]	Baa1	P-2	stable
S&P Global Ratings[2]	BBB+	A-2	stable
FitchRatings[3]	BBB+	F2	stable
DBRS[4]	A	R-1(low)	stable

Last confirmation date:
[1] At 17 May 2019
[2] At 31 May 2019
[3] At 27 September 2019
[4] At 29 March 2019

Dividend policy

In accordance with the dividend policy approved by the Board of Directors on 31 January 2019, the remuneration of shareholders for 2019 will be a single cash dividend paid around April 2020 after the close of the financial year.

Furthermore, in the 2019-2021 Strategic Plan, CaixaBank reported its intention, in compliance with the dividend policy, to remunerate shareholders by distributing an amount in cash greater than 50% of the consolidated net profit, setting the maximum amount to be distributed charged to 2019 profits at 60% of the consolidated net profit.

On 31 January 2020, the Board of Directors announced its intention to propose to the Annual General Shareholders' Meeting the payment of a dividend of 15 cents per share, in cash, to be charged against the profit for 2019. This payment would represent 53% of the profit for 2019, in line with the Strategic Plan. The Board also agreed to set the maximum amount to be distributed against 2020 profits at 60% of the consolidated net profit.

A benchmark in **responsible banking and social commitment**

One of CaixaBank's strategic priorities is to be an industry leader in socially responsible banking, by reinforcing responsible business management (with an emphasis on transparency with customers) and ensuring best practices in internal control and corporate governance.

Main monitoring metrics 2019-2021 Strategic Plan

2019	Objective 2021
Inclusion in the DJSI for the **8th year in a row**	Continued inclusion in the DJSI
Issuance of the **first social bond** for **€1,000 million** with the aim of reducing poverty and generating employment	Issuance of **€1,500 million** of SDG bonds
€725 million new concession MicroBank in 2019	**≈€2,181 million new concession** MircroBank (2019-2021)

>> COMMITMENT TO CORPORATE SOCIAL RESPONSIBILITY IS BASED ON A SOUND FRAMEWORK OF GOVERNANCE

MISSION AND VALUES >> 2019-2021 STRATEGIC PLAN

BOARD OF DIRECTORS

Approves the CSR policy and strategy and oversees its implementation

STRUCTURE OF GOVERNING BODIES

Appointment Committee
Oversees CaixaBank's actions in relation to corporate responsibility issues, which also include its Environmental Strategy

Management Committee
Approves the main lines of action in the area of Corporate Social Responsibility and Reputation. Oversees:

Risks Committe
Proposes the Group's risks policy to the Board that includes ESG matters

Corporate Responsibility and Reputation Committee
Implementation of the CSR strategy and promoting it in the organisation

Environmental Risk Committee
Implementation of the environmental strategy and related business opportunities

FRAMEWORK OF POLICIES AND CODES

- **Corporate Social Responsibility Policy** (Updated 2019)
- **Socially Responsible Banking Plan** (2017)
- **Environmental Risk Management Policy** (2019)
- **Statement on Climate Change** (2019)
- **Corporate Human Rights Policy** (Updated 2019)
- **Corporate Policy regarding the Defence Sector** (Updated 2019)

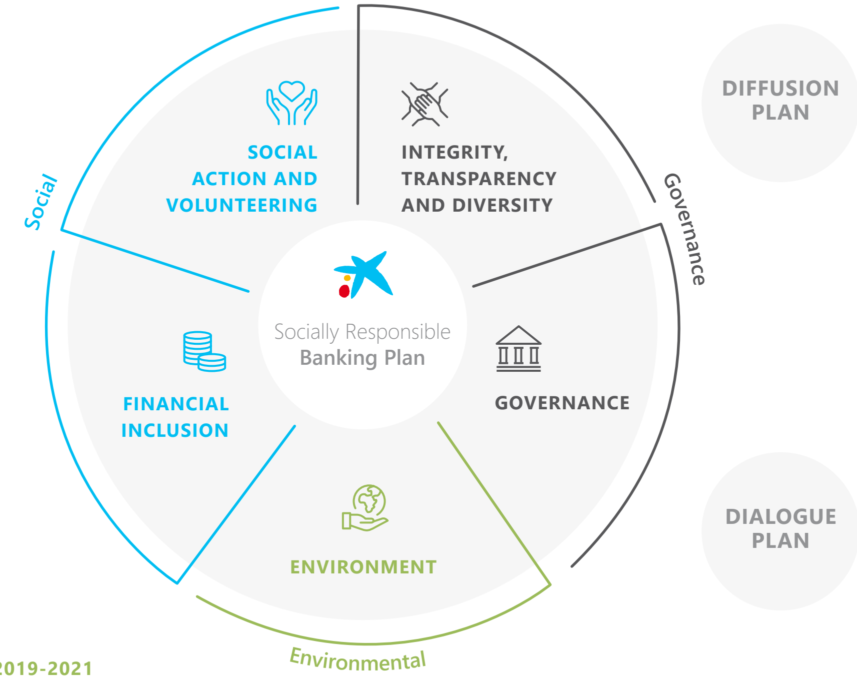
The **Corporate Social Responsibility Policy** of CaixaBank, approved by the Board of Directors and monitored by top-level CaixaBank committees with the direct involvement of CaixaBank Senior Management, establishes the foundations for responsible activity and economic efficiency with a commitment to the socio-economic development of people and the country.

Through the Policy, CaixaBank assumes the following guidelines for the management and conduct of its activity: comprehensive, responsible and sustainable action; high quality service; economic efficiency; the adoption of a long-term view in decision-making; and constant innovation, which contributes as much as possible to the sustainable development of communities.

This commitment provides added value to the Company and to its stakeholders and affects the entire value chain of the organisation: economic and financial factors of the business, environmental responsibility, customer satisfaction, creation of value by shareholders and investors, the needs and aspirations of employees, the relationship with suppliers and contributors, and its impact on the communities and environments in which it operates.

The Policy is a Group document that serves as a reference for all Group companies.

In this context, **CaixaBank's Socially Responsible Banking Plan** (approved by the Board of Directors in 2017), based on the ESG criteria (Environment, Society and Governance), there are 5 core concepts that function as a guide and help us to focus on strategic priorities in the area of responsible management.



PRIORITIES 2019-2021

INTEGRITY, TRANSPARENCY AND DIVERSITY	Boost initiatives for **transparency with customers**	Strengthen the **comprehensive approach**	Maintain **support for dissemination** regarding diversity and **consolidate the Wengage programme**
GOVERNANCE	Consolidate **corporate responsibility Governance with the Group vision**	**Measure production** with positive social or **environmental impact** and incorporate ESG criteria in the business	Consolidate the management, measurement and monitoring of **reputational risk**
ENVIRONMENT	To promote **green production** and issue **sustainable bonds**	Advance in the **measurement and management of environmental and climate risk**	Implement the **Environmental and Energy Management Plan** and renew certification
FINANCIAL INCLUSION	To promote **investment** with **social impact**	Strengthen and develop the **Financial Culture Plan**	Maintain positioning in **proximity and reinforce accessibility**
SOCIAL ACTION AND VOLUNTEERING	Continue to promote Decentralised Social Work with **a focus on capillarity**	Consolidate the **corporate volunteering plan**	Strengthen **cooperation with "la Caixa" programmes**

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For CaixaBank, it is essential to be part of the network of alliances and initiatives that are woven at a global, national and local level. CaixaBank contributes its vision, as a bank committed to society since its creation in 1904, and works to disseminate and raise awareness of these principles and values, demanding, at all times, the highest standards of management derived from these alliances and initiatives.

SDG 17

A successful sustainable development programme requires partnerships between governments, the private sector and civil society. These inclusive alliances built on principles and values, a shared vision and shared goals, which place people and the planet at the forefront, are necessary at a global, regional, national and local level.

17 ALIANZAS PARA LOGRAR LOS OBJETIVOS

PRINCIPAL ALLIANCES AND AFFILIATIONS

"la Caixa": Partnership with the "la Caixa" Banking Foundation, the first Social Action Project in Spain and one of the largest in the world.

Pacto Mundial Red Española: Body responsible for promoting the principles of the United Nations. CaixaBank has held the presidency of the Spanish Network of the UN Global Compact since 2012.

UNEP Finance Initiative: Promoting sustainable finance and the integration of environmental and social aspects in business (2018).

PRI: The pension plan management company, VidaCaixa (2009), the Group's asset management company, CaixaBank Asset Management (2016), and BPI Gestão de Activos (2019), are signatories.

Defining the role and responsibilities of the financial sector to guarantee a sustainable future (2019).

UNEP FI reporting in the Non-Financial Information Statement - Principles of Responsible Banking - UNEP FI section of this document.

GSG: Strives to fulfil SDGs by promoting high-impact investments. CaixaBank Asset Management holds the presidency of the Spanish National Board (2019).

EMN: MicroBank is a member of EMN, an association that promotes microfinance as a tool to combat social and financial exclusion in Europe through self-employment and the creation of micro-enterprises (2003).

Empower Women: Public commitment to aligning policies to advance gender equality (2013).

Green Bond Principles / Social Bond Principles: Principles that promote integrity in green and social bond markets (2015).

TCFD: Financial Stability Board initiative to encourage the disclosure of climate-related risks in companies (2018).

Climate Action 100+: Initiative to foster dialogue with companies around the globe with high greenhouse emission levels (2018).

Equator Principles: Commitment to ESG risk assessment in the financing of projects of more than 7 million euros (2007).

Grupo Español para el Crecimiento Verde: Founding partner promoting economic growth linked to a low-carbon economy through collaboration between the public and private sectors (2016).

RE 100: Global and corporate initiative for companies committed to using 100% renewable electricity (2016).

UNWTO: CaixaBank is the first European bank to become an affiliate of this United Nations body responsible for promoting responsible, sustainable and universally accessible tourism.

Observatorio de los ODS: Monitors compliance with the SDGs by Spanish companies (2017).

Spainsif: They strive to ensure enough private capital is allocated to sustainable investments. Members of the network of UN European sustainability centres.

Seres: Promotes the commitment of companies to improving society through responsible action. CaixaBank is on the Board of Trustees and the Advisory Board (2011).

Forética: Promotes the integration of social, environmental and governance aspects in the management of companies (2010).

ICC: Defending CSR and the fight against corruption in Spanish companies (2019).

Finanzas para todos: Signatory to the Financial Education Plan promoted by the Bank of Spain and the Spanish Securities Market Commission (2010).

DIRSE: Spanish Association of CSR Professionals. CaixaBank is a member of the Board (2011).

Sustainability **indexes**

CaixaBank is included in the main sustainability indexes

DJSI World
DJSI Europe

Date of 1st inclusion **2012**
Rating **81** (0-100)

FTSE4 Good Global
FTSE4 Good Europe
FTSE4 Good IBEX

Date of 1st inclusion **2011**
Rating **3.8** (1-5)

"Prime" Company

Date of 1st inclusion **2013**
Rating **C** (D-/A +)

Eurozone 120 Index
Europe 120 Index

Date of 1st inclusion **2013**
Rating **Robust**

STOXX Global ESG Leaders

Date of 1st inclusion **2013**
Sustainalitycs rating **74** (0-100)

MSCI Global Sustainability Indexes

Date of 1st inclusion **2015**
Rating **A** (CCC-AAA)

Ethibel Excellence Investment
Ethibel Sustainability Index Excellence Europe

Date of 1st inclusion **2013**

Carbon Disclosure Project

Date of 1st inclusion **2012**
Rating **A-** (D-/A)

Dow Jones Sustainability Index

The Dow Jones Sustainability Index (DJSI) is a project for the continuous improvement of organisations. For CaixaBank, inclusion in the DJSI is a level one metric of the Strategic Plan.

In 2019, CaixaBank's results were considerably better than those for the previous year, with improvements in the three dimensions of sustainability (economic, environmental and social). In the following areas, CaixaBank scores well above average: anti-crime policies and standards of conduct (compliance); privacy protection; development of human capital; social action; and financial inclusion.

CAIXABANK INCLUDED IN DJSI 2019, 14TH OF 25 SELECTED BANKS

	CaixaBank in 2019 Score	Improvement v. 2018	Average for banks DJSI World	Best for banks in DJSI World
Score overall	81	+3p	81	86
Economic dimension	76	+3p	76	82
Economic dimension	86	+5p	90	98
Economic dimension	90	+5p	88	97

Global reputation **Index** (GRI)

CaixaBank has developed a continuous system for measuring and analysing the Company's reputation, applying qualitative and quantitative criteria to monitor and manage its corporate reputation, reporting its status and evolution to the governing bodies on a regular basis.

>> ASSESSING REPUTATION...

1 ...ALLOWS US TO ANSWER:

- **How** are we seen?
- **What** aspects might become a risk for CaixaBank due to negative perception?

3 ...LEADS US TO:

- **Diagnose** reputation problems
- **Set objectives** in this field
- **Measure the evolution** of the Institution
- Establish **comparisons**

2 ... BASED ON:

- **+400** Indicators
- **Assessment** of perception and opinion
- **GRI** as a synthesis metric
- **External Audit**

SHAREHOLDERS
ANALYSTS
REGULATOR
SOCIAL INSTITUTIONS
NON-CUSTOMERS
SOCIETY
MEDIA
EMPLOYEES
CUSTOMERS

In 2019 the GRI indicators and weightings were updated to bring them into line with the new expectations that stakeholders have regarding financial institutions.

The GRI is a metric of the Strategic Plan, which includes the perceptions of stakeholders regarding the entity on a scale of 0 to 1,000 and it is considered to be part of *best practice* due to its multi-stakeholder approach. The GRI, together with the materiality study, allows us to capture the sensitivity of stakeholders to different aspects that may be critical for CaixaBank and that might impose stress on its future profitability and sustainability.

GRI CaixaBank - ESP **90 % Weighting** + GRI BPI - PT **10 % Weighting** = Group GRI metric

Responsible **practices**

The Code of Ethics and Action Principles and the Corporate Human Rights Policy, together with the Anti-corruption Policy (described in the section on *Responsible and Ethical Behaviour* in this document), as the highest level standards in the hierarchical structure, establish minimum standards of conduct to carry on business within the law.

Below we list the main policies with regard to **ethics and integrity** approved by the Board of Directors:

Policy	Objective	Last update	Published on CaixaBank corporate website
Code of Business Conduct and Ethics	Manifesto on the values and ethical principles that underpin our activity and should govern CaixaBank's operations.	January 2019	✓
Corporate Human Rights Policy	Minimum standard for carrying out activities legally.	October 2019	✓
Anti-corruption Policy	To prevent both the Company and its external partners, directly or through third-parties, from engaging in conduct that may be contrary to the law or to the basic principles of CaixaBank's activity.	January 2019	✓
Corporate Policy on Compliance with Criminal Law	To ensure that no criminal acts occur within the organisation.	October 2018	✓
Corporate policy on the prevention of money laundering and the financing of terrorism and managing sanctions and international countermeasures within the CaixaBank Group.	To actively promote the implementation of the highest international standards in this area, in all jurisdictions where the CaixaBank Group operates.	July 2019	✓
Corporate Policy regarding the Defence Sector	This policy regulates the conditions for maintaining business relations in the sector, as well as establishing restrictions and exclusion criteria.	December 2019	✗[1]
Internal Regulations on Conduct Concerning the Securities Market	To foster transparency in markets and maintain the legitimate interests of investors at all times in accordance with Regulation 596/2014 of the European Parliament and the Securities Market Law.	July 2019	✓
General Corporate Policy on Conflicts of Interest	This policy allows us to prevent potential conflicts of interest that may arise in different fields and scenarios and deal with them if they should occur.	October 2018	✓
Corporate Privacy Policy	This policy sets out fundamental rights to data protection and privacy.	May 2018	✗[1]
Code of Conduct regarding Data Communication	Designed to guarantee the proper use of the technical and IT resources owned by CaixaBank. It also aims to raise awareness among employees of the advantages of properly using the communications network and of security issues affecting IT and communication equipment.	May 2014	✗

[1] An extract of the Policy is available on the corporate website

CaixaBank works to understand the impacts on **human rights** of its activity. To this end, it has implemented periodic due diligence processes to assess the risk of non-compliance, based on which it proposes measures to prevent or remedy negative impacts and measures to maximise positive impacts. In 2020, a new due diligence process will be undertaken.

CaixaBank is firmly committed to the **prevention of money laundering and the financing of terrorism.** It is considered fundamental to establish the necessary measures and to revise them regularly in order to ensure, as far as possible, that CaixaBank products and services are not used for any illegal activity. In this regard, it is essential to actively collaborate with regulators and security forces and to report all suspicious activities detected. To do this, CaixaBank has a risk management model for money laundering and the financing of terrorism that it implements in its activities, businesses and relationships, both nationally and internationally, to prevent this risk, to which it is exposed. According to the provisions of Spanish law, management of the prevention of the risk of money laundering is subject to annual review by an independent external expert. No significant deficiencies were identified in the review carried out in 2019.

Respect for the fundamental right to data protection and privacy is reflected in our code of ethics, and is the pillar upon which one of our corporate values is based: trust. In this regard, there is a **Corporate Privacy Policy** in place, as well as internal regulations that concern confidentiality and the processing of personal data.

In order to guarantee a recurring assessment of risks in the area of personal data management and processing, the

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company has a Privacy Committee and a PIA Committee (Privacy Impact Assessment), which are responsible for analysing and approving any new processing and for monitoring the implementation of the measures agreed.

A key element in the proper development and implementation of codes and policies is to promote and develop an effective culture of conduct throughout the institution. In order to promote and guarantee the strengthening of this culture, a communication and awareness strategy is upheld throughout the organisation. The main levers used in this strategy are:

- **Training**
  - In 2019, the variable remuneration of all CaixaBank, S.A. employees was linked to satisfactory completion of certain compulsory training courses on legislation or areas of special sensitivity regarding conduct. This criterion has been extended to the rest of the Group, reaching a total of 29,707 employees with bonuses linked to training.
- **Communication**
  - In 2019, in addition to training courses, awareness-raising sessions were held for the network of branches and specialised areas, while news, highlights and circulars were published on the intranet: a total of 313 awareness-raising actions.
- **Linking employees' variable remuneration to a series of aspects related to conduct risk.**
  - Corporate challenges include compliance with an indicator reflecting variables related to conduct (customer due diligence and correct formalisation of operations), employee variable remuneration being reduced if the target is not achieved.

>> MAIN TRAINING COURSES ATTENDED BY EMPLOYEES IN THE FIELD OF RESPONSIBLE PRACTICE

	Training in 2019	
	Linked to remuneration	Total employees who have passed the course
Insurance and Pension Plan Products	✓	28,398 employees
Customer Protection and Customer Service	✓	28,968 employees
Code of Ethics and Action Principles and Anti-corruption Policy	✓	33,858 employees
Conflicts of Interest	✓	28,063 employees
Action regarding Competition Law	✓	29,757 employees
Prevention of Money Laundering and the Financing of Terrorism	✓	33,174 employees

The **confidential channels for queries and reports,** through which staff can submit queries about the interpretation or practical application of codes of conduct and policies and report possible breaches, are an essential and accessible tool that can be used by all CaixaBank employees and Group subsidiaries. If complaints are put forward by customers, they will be processed through the customer service channels established by CaixaBank.

Complaints are resolved by means of a rigorous, transparent and objective procedure, with strict guarantees of confidentiality, anonymity and the prohibition of reprisals. In this regard, CaixaBank will work constantly to align its communication channels with best practices.

DETAILS OF CHANNELS FOR QUERIES AND REPORTS

21 Reports

285 Enquiries

112 Conflicts of interest

94 Internal Code of Conduct in the Securities Market

29 Anti-corruption Policy

13 Code of Ethics

37 Other

If any employees of the CaixaBank Group engage in potentially fraudulent activities or corruption during the course of their work, such conduct will be considered an extremely serious breach of conduct under the current collective agreement, and the employees involved will incur the sanctions envisaged in the aforementioned agreement for such offences.

At CaixaBank, **Reputational Risk Response Service (RRRS)** supports the commercial network to channel queries about potential operations that may infringe codes of conduct. The RRRS' activity is regularly reported to the Corporate Responsibility and Reputation Committee.

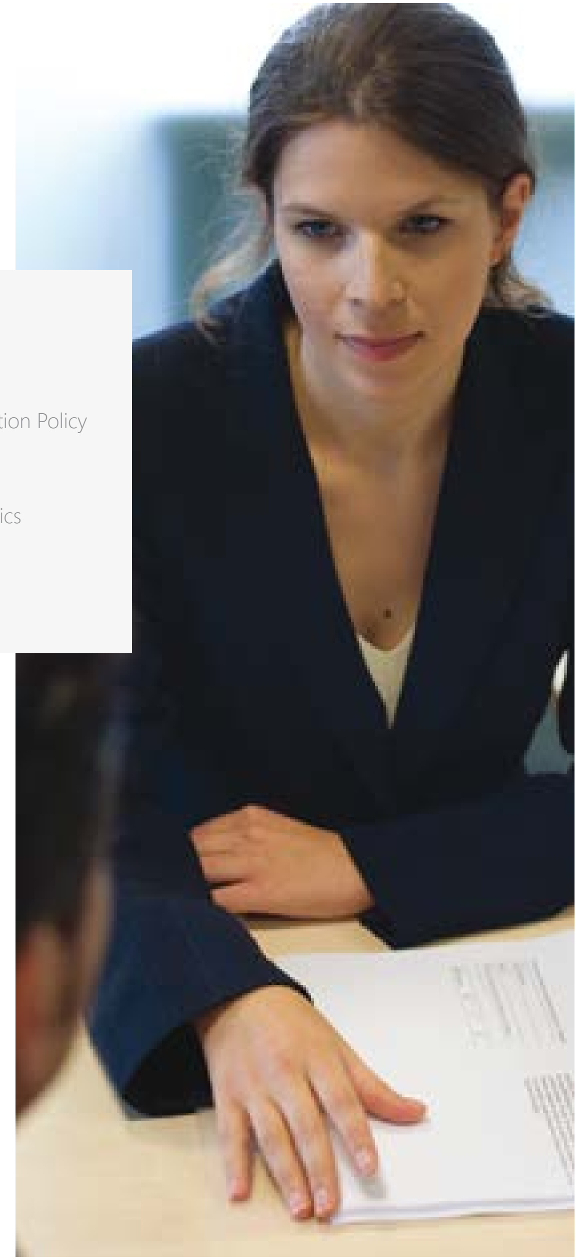
QUERIES RESOLVED in 2019

310 Enquiries Processed

13% Equator Principles

39% Defence

48% Other



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Socially Responsible Investment

The **Principles for Responsible Investment (PRI) initiative** is an international network of investors working together to implement six Principles for Responsible Investment. Its aim is to disseminate the implications of environmental, social and corporate governance factors (ESG) for investors and to help signatories to incorporate these considerations into their investment and decision-making processes. By applying these principles, the signatories contribute to the development of a more sustainable global financial system. PRI has the support of the United Nations.

The six principles of PRI

Principle 1:	Organisations affiliated to the principles agree to incorporate ESG considerations into investment analysis and decision-making processes.
Principle 2:	Organisations undertake to be active owners, incorporating ESG issues in their investment policies (for example, by being active on the boards of companies in which they invest).
Principle 3:	Investors will seek appropriate disclosure on ESG issues by the entities in which they invest.
Principle 4:	Investors are committed to promoting acceptance and implementation of the PRI Principles among investors.
Principle 5:	Organisations agree to work together to implement the Principles more effectively.
Principle 6:	Organisations are required to report their progress in implementing the Principles.

VidaCaixa, the Group's insurance subsidiary, and CaixaBank Asset Management, its collective investment institution management company, have adhered to the PRI scheme since 2009 and 2016, respectively. Both companies have Socially Responsible Investment Policies and have an SRI Committee. In 2019, BPI Gestão de Activos joined the PRI initiative.

How do we approach SRI?

1) Integrating ESG criteria to build up the investment portfolio			2) Improving the ESG positioning of companies in the portfolio and third-party fund managers	
Integration	Monitoring	Impact	Commitment - Engagement	Proxy voting
Include ESG criteria in analysis and decision-making aimed at improving risk management and profitability.	Have access to full information about companies' ESG performance, jointly with partners, to ensure transparency in management and the possibility of establishing investment criteria and filters.	Specific lines of action seeking to maximise returns with products having social or environmental impact.	Discussions and action with companies in the portfolio and third-party fund managers to promote ESG improvements in their management and in the dissemination of these matters.	Positioning on specific issues related to ESG through voting at Shareholders' Meetings.

12

VidaCaixa

Leading company in the insurance sector in Spain

€12,060 million
premiums and contributions marketed in 2019

€93,011 million
customer funds managed

SRI Indicators

312
external managers contacted about ESG topics

4
exclusions

€320.7 million
Exposure to green bonds

€151.5 million
Exposure to social or sustainable bonds

Engagement

10
Companies subject to engagement processes (directly)

6
Collective engagement (through investor groups, e.g. PRI)

Proxy voting

325
General Shareholders Meetings voted during the year

67
Votes to support proposals for greater transparency or a general improvement in ESG performance

13
Votes against shareholder proposals because of disputes or shortcomings related to ESG issues

PRI A+

100% of investments take ESG criteria into account[1]

In 2019 and 2018, VidaCaixa received the A+ rating in the Strategy and Governance category, the maximum possible for PRI

4.2 million
Individual customers

1.1 million
Large companies and groups

0.3 million
SMEs and self-employed

28.1 %
market share of life insurance

25.5 %
market share in pension plans

VidaCaixa is generally opposed to investing in companies or states that engage in reprehensible practices that contravene international treaties such as the United Nations Global Compact. Neither does VidaCaixa invest in the arms sector, in line with the Group's Policy on Defence.

[1] Does not include information on BPI Vida e Pensões. At 31/12/19, BPI Vida e Pensões' own portfolio and assets under management amounted to €7,648 million. VidaCaixa is working to transfer the same management criteria and SRI to its subsidiary in Portugal.

CaixaBank ASSET MANAGEMENT

Leaders in asset management for 5 years running

17.1%
Market share of investment funds in Spain

€68,584 million
Assets under management

€26,931 million
Discretionary management of portfolios

SRI Indicators

80
Third-party managers analysed with ESG requirements in our selection process

3
exclusions

Launch of the 2019-2020 ESG training plan in 2019 with the aim of having a third of the company trained with the EFFAS Certified ESG Analyst (CESGA) programme.

Engagement

4
Companies subject to engagement processes (directly)

2
Collective engagement (through investor groups, e.g. PRI)

Proxy voting

276
General Shareholders Meetings voted during the year

9
Votes against members of the Board (ESG-related reasons)

37
Votes in favour of shareholder proposals (ESG-related reasons)

PRI A+

In 2019, CABK AM received the A+ rating in the Strategy and Governance category, the maximum possible for PRI

85.3% of investments take ESG criteria into account [1]

SOCIALLY RESPONSIBLE PRODUCTS

- **CaixaBank Selección Futuro Sostenible** will invest a minimum of 75% in collective investment institutions that follow sustainable investment criteria and are managed by companies of recognised international standing in the field of investment with ESG criteria: environmental, social and corporate governance.

€136.1 million
of turnover *CaixaBank Selección Futuro Sostenible*

New SRI fund
in 2019

- **MicroBank Fondo Ético FI,** is a mixed, ethical and socially supportive fund that combines the search for returns with criteria linked to social responsibility. It also has a charitable component, as MicroBank Fondo Ético FI transfers 25% of the management fee to non-profit organisations, while the "la Caixa" Foundation contributes an equivalent amount to an international cooperation project.

€91.2 million
of turnover MicroBank Fondo Ético

Award for Best Solidarity Fund
2019 from Expansión-Allfunds

- **MicroBank Fondo Ecológico,** is an international equity fund invested in a selection of ecologically responsible funds for sectors like renewable energies, ecological food, recycling or wastewater treatment, among others.

€32.8 million
of turnover MicroBank Fondo Ecológico

[1] Cash assets under management in Spanish funds.

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Corporate Procurement

CaixaBank has a corporate procurement procedure organised and specialised by category (Facilities & Logistics, Works, IT, Professional Services and Marketing) with a transversal view of all Group purchases[1]. Its objective, in line with our business strategy, is to obtain the goods and services required in a responsible and sustainable manner subject to the time limits, quantity and quality required, at the lowest total cost and with the minimum risk for our business, according to unified performance criteria for the entire Group.

CaixaBank seeks to establish quality relationships with suppliers who share the same ethical principles and social commitment, having established criteria and control mechanisms, such as carrying out audits to ensure compliance with them. The continuous improvement of relations with suppliers is key to creating value in CaixaBank.

In 2019, **CaixaBank published its Principles of Procurement** and the **Code of Conduct for Suppliers** applicable to the suppliers of CaixaBank, S.A. and the companies in its Group with which it shares a procurement management model.[2]

PRINCIPLES OF PROCUREMENT

They establish a balanced framework for cooperation between CaixaBank and its suppliers, which promotes stable business relationships, consistent with our values.

1

Efficiency

Optimise the impacts of purchases with an emphasis on quality, service, cost, security of supply, sustainability and innovation.

2

Sustainability

Disseminate ethical, social and environmental considerations in CaixaBank's network of suppliers and partners and promote the contracting of suppliers who implement best practices in ethical, social and environmental matters, as well as good corporate governance.

3

Integrity and transparency

Guarantee equal opportunities, applying objective, transparent, impartial and non-discriminatory selection criteria. Totally reject corruption in any form, direct or indirect.

4

Compliance

Formalise the terms of procurement by means of a contract that seeks a fair balance between the rights of CaixaBank and those of the supplier, to ensure that they are fulfilled in time and form by both parties.

5

Proximity and monitoring

Implement mechanisms for ongoing assessment of supplier performance and promote dialogue, through an institutional communication channel.

[1] Applicable to Group companies with which it shares a procurement management model.

[2] The documents are available on the CaixaBank website: https://www.caixabank.com/responsabilidad-corporativa/gobernanza/politicas-responsables_en.html

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Code of Conduct for Suppliers

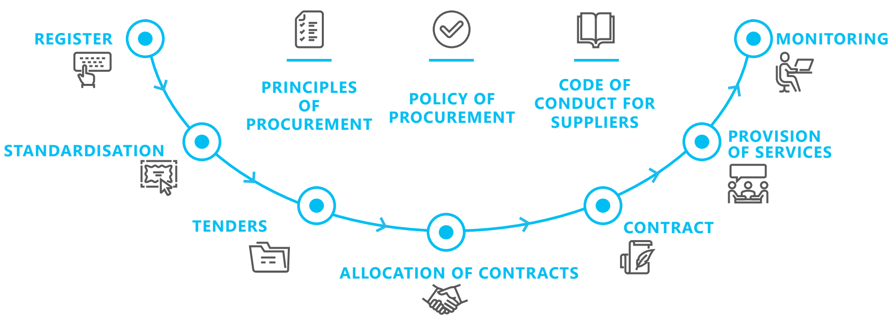
The **Code of Conduct for Suppliers** aims to disseminate and promote the values and ethical principles that will govern the activity of CaixaBank's suppliers of goods and services, subcontractors and third parties working with CaixaBank.

This Code sets out guidelines for the conduct of companies that work as suppliers will follow in relation to compliance with current legislation, ethical standards and measures to prevent bribery and corruption, security, the environment and confidentiality.

Procurement policy

The **procurement policy** establishes the criteria to be followed when selecting and negotiating with suppliers.

OUR PROCUREMENT PROCESS



Our procurement process consists of the following stages:

1. **Registration and new approval procedure (started in 2018)**
2. **Tender, award and formalisation of the contract**
3. **Provision of the service and tracking**

Throughout the process, the principles of procurement, the code of conduct and the procurement all apply. These determine the internal regulations to be applied.

CORPORATE PROCUREMENT INDICATORS[1]

	2019
Number of management suppliers	3.006
Volume invoiced (million euros)	2,183
Suppliers approved (new procedure)	584
Average payment period to suppliers (days)	22.5
Volume negotiated through electronic trading (million euros)	574
% volume of management corresponding to local suppliers - Spain	> 95

% OF TURNOVER NEGOTIATED BY CATEGORY OF PURCHASES

[1] All indicators refer to Corporate Procurement management. BPI, BuildingCenter and Grupo VidaCaixa are excluded, as they have their own procurement models and procedures. Suppliers whose turnover in 2019 is over €30,000 are included. Official bodies and property owners' associations have been excluded.

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€4.6 million

foreclosed volume to SEC (Special Employment Centres)

In 2019 the Supplier Audit Plan was launched. Through an on-site validation process, the Plan seeks to gather evidence to ensure that CaixaBank has the information necessary to generate a risk map for our main suppliers. As well as reducing risk with on-site evaluation, we seek continuous improvement in the management of our suppliers and aim to provide them with added value by assisting in their development.

Additionally, the management of procurement processes through electronic trading (€574 million) is an indication of CaixaBank's efforts to guarantee integrity in the contracting process. Electronic negotiation begins with the approval of all the suppliers involved in the process and ensures that during the process information will be transparent and the choice will be based on objective criteria.

In 2019, 12 audits were carried out, including all the categories of procurement (Facilities & Logistics, Works, IT, Professional Services and Marketing). Corrective measures have been defined.

Environmental criteria are also taken into account in the selection of suppliers for certain categories of procurement. The total number of CaixaBank suppliers with ISO 14001 certification is 858.

Transparency

CaixaBank assumes its commitment to transparency to provide its customers with accurate, truthful, and comprehensible information about its operations, charges and procedures to channel complaints and deal with problems. Furthermore, CaixaBank makes all relevant financial and corporate information available to its shareholders.

Strengthen the culture of transparency with customers

Design and marketing of products and services

The correct design of financial products and services, including financial instruments and banking and insurance products and services, and their proper marketing are a priority. The application of regulations that govern different products and services: (i) financial instruments (Markets in Financial Instruments Directive - MiFID); (ii) banking products and services (Guidelines of the European Banking Authority on governance procedures and the monitoring of retail banking products); and (iii) insurance products (Insurance Distribution Directive - IDD) ensures that CaixaBank has appropriate processes regarding the knowledge of its customers, in order to offer them products and services, in accordance with their financial needs, and to communicate clearly and accurately on the risks of their investments.

The **Product Governance Policy,** approved by the Board of Directors of CaixaBank and updated in July 2019, is intended to establish principles for approving the design and marketing of new products and services, and for monitoring the product's life cycle, based on the following premises:

- To meet the needs of customers or potential customers in a flexible manner.
- To strengthen customer protection.
- To minimise legal and reputational risks arising from incorrect design and marketing of products and services.
- To ensure the participation of all relevant areas in the approval and monitoring of products and services, as well as the involvement of senior management in defining and supervising the Policy.

The Policy applies to all companies controlled by the Group that act as manufacturers or distributors of banking, financial or insurance products.

AREAS OF RESPONSIBILITY

PRODUCT DESIGN	CaixaBank S.A.	Other companies in the group	Other companies in the group
PRODUCT MARKETING	CaixaBank S.A.	CaixaBank S.A.	Other companies in the group

Board of Directors of CaixaBank S.A.
Responsible for the Policy

Transparency Committee of CaixaBank S.A.
Responsible for procedures
Appointment of managers

Body or department equivalent to the Product Committee in CaixaBank S.A.

Product Committee of CaixaBank S.A.
Approval of the product/service

Person responsible for Product

Coordination between product manager in CaixaBank and in the company

The Product Committee covers the areas of control, support and business functions, ensuring a sufficiency of specialist knowledge in order to understand and monitor products, their associated risks and regulations regarding transparency and customer protection.

> In 2019, a total of 218 products/services were analysed, 12 of which were initially rejected as they did not comply with the agreed principles.

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Employees' knowledge of products and services is key to ensuring that the information conveyed to customers is clear and complete. To ensure that employees have a proper knowledge of products and services, CaixaBank is committed to ongoing training for its staff. CaixaBank has 18,074 employees with financial advisory certification.

Employees trained in 2019

Financial guidance (MiFID)	2,030
Property loan law	9,863

The **CaixaBank Marketing Communications Policy** includes a detailed description of the internal mechanisms and controls in place to minimise the risks related to publicity. The Policy details relevant cases and the formal requirements that must be met by publicity issued by the organisation and companies in the Group.

The entity has also voluntarily joined **Autocontrol,** the association for self-regulation in advertising, which supports good advertising practice.

16

Transparent contract project

AIMS

Transparency	Greater transparency when documents are signed by customers
Clarity	Through clear, comprehensible language
Trust	Improving the customer's experience and inspiring confidence when they sign
Safety	And providing greater legal security for the customer and the organisation

5 DOCUMENTS REVISED IN STAGE 1

- CaixaBank current account
- Imagin current account
- CaixaBank Now
- Revolving card
- Consumer loans

METHODOLOGY

Simpler language

New document format

START OF STAGE 2

5 contracts currently under review

In 2020, the review of 10 new contracts will begin

PERSONAL LOAN CONTRACT

CURRENT

NEW PROPOSAL

CONDICIONES DEL PRÉSTAMO

Qué regulan estas Condiciones

Estas condiciones regulan los siguientes aspectos:

- las condiciones económicas del préstamo (tipo de interés nominal y TAE)
- la forma de pago del préstamo
- el impago (retraso en el pago) y el interés de demora
- la compensación o pago de deudas
- el pago anticipado del préstamo
- la duración y desistimiento (renuncia) del contrato
- la resolución (cancelación) del contrato por incumplimiento
- quejas y reclamaciones.

1. OBJETO

En qué consiste este contrato

1.1. Este contrato regula las **condiciones** en que usted recibe de CaixaBank el **importe total** que le hemos prestado y abonado en la cuenta que se indica en las Condiciones Particulares.

1.2. Usted, en calidad de **«deudor»**, se compromete a **devolver el importe total prestado** más los **intereses** que pactamos aquí, tal y como se indica en este contrato.

2. INTERÉS NOMINAL

Qué es el Tipo de Interés Nominal (TIN)

2.1. **El interés nominal es el precio que CaixaBank le cobra por prestarle dinero**. Por ello, usted tiene que devolver la cantidad prestada más el interés nominal que se cobra anualmente mientras dura el préstamo, según se indica en las Condiciones Particulares (interés nominal anual).
Este interés nominal recibe la denominación TIN, se expresa en porcentaje (%) y se mantiene fijo e invariable anualmente mientras dura el préstamo.

2.2. La cantidad total que tiene que pagar en concepto de intereses por la cantidad prestada se indica en las Condiciones Particulares como **«Importe Total de Intereses»**.

3. CÁLCULO DE INTERESES DE CADA CUOTA

Cómo se calculan los intereses de cada cuota

3.1. El importe de los intereses que usted pagará en cada cuota se obtiene aplicando la siguiente fórmula:

Customer Contact Centres

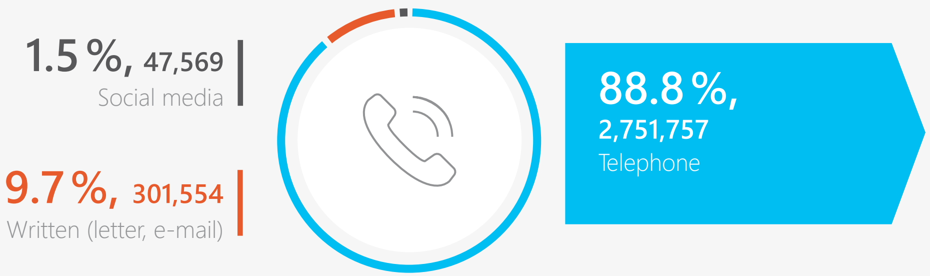
In November 2018, the implementation of the new style ***Customer Contact Centres began*** with the aim of bringing together many of the non-contact services that the Group[1] offers customers in order to provide a more efficient, effective and flexible service with 360-degree vision.

The CCC service manages queries, requests, suggestions and complaints from customers and non-customers reaching it by phone, through written channels (chat, WhatsApp, e-mail and letter) and also through social networks (Twitter)[2]. The unification of most help lines in a single number **(900 40 40 90)** aims to facilitate communication between customers and non-customers.and the Group.

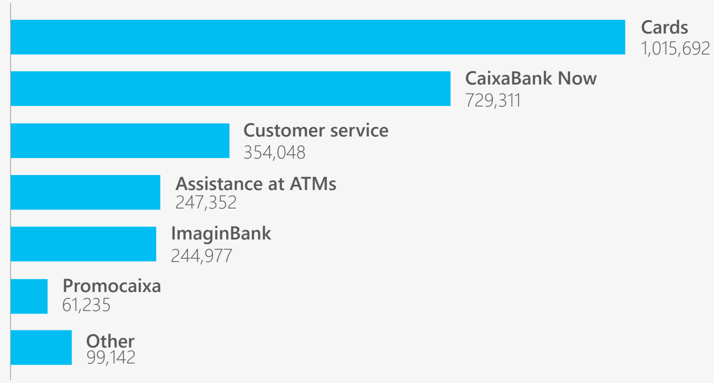
92% of calls received on the single line are correctly referred to the relevant service, using *Cognitive Technology.*

> 3 million
interactions in Customer Contact Centres (CCC) in 2019

BREAKDOWN OF CONTACTS IN 2019



REASON FOR THE INTERACTION TELEPHONE



CaixaBank Now digital banking customers also have a virtual assistant (Neo) at their disposal. In 2019, 2,989,594 interactions took place, 94.8% of which were resolved without being referred to staff, thanks to the *Cognitive Technology.*

The quality of the CCC service is constantly assessed through audits to ensure that customers receive satisfactory attention and their issues are resolved, in order to achieve the standards of quality and excellence set by CaixaBank.

The *Contact Centre services* for Banco BPI and Consumer Finance dealt with 909,653 and 1,462,014 interactions, respectively, in 2019.

[1] All the Group companies belong to the scheme, except Banco BPI and the Consumer Finance business.
[2] Complaints processed through the Customer Service or the Supervisor's Complaints Service are not included.

Customer Service

The Customer Service Office is responsible for handling and resolving customer complaints and claims. This office has no connection with our commercial services. It performs its duties based on its independent judgement, with reference to customer protection regulations, regulatory requirements and best banking practices.

The details of all the complaints received, resolutions issued by the Customer Service Office and the Customer Service Team, and the reports issued by the Supervisory Claims Service, related to business operations in Spain, are presented in Note 42.2. "Customer services" of the attached consolidated annual financial statements.

Complaints received	2019	2018
Customer Service - CaixaBank	75,766	83,124
Submitted to Supervisor's complaints services	1,322	2,151
Bank of Spain	1,116	1,900
Comisión Nacional del Mercado de Valores (Spanish securities market regulator)	85	81
Directorate-General for Insurance and Pension Plans	121	170

BPI customer services received 11,490 complaints in 2019. During the year, 10,645 resolutions were concluded, of which 446 corresponded to 2018 (17,527 concluded in 2018). 16% of these were resolved in favour of the customer (13% in 2018).

BREAKDOWN AND MANAGEMENT OF COMPLAINTS RECEIVED BY THE CSO

2019

- 32 % Loans
- 21 % Cards and POS
- 15% Deposits
- 12 % Other services
- 9 % Insurance and pension funds
- 7 % Services for receiving and making payments
- 3 % Channel
- 1% Investment services

- 32 % Less than 10 days
- 57 % 10-30 days
- 11 % Over 30 days

- 48 % Resolved in favour of the claimant
- 36 % Resolved in favour of the entity
- 16 % Other (rejected/no decision)

2018

- 56 % Loans
- 15 % Deposits
- 8 % Insurance and pension funds
- 7 % Cards and POS
- 6 % Services for receiving and making payments
- 4 % Other services
- 2 % Channel
- 1% Investment services

- 29 % Less than 10 days
- 54 % 10-30 days
- 17 % Over 30 days

- 30 % Resolved in favour of the claimant
- 58 % Resolved in favour of the entity
- 12 % Other (rejected/no decision)

The breakdowns for 2018 did not include claims corresponding to Consumer Finance, however these were included in the overall data relating to claims.

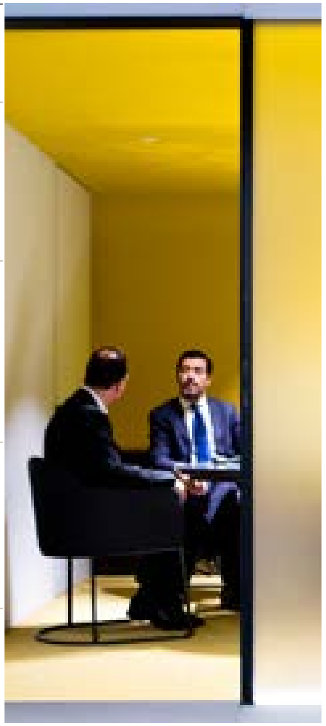
Commitment to transparency **with shareholders and investors**

SHAREHOLDERS

General Shareholders' Meeting	Held on **5 April in Valencia.** The shareholders approved the **management and results for 2018**, and the **proposals** made by the Board of Directors
Shareholder service (telephone, e-mail and video call)	1,600 contacts with shareholders
Annual opinion surveys	The Global Reputation Index and the Materiality Study, among others, reflect the views of shareholders
Shareholder Advisory Committee	Non-binding advisory body, a pioneering initiative in the IBEX 35 3 meetings and 1 volunteer project in 2019
Weekly, monthly corporate newsletter, e-mails and SMS/push with shareholder alerts	
Corporate meetings	45 meetings with 1,834 participants 68% increase in shareholders reached thanks to presence in Store branches New virtual corporate meeting
Aula training programme	14 face-to-face courses and 16 webinars with a total of 2,588 participants

INVESTORS AND ANALYSTS

Investor Relations Department	
Roadshows and talks with institutional investors	541 meetings with equity and fixed-income investors in the main financial centres
Annual opinion surveys	The Global Reputation Index and the Materiality Study, among others, reflect the views of investors and analysts
Meetings with analysts (financial and sustainability)	+300 analysts' reports published on CaixaBank, including sector reports with analysis of CaixaBank
Contacts with rating agencies	



Programme *Aula*

Aula is a training programme on economics and finance aimed at CaixaBank's shareholder base. We are committed to financial training through face-to-face courses, webinars and video conferences.

Following its launch in 2010 and with the new Webinars Aula on-line seminars, CaixaBank's financial training for shareholders has become a benchmark within the IBEX 35. To date **more than 12,000** shareholders have participated in the programme's face-to-face and on-line sessions.

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Tax transparency

The social commitment that characterises CaixaBank's activity is reflected in **responsible tax management** which helps to sustain public finances and make the infrastructures and public services essential for progress and the development of society possible.

CaixaBank's fiscal strategy is aligned with the values that make up its corporate culture and its **low risk profile** in managing compliance with its tax obligations.

CaixaBank understands fiscal risk as the risk of negative effects for financial statements and/or the Group's reputation, arising from tax-related decisions by the organisation or by tax and judicial authorities. Legal/Regulatory Risk in the Risk Taxonomy covers this risk.

In all jurisdictions where CaixaBank operates, it is careful to comply with any tax obligations arising from its economic activity. Tax compliance mainly refers to management:

- **i.** the payment of its own taxes,
- **ii.** payment of taxes withheld and paid on behalf of third parties, and
- **iii.** information and cooperation, as required by government bodies.

CaixaBank Tax Strategy

Tax Risk Control and Management Policy[1]

Documents are available on the CaixaBank website:

www.caixabank.com

[1] Periodically reviewed. Latest update January 2020.

Voluntary Codes of Good Tax Practice

Code of Best Tax Practice in Spain

CaixaBank is a voluntary member and participates actively in the Large Companies Forum. The Forum includes the Tax Agency (AEAT) and the main major taxpayers, whose aim is to extend and deepen their cooperative relationship through a forum where the main tax issues can be analysed jointly and sector by sector.

- Approved by the Large Companies Forum.
- It contains a series of recommendations, voluntarily assumed by both the Tax Agency and companies, to improve the tax system through:
  - Increased legal certainty.
  - Mutual cooperation based on good faith.
  - Legitimate trust.
  - The application of responsible tax policies in companies with the knowledge of their governing bodies.

Code of Tax Practice for UK Banks

Interpretation of tax rules

The payment of taxes is the result of compliance with the obligations imposed by tax regulations.

- CaixaBank takes the following into account:
  - The will of the legislator.
  - The underlying economic reasonableness, in line with the OECD (Organisation for Economic Cooperation and Development) tax principles embodied in the BEPS (Base Erosion and *Profit Shifting)*.
- Our interpretation of tax regulations is verified by tax consultants of recognised standing, when the complexity or importance of the issue requires it, and we may request clarification from the tax authorities, if this is deemed necessary.
- Decisions on tax matters resulting from these interpretations are subsequently reviewed by CaixaBank's external auditors. In order to safeguard the independence of CaixaBank's audit, it does not employ the professionals who audit its accounts as tax advisers.
- As a corollary of the reasonableness of the interpretation of tax regulations to meet tax obligations, the tax inspectorate verifies compliance with these obligations.
- The low risk profile that characterises the CaixaBank Group's decisions on tax matters is reflected in the non-materiality of tax adjustments.

Conclusion

The interpretation of tax regulations by CaixaBank results in fair and reasonable tax management in accordance with applicable tax legislation.

Tax contributions handled by the CaixaBank Group

OWN TAXES

Taxes paid by CaixaBank

Direct taxes

- Corporate income tax
- Business and property taxes

Indirect taxes

- Non-deductible VAT payments
- Duty on transfers of assets and documented legal transactions (ITP-AJD)
- Employers' social security contributions

THIRD PARTIES' TAXES

Contribution to the collection on behalf of the tax authorities of taxes payable by third parties arising from their economic relationship with CaixaBank

- Personal income tax withholdings on salaries, interest and dividends received
- Employees' social security contributions
- VAT paid in to the Tax Agency

TAXES COLLECTED

Contribution to the collection of taxes on behalf of the tax authorities of Spain, its autonomous regions and local authorities.

- Through the branch network, ATMs and on-line channels

OWN TAXES AND TAXES COLLECTED FROM THIRD PARTIES IN 2019[1]

€2,633 million

BY LOCATION

€2,255 million
Spain

€1,089 million Paid by CaixaBank Group companies as the taxpayer

€1,166 millions Taxes payable by third parties deriving directly from CaixaBank activities and collected by CaixaBank on behalf of the relevant public authorities

€371 million
Portugal

€78 million Paid by CaixaBank Group companies as the taxpayer

€293 million Taxes payable by third parties deriving directly from BPI activities and collected by BPI on behalf of the relevant public authorities

€7 million
Branches and subsidiaries

- €2 million Poland
- €2 million Morocco
- €1 million Germany
- €1 million Switzerland
- €0.5 million United Kingdom
- €0.5 million France

BY TYPE

€1,172 million
Own taxes paid

- €231 million Direct taxes
  - €89 million Corporate income tax
    - 83 Spain
    - 2 Portugal
    - 4 Other[4]
  - €59 million Tax on bank deposits (IDEC)
  - €83 million Other[3]
- €475 million Indirect taxes
- €466 million Employers' social security

€1,461 million
Third-party taxes collected

€2,077 million
consolidated profit before tax

36 %
Total tax rate[2]

[1] Based on the cash flows of all taxes related to banking activities, paid and collected, rather than the taxes accrued and disclosed in the annual financial statements.
[2] The total tax rate is measured as a percentage of all taxes paid divided by profit before all said taxes (1,170/(1,170+2,077))=36%.
[3] This mainly corresponds to Business Tax (€25 million) and Property Tax (€22 million)
[4] €3.3 million 1.2 Poland, 1.1 Switzerland, 0.8 Morocco and 0.2 Germany.

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CAIXABANK AS A PARTNER ENTITY IN THE HANDLING OF TAX AND SOCIAL SECURITY CONTRIBUTIONS

Amount of public authority receipts and payments handled in 2019

€79,200 million
Receipts

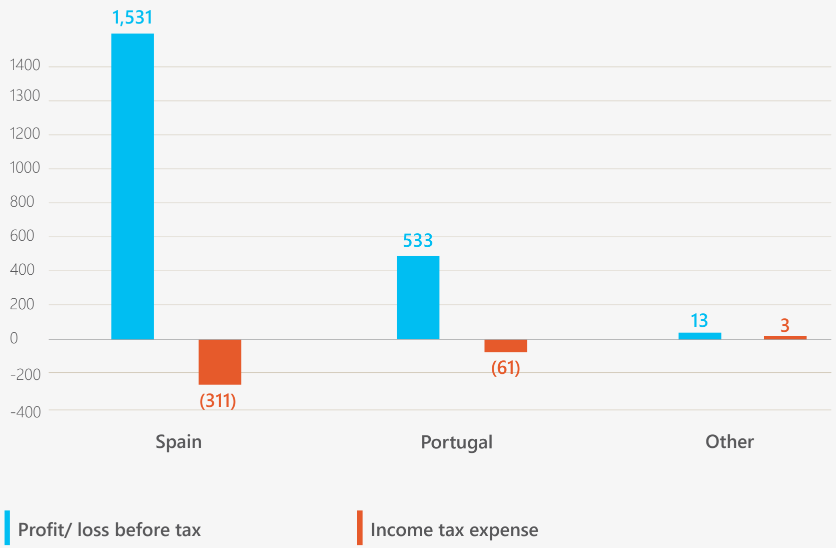
€29,800 million
Payments

CaixaBank's role in combating tax evasion and fraud

3,200 applications
Individual requests for information received from the Spanish authorities

13,900 seizures
processed on behalf of the Spanish authorities

DETAIL OF CAIXABANK GROUP'S PROFIT BEFORE TAX AND CORPORATION TAX ACCRUED IN 2019, DISTRIBUTED BY GEOGRAPHY IN MILLIONS OF EUROS



Others include: Before-tax profit (13): 9 London, 4 Poland, 3 Morocco and 3 Germany, Corporation Tax Expenditure (3): 1.2 Poland, 0.7 United Kingdom, 0.6 Germany, 0.1 Morocco.

The cash outflow related to the corporate income tax expense does not correspond to the amount disclosed in the consolidated statement of profit or loss. This is mainly due to timing differences between when the cash flows occur and the period in which the corporate income tax accrues for accounting purposes. CaixaBank has unused tax credits dating back to the last financial recession affecting Europe.

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CaixaBank's stance on tax havens

As a general rule, CaixaBank avoids operating in jurisdictions classified as tax havens. Nor does it use tax structures that involve such territories or low and zero-tax territories when there is no real economic substance for such structures. Any investment in entities that are domiciled in territories classified as tax havens is subject to a prior report on the economic basis for the investment and the approval of the Board of Directors, confirming that the reason for locating the business in this territory is not to reduce CaixaBank's tax obligations or to make its activities less transparent.

CaixaBank's policy on tax havens is based on the principles set out in the Group's statutory documents:

Code of Ethics

Tax Strategy

Legal Risk and Control Management Policy

Tax risk is included in this policy

CaixaBank does not currently have any direct holdings in territories classified as tax havens.

CaixaBank Group activity in Luxembourg

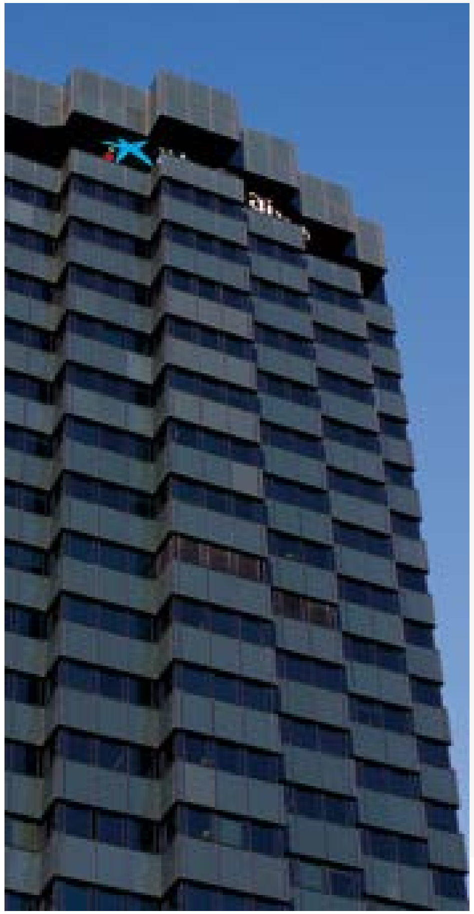
Luxembourg is a key jurisdiction for the financial sector for a number of reasons:

- The **efficiency** in financial matters: thanks to a specialist focus on investment products, financial services providers can offer attractive yields.
- Its high levels of legal **protection** based on the prompt application of legislation and a stable legal system.

For these reasons, the CaixaBank Group decided to expand and offer its investment services in Luxembourg in order to establish a presence in a key global market for investment management, reaching more international and domestic customers.

>> PRINCIPLES GOVERNING THE CAIXABANK GROUP'S ACTIVITIES IN LUXEMBOURG

- CaixaBank Group operations in Luxembourg are, like those of the entire Group, completely transparent and subject to the controls required of a regulated business, supervised by bodies that adhere to common European and international standards.
- CaixaBank has adopted the OECD's fiscal principles, as set out in the Base Erosion and Profit Shifting (BEPS) project. It does not use artificial corporate structures to transfer profits to low-tax jurisdictions. Any international expansion of its business, therefore, has real economic substance.
- The identities of our investors in Luxembourg are disclosed to the tax authorities to ensure they meet their tax obligations within a framework of complete transparency.



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Financial inclusion

Financial inclusion is a key factor in reducing extreme poverty and promoting shared prosperity. It is vital, therefore, to make financial services available to everyone and to improve physical and technological accessibility to encourage the inclusion of people with physical or cognitive difficulties.

CaixaBank issued its first **Social Bond**[1] in September 2019, in line with its mission of: *"Helping to ensure the financial well-being of our customers while pursuing social progress"*. This initial issue funds loans designed to fight poverty, create decent jobs and boost employment in disadvantaged areas of Spain, in line with the United Nations' Sustainable Development Goals. The funds will support loans granted in the three years prior to the issue, while 25% will be used for new loans granted in the issue year.

[1] Sustainable Development Goals (SDGs) Framework, Sustainalytics Second-Party Opinion and Inaugural Social Bond SNP Issuance on corporate website, https://www.caixabank.com/inversores-institucionales/inversores-renta-fija/bonos-ods_en.html

1 FIN DE LA POBREZA

SDG 1

Funding loans granted by MicroBank to individuals or families who live in Spain, whose total available income is 17,200 euros or less, to fund daily needs such as health care, education or household and vehicle repairs.

8 TRABAJO DECENTE Y CRECIMIENTO ECONÓMICO

SDG 8

Funding loans granted to self-employed workers, micro-businesses and small businesses operating in Spanish provinces with lower per capita GDP and/or a higher unemployment rate.

€1,000 million

5-year **Social Bond**
(non-preferred senior debt)

≈ €1,500 million

Objective **2019-2021 SP SDG bond issues**

CaixaBank has also participated as *joint bookrunner* in the placement of 2 sustainable bonds totalling €1,350 million, in addition to the Bank's own social bond. In 2019, CaixaBank also participated in the placement of 4 green bond issues with a total volume of €2,550 million.

Enel
Sustainability-linked Bond
€750 million
Maturity 2027-XS2066706909
October 2019

Basque Government
Sustainable Bond
€600 million
Maturity 2029-ES0000106635
April 2019

CaixaBank
Inaugural Social Bond
€1,000 million
Maturity 2024-XS2055758804
September 2019

FCC – Environment Services
Inaugural Green Bond
€600 million
Maturity 2023-XS2081491727
€500 million
Maturity 2027-XS2081500907
Joint Bookrunner. December 2019

Prologis
Green Senior Unsecured
€450 million
Maturity 2029-XS2021462440
Passive Joint Lead Manager
June 2019

Enel
Senior Green Bond
€1,000 million
Maturity 2025-XS1937665955
Joint Bookrunner.
January 2019

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MicroBank

MicroBank, the Group's social bank, is a leader in the field of social inclusion, using micro-loans and lending with a social impact. MicroBank's strategy focuses on meeting needs that are not always covered by traditional lending systems, while maintaining the rigour and sustainability criteria of any bank.

MicroBank in 2019

€725 million
granted in 2019 / Target SP 2019-2021 ≈ €2,180 million
€773 million
in 2018

99,328
micro-loans and social impact loans granted
116,789
in 2018

20,174
jobs created with micro-credit support

9,002
new businesses launched with micro-credit support

€1,583 million
outstanding portfolio balance at 31 December 2019

2.3 %
ROA
2.1%
in 2018

5.4 %
cumulative non-payment of matured loans
4.3 %
to 31 December 2018

MicroBank customer profile

MICROBANK CUSTOMERS

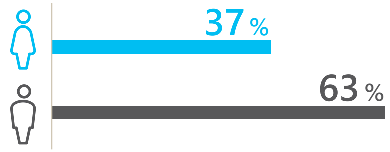
40.6% Entrepreneurs and micro-businesses

57.1% Families

2.3% Social businesses

ENTREPRENEURS

Average age of applicants: 42



FAMILIES

Average age of applicants: 44

1
2
8
10

Goals

1. **Job creation:** launch or expansion of businesses through granting micro-credits to business people and micro-businesses.
2. **Encouraging business:** concession of financial support to self-employed workers, micro-businesses and social companies in order to boost the economy through the launch and consolidation of businesses, generating a positive impact on society.
3. **Personal and family development:** meeting the financial needs of people on low incomes through micro-credits and help to get through difficult periods.
4. **Financial inclusion:** giving new customers access to banking services through CaixaBank's extensive commercial network, as well as equal access to credit.
5. **Generating social and environmental benefits:** providing financial support to projects that have a positive and measurable impact on society.

Main lending products

1. **Micro-credits:** collateral-free loans of up to €25,000 granted to individuals whose economic and social circumstances make access to traditional bank financing difficult.

   a. Families

   i. 79,789 operations in 2019 totalling
   ii. €412.7 million
   iii. with an average value of €5,172

   b. Businesses

   i. 16,812 operations in 2019 totalling
   ii. €203.6 million
   iii. with an average value of €12,110

2. **Other financing with social impact** Entrepreneurship and innovation, Social economy, Education and Health.

   i. 2,727 operations in 2019 totalling
   ii. €108.5 million
   iii. with an average value of €39,802

Employment and Social Innovation (EaSI) programme

In July 2018, MicroBank signed a new partnership agreement with the EIF. This new initiative, covering losses due to insolvency, facilitates and encourages lending to companies and entities involved in the social economy.

141 operations
signed since October 2018
(€17.6 million conceded)

>> The support of leading European institutions in the promotion of entrepreneurship and micro-businesses is key to the achievement of MicroBank's goals

European Investment Fund (EIF)

Council of Europe Development Bank (CEB)

European Investment Bank (EIB)

The **612 companies** with which CaixaBank has signed partnership agreements to promote self-employment are also of vital importance. These partner entities help us to **better assess** the operations, based on their knowledge of the customer, **provide technical support to entrepreneurs, and contribute to extending the distribution network** for MicroBank products and services.

Local accessible banking

CaixaBank's understanding of financial inclusion also means local, accessible banking, with an unwavering commitment to stay close to its customers.

CLOSE TO CUSTOMERS

CaixaBank is committed to maintaining its branch network and providing flexible services in towns and villages with a population of **less than 10,000 inhabitants** in order to ensure its financial inclusion model is sustainable. It is also committed to keeping branches open where it is the only bank operating.

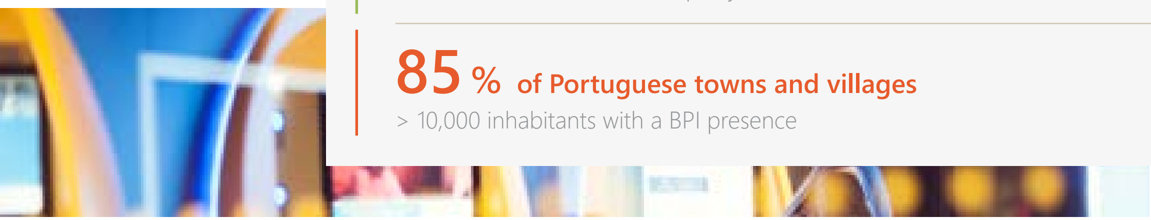
100 % Spanish towns and villages > 10,000 inhabitants
with a CaixaBank presence (100% in 2018)

94 % Spanish towns and villages > 5,000 inhabitants
with a CaixaBank presence (94% in 2018)

229 Spanish towns and villages
where CaixaBank is the only bank (203 in 2018)

91 % Residents (in Spain)
have a branch in their municipality (91% in 2018)

85 % of Portuguese towns and villages
> 10,000 inhabitants with a BPI presence



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11

ACCESSIBILITY

CaixaBank uses a broad definition of accessibility, which means not just offering the greatest range possible of channels for accessing its products and services, but also striving to ensure that these channels can be used by as many people as possible. CaixaBank therefore works to **eliminate any physical and sensory barriers** that could prevent people with disabilities accessing its premises, products or services.

In order to continue offering the best possible service to its customers, CaixaBank is affiliated to the European Commission's APSIS4all programme. The aim of this programme is to develop the technologies needed to ensure that everyone, whatever their needs and preferences, can independently operate self-service terminals such as ATMs.The latest ATM model, which incorporates new technologies including NFC Contactless, has been developed with an interface that adapts to the needs of each user: bigger buttons, less text, high colour contrast, a voiced operating guide, option selection using a cursor instead of the touch screen, and help with sign language. This level of personalisation means the ATMs can be fully adapted to meet the needs of every user.

CaixaBank also applies accessibility criteria to all its mobile apps to facilitate their use by people with varying degrees of visual impairment. For example, adapting browsing for voice screen readers or designing screens with high colour contrast and accessible font sizes.

87 % Accessible branches

69 Branches where barriers have been removed in 2019

NETWORK OF CAIXABANK ATMs

100 % ATMs with video screens providing help in sign language

99 % of ATMs are accessible

Providing easier access to housing

Mortgages granted to private individuals to buy their main homes represent the largest segment of the Bank's gross lending portfolio, totalling €88,475 million at 31 December 2019 (39% of gross loans to customers).

Share of home loan market
15.9% in Spain

CaixaBank has an active policy for helping customers with housing problems based around two approaches: firstly providing swift, specialised attention to customers experiencing difficulties, and secondly, developing a social housing programme in partnership with "la Caixa".

The Bank is a signatory to the Spanish Government's Code of Good Practice on the viable restructuring of mortgage debt on the main home of families at risk of exclusion.

CaixaBank has a specialist team providing solutions to customers who are struggling to meet their home mortgage repayments. In 2013 it set up a **Customer Service unit for Mortgage Customers (CSMC),** a free helpline for customers who have received a mortgage foreclosure notice.

The CaixaBank Group has a social housing programme covering the whole of Spain, aimed at people with fewer resources. It currently manages about 5,000 contracts in partnership with the "la Caixa", within the framework of two specific programmes:

- **2,416 contracts** - Centralised Social Rental Programme, for people whose income has declined. The rent is capped at €300, with a 50% subsidy.
- **2,464 contracts** - Decentralised Social Rental Programme, for people whose mortgage has been foreclosed or cancelled. In this case a subsidy is granted that reflects the person's ability to pay.

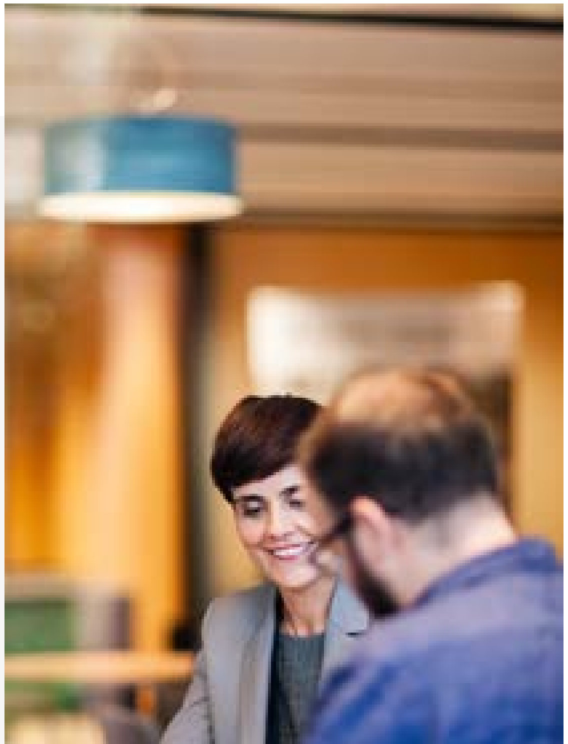
Within the framework of the social housing programme, CaixaBank maintains its commitment to the Government's Social Housing Fund and has signed collaboration agreements with various public administrations in the field of housing, making a total of 2,629 homes available.

In 2020 CaixaBank is launching a new management model with a Family Coordinator who will act as an intermediary between the Bank and tenants, helping people get back into work (through referrals to the "la Caixa" Incorpora programme) and providing social mentoring for the family.

981
lieus in 2019
(1,889 in 2018)

4,119
Calls handled by CSMC in 2019

1 10 11



Promoting the financial culture

CaixaBank is aware of the importance of building up the public's financial knowledge, so that people can make better decisions and thus improve their own wellbeing. The Bank has set up or participates in a range of initiatives to improve the financial knowledge of children and young people, vulnerable sectors of society, customers, shareholders and society in general.

On-line

Financial culture website https://www.caixabank.es/particular/cultura-financiera.html.

- "Finance for followers" programme in partnership with Twitter Spain (#Finanzasxafollowers). A series of 6 programmes with influencers in a range of spheres in 2018-2019. The 2019 clips generated a total of 10.5 million views.
- A new edition of "Finance for followers" on Instagram, to mark Financial Education Day, with the participation of 14 influencers, and a total of 440,000 views.
- #deTúatú campaign on CaixaBank's YouTube channel. Financial education videos using a friendly approach and simple language, with 1.0 million views.
- Economía Cotidiana (Daily Finances) podcasts by CaixaBank. Audio podcasts on financial subjects downloadable from the main platforms: ivowx, itunes, Podium Podcast and Spotify.
- New content for shareholders: 5 Aula Talks video conferences with 4,771 views, and 16 webinars with 1,702 participants.
- The CaixaBank Research Twitter handle (@Cbk_Research) has 4,073 followers.

Publications

- 654 reports published in 2019 by CaixaBank Research economists.
- "Operación AulaBank", a new comic in the "Las finanzas de Carlota" series, was published in 2019, with the aim of teaching young people about the social role of banks, with an initial print run of 162,000. Earlier comics in the series included "La bici de Lola", teaching children about the value of money and the importance of saving, and "Operación Cupcake", an introduction to how stock markets work.

Face-to-face training

- 84 talks given by CaixaBank Research economists.
- Workshops on basic personal finances for vulnerable sectors of society.
  - 128 workshops on basic personal finances for people with disabilities held in 2019 with 1,636 attendees.
  - DialogA, talks in Store branches aimed at children aged 6 to 9 years, to help them learn how to save. 62 talks with 1,963 attendees.
- Courses and training materials for our shareholders.
  - 30 sessions of the Aula programme for shareholders with 2,588 attendees.
- CaixaBankFuturo seminars on social planning and saving.
  - 308 talks on planning for retirement with 6,445 attendees in 2019.

Chairs

- The CaixaBank Chair for Corporate Social Responsibility at the IESE Business School to develop and promote responsible social and environmental principles and practices in businesses.

CaixaBank is also one of the entities participating in the Financial Education Plan, developed by the CNMV and the Bank of Spain.

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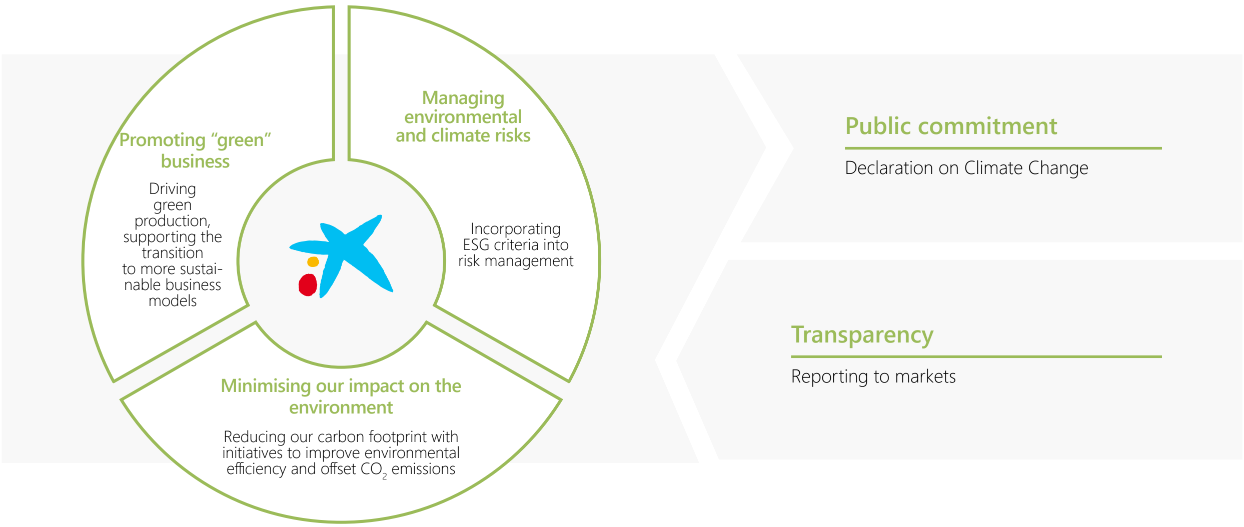
Environmental **strategy**

The environment is one of CaixaBank's strategic priorities and one of the five main planks of its Socially Responsible Banking Plan. The Environmental Strategy approved by the Management Committee in line with internal policies and standards, is composed, in turn, of five lines of action:

ENVIRONMENTAL STRATEGY: Lines of action



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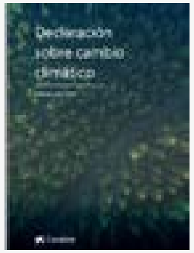
Transitioning to a low carbon economy that encourages sustainable development and is socially inclusive is essential, in CaixaBank's view.

1

In February 2019, CaixaBank published its **Declaration on Climate Change**[1]**,** which was approved by the Board of Directors, in which it undertakes to take the necessary measures to comply with the Paris Agreement. The Declaration on Climate Change is a declaration of intent based on the five lines of the Bank's Environmental Strategy.

The Declaration argues that climate change is one of the main challenges facing the planet, with impacts on the physical environment, society and the economy. It is a source of physical and transition risks, as well as opportunities for countries, businesses and people.



2

In December 2019, CaixaBank signed the **United Nations Collective Commitment to Climate Action**. Under this commitment, which was announced within the framework of the Principles for Responsible Banking, banks undertake to align their portfolios to reflect and finance the low-carbon, climate-resilient economy required to limit global warming to below 2 degrees Celsius.

CaixaBank is also a signatory to the Climate Commitment published by the Spanish Confederation of Savings Banks and the Spanish Banking Association.

3

In 2019 CaixaBank established its **2019-2021 Road Map** to roll out its Environmental Strategy.

The **2019-2021 Road Map** to roll out its Environmental Strategy, in line with the Bank's Strategic Plan, which was presented to the Risk Committee, includes the following areas of action:

Environmental Risk Management Policy

To implement the Environmental Risk Management Policy and review risk concession procedures to take into account regulatory and market changes.

Definition and roll out of the governance model

To implement a coherent, efficient and adaptable governance model for managing environmental and climate change risks that ensures the CaixaBank Group's targets are met within an appropriate framework.

Risk Metrics

To develop indicators to measure the CaixaBank Group's compliance with its defined risk appetite, and ensure it meets current legislation on environmental risk management and climate change and the expectations of stakeholders.

External Reporting

To establish an external reporting model to ensure information on the environment and climate change is publicly disclosed in accordance with the regulations applicable at all times.

Taxonomy

To structure and categorise customers, products and services in accordance with environmental and climate change criteria in line with current regulatory requirements.

Business opportunities

To ensure that CaixaBank takes advantage of current and future business opportunities related to sustainable financing and investment within the framework of the Environmental Strategy, including the issue of social and/or green bonds.

[1]The Declaration can be read here: https://www.caixabank.com/deployedfiles/caixabank/Estaticos/PDFs/responsabilidad_corporativa/Declaracion_cambio_climatico.pdf

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Managing environmental and climate risks

CaixaBank is making progress on the management and analysis of environmental of environmental and climate risks in accordance with the recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD) and the European Commission's Guidelines on Non-Financial Reporting.

Conceptually, the risks associated with climate change are classified as either physical risks or transition risks. The first arise as a result of climate or geological events and changes in the balance of ecosystems and may be gradual or abrupt. They can cause physical damage to assets (infrastructure, properties), disruption to production or supply chains and/or may affect the productivity of economic activities (agriculture, energy production). Transition risks, meanwhile, are associated with the fight against climate change and the transition to a low-carbon economy. They include factors such as changes in regulations and standards, the development of alternative energy-efficient technologies, changes in market tastes or reputational issues affecting the sectors that cause the greatest damage.

CaixaBank actively manages environmental risks and those associated with climate change through the lines of action set out in its Road Map.

>> The Environmental Risk Management Policy is published on CaixaBank's corporate website

Environmental Risk Management Policy

The Environmental Risk Management Policy was approved by the Board of Directors in February 2019. The main subsidiaries (BPI, Vidacaixa and Caixabank Asset Management) have approved their own policies, aligned with that of CaixaBank, taking into account the specific nature of their businesses.

The policy established the Group's global principles for managing environmental risk. Environmental risk is one of the ESG (environmental, social and governance) risks and it is managed via the lines of action set out in CaixaBank's Environmental Risk Management Strategy.

The Environmental Risk Management Policy establishes criteria to be built into the Bank's procedures for accepting new customers and operations, with general and sector-based exclusions whereby CaixaBank will not assume credit risk linked to activities that could have a significant environmental impact. The following sectors are specifically excluded:

- Energy
- Mining
- Infrastructures
- Agriculture, fishing, livestock farming and forestry management

A questionnaire to assess and classify customers and operations forms part of the environmental risk analysis built into the credit process for business and corporate customers. The most complex operations are assessed by specialised analysts from the Corporate Directorate of Environmental Risk Management.

A number of additional processes have been established to assess ESG risks within the framework of applying the Equator Principles, which CaixaBank signed in 2007.

>> In 2019, the Corporate Environmental Risk Management Department evaluated 100 operations

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Equator Principles

Scope

- Project finance and project finance advisory services where total project capital costs are US$10 million or more.
- Project-related corporate loans with a total aggregate loan amount of at least US$100 million and an individual commitment by CaixaBank of at least US$50 million, and a loan term of at least two years.
- Bonds linked to projects in an amount of at least US$10 million.
- Bridge Loans with a term of less than two years that are intended to be refinanced by project finance or a project-related corporate loan that meet the aforementioned criteria.
- CaixaBank voluntarily applies this procedure to syndicated operations with a term of 3 years or more and when CaixaBank's individual commitment is between €7 million and €35 million. The procedure also applies to other operations to finance investment projects with a minimum term of 3 years and a minimum amount of €5 million when the holder is a medium-sized, large or very large legal entity.

Application

- Projects with high and irreversible risks and potential impact, where it is not deemed possible to establish a viable action plan, or projects that contravene the Bank's corporate values, are rejected.
- In other instances, an independent expert is appointed to evaluate each borrower's social and environmental management plan and system. Projects are classified as category A, B or C according to the risks and potential impacts detected in the due diligence process carried out by teams from the commercial and risk areas, together with external experts.
- Category A and certain Category B projects may have potentially significant adverse impacts. In these cases, an action plan must be drawn up to help prevent, minimise, mitigate and remedy the adverse social and environmental impacts.

In 2019, the Bank financed 15 projects with a total investment of €16,190 million, of which the Bank's individual commitment amounted to €1,412 million.

The assessment carried out to categorise the projects was performed with the support of an independent expert.

Project category	Operations financed			
	2018		2019	
	(no.)	€ million[1]	(no.)	€ million[1]
Category A (projects with significant potential environmental and social risks)	1	99	2	313
Category B (projects with limited potential ESG risks which are easy to mitigate)	7	504	13	1,099
Total	**8**	**603**	**15**	**1,412**

[1]The amounts disclosed may vary due to changes to the terms of the loans granted occurring close to the reporting date. The 2018 data have been updated according to the best information available at the conclusion of the year.

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Definition and roll out of the governance model for environmental and climate change risk

The highest management body with responsibility for managing environmental risk is the **Environmental Risk Management Committee,** which was set up and approved by the Board of Directors in February 2019. The Committee reports to the Management Committee, is chaired by the Chief Risk Officer and is composed of members of the Bank's Management. It is responsible for analysing and, where appropriate, approving proposals made by the Bank's functional areas with regard to its strategic position on Environmental Risk Management, in addition to the front-line identification, management and control of the risks associated with this area.

In late 2018 a **Corporate Directorate for Environmental Risk Management** (DGRMA) was created, reporting to the Directorate General for Risk. This new directorate is responsible for managing environmental and climate-related risk. The DGRMA coordinates the implementation of the Road Map and oversees the analysis of environmental risk within the Bank's risk concession processes.

The targets of the CEO, the Chief Risk Officer and the Director General for Environmental Risk Management include indicators linked to the management of environmental and climate-related risk.

[1] Data on CaixaBank Group's carbon-intensive equity, fixed income and credit exposure. Some exposures may contain a mix of power generation that includes renewable energies. The figure published in the 2018 Consolidated Management Report has been restated to reflect improvements in the processes used to identify operations in the portfolio.

Risk Metrics

The lending portfolio is managed with the intention of aligning its indirect impact on climate change with the Bank's risk appetite and its commitment to sustainability goals. Since 2018, therefore, it has measured its lending exposure to economic activities considered to be linked to high CO_2 emissions.

For better comparability, the main indicator is based on the definition suggested by the Task Force on Climate-related Financial Disclosures (TCFD), and includes exposure to activities linked to the energy and utilities industries, excluding renewables (carbon related assets, as defined in Implementing the Recommendations of the TCFD). In 2018 and 2019, such activities accounted for around 2% of the total financial instruments portfolio[1].

Additional management metrics are currently being developed.

See CaixaBank's response to TCFD recommendations in the section **Statement of non-financial disclosures - TCFD**

Reporting

CaixaBank is committed to complying with the transparency recommendations of the TCFD, a work group of the Financial Stability Board set up to raise awareness of climate-related risks and opportunities through financial reporting, in order to encourage market participants to take them into account.

Since mid-2019 CaixaBank has been participating in the second UNEP FI pilot project to implement TCFD recommendations in the banking sector (The focus is on the development and/or adaptation of existing methodologies and tools for analysing physical and transition climate risk scenarios. Within the pilot project, CaixaBank focuses on sectors that are sensitive to transition risk arising from climate change and which form a material part of its lending portfolio, such as Oil & Gas and Utilities. The methodology being developed within the framework of the UNEP FI project involves taking forecast models of the socio-economic impact of climate change developed by experts, such as changes in fuel prices and taxes, changes in fuel demand or new technologies, and scaling them to produce models applicable to companies. Changes in emission charges, capital costs and income are first transferred to the individual rating of a sample of customers and then extrapolated to the reference portfolio. Based on this methodology, case studies are being developed.

Promoting "green" business

Climate change involves risks, but it also offers business opportunities for financing activities that contribute to mitigating climate change or help us to adapt to it. CaixaBank is committed to green production through the design and marketing of products that integrate environmental criteria and environmentally sustainable activities that contribute to the transition to a low-carbon economy.

CaixaBank already has specialist staff in some of the business segments which are most sensitive from the viewpoint of climate and environmental risk, including the real estate sector, infrastructure and energy projects and agriculture, with a view to facilitating customer engagement in the transition to a low-carbon economy (engagement). In 2019, workshops were held with customers engaged in the real estate, consumer products, agriculture and CIB/corporate banking segments to promote green business and establish environmentally sustainable production targets.

Taxonomy

The EU is developing a European standard for the classification of economic activities according to their environmental risk. The Taxonomy is a European standard for determining whether an economic activity contributes significantly to climate change mitigation without damaging other EU environmental objectives. CaixaBank intends to implement this standard wherever it is applicable once it is approved. In this regard, CaixaBank is working in the following areas:

- In November 2019, CaixaBank joined the UNEP FI working group to draw up a guide for banking to adapt to the EU taxonomy (High Level Recommendations for Banks on the application of the EU Taxonomy).
- In line with the draft of the European Union taxonomy (Taxonomy Technical Report – June 2019) operational and documentary criteria have been established for the classification of operations in some sectors, including projects for renewable energy and the real estate sector.
- A project has been launched to enable CaixaBank's IT systems to collect information on energy efficiency certificates for home purchase financing operations from 2020.

Pending the approval of the European Union Taxonomy of environmentally sustainable activities, CaixaBank currently considers the following categories:

- Financing energy-efficient properties
- Renewable Energy projects (wind, photovoltaic, thermosolar, etc.).
- Loans classified as "green" according to the Green Bond Principles (GBP) established by the International Capital Markets Association (ICMA)
- Eco-loans for financing energy-efficient home refurbishment and the purchase of energy-efficient vehicles and domestic appliances
- Eco-financing for the agricultural sector
- Financing for the installation of solar panels on buildings
- Loans linked to sustainability indices
- EIB Climate Action Lines
- Financing eligible within the framework of the bond issue linked to CaixaBank's Sustainable Development Goals.

Sustainable environmental financing

>> ENERGY EFFICIENT REAL ESTATE LENDING

Operations for which there is documentary evidence of an energy efficiency certificate with A or B rating are considered environmentally sustainable. CaixaBank is adapting its information systems and loan allocation processes to input information and documentation regarding the energy certificate when operations are formalised.

Energy information concerning planned property developments is also included. The promotions formalised in 2019 include operations for €938 million with A or B rating.

>> POSITIONING IN THE GREEN LOAN MARKET WITH GLP CERTIFICATE

In 2019, CaixaBank was ranked 13th in the green loan market Global Mandated Lead Arranger, participating in 11 green loans for a volume of US$1,546 million. All these loans obtained the Green Certificate, based on the criteria of *the* Green Loan Principles established by the ICMA.

>> RENEWABLE ENERGY - PROJECT FINANCE

As part of our commitment to combating climate change, we finance renewable energy projects. In 2019, we helped to finance 28 projects for a total of € 2,453 million, funding 8,322 MW of installed renewable power. Since 2011, CaixaBank has financed renewable energy projects with over 32,000 MW of installed power.

CaixaBank's energy portfolio accounts for 51% of all project financing. Of these projects, 62% are renewable energy projects.

>> LOANS LINKED TO SUSTAINABLE INDEXES

In 2019 CaixaBank gave 11 loans for a total of €919 million which were conditional upon recognition of good performance by the company regarding sustainability, measured according to ESG indicators applied by independent bodies.

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Portfolio exposure **renewable energy**

58% Wind
10 % Solar thermal
31 % Photovoltaic
1 % Other

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ECOFINANCING

CaixaBank has specific financing lines for buying environmentally-friendly vehicles and household appliances, investing in energy efficient housing, promoting investments to make resources more efficient and reduce their environmental impact.

Since 2013, CaixaBank has implemented an EcoFinancing line to make more loans available for agricultural projects related to energy efficiency and water use, organic farming, renewable energy, waste management, and the development of rural areas.

In 2019, the Company granted a total of 505 loans for €10.2 million linked to EcoFinancing.

CLIMATE ACTION LINES

The €30 million credit line agreement signed by CaixaBank with the European Investment Bank (EIB) in 2018 to fund projects by SMEs, individuals, and the public sector to combat climate change (especially electric vehicles, modifications to facilities and home improvements) is still in place.

BPI

Aware of the importance of adopting measures to guarantee environmental sustainability in our products, we offer different credit lines that promote energy efficiency and support various renewable energy investment projects. In 2019, total financing granted amounted to €133 million, in the following categories:

In millions of euros	Conceded in 2019	Portfolio exposure
Renewable energy Accounts for 32% of all project financing	38	332
Urban renovation		
IFRRU, Financial Instrument for Urban Renovation	80	202
Jessica Line	8	259
European Investment Bank-Energy Efficiency in Business	7	9.4

2

Green Bonds

In July 2019, the Board of Directors approved the bond issuance framework linked to CaixaBank's Sustainable Development Goals, including Green Bonds and aligned with the Sustainable Bond Principles, Green Bond Principles and Social Bond Principles. The framework envisages the issue of green bonds, although during 2019 none were issued.

CaixaBank has been a signatory of the Green Bond Principles established by the International Capital Markets Association (ICMA) since 2015. Since then, the Bank has participated in the placement of green bonds for projects with a positive impact on climate.

In 2019, CaixaBank participated in the placement of 4 green bond issues for investment in sustainable assets with a total volume of €2,550 million (€1,300 million in 2018).

GREEN BONDS

FCC – Environment Services
Inaugural Green Bond
€600 million
Maturity 2023-XS2081491727
€500 million
Maturity 2027-XS2081500907
Joint Bookrunner. December 2019

Prologis
Green Senior Unsecured
€450 million
Maturity 2029-XS2021462440
Passive Joint Lead Manager
June 2019

Enel
Senior Green Bond
€1,000 million
Maturity 2025-XS1937665955
Joint Bookrunner. January 2019

Investment products - MicroBank Ecological Fund

CaixaBank markets the MicroBank Ecological Investment Fund, an international equity fund that invests in a selection of environmentally responsible funds in sectors such as renewable energy, organic food, recycling and waste water treatment, among others.

Managed by CaixaBank Asset Management, it is the first Spanish fund to combine the search for good returns with respect for the environment.

€32.7 million
turnover

Minimising our impact on the environment

The **Environmental and Energy Management Principles** emphasise the Bank's commitment to driving efficient and environmentally friendly technologies, integrating environmental and energy-related criteria in its range of products and services, and supporting initiatives to fight climate change.

In 2019, the **2019-2021 Environmental Management Plan** was approved, in line with the Bank's Environmental Strategy, its main objective being to help minimise CaixaBank's environmental impact and enable it to comply with its environmental commitments and certifications.

FOCUS OF THE 2019-2021 ENVIRONMENTAL MANAGEMENT PLAN

1. ***Carbon Neutral* Strategy**
   Minimising and compensating for all estimated CO_2 emissions that could not be avoided.

2. **Environmental efficiency measures and certification**
   Minimisation of the Bank's impact, implementation of new energy saving measures and renewal of certification and environmental commitments

3. **Extension of the environmental commitment to the value chain**
   Action plans for suppliers to assume our environmental values as their own and to comply with the commitments they have made

4. **Promoting sustainable mobility**
   Measures to encourage sustainable mobility to minimise emissions by the organisation, its workforce and suppliers

5. **Commitment, transparency and engagement**
   Actions of *engagement* with employees, strengthen commitment and improve environmental information for the public

The 2019-2021 Environmental Management Plan sets out quantitative targets for all the years covered by the plan, so that the extent to which it has been successfully implemented can be measured:

Initiative	Objective	Indicators-KPIs	2018	2019	2020	2021
Project *Carbon Neutral*	**Continue to be a *Carbon Neutral***	% CO_2 emissions offset	100%	100%	100%	100%
		% CO_2 emissions reduced *(v. 2015)*	-10%	-11.5%	-13%	-14.5%
	100% renewable energy contracted	% energy consumed from renewable sources	99%	99%	99%	99%
Environmental efficiency and certification	**Implementation of environmental efficiency measures**	Energy savings (%): *(v. 2015)*	-5.5%	- 7.0%	-8.5%	-10%

CaixaBank, S.A.

OTHER INITIATIVES

- Sustainable Mobility Plan
- Home automation system for the efficient management of energy
- Commitment, transparency and *engagement*
- Certifications certification: EMAS, ISO 50001, ISO

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CaixaBank, S.A. has implemented and regularly updates **an environmental management system according to standard ISO14001** and an energy management system in accordance with ISO 50001, the scope of which is expanded as needed. Meanwhile, the corporate centre in Barcelona also has an environmental management system that complies with European EMAS regulation 1505/2017.

MINIMISE THE ENERGY CONSUMPTION AND EMISSIONS GENERATED

In the Company's buildings and offices, initiatives designed to minimise energy consumption are being developed and implemented. These include the installation of LED lighting and the replacement of air conditioning equipment, etc. In 2019, an automation project was initiated with the aim of monitoring and controlling consumption and implementing new measures to reduce energy use in the company's buildings and branches.

Thanks to all these initiatives, in 2019 CaixaBank S.A. reduced electricity consumption by 4,72% compared to 2018, reaching 151,690 MWh.

In 2019, measures to reduce fuel consumption were also implemented, making a further contribution to reducing emissions. They include the installation of electric vehicle charging points and starting to replace the vehicles in our fleet with hybrid models, within the framework of the Sustainable Transport Plan.

These measures are in addition to other existing measures, such as the installation of private bicycle parking in several corporate centres; the car-pooling programme in territorial centres and the application for sharing taxis; the promotion of remote work, the use of videoconferences and the pilot programme for delivering packages in the last mile by electric roller.

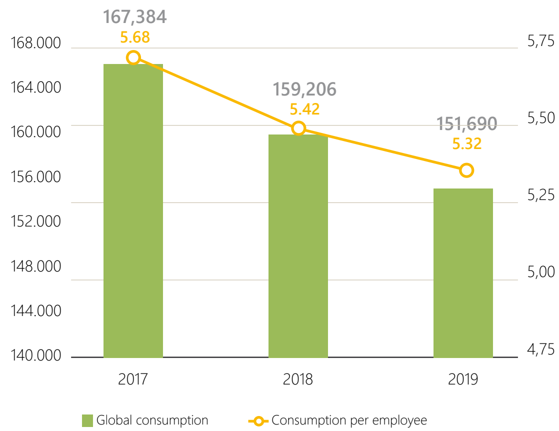
REDUCTION IN CONSUMPTION OF MATERIALS AND WATER

At CaixaBank, we are working to reduce the consumption of materials and support a policy of purchasing environmentally friendly materials, for example, by reducing paper consumption by using digital processes or purchasing recycled paper.

[1] Consumption per customer of previous years has been recalculated considering the corresponding average staff (instead of the end of the year).

Within the framework of **the 2019-2021 Environmental Management Plan** and with the aim of reducing the company's impact on the environment, CaixaBank carries out numerous initiatives year after year:

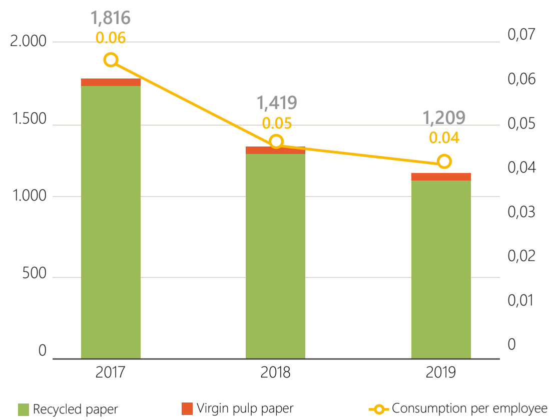
ELECTRICITY CONSUMPTION - Caixabank, S.A. (MWh)



99.5% of electrical energy consumed from renewable sources

-75% reduction of CO_2 emissions in the period 2009-2018

PAPER CONSUMPTION - Caixabank, S.A. (tons)



97.2% recycled paper of all paper consumed

-14.5% reduction in paper consumption in 2019 (1,209,068 kg consumed)

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The water is mostly used for sanitary purposes and does not represent a significant factor in CaixaBank's environmental management. However, measures are being introduced to reduce consumption, such as the installation of self-closing taps and the replacement of toilet cisterns by others which use less water and have a double-flush mechanism. In unique buildings, the best technologies have been introduced to minimise water consumption associated with the refrigeration processes. Our Data Processing Centres *(with LEED gold and LEED* silver certification, respectively) thus use cooling-free *technology* free cooling technology, which uses no water, and in the Barcelona corporate centre the evaporative cooling towers have been replaced by adiabatic towers, with much lower water consumption.

- 5.22 %

reduction in water consumption compared to 2018

(312,098 m³ consumed[1] by CaixaBank S.A.)

PROMOTING THE REUSE AND RECYCLING OF WASTE

In corporate buildings and throughout the branch network, there is selective waste collection (mostly non-hazardous waste) and initiatives are continuously being implemented with the aim of minimising waste generation. Examples include the launch of the project to reduce plastics for water consumption in our branches, recycling bank cards and distributing biodegradable cards.

From 2013, the Integral Plan for the Revaluation of Technological Equipment has promoted the transfer of electronic equipment to non-profit organisations, favouring the circular economy. In 2020, the Plan was extended to office furniture.

[1] Estimate based on a sample of corporate buildings and branches in the corporate network.

Carbon Footprint
Combating climate change

Calculating the Bank's carbon footprint

Each year CaixaBank carries out an inventory of greenhouse gas (GHG) emissions generated as a result of its corporate activity, to calculate its carbon footprint and establish measures aimed at progressively reducing it

Reduction in CO_2 emissions

Through the introduction of technological improvements and good environmental practices

100% certified renewable energy consumption

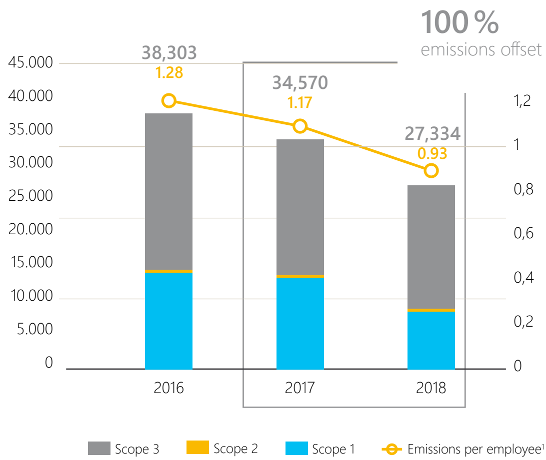
Offsetting emissions that could not be avoided

Both in corporate buildings and throughout the commercial network (scopes 1, 2 and 3)

Since 2009, CaixaBank S.A. has calculated its carbon footprint as part of its commitment to minimise and offset the Bank's CO_2. In 2019, we again carried out an inventory of greenhouse gas emissions generated by CaixaBank S.A. in 2018, allowing us to measure the reduction in emissions resulting from the eco-efficiency improvements we have described.

CaixaBank S.A. has been carbon neutral since 2018, when total emissions in 2017 were offset. In 2019, compensation of emissions that could not be eliminated was provided through the participation in a project in Mexico, recognised by Verified Carbon Standard (VCS), consisting of the use of biogas from pig waste to generate energy, as well as two own projects of CO_2 absorption by reforesting burned areas on the mountain of Montserrat, Barcelona, and in the town of Ejulve, Teruel.

EMISSIONS GENERATED AND PERCENTAGE OFFSET



Indicators-KPIs	2016	2017	2018
t CO_2 eq Scope 1	14,336	13,873	8,576
t CO_2 eq Scope 2	616	377	403
t CO_2 eq Scope 3	23,351	20,320	18,355
t CO_2 eq per employee	1.28	1.17	0.93

Details of the carbon footprint of CaixaBank S.A. are available on the Company's corporate website and are verified by an independent external firm in accordance with the ISO 14064 standard.

Each year, CaixaBank publishes a report, audited by an independent external firm, detailing the main environmental measures taken by the Bank. This report, the *Environmental Declaration*,can be accessed on the CaixaBank website, together with the principles of environmental and energy management.

- For more information, please see the following link: https://www.caixabank.com/responsabilidadcorporativa/medioambiente_en.html

[1] Consumption per customer of previous years has been recalculated considering the corresponding average staff (instead of the end of the year).

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Social action and volunteering

"la Caixa"

CaixaBank's partnership with "la Caixa", its main shareholder, extends to philanthropic and solidarity programmes that help to create opportunities for people and respond to the most pressing social challenges.

CaixaBank promotes initiatives and programmes among its customers, employees and shareholders, while publicising and promoting those of "la Caixa".

> "la Caixa" is the leading foundation in Spain and one of the largest in the world, with an annual budget for its Social Programme of **€545 million in 2019**

2,473
recurrent volunteers[1]

2019-2021 SP TARGET ≈5,000

[1] Volunteers from the "la Caixa" Volunteers Association who have taken part in at least 4 activities in the last 12 months.

Decentralised Social Work

Thanks to its capillary nature and proximity to people, CaixaBank's branch network is a very effective means for detecting need, thus enabling "la Caixa" to allocate resources to great effect in all the areas where CaixaBank is present.

€44.7 million
of "la Caixa" 's budget has reached a multitude of local social entities thanks to the CaixaBank branch network

10,690
activities related to projects set up by local social organisations

8,867
recipient entities

TYPES OF PROJECT THAT HAVE RECEIVED FUNDS FROM THE DECENTRALIZED SOCIAL PROGRAMME

3,825
Activities in the field of disease and disability

2,487
Activities in the field of multiculturalism and social exclusion

1,971
Activities in the field of poverty

2,407
Activities in other fields

Social Weeks

In 2019, CaixaBank promoted two Social Weeks, in which it invited employees and customers to participate in local volunteering activities, mostly linked to entities receiving aid from the decentralised social work.

4,389
activities carried out in 1,875 local entities

54,882
hours of volunteering

SOCIAL WEEK PARTICIPANTS

16,811
total participants

14,403
CaixaBank Group employees

2,408
CaixaBank customers, family members and friends

Solidarity projects

#Ningún niño sin bigote

Campaign to collect milk in conjunction with Banco de Alimentos.

2.56
million litres of milk collected

El árbol de los sueños (The Tree of Dreams)

Customers and employees commit to giving socially vulnerable children the gift they have requested in their letter to the Kings.

24,217
children in Spain who have received a gift

10,613
children in Portugal who have received a gift

"la Caixa" programmes

CaixaBank also supports the following "la Caixa" initiatives, publicising them and encouraging the participation of its customers and employees.

CooperantesCaixa

International corporate volunteering programme for short-term technical assistance aimed at "la Caixa" and CaixaBank Group workers who are currently employed, have retired or have taken early retirement.

- **51** CaixaBank Group volunteers (**44** active employees and **7** no longer fully employed).
- Participation in **8** projects jointly with **10** NGOs in **4** countries: Mozambique, Peru, India and Colombia.

Incorpora

Helping the socially vulnerable to find jobs.

13,613 collaborating companies in Spain.

Gavi, the Vaccine Alliance

Initiative fighting child mortality in the most disadvantaged regions through the vaccination of small children.

€1.2 million
raised through companies who are customers

€0.7 million
contributed by Private Banking customers

"la Caixa" and BPI programmes

In 2019 "la Caixa" and **BPI** contributed €21.7 million to social, cultural, educational, and research initiatives, 43 % more than in 2018, with the aim of reaching a budget of €50 million in 2022.

BUDGET ALLOCATION

52 %
Social

- In 2019, two new awards were launched with the aim of recognising projects of private non-profit institutions - Prémio BPI "la Caixa" Infância and Prémio BPI "la Caixa" Rural
- New editions of the *Capacitar, Seniores and Solidário awards*

20 %
Research and grants

- Once again, BPI promoted collaborative activities with the most prestigious higher education institutions.
- One of the priorities has been to support biomedical and health research projects.

28 %
Culture and education

- Support was renewed for the country's most prestigious cultural institutions-Serralves, Casa de la Música and Gulbenkian

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In accordance with the provisions of Law 11/2018 of 28 December on non-financial information and diversity, CaixaBank presents in the Statement of Non-Financial Information, among other matters, the information necessary to understand the evolution, results and situation of the Group, and the impact of its activity with respect to environmental and social issues, respect for human rights and the fight against corruption and bribery, as well as in relation to staff.

The following shows the content requirements to be disclosed as specified in the Act and their agreement with the contents of the 2019 Consolidated Management Report.

Act 11/2018, of 28 December	Section or sub-section of the 2019 CMR index/ Direct response	GRI indicator equivalence
Description of the business model and strategy		
Description of the business model	"Business Model" section of the 2019 Consolidated Management Report (CMR 2019)	102-1 / 102-2
Business environment and markets in which the Group operates	"Context and outlook for 2020" CMR 2019 "Business model" CMR 2019	102-3 / 102-4 / 102-6
Organisation and structure	"Group structure" CMR 2019	102-7
Objectives and strategies	The priorities of the 2019-2021 Strategic Plan are defined in the "Materiality" section of the CMR 2019. Within the framework of this Plan, the objectives defined in the different non-financial areas of each of the strategic lines are detailed in the section "Main monitoring metrics."	
Main factors and trends that can affect future evolution.	"Context and outlook for 2020" CMR 2019	
Description of the policies applied to the Group, which will include due diligence procedures applied to identify, assess, prevent and mitigate significant risks and implications, and control and verification procedures, including any measures adopted	"Risk management" CMR 2019 "Responsible practices" CMR 2019 "A benchmark in responsible banking and social commitment - Introduction" CMR 2019	103 Management approach on Economic, Environmental and Social dimensions
The results of the policies, including key indicators that allow for progress to be monitored and assessed	"Risk management" CMR 2019 Moreover, the specific indicators for each non-financial area are detailed below in the successive sections of this table.	General or specific GRI standards regarding the Economic, Environmental and Social dimensions that are detailed below in the succesive sections of this table
The main short, medium and long-term risks associated with the group's activities. These include, inter alia, trade relations, products or services that can have negative effects in these areas	"Risk management" CMR 2019 "Responsible practices - Corporate Procurement" CMR 2019 "Environmental strategy - Managing environmental and climate risks" CMR 2019	102-15

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Act 11/2018, of 28 December	Section or sub-section of the 2019 CMR index/ Direct response	GRI indicator equivalence
Matters relating to human rights and ethical conduct		
Application of due diligence procedures regarding human rights; Prevention of risks of human rights violations and, where applicable, measures to mitigate, manage and redress possible abuses committed	"Risk management" CMR 2019 "Our identity - Responsible and ethical behaviour" CMR 2019 "A benchmark in responsible banking and social commitment - Introduction" CMR 2019 "Responsible practices - Introduction" CMR 2019	103 Management approach on Human rights assessment and Non discrimination 102-16 / 102-17
Allegations of cases of human rights violations	"Responsible practices - Introduction" CMR 2019 "Employee experience - Lines of comunication" CMR 2019	406-1
Promotion of and compliance with the provisions of fundamental Conventions of the International Labour Organisation related to respecting the freedom of association and the right to collective bargaining	"Our identity - Responsible and ethical behaviour" CMR 2019 "Employee experience - Labour standards and staff rights" CMR 2019 "Responsible practices - Corporate procurement" CMR 2019	407-1
The elimination of discrimination in employment and the workplace	"Our identity - Responsible and ethical behaviour" CMR 2019 "Diversity and equal opportunities" CMR 2019	103 Management approach on Non discrimination 406-1
The elimination of forced or compulsory labour and the effective abolition of child labour	"Our identity - Responsible and ethical behaviour" CMR 2019	408-1 / 409-1
Measures adopted to prevent corruption and bribery	"Responsible practices - Introduction" CMR 2019 "Risk management - Operational and reputational risk - Conduct" CMR 2019	103 Management approach on Anti-corruption. 102-16 / 102-17 / 205-1 / 205-2 / 205-3
Measures to fight against money laundering	"Responsible practices - Introduction" CMR 2019 "Risk management - Operational and reputational risk - Conduct" CMR 2019	103 Management approach on Anti-corruption. 102-16 / 102-17 / 205-1 / 205-2 / 205-3
Contributions to foundations and non-profit entities	"Social action and volunteering" CMR 2019	413-1
Subcontracting and suppliers: inclusion of social, gender equality and environmental matters in the procurement policy; in relationships with suppliers and subcontractors, consideration of their social and environmental responsibility; oversight systems and their audit and results	"Responsible practices - Corporate procurement" CMR 2019	103 Management approach on Supplier procurement, environmental and social assessment. 102-9 / 204-1 / 308-1 / 414-1

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Act 11/2018, of 28 December	Section or sub-section of the 2019 CMR index/ Direct response	GRI indicator equivalence
Environmental issues		
Detailed information on the current and foreseeable effects of the company's environmental activities	"Environmental strategy - Managing environmental and climate risks / Driving green business" GMR 2019	103 Management approach on the Environmental dimension 201-2
Detailed information on the current and foreseeable effects of the company's health and safety activities	This is not relevant for the CaixaBank Group	103 Management approach on the Environmental dimension
Environmental assessment or certification procedures	"Environmental strategy - Minimising the environmental impact" CMR 2019	103 Management approach on the Environmental dimension
Resources dedicated to the prevention of environmental risks	"Environmental strategy - Managing environmental and climate change risks / Driving green business" CMR 2019	201-2
Application of the principle of precaution	"Environmental strategy - Managing environmental risks and climate change risks" CMR 2019	102-11
Amount of provisions and guarantees for environmental risks	Given the Group's activities, there is no significant risk of an environmental nature. CaixaBank did not receive any relevant fines or sanctions related to compliance with environmental regulations in 2019	307-1
Measures to prevent, reduce or restore carbon emissions that seriously affect the environment, taking into account any activity-specific form of air pollution, including noise and light pollution	This is not relevant for the CaixaBank Group	103 Management approach on Emissions and Biodiversity
Prevention, recycling and reuse measures, and other forms of recovering and eliminating waste; actions to fight against food waste	This is not relevant for the CaixaBank Group	103 Management approach on Effluents and waste
Water consumption and supply in accordance with local limitations	This is not relevant for the CaixaBank Group	303-1
Consumption of raw materials and measures adopted to improve the efficiency of their use	This is not relevant for the CaixaBank Group	103 Management approach on Materials 301-1 / 301-2
Direct and indirect energy consumption, measures taken to improve energy efficiency and the use of renewable energy	This is not relevant for the CaixaBank Group	103 Management approach on Energy 302-1

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Act 11/2018, of 28 December	Section or sub-section of the 2019 CMR index/ Direct response	GRI indicator equivalence
Environmental issues		
The important elements of greenhouse gas emissions generated as a result of the company's activities, including the use of the goods and services it provides	This is not relevant for the CaixaBank Group	103 Management approach on Emissions 305-1 / 305-2 / 305-3
The measures adopted to adapt to the consequences of climate change	"Environmental strategy - Managing environmental and climate risks / Driving green business" CMR 2019	201-2
The reduction goals voluntarily established in the mid and long term to reduce greenhouse gas emissions and the measures implemented for this purpose	This is not relevant for the CaixaBank Group	103 Management approach on Emissions
Preservation of biodiversity	This is not relevant for the CaixaBank Group	103 Management approach on Biodiversity
Impacts caused by activities or operations in protected areas	This is not relevant for the CaixaBank Group	304-2
Social and personnel matters		
Dialogue with local communities and measures adopted to guarantee the protection and development of these communities. Relationships with agents in local communities	"Materiality" CMR 2019 "Transparency - Strengthen the culture of transparency with customers / Commitment to transparency with shareholders and investors" CMR 2019	102-43
Measures adopted to promote employment. Impact of the company's activity on employment and local development. Impact of the company on local populations and in the surrounding area	"Contribution to society" CMR 2019 "Financial inclusion - Introduction" CMR 2019 "Financial inclusion - MicroBank" CMR 2019 "Social action and volunteering" CMR 2019	103 Management approach on Local communities and Indirect economic impacts 203-1 / 413-1
Association and sponsorship actions	"Regulatory context" CMR 2019 "Social action and volunteering" CMR 2019	102-12 / 102-13
Policies against all kinds of discrimination and diversity management. Measures to promote equal treatment and equal opportunities between men and women	"Diversity and equal opportunities" CMR 2019	103 Management approach on Diversity, Equal opportunity and Non discrimination

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Act 11/2018, of 28 December	Section or sub-section of the 2019 CMR index/ Direct response	GRI indicator equivalence
Social and personnel matters		
Equality plans, measures adopted to promote employment, protocols against sexual and gender-based harassment, integration and universal accessibility for people with disabilities	"Diversity and equal opportunities CMR 2019	103 Management approach on Diversity, Equal opportunity and Non discrimination
Social dialogue; Procedures for informing, consulting and negotiating with staff	"Employee experience" CMR 2019	103 Management approach on Labor/Management Relations
Total workforce distributed by gender, age, country, job classification and contract type	"Foster a people-centric, agile and collaborative culture - CaixaBank Group employee profile table" CMR 2019 "Diversity and equal opportunities - Generational diversity in numbers tables" CMR 2019 "Employee experience - Working environment in figures tables" CMR 2019 "Professional development and remuneration- Professional development and remuneration in numbers" CMR 2019	103 Management approach on Employment 102-8 / 405-1
Average annual number of permanent, temporary and part-time contracts, broken down by gender, age and occupational classification	The activities of the Group are not significantly cyclical or seasonal. For this reason, the annual average indicator is not significantly different from the number of employees at year-end. On May 8, 2019, a labour agreement was reached with labour representatives on restructuring for objective, productive and organisational reasons, and which contemplates the departure of 2,023 people (mainly as of August 1, 2019).	102-8 / 405-1
Number of dismissals by gender, age and occupational classification	"Diversity and equal opportunities - Gender diversity in numbers tables" CMR 2019 "Diversity and equal opportunities - Generational diversity in numbers tables" CMR 2019 "Professional development and remuneration - Professional development and remuneration in numbers" CMR 2019	401-1

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Social and personnel matters		
Average remuneration and its evolution disaggregated by gender, age and professional classification	"Diversity and equal opportunities - Gender diversity in numbers tables" CMR 2019 "Diversity and equal opportunities - Generational diversity in numbers tables" CMR 2019 "Professional development and remuneration- Professional development and remuneration in numbers" CMR 2019	103 Management approach on Diversity and Equal opportunity 405-2
Salary gap	"Diversity and equal opportunities - Gender diversity in numbers tables" CMR 2019	103 Management approach on Diversity and Equal opportunity 405-2
Average remuneration of Directors and Managers by gender	"Diversity and equal opportunities - Gender diversity in numbers tables" CMR 2019	103 Management approach on Diversity and Equal opportunity 102-35 / 102-36 / 102-38 / 102-39
Implementation of policies to disconnect from work	"Diversity and equal opportunities" CMR 2019	103 Management approach on Employment
Number of employees with disabilities	"Diversity and equal opportunities - Functional diversity" CMR 2019	405-1
Organisation of working hours	"Employee experience" CMR 2019	103 Management approach on Employment
Number of hours of absenteeism	"Employee experience - Working environment in numbers tables" CMR 2019	403-9
Measures for promoting work-life balance for both parents	"Diversity and equal opportunities" CMR 2019	103 Management approach on Employment
Occupational health and safety conditions	"Employee experience" CMR 2019	103 Management approach on Occupational health and Safety 403-1 / 403-2 / 403-3 / 403-6
Occupational accidents, in particular their frequency and severity, disaggregated by gender	"Employee experience - Working environment in numbers tables" CMR 2019	403-9
Type of occupational illnesses and distributed by gender	CaixaBank's activities do not lead to the development in its workers of any of the occupational diseases classified as serious.	403-10

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Act 11/2018, of 28 December	Section or sub-section of the 2019 CMR index/ Direct response	GRI indicator equivalence
Social and personnel matters		
Percentage of employees covered by a collective bargaining agreement by country	"Employee experience - Labour standards and staff rights" CMR 2019	102-41
Overview of collective bargaining agreements, particularly in the field of occupational health and safety	"Employee experience - Employment standards and personnel rights" CMR 2019	403-4
Policies implemented in the field of training	"Professional development and remuneration - Development of potential" CMR 2019 "Professional development and remuneration - Ongoing training" CMR 2019	103 Management approach on Training and education 404-2
Total hours of training by job category	"Professional development and remuneration - Professional development and remuneration in numbers" CMR 2019	404-1
Protocols for integration and universal accessibility for people with disabilities. Universal accessibility for people with disabilities	"Diversity and equal opportunities - Functional diversity" CMR 2019 "Financial inclusion - Local accessible banking" CMR 2019	103 Management approach on Diversity, Equal opportunity and Non discrimination
Other information		
Complaint systems available to customers	"Transparency - Strengthen the culture of transparency with customers - Customer Contact Center and Customer Service" CMR 2019	103 Management approach on Marketing and labelling and Customer privacy.
Number of complaints received from customers and their resolution	"Transparency - Strengthen the culture of transparency with customers - Customer Service" CMR 2019	103 Management approach on Marketing and labelling and Customer privacy. 417-1 / 417-2 / 417-3 / 418-1
Amount of profit obtained, country-by-country	"Transparency - Tax transparency - Tax contributions handled by the CaixaBank Group" CMR 2019	103 Management approach on Economic performance 201-1
Measures for the health and safety of customers	This is not relevant for the CaixaBank Group	103 Management approach on Customer health and Safety
Amount of profit tax paid	"Transparency - Tax transparency - Tax contributions handled by the CaixaBank Group" CMR 2019	201-1 / 207-4
Amount of subsidies received	Appendix 6.F of the attached 2019 Consolidated Financial Statements.	201-4

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GRI Standard	GRI Content	Section or sub-section of the 2019 CMR index/ Reference/ Direct response
General Content		
GRI 101: Foundations		
Organisational profile		
GRI 102: General Content	102-1 Name of the organisation	Note 1.1 of the 2019 Consolidated Financial Statements (CFS 2019)
	102-2 Activities, brands, products and services	"Business Model" section of the 2019 Consolidated Management Report (CMR 2019) "Customer solutions" CMR 2019
	102-3 Location of headquarters	Note 1.1 CFS 2019
	102-4 Location of operations	"Business Model" CMR 2019
	102-5 Ownership and legal form	Note 1.1 CFS 2019 "Our identity - Shareholding structure" CMR 2019
	102-6 Markets served	"Business Model" CMR 2019
	102-7 Scale of the organisation	"CaixaBank in 2019" CMR 2019 Consolidated balance sheets CFS 2019
	102-8 Information on employees and other workers	"Foster a people-centric, agile and collaborative culture" CMR 2019
	102-9 Supply chain	"Responsible Practices - Corporate Procurement" CMR 2019
	102-10 Significant changes in the organisation and its supply chain	"Highlights and significant events in the year" CMR 2019 Note 1.8 CFS 2019
	102-11 Precautionary principle or approach	"A benchmark in responsible banking and social commitment - Introduction" CMR 2019 "Environmental strategy" CMR 2019
	102-12 External initiatives	"A benchmark in responsible banking and social commitment - Principal alliances and affiliations" CMR 2019 "Diversity and equal opportunities - Adherence to national and international principles of promoting diversity" CMR 2019
	102-13 Membership of associations	"Regulatory Context" CMR 2019

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GRI Standard	GRI Content	Section or sub-section of the 2019 CMR index/ Reference/ Direct response
Strategy		
GRI 102: General Content	102-14 Statement from senior decision-makers	"Letter from the Chairman" and "Letter from the CEO" sections CMR 2019
	102-15 Key impacts, risks and opportunities	"Economic context" CMR 2019 "Regulatory context" CMR 2019 "Technological, social and competitive context" CMR 2019 "Risk management" CMR 2019
Ethics and integrity		
GRI 102: General Content	102-16 Values, principles, standards and codes of conduct	"Responsible and ethical behaviour" CMR 2019 "Responsible practices - Introduction" CMR 2019
	102-17 Advice and ethical concerns mechanisms	"A benchmark in responsible banking and social commitment - Responsible practices" CMR 2019
Governance		
GRI 102: General Content	102-18 Governance structure	"Corporate Governance Structure" CMR 2019 "Senior Management" CMR 2019
	102-19 Delegating authority	"Corporate Governance Structure" CMR 2019 "Senior Management" CMR 2019 "A benchmark in responsible banking and social commitment - Introduction" CMR 2019 "Responsible practices - Introduction" CMR 2019 Note 3.2 CFS 2019 Section C.1.9 ACGR 2019
	102-20 Executive-level responsibility for economic, environmental, and social topics	"Senior Management - Main Committees" CMR 2019 "Responsible practices - Introduction" CMR 2019 "Environmental strategy - Managing environmental risks and risks due to climate change" CMR 2019
	102-21 Consulting stakeholders on economic, environmental, and social topics	According to articles 34, 35 and 36 of the Regulations of the Board of Directors, the Board will arbitrate the suitable channels to receive any proposals formulated by shareholders related to the management of CaixaBank. "Materiality" CMR 2019 "A benchmark in responsible banking and social commitment - Introduction, Global Reputation Index" CMR 2019 "Transparency - Commitment to transparency with shareholders and investors" CMR 2019

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GRI Standard	GRI Content	Section or sub-section of the 2019 CMR index/ Reference/ Direct response
Governance		
GRI 102: General Content	102-22 Composition of the highest governing body	"Corporate Governance Structure" CMR 2019
	102-23 Chair of the highest governing body	"Corporate Governance Structure" CMR 2019 Sections C.1.2 and C.1.3 ACGR 2019
	102-24 Nominating and selecting the highest governance body	"Corporate Governance" CMR 2019 Section C.1.16 ACGR 2019
	102-25 Conflicts of interest	"Corporate Governance Best Practices" CMR 2019 "Shareholding structure" CMR 2019 Note 9.3 CAA 2019
	102-26 Role of the highest governing body in selecting purpose, values, and strategy	"Corporate Governance Structure" CMR 2019 "Senior Management" CMR 2019 "A benchmark in responsible banking and social commitment - Introduction" CMR 2019
	102-27 Collective knowledge of the highest governing body	"Corporate Governance Structure" CMR 2019
	102-28 Assessment of the performance of the highest governing body	"Corporate Governance Structure" CMR 2019 Sections C.1.17 and C.1.18 ACGR 2019
	102-29 Identifying and managing economic, environmental, and social impacts	"Corporate governance structure" CMR 2019 "A benchmark in responsible banking and social commitment" CMR 2019 "Environmental strategy - Managing environmental and climate risks" CMR 2019
	102-30 Effectiveness of risk management processes	"Risk Management" CMR 2019
	102-31 Review of economic, environmental, and social topics	"Corporate Governance Structure" CMR 2019 "Senior Management" CMR 2019 Note 3.2 CFS 2019

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GRI Standard	GRI Content	Section or sub-section of the 2019 CMR index/ Reference/ Direct response
Governance		
GRI 102: General Content	102-32 Highest governing body's role in sustainability reporting	The Executive Management for Intervention, Management and Capital Control is responsible for preparing and coordinating the 2019 CMR, which includes the non-financial information statement. This report is subsequently reviewed by the Management Committee, the Appointments Committee, the Audit and Control Committee, and the Board of Directors of CaixaBank. The latter is responsible for formulating the Non-Financial Information Statement which contains the sustainability information deemed to be significant in accordance with the law and the Materiality Analysis.
	102-33 Communicating critical concerns	"Corporate Governance Structure" CMR 2019 "Senior Management" CMR 2019 Section E and F ACGR 2019
	102-34 Nature and total number of critical concerns	There are no critical concerns in the 2019 financial year.
	102-35 Remuneration policies	"Remuneration" CMR 2019 Note 9.1 and 9.2 CFS 2019
	102-36 Process for determining remuneration	"Remuneration" CMR 2019
	102-37 Stakeholders' involvement in remuneration	"Corporate Governance Structure - General Shareholders' Meeting" CMR 2019
	102-38 Annual total compensation ratio	Note 9.1 CFS 2019 "Diversity and equal opportunities - Gender diversity in numbers" CMR 2019
	102-39 Percentage increase in annual total compensation ratio	Note 9.1 CFS 2019 "Diversity and equal opportunities - Gender diversity in numbers" CMR 2019
	102-40 List of stakeholders	"Our identity - Introduction" CMR 2019 CaixaBank's corporate social responsibility policy (section 4.3)
	102-41 Collective bargaining agreements	"Foster a people-centric, agile and collaborative culture" CMR 2019

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GRI Standard	GRI Content	Section or sub-section of the 2019 CMR index/ Reference/ Direct response
Governance		
GRI 102: General Content	102-42 Identifying and selecting stakeholders	Stakeholders are identified and selected through a process of analysis and internal reflection carried out by the management team. The Corporate Responsibility department continually reviews identified stakeholders, as well as the related active listening, dialogue and monitoring processes, to understand and meet their expectations and needs
	102-43 Approach to stakeholder engagement	"Materiality" CMR 2019 "A benchmark in responsible banking and social commitment - Introduction, Global Reputation Index" CMR 2019 "Transparency - Strengthen the culture of transparency with customers" CMR 2019 "Transparency - Commitment to transparency with shareholders and investors" CMR 2019 "Customer Experience" CMR 2019
	102-44 Key topics and concerns raised	"Materiality" CMR 2019
Practices for creating reports		
GRI 102: General Content	102-45 Entities included in the consolidated financial statements	Note 2.1 and Appendices 1, 2 and 3 CFS 2019
	102-46 Defining report content and topic boundaries	"Materiality" CMR 2019 In addition, the requirements of Act 11/2018 of 28 December have been taken into account to define the contents of the report
	102-47 List of material topics	"Materiality" CMR 2019
	102-48 Restatements of information	Note 1.4 CFS 2019
	102-49 Changes in reporting	In the list of material topics for 2019 there have been no significant changes related to the periods subject to previous reports
	102-50 Reporting period	Financial year 2019
	102-51 Date of most recent report	The 2018 Consolidated Management Report, drawn up in accordance with the GRI standards framework and incorporating the contents required by Act 11/2018 of 28 December, was registered with the CNMV in March 2019
	102-52 Reporting cycle	Yearly

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GRI Standard	GRI Content	Section or sub-section of the 2019 CMR index/ Reference/ Direct response
Practices for creating reports		
GRI 102: General Content	102-53 Contact point for questions regarding the report	The usual service channels for customers, shareholders, corporate investors, and media, are available on the company website (investors@caixabank.com, accionista@caixabank.com).
	102-54 Claims of reporting in accordance with the GRI Standards	"Materiality - Criteria and scope of the Report" CMR 2019
	102-55 GRI content index	"Non-Financial Information Statement - Table of contents Act 11/2018, of 28 December and Index of GRI content" CMR 2019
	102-56 External assurance	"Independent verification report" CMR 2019
Material topics		
Material topic: Sustainable return and financial stability		
GRI 103: Management approach	103-1 Explanation of the material topic and its boundary	"Risk management - Business model risks" CMR 2019 "Attractive shareholder returns and solid financials" CMR 2019
	103-2 The management approach and its components	"Business model - Business model risks" CMR 2019 "Attractive shareholder returns and solid financials" CMR 2019
	103-3 Evaluation of the management approach	"Attractive shareholder returns and solid financials" CMR 2019
GRI 201: Economic performance		
GRI 201: Economic performance	201-1 Direct economic value generated and distributed	"Contributing to Society" CMR 2019 "Transparency - Tax transparency - Tax contributions handled by the CaixaBank Group" CMR 2019
	201-2 Financial implications and other risks and opportunities due to climate change	"Environmental strategy - Introduction" CMR 2019 "Environmental strategy - Promoting "green" business" CMR 2019 "Environmental strategy - Managing environmental and climate risks" CMR 2019
	201-3 Obligations of the defined benefit plan and other retirement plans	Note 23.1 CFS 2019
	201-4 Financial assistance received from the government	Appendix 6.F CFS 2019

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GRI Standard	GRI Content	Section or sub-section of the 2019 CMR index/ Reference/ Direct response
GRI 203: Indirect economic impacts		
GRI 203: Indirect economic impacts	203-1 Infrastructure investments and services supported	"Contribution to Society" CMR 2019 "Customer solutions" CMR 2019 "Financial inclusion - Introduction" CMR 2019 "Financial inclusion - MicroBank" CMR 2019 "Financial inclusion - Financial inclusion model" CMR 2019
	203-2 Significant indirect economic impacts	"Contributing to Society" CMR 2019 "Financial inclusion" CMR 2019 "Environmental strategy - Promoting "green" business" CMR 2019
GRI 204: Procurement practices		
GRI 204: Procurement practices	204-1 Proportion of spending on local suppliers	"Responsible Practices - Corporate Procurement - Corporate Procurement Indicators" CMR 2019 "Responsible Practices - Corporate Procurement - Other entity providers indicators" CMR 2019
Material topic: Corporate governance		
GRI 103: Management approach	103-1 Explanation of the material topic and its boundary	"Corporate Governance" CMR 2019
	103-2 The management approach and its components	"Corporate Governance" CMR 2019
	103-3 Evaluation of the management approach	"Corporate Governance" CMR 2019
Material topic: Ethical and responsible culture		
GRI 103: Management approach	103-1 Explanation of the material topic and its boundary	"Risk management - Operational and reputational risk - Conduct and compliance / Reputational" CMR 2019 "Our identity - Introduction" CMR 2019 "Our identity - Responsible and ethical behaviour" CMR 2019 "Setting the benchmark for responsible management and social commitment - Introduction" CMR 2019 "Responsible practices - Introduction" CMR 2019
	103-2 The management approach and its components	"A benchmark in responsible banking and social commitment - Introduction" CMR 2019 "Responsible practices - Introduction" CMR 2019
	103-3 Evaluation of the management approach	"A benchmark in responsible banking and social commitment - Introduction" CMR 2019 "Responsible practices - Introduction" CMR 2019

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GRI Standard	GRI Content	Section or sub-section of the 2019 CMR index/ Reference/ Direct response
GRI 205: Anti-corruption		
GRI 205: Anti-corruption	205-1 Operations assessed for corruption-related risks	"Risk management - Operational and reputational risk - Conduct and compliance" CMR 2019 "Responsible practices - Introduction" CMR 2019
	205-2 Communication and training on anti-corruption policies and procedures	"Responsible practices - Introduction" CMR 2019
	205-3 Confirmed incidents of corruption and actions taken	"Responsible practices - Introduction" CMR 2019
GRI 206: Unfair competition		
GRI 206: Unfair competition	206-1 Legal actions for anti-competitive behaviour, anti-trust, and monopoly practices	On 14 February 2019, a sanction was imposed (albeit not final) and published on the website of the competition authority. At present, an appeal has been filed under contentious-administrative jurisdiction and the total amount of the sanction has been paid. Apart from the aforementioned case, in 2019, there were no other significant legal proceedings
GRI 207: Direct		
GRI 207: Direct	207-1 Approach to tax	"Transparency - Tax transparency" CMR 2019
	207-2 Tax governance, control and risk management	"Transparency - Tax transparency" CMR 2019
	207-3 Stakeholder engagement and management of concerns related to tax	"Transparency - Tax transparency" CMR 2019
	207-4 Country-by-country reporting	"Transparency - Tax transparency" CMR 2019
GRI 415: Public policy		
GRI 415: Public policy	415-1 Political contributions	"Our identity - Responsible and ethical behaviour" CMR 2019
Material topic: Active risk management		
GRI 103: Management approach	103-1 Explanation of the material topic and its boundary	"Risk management" CMR 2019
	103-2 The management approach and its components	"Risk management" CMR 2019 Note 3 CFS 2019
	103-3 Evaluation of the management approach	"Risk management" CMR 2019 Note 3 CFS 2019

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GRI Standard	GRI Content	Section or sub-section of the 2019 CMR index/ Reference/ Direct response
GRI 419: Socio-economic compliance		
GRI 419: Socio-economic compliance	419-1 Non-compliance with social and economic laws and regulations	Note 23.3 CFS
Material topic: Cybersecurity and data confidentiality		
GRI 103: Management approach	103-1 Explanation of the material topic and its boundary	"Risk management - Operational and reputational risk - Technological" CMR 2019 "Technological, social and competitive context" CMR 2019 "Cybersecurity" CMR 2019
	103-2 The management approach and its components	"Risk management - Operational and reputational risk - Technological" CMR 2019 "Competitive and social context" CMR 2019 "Technological, social and competitive context" CMR 2019 "Cybersecurity" CMR 2019
	103-3 Evaluation of the management approach	"Risk management - Operational and reputational risk - Technological" CMR 2019 "Competitive and social context" CMR 2019 "Cybersecurity" CMR 2019
GRI 418: Customer privacy		
GRI 418: Customer privacy	418-1 Substantiated complaints regarding breaches of customer privacy and losses of customer data	In 2019, no significant disciplinary action was taken with regard to this topic and no significant sanctions have been received.

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GRI Standard	GRI Content	Section or sub-section of the 2019 CMR index/ Reference/ Direct response
Material topic: Environmental and social criteria in business		
GRI 103: Management approach	103-1 Explanation of the material topic and its boundary	"A benchmark in responsible banking and social commitment - Introduction" CMR 2019 "Environmental strategy - Managing environmental and climate risks " CMR 2019 "Technological, social and competitive context" CMR 2019
	103-2 The management approach and its components	"A benchmark in responsible banking and social commitment - Introduction" CMR 2019 "Environmental strategy - Managing environmental and climate risks " CMR 2019 "Technological, social and competitive context" CMR 2019
	103-3 Evaluation of the management approach	"A benchmark in responsible banking and social commitment - Introduction" CMR 2019 "Environmental strategy - Managing environmental and climate risks " CMR 2019 "Technological, social and competitive context" CMR 2019
GRI 307: Environmental compliance		
GRI 307: Environmental compliance	307-1 Non-compliance with environmental laws and regulations	Note 42.1 CFS 2019
GRI 308: Supplier environmental assessment		
GRI 308: Supplier environmental assessment	308-1 New suppliers that were screened using environmental criteria	"Responsible practices - Corporate Procurement" CMR 2019
	308-2 Negative environmental impacts in the supply chain and actions taken	"Responsible practices - Corporate Procurement" CMR 2019
GRI 412: Human rights assessment		
GRI 412: Human rights assessment	412-1 Operations that have been subject to human rights reviews or impact assessments	"Responsible practices - Introduction" CMR 2019
	412-2 Employee training on human rights policies or procedures	"Responsible practices - Introduction" CMR 2019

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GRI Standard	GRI Content	Section or sub-section of the 2019 CMR index/ Reference/ Direct response
GRI 412: Human rights assessment		
GRI 412: Human rights assessment	412-3 Significant investment agreements and contracts that include human rights clauses or that underwent human rights screening	No significant investment agreements including human rights clauses existed because it is felt there are no risks that make them necessary
GRI 414: Supplier social assessment		
GRI 414: Supplier social assessment	414-1 New suppliers that were screened using social criteria	"Our identity - Responsible and ethical behaviour" CMR 2019 "Responsible practices - Corporate Procurement" CMR 2019
	414-2 Negative social impacts in the supply chain and actions taken	"Our identity - Responsible and ethical behaviour" CMR 2019 "Responsible practices - Corporate Procurement" CMR 2019
Material topic: Transparent communication and responsible marketing		
GRI 103: Management approach	103-1 Explanation of the material topic and its boundary	"Transparency - Strengthen the culture of transparency with customers" CMR 2019
	103-2 The management approach and its components	"Transparency - Strengthen the culture of transparency with customers" CMR 2019
	103-3 Evaluation of the management approach	"Transparency - Strengthen the culture of transparency with customers" CMR 2019
GRI 417: Marketing and labelling		
GRI 417: Marketing and labelling	417-1 Requirements for product and service information and labelling	"Transparency - Strengthen the culture of transparency with customers" CMR 2019
	417-2 Incidents of non-compliance concerning product and service information and labelling	In 2019, no significant sanctions were imposed due to non-compliance with laws or voluntary codes related to product and service advertising or information
	417-3 Incidents of non-compliance concerning marketing communications	In 2019, there have been no cases of non-compliance leading to the imposing of significant final sanctions, other than the aspects detailed in standard 419-1
Material topic: Quality of customer experience and satisfaction		
GRI 103: Management approach	103-1 Explanation of the material topic and its boundary	“Customer Experience and quality” CMR 2019 “Business model” CMR 2019

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Material topic: Quality of customer experience and satisfaction		
GRI 103: Management approach	103-2 The management approach and its components	"Customer experience and quality" CMR 2019 "Business model" CMR 2019
	103-3 Evaluation of the management approach	"Customer experience and quality" CMR 2019 "Business model" CMR 2019
Material topic: Proximity: accessibility and digitalisation		
GRI 103: Management approach	103-1 Explanation of the material topic and its boundary	"Customer solutions" CMR 2019 "Financial inclusion - Financial inclusion model" CMR 2019
	103-2 The management approach and its components	"Customer solutions" CMR 2019 "Financial inclusion - Financial inclusion model" CMR 2019
	103-3 Evaluation of the management approach	"Customer solutions" CMR 2019 "Financial inclusion - Financial inclusion model" CMR 2019
Material topic: Continuous innovation		
GRI 103: Management approach	103-1 Explanation of the material topic and its boundary	"Technological, social and competitive context" CMR 2019 "Risk management - Operational and reputational risk - Technological" CMR 2019 "Efficiency and Digitalisation" CMR 2019

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GRI Standard	GRI Content	Section or sub-section of the 2019 CMR index / Reference/ Direct response
Material topic: Continuous innovation		
GRI 103: Management approach	103-2 The management approach and its components	"Technological, social and competitive context" CMR 2019 "Risk management - Operational and reputational risk - Technological" CMR 2019 "Efficiency and Digitalisation" CMR 2019
	103-3 Evaluation of the management approach	"Technological, social and competitive context" CMR 2019 "Risk management - Operational and reputational risk - Technological" CMR 2019 "Efficiency and Digitalisation" CMR 2019
Material topic: Diversity: equality and work-life balance		
GRI 103: Management approach	103-1 Explanation of the material topic and its boundary	"Diversity and equal opportunities" CMR 2019
	103-2 The management approach and its components	"Diversity and equal opportunities" CMR 2019
	103-3 Evaluation of the management approach	"Diversity and equal opportunities" CMR 2019
GRI 405: Diversity and equal opportunity		
GRI 405: Diversity and equal opportunity	405-1 Diversity of governance bodies and employees	"Corporate governance structure - Board of Directors" CMR 2019 "Diversity and equal opportunities" CMR 2019
	405-2 Ratio of basic salary and remuneration of women to men	"Diversity and equal opportunities - Gender diversity in numbers" CMR 2019

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GRI Standard	GRI Content	Section or sub-section of the 2019 CMR index / Reference/ Direct response
Material topic: Safety: health and well-being of employees		
GRI 103: Management approach	103-1 Explanation of the material topic and its boundary	"Employee experience" CMR 2019
	103-2 The management approach and its components	"Employee experience" CMR 2019
	103-3 Evaluation of the management approach	"Employee experience" CMR 2019
GRI 403: Occupational health and safety		
GRI 403: Occupational health and safety	403-1 Occupational health and safety management system	"Employee experience - Promoting well-being in a healthy and sustainable environment" CMR 2019
	403-2 Hazard identification, risk assessment, and incident investigation	"Employee experience - Promoting well-being in a healthy and sustainable environment" CMR 2019
	403-3 Occupational health services	"Employee experience - Promoting well-being in a healthy and sustainable environment" CMR 2019
	403-4 Worker participation, consultation, and communication on occupational health and safety	"Employee experience - Promoting well-being in a healthy and sustainable environment" CMR 2019
	403-5 Worker training on occupational health and safety	"Employee experience - Promoting well-being in a healthy and sustainable environment" CMR 2019
	403-6 Promotion of worker health	"Employee experience - Promoting well-being in a healthy and sustainable environment" CMR 2019
	403-7 Prevention and mitigation of impacts of occupational health and safety impacts directly linked by business relationships	"Employee experience - Promoting well-being in a healthy and sustainable environment" CMR 2019
	403-8 Workers covered by an occupational health and safety management system	"Employee experience - Promoting well-being in a healthy and sustainable environment" CMR 2019
	403-9 Work-related injuries	"Employee experience - Promoting well-being in a healthy and sustainable environment - Working environment in figures" CMR 2019
	403-10 Work-related ill health	"Employee experience - Promoting well-being in a healthy and sustainable environment" CMR 2019

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GRI Standard	GRI Content	Section or sub-section of the 2019 CMR index / Reference/ Direct response
Material topic: Management of talent and professional development		
GRI 103: Management approach	103-1 Explanation of the material topic and its boundary	"Professional development and remuneration" CMR 2019
	103-2 The management approach and its components	"Professional development and remuneration" CMR 2019
	103-3 Evaluation of the management approach	"Professional development and remuneration" CMR 2019
GRI 401: Employment		
GRI 401: Employment	401-1 New employee hires and employee turnover	"Diversity and equal opportunities" CMR 2019
	401-2 Benefits provided to full-time employees that are not provided to temporary or part-time employees	Generally speaking, there are no differences in the social benefits received by employees based on the type of contract. However, some contracts contain specific requirements that must be met by employees in order to access the social benefits.
	401-3 Parental leave	"Employee experience - Labour standards and staff rights" CMR 2019
GRI 402: Labour/ management relations		
GRI 402: Labour/ management relations	402-1 Minimum notice periods regarding operational changes	In 2019, CaixaBank has complied with the deadlines established in current labour law for different circumstances
GRI 404: Training and education		
GRI 404: Training and education	404-1 Average hours of training per year per employee	"Professional development and remuneration - Professional development and remuneration in numbers" CMR 2019
	404-2 Programmes for upgrading employee skills and transition assistance programmes	"Professional development and remuneration" CMR 2019
	404-3 Percentage of employees receiving regular performance and career development reviews	"Corporate Culture - Employee experience" CMR 2019 "Professional development and remuneration" CMR 2019

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GRI Standard	GRI Content	Section or sub-section of the 2019 CMR index / Reference/ Direct response
Material topic: Investment with social impact and microfinance		
GRI 103: Management approach	103-1 Explanation of the material topic and its boundary	"Financial inclusion" CMR 2019
	103-2 The management approach and its components	"Financial inclusion" CMR 2019
	103-3 Evaluation of the management approach	"Financial inclusion" CMR 2019
Material topic: Financial education		
GRI 103: Management approach	103-1 Explanation of the material topic and its boundary	"Financial inclusion - Promoting the financial culture" CMR 2019
	103-2 The management approach and its components	"Financial inclusion - Promoting the financial culture" CMR 2019
	103-3 Evaluation of the management approach	"Financial inclusion - Promoting the financial culture" CMR 2019
Material topic: Social and volunteering commitment		
GRI 103: Management approach	103-1 Explanation of the material topic and its boundary	"Social action and volunteering" CMR 2019
	103-2 The management approach and its components	"Social action and volunteering" CMR 2019
	103-3 Evaluation of the management approach	"Social action and volunteering" CMR 2019
GRI 413: Local communities		
GRI 103: Management approach	413-1 Operations with local community engagement, impact assessments, and development programmes	"Financial inclusion" CMR 2019
	413-2 Operations with significant – actual and potential – negative impacts on local communities	"Financial inclusion" CMR 2019

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Principles for Responsible Banking - UNEP FI

On 22 September 2019, CaixaBank ratified its adherence to the Principles for Responsible Banking of the United Nations Environment Programme Finance Initiative (UNEP FI). The signing of and compliance with the Principles are inline with the commitment to "Setting the benchmark for responsible management and social commitment", a strategic line set down in the Bank's 2019-2021 Strategic Plan.

The objectives of the Principles for Responsible Banking are:

- To establish a sustainable finance framework for the 21st century
- To bring the banking industry in line with the Sustainable Development Goals and the Paris Agreement
- To allow banks to demonstrate and communicate their contribution to society
- To promote ties with customers, the establishment of specific goals and transparency through public reporting

Signing the Principles implies aligning the Bank's strategy and management with the Sustainable Development Goals and the Paris Agreement, establishing objectives and reporting annually on the progress being made towards compliance. The degree of progress towards compliance with the Principles for Responsible Banking is reported below.

Principles for Responsible Banking	Principles for Responsible Person responsible	Section or subsection of the 2019 Consolidated Management Report	Details and compliance with progress on the Principles
1. ALIGNMENT Aligning business strategy with the SDGs and the Paris Agreement	*Line 5 of the 2019-2021 Strategic Plan: A benchmark in responsible banking and social commitment*	"02. A benchmark in responsible banking and social commitment	Specific monitoring metrics for the 2019-2021 Strategic Plan
	Corporate Responsibility Manager Plan approved by the Board of Directors	A benchmark in responsible banking and social commitment - Introduction	Action Plan with a focus on transparency with customers, governance, the environment, financial inclusion and social action
	Social commitment through MicroBank, a social bank 100% owned by CaixaBank	Financial inclusion - MicroBank	MicroBank's contribution to the achievement of the Sustainable Development Goals (SDG 1, SDG 8 and SDG 9)
	Environmental Strategy with 2019-2021 road map and publication of the Climate Change Declaration	Environmental strategy - Introduction	Promoting green business; managing environmental risks; minimising the environmental impact (Environmental Management Plan 2019-2021)
	Signing of the Collective Commitment to Climate Action, a UNEP FI initiative	Environmental strategy - Introduction	Objective to align the Bank's portfolio with the objectives of the Paris Agreement

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Principles for Responsible Banking	Principles for Responsible Banking	Section or subsection of the 2019 Consolidated Management Report	Details and compliance with progress on the Principles
2. IMPACT & TARGET SETTING Setting targets to increase our positive impact on people and the environment and reduce the negative impact	Contribution to job creation	Contributing to society Financial inclusion - MicroBank	88,351 direct and indirect jobs 20,174 jobs created due to the contribution of MicroBank
	New microloans granted and other financing with social impact	"Financial inclusion - MicroBank	Approximate target: €2.2 billion in new microloans granted in 2019-2021
	Women in strategic managerial positions	Foster a people-centric, agile and collaborative culture - Introduction - Principal metrics SP 2019-2021	Target of 43% women in managerial positions in 2021
	Environmental Management Plan 2019-2021 with public goals	Environmental strategy - Minimising our impact on the environment	Target of 10% reduction in energy consumption 2021 (r/2015) Target of 14.5% reduction in CO2 emissions$_2$ 2021 (r/2015)
	Environmental Risk Management Policy	A benchmark in responsible banking and social commitment - Introduction Environmental strategy - Managing environmental and climate risks	Specific positions in mining, agriculture, energy and infrastructure sectors
	Corporate Policy regarding the Defence Sector	"Responsible practices - Introduction"	Position in the Defence sector
	TCFD recommendations implementation project; Exposure assessment and monitoring of carbon-intensive assets in the portfolio	Environmental strategy - Managing environmental and climate risks Non-financial information statement - TCFD	Exposure assessment and monitoring of carbon intensive assets of the portfolio
	EU Taxonomy implementation project	Environmental strategy - Introduction, 2019-2021 Road Map Environmental strategy - Managing environmental and climate risks	Sustainable production assessment
	Implementation of accessibility measures	Financial inclusion - Financial inclusion model	87% of branches are accessible in 2019 99% accessible ATMs
	Employees with variable remuneration linked to quality of service	The section "Responsible practices - Introduction"	29,707 employees with variable compensation linked to service quality in 2019
	Social housing programme	Section "Financial inclusion -Providing easier access to housing	An active support policy for housing problems.

Principles for Responsible Banking - UNEP FI

Principles for Responsible Banking	Indicators of Compliance with Principles for Responsible Banking	Section or subsection of the 2019 Consolidated Management Report	Details and compliance with progress on the Principles
3. CLIENTS & CUSTOMERS Promoting sustainable customer practices and driving economic activities that create value	Financial inclusion through MicroBank	Financial inclusion - MicroBank	€725 million in microloans granted in 2019
	Environmental and Climate Change Risks and Opportunities Management Plan 2019-2021	Environmental strategy - Promoting "green" business	Positioning in the green loan market; loans linked to sustainable indices; EcoFinancing; Climate Action Lines €2,453 million in renewable energy projects financed in 2019 2019-2021 Road Map to deploy the environmental strategy
	Socially Responsible investment	Business Model - Private Banking - Socially Responsible Investment and philanthropy Responsible practices - Socially Responsible Investment" Financial Inclusion - Introduction Environmental strategy - Promoting "green" business	VidaCaixa and CaixaBank Asset Management apply the UN PRIs in to their management practices Social bond issue in September 2019 Sustainable investment funds *(FI MicroBank Fondo Ético, FI MicroBank Fondo Ecológico, FI CaixaBank Selección Futuro Sostenible)*
	Financial Culture Plan	"Financial Inclusion - Promoting the Financial Culture	Promote financial culture through digital channels, publications, face-to-face training and conferences.
4. STAKEHOLDERS Proactively consulting and working with relevant stakeholders	Annual materiality analysis in the Group's Consolidated Management Report	Materiality	Analysis of the evolution of topics relevant to Corporate Governance, Society and Environment
	Reputation management linked to remuneration of senior management	Section “Corporate Governance - Remuneration	Details and compliance with the Principles of Inclusion (2019-2023) of the Global Reputation Index in the long-term incentivisation of Senior Management
	Roadshows and ESG conferences with investors	Transparency - Commitment to transparency with shareholders and investors	Conferences and meetings with equity and fixed-income investors in the main financial centres
	Participation in Corporate Responsibility partnerships and think tanks	Section "A benchmark in responsible banking and social commitment - Introduction - Principal alliances and affiliations	Joining corporate responsibility initiatives and partnerships contribute to SDG 17
	Strategic alliance with "la Caixa" and collaboration with social entities	Social action and volunteering	10,690 local social project activities promoted through the decentralised Social Project in 2019
	Code of Conduct for Suppliers	Responsible practices - Corporate Procurement" Environmental strategy - Minimising our impact on the environment	Green procurement plan

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Principles for Responsible Banking	Indicators of compliance with Principles for Responsible Banking	Section or subsection of the 2019 Consolidated Management Report	Details and compliance with progress on the Principles
5. GOVERNANCE & CULTURE Having effective governance and a responsible banking culture to implement the principles	The Board of Directors and Delegated Committees (Appointments, Risks) approve the CSR policy and strategy and oversee its implementation	Corporate Governance Structure Senior Management Setting the benchmark for responsible management and social commitment - Introduction	
	Corporate Social Responsibility Policy		Corporate Social Responsibility Policy updated in 2019
	The Management Committee and dependent committees supervise the implementation of the Corporate Responsibility strategy		Corporate Responsibility and Reputation Committee Environmental Risk Management Committee Committees for: Transparency, Product, Diversity and Risk Policies
	Corporate Governance Policy	Corporate Governance - Introduction	The Policy aims to establish the criteria and guidelines that should govern the organisation and operation of the governing bodies of the Company in the development of the applicable regulations and the recommendations concerning corporate governance best practices
	CaixaBank Culture programme and training on responsible practices	Corporate Culture Responsible practices - Introduction	"Somos CaixaBank" corporate culture programme to strengthen the corporate principles
6. TRANSPARENCY & ACCOUNTABILITY Periodically reviewing the implementation of the Principles, their impacts and their contribution to society	ESG information in the Group's Consolidated Management Report, which complies with GRI and is verified	https://www.caixabank.com/responsabilidadcorporativa/publicaciones_es.html	
	Annual publication of Socio-Economic Impact and Contribution to SDGs	https://www.caixabank.com/responsabilidadcorporativa/publicaciones_es.html	
	Annual publication of the Environmental Declaration and the carbon footprint	https://www.caixabank.com/responsabilidadcorporativa/medioambiente_es.html	
	Internal working group and participation of UNEP FI working group to ensure alignment with the TCFD recommendations	Environmental strategy - Managing environmental and climate risks	Reporting commitment aligned with TCFD recommendations

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Task Force on Climate-related Financial Disclosures (TCFD)

The average Liquidity coverage ratio (LCR) *Financial Stability Board* (FSB) commissioned the TCFD (*Task Force on Climate-related Financial Disclosures*) to develop a reporting framework that will help the market assess the performance of companies with regard to climate change and contribute to the decision-making of *stakeholders*. The initiative recommends the disclosure of financial information related to climate change addresses 4 main categories.

The **Environmental strategy section** of the 2019 Consolidated Management Report reflects CaixaBank's strategy and positioning in this area.

The following table shows the summary of progress of the initiative at 31 December 2019.

TCFD Recommendation	Summary response
1. GOVERNANCE Reporting on the governance of organisations around climate-related risks and opportunities	• The average Liquidity coverage ratio (LCR) **CaixaBank Board of Directors** is the senior body in charge of Environmental Risk Management Policy to be implemented within CaixaBank, S.A., approved in February 2019 by the same Board of Directors. • The supervision of all environmental risk management initiatives is the responsibility of the **Environmental Risk Committee,** under the Management Committee. • The targets of the CEO, the Chief Risk Officer and the Director General for Environmental Risk Management include indicators linked to the management of environmental and climate-related risk.
2. ENVIRONMENTAL Reporting on the actual and potential impacts of climate-related risks and opportunities on the organisation's businesses, strategy, and financial planning where this information is relevant	In line with the Strategic Plan and as part of the Bank's Environmental Strategy, in 2019 CaixaBank established a **2019-2021 Road Map** for environmental risk management, focused on 6 lines of action: business opportunities, definition and deployment of governance, environmental risk management policy, taxonomy, risk metrics and external reporting.
3. RISK MANAGEMENT Reporting on the processes used to identify, assess, and manage climate-related risks	• The Environmental Risk Management Policy establishes a number of **general** and sector-specific exemptions concerning activities that could have a significant environmental impact, establishing the requirements under which CaixaBank will not assume credit risk. • Operational procedures are currently being developed to integrate environmental risk assessment into lending procedures of legal entities through a questionnaire. • CaixaBank aspires to apply **EU Taxonomy** once approved by the European Commission and adapted to the banking sector. In this regard, work is being done on several fronts to classify the Bank's portfolio. • In 2007, CaixaBank became a signatory to the **Equator Principles,** through which a series of additional processes are established in relation to ESG risk assessment for certain services.
4. METRICS AND TARGETS Reporting on the metrics and targets used to assess and manage relevant climate-related risks and opportunities	• Renewable energy portfolio exposure • Operations financed under the Equator Principles framework • Opinions issued on the environmental risks of credit operations • Portfolio exposure to carbon-intensive sectors • Carbon footprint of CaixaBank S.A.

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Non-financial information

This glossary contains definitions of the indicators and other terms related to the non-financial information presented in the consolidated management report.

Market share (%)

Spain, at December 2019 if no specific period is indicated.

- **Market share in credit to companies:** data produced by CaixaBank based on official data (Bank of Spain). Total credit to non-financial resident companies.
- **Market share in salary direct deposits:** quotient between the number of customers with salary direct deposits and customers covered by Social Security (not including self-employed workers and domestic employees), multiplied by a correction factor of 95%.
- **Share of private customers in Spain:** percentage of the market dominated by CaixaBank in terms of customers. The universe comprises bank account holders over the age of 18 years living in towns of more than 2,000 inhabitants. Source: FRS Inmark.
- **Digital adoption rate:** 12-month average of digital customers divided by the total number of customers. Source: ComScore
- **Adoption rate in companies Percentage of Spanish** companies that are CaixaBank customers with turnover between 1 and 100 million euros. Source: FRS Inmark.
- **Trade share:** Market share in trade (remittances, documentary credits, and guarantees).Source: Swift – Traffic Watch.
- **Market share in POS:** Data produced by CaixaBank based on official data (Bank of Spain).

Portugal

- **Market share in consumer credit:** accumulated contracts during the year according to instruction no. 14/2013 of the Bank of Portugal. Source: Bank of Portugal/Bank Customer Website. October 2019
- **Market share in deposits demand and term deposits.** Source: Data produced by CaixaBank based on official data (Bank of Portugal - Monetary and Financial Statistics). October 2019
- **Market share in investment funds:** source: APFIPP (Portuguese Association of Investment Funds, Pension Funds and Asset Management) - Mutual Funds. November 2019
- **Market share in mortgage loans:** total resident mortgage loans including securitised loans (estimate). Data produced by CaixaBank based on official data (Bank of Portugal - Monetary and Financial Statistics).
- **Market share in salary direct deposits:** number of salary direct deposits corrected by a factor of 95% due to unavailable information in the Portuguese market. It is considered that 95% of salaried employees receive their salary by direct deposit. Source: National Statistics Institute (INE) September 2019
- **Market share in insurance: data based on official data.** Source: APS (Portuguese Association of Insurers). November 2019.

General

- **Contribution to Gross Domestic Product (%):** total contribution of CaixaBank (direct and indirect) to GDP is measured by dividing Gross Value Added (GVA) by GDP. The GVA of CaixaBank Group's businesses in Spain and Portugal is calculated as the gross income (excluding gains/losses on financial assets and liabilities and others) minus general expenses. The GVA for the businesses (excluding shareholdings) is multiplied by the fiscal multiplier to include indirect contributions. Source: CaixaBank Research.
- **Intensive carbon portfolio:** ratio of credit exposure, fixed income and carbon-intensive equities to total CaixaBank Group financial instruments. Some exposures may contain a mix of power generation that includes renewable energies.
- **Citizens with a branch in their municipality:** total population of Spain in municipalities where CaixaBank has a retail branch or a subsidiary window.
- **Digital customers:** digital customers between the age of 20 and 74 years who have been active in the last 12 months. As a percentage of all customers and overall value. Spain Network.
- **Client:** any natural or legal person with a total position equal to or greater than €5 in the Entity that has made at least two non-automatic movements in the last two months.

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- **Electricity consumption:** calculated for the network of branches and corporate centres of CaixaBank, S.A. in MWh. Consumption of data per employee is calculated over average staff for the year.

- **Paper consumption:** calculated for the network of branches and corporate centres of CaixaBank, S.A. in tonnes. The consumption data per employee is calculated on average staff for the year.

- **Water consumption:** estimate based on a sample of corporate buildings and branches in the CaixaBank, S.A. corporate network.

- **Free Float (%):** The number of shares available for the public, calculated as the number of issued shares minus the shares held in the treasury, advisers, and shareholders represented on the Board of Directors. The Annual Corporate Governance Report specifies a different free float calculation to that used for management purposes, calculated according to the current regulations for the report.

- **Investment (business model context):** balance of managed loans excluding investments on a fee or commission basis, foreclosed assets and cash.

- **Investment in development and technology:** total amount invested in items identified as technology and computing, taking into account both current expenditure and activable elements, and including, among others, maintenance of infrastructure and software, development projects (digital channels, cybersecurity, business development, regulatory), telecommunications, acquisition of equipment and software, licences and rights of use.

- **Micro-credits:** collateral-free loans of up to €25,000 granted to individuals whose economic and social circumstances make access to traditional bank financing difficult. Its purpose is to promote productive activity, job creation and personal and family development.

- **Other** financing with social impact loans that contribute to generating a positive and measurable social impact on society, aimed at sectors related to entrepreneurship and innovation, the social economy, education and health. Its aim is to contribute to maximising social impact in these sectors.

- **Businesses created with the support of microloans:** the start of business is considered when the application for the microloan is made between 6 months before and 2 years after the start of the activity.

- **Number of jobs created due to the contribution of microloans:** based on a survey conducted by STIGA on entrepreneurs that have applied to MicroBank for a microloan to open or consolidate a business during 2019.

- **Number of job positions generated through the multiplier effect of purchases from suppliers:** Indicator estimated based on the VAB of CaixaBank, Spanish and Portuguese GDP, the % of employment and productivity per worker according to National Accounting, and based on the input/output tables of the National Statistics Institutes (INE) of both countries with 4th-quarter data. Source: CaixaBank Research.

- **Branches:** number of total centres. It includes retail branches and other specialised segments. It does not include windows (public service centres that are displaced, lack a main manager and are dependent on another main branch). It does not include branches and offices outside Spain or virtual/digital offices.

- **Accessible branch:** a branch is deemed to be accessible when its features enable all types of people, regardless of their abilities, to enter, move around, navigate, identify, understand and make use of the available services and facilities, and to communicate with staff. The branch must also comply with current regulations.

- **Management suppliers:** a professional or company that establishes a commercial relationship with CaixaBank, regulated through a contract, to provide or supply everything necessary for a purpose related to the bank's activity. For management purposes, suppliers with an annual amount of over 30,000 euros are reported. Excluded are creditors whose entry into competition does not bring value to the company or is not possible, including municipalities, associations, owners' communities, notaries, etc. It is provided for subsidiaries included in the corporate purchasing model.

- **Resources and values managed (business model context):** balance of resources managed on the balance sheet and off-balance sheet.

Customer experience and quality

- **Committed customers:** percentage of the total number of customers surveyed who assess experience, loyalty and recommendation with ratings of 9 or 10 across the board. Calculated for customers in Spain.

- **Customer Experience Index (IEX):** measures the overall customer experience of CaixaBank on a scale of 0 to 100. It is a synthetic index of the Experience Rates of the 8 main CaixaBank businesses: Individuals, Premier, Private, Business, BusinessBank, Companies, Institutions and Corporate. It is weighted on the basis of the contribution to the Bank's Ordinary Margin by each of these businesses, which is obtained monthly.

- **Service Quality Index (IQS):** measures the overall experience of BPI's individual customers on a scale of 0 to 100.

- **Net Promoter Score (NPS):** measures recommendations by CaixaBank customers on a scale of 0 to 10. The Index is the result of the difference between % Promoter customers (ratings 9-10) and Detractor customers (ratings 0-6). It is offered for the retail customer segment of CaixaBank Spain and for specific experiences.

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Human Resources

- **Number of work-related accidents:** total number of accidents with and without sick leave occurring in the company during the whole year.
- **Pay gap (%):** estimates the impact of gender on salary (determined through a model of multiple linear regression of salary, calculated as the sum of fixed and variable remuneration, on gender and other relevant factors, including age, longevity, longevity in duty, professional duty and level) and average salary of the company. The sample excludes duties (homogenous groups) of fewer than 50 observations (people) in CaixaBank, S.A. due to the fact that there are insufficient samples to infer statistically solid conclusions, although this aspect has not been extended to the subsidiaries due to the model's loss of predictive power.
- **Number of employees with disabilities:** employees working at the Company with a recognised degree of disability equal to or greater than 33%.
- **Hours of absenteeism (manageable):** total hours of manageable absenteeism (illness and accidents).
- **Hours of training per employee:** total hours of training of all staff during the year divided by average staff.
- **Investment in employee training (€):** Total hours of training of all staff during the year divided by average staff.
- **Manageable absenteeism rate (%):** total hours of manageable absenteeism (illness and accidents) over total working hours.
- **Accident frequency rate:** number of accidents resulting in sick leave divided by the total hours worked, multiplied by 10 to the power of 6. The rate does not include accidents which happen on an employee's way to or from work, as they are outside of work hours. In addition, it includes all real hours of work and excludes any permitted forms of absence, holidays, and sick leave.
- **Women in managerial positions (%):** percentage of women in assistant management positions of A or B offices (or above) over the total number of employees in managerial positions. Data calculated for CaixaBank, S.A.
- **New additions:** total new hires during the year (even if no longer remaining in the company).
- **Number of certified professionals:** Number of employees who have passed the Financial Advice Information Course (CIAF). Other related courses officially recognised by the National Securities Market Commission (CNMV) are also included in this calculation.
- **Certified professionals:** quotient between the number of certified employees and total employees that form part of the Premier and Private Banking group.
- **Average remuneration:** average total remuneration (annual remuneration plus variable benefits paid in the year), segmenting if applied as foreseen.
- **Average remuneration of board members:** average remuneration of the Board of Directors, including variable remuneration, allowances, severance, long-term savings provisions, and other income.
- **Undesired turnover:** total final redundancies in the year over average staff multiplied by 100.
- **Total employees:** active or structural workforce at year-end. Absences, partial retirees, non-computable staff, staff in centres pending destination, grant holders and ETTs are not considered.

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Information financial

In addition to the financial information prepared in accordance with International Financial Reporting Standards (IFRSs), this document includes certain Alternative Performance Measures (APMs) as defined in the guidelines on Alternative Performance Measures issued by the European Securities and Markets Authority on 30 June 2015 (ESMA/2015/1057) (the "ESMA Guidelines"). CaixaBank uses certain APMs, which have not been audited, for a better understanding of the company's financial performance. These measures are considered additional disclosures and in no case replace the financial information prepared under IFRSs. Moreover, the way the Group defines and calculates these measures may differ to the way similar measures are calculated by other companies. Accordingly, they may not be comparable.

ESMA guidelines define an APM as a financial measure of historical or future performance, financial position, or cash flows, other than a financial measure defined or specified in the applicable financial reporting framework.

In accordance with these guidelines, following is a list of the APMs used, along with a reconciliation between certain management indicators and the indicators presented in the consolidated financial statements prepared under IFRS:

Profitability and Efficiency

a) Customer spread: this is the difference between:

- average rate of return on loans (income from loans and advances to customers divided by the net average balance of loans and advances to customers).
- average rate for retail customer funds (cost of retail customer funds divided by the average balance of those same retail customer funds, excluding subordinated liabilities).

b) Balance sheet spread: this is the difference between:

- average rate of return on assets (interest income divided by total average assets).
- average cost of funds (interest expenses divided by total average funds).

c) ROE profit attributable to the Group (adjusted by the amount of the *Additional Tier 1* coupon, reported in shareholders' equity) divided by average shareholder equity plus valuation adjustments for the last 12 months.

Allows the Group to monitor the return on its shareholders' equity.

d) ROTE: quotient between:

- profit attributable to the Group (adjusted by the amount of the *Additional Tier 1* coupon reported in shareholder equity).
- 12-month average shareholder equity plus valuation adjustments deducting intangible assets using management criteria (calculated as the value of intangible assets in the public balance sheet, plus the intangible assets and goodwill associated with investees, net of provisions, recognised in Investments in joint ventures and associates in the public balance sheet).

Metric used to measure the return on a company's tangible equity.

e) ROA: quotient between the net profit (adjusted by the amount of the *Additional Tier 1* coupon, reported in shareholder equity) and the average total assets, from the last twelve months.

f) RORWA: quotient between the net profit (adjusted by the amount of the *Additional Tier 1* coupon, reported in shareholder equity) and the average risk-weighted total assets, from the last twelve months.

g) Cost-to-income ratio: operating expenses (administrative expenses, depreciation and amortisation) divided by gross income (or core income for the core cost-to-income ratio) for the last 12 months.

Risk management

a) Cost of Risk (CoR): quotient between the total allowances for insolvency risk (12 months) divided by average of gross loans to customers, plus contingent liabilities, using management criteria.

b) Non-performing loan ratio: quotient between the non-performing loans and advances to customers and contingent liabilities, using management criteria, and the total gross loans and advances to customers and contingent liabilities, using management criteria.

c) Coverage ratio: quotient between the total credit loss provisions for loans to customers and contingent liabilities, using management criteria, and non-performing loans and advances to customers and contingent liabilities, using management criteria.

d) Real estate available for sale coverage ratio: quotient between the gross debt cancelled at the foreclosure or surrender of the real estate asset less the present net book value of the real estate asset; and the gross debt cancelled at the foreclosure or surrender of the real estate asset.

Reflects the coverage level via write-downs and accounting provisions on foreclosed real estate assets available for sale.

e) Real estate available for sale coverage ratio with accounting provisions: quotient between accounting coverage: charges to provisions of foreclosed assets, and the gross book value of the foreclosed asset: sum of net carrying amount and the accounting provision.

Liquidity

a) Total liquid assets: sum of HQLAs (*High Quality Liquid Assets* within the meaning of Commission Delegated Regulation of 10 October 2014) plus the available balance under the facility with the European Central Bank (non-HQLA).

b) Loan-to-deposits: quotient between net loans and advances to customers using management criteria excluding brokered loans (funded by public institutions), and on- balance sheet customer funds.

Metric showing the retail funding structure (allows us to value the proportion of retail lending being funded by customer funds).

Other relevant indicators

- **Core income:** includes net interest income, fee and commission income, income from the life-risk insurance business, the result of using the equity method for SegurCaixa Adeslas and income from the insurance investees of BPI.

- **Pensions and insurances income:** includes net interest income (savings insurances), fee and commission income (insurances, unitlinked, pension plans), income from the life-risk insurance business, the result of using the equity method for SegurCaixa Adeslas and income from the insurance investees of BPI.

- **EPS (Earnings per share):** profit attributable to the Group1 for the last 12 months divided by the average number of shares outstanding.

  The **average number of shares outstanding** is calculated as average shares issued less the average number of treasury shares.

- **BVPS (Book value per share):** equity less minority interests divided by the number of fully diluted shares outstanding at a specific date.

  Fully-diluted outstanding shares equals shares issued (less treasury shares) plus the shares resulting from a theoretical redemption/conversion of the issued exchangeable debt instruments, at a specific date.

- **TBVPS (Tangible book value per share):** quotient between equity less minority interests and intangible assets and the number of fully-diluted outstanding shares at a specific date.

- **PER (Price-to-earnings ratio):** share price divided by earnings per share (EPS).

- **P/BV:** share price divided by book value.

- **P/TBV tangible:** share price divided by tangible book value.

- **MDA (maximum distributable amount) buffer:** the capital threshold below which limitations exist on dividend payments, variable remuneration and interest payments to holders of Additional Tier 1 capital instruments. It is defined as Pillar 1 + Pillar 2 capital requirements + capital buffers + possible AT1 and T2 deficits.

- **MREL (Minimum Requirement for Eligible Liabilities):** minimum requirement of shareholder equity and eligible liabilities with the capacity to absorb losses, in addition to the issues eligible for total capital; it includes Senior non-preferred debt, Senior preferred debt and other pari-passu liabilities, in accordance with the Single Resolution Board.

- **Subordinated MREL:** comprises eligible issues for total capital and issues of Senior non-preferred debt.

Adaptation of the structure of the publicly reported income statement to the management format

Net fee and commission income. Includes the following line items:

- Fee for commission income.
- Fee for commission expense.

Gains/(losses) on financial assets and liabilities and others. Includes the following line items:

- Gains/(losses) on derecognition of financial assets and liabilities not measured at fair value through profit or loss (net).
- Gains/(losses) on financial assets not designated for trading compulsorily measured at fair value through profit or loss (net).
- Gains/(losses) on financial assets and liabilities held for trading (net).
- Gains/(losses) from hedge accounting (net).
- Exchange differences (net).

Administrative expenses, depreciation and amortisation. Includes the following line items:

- Administrative expenses.
- Depreciation and amortisation.

Operating income/(loss)

- (+) Gross income.
- (-) Operating expenses.

Allowances for insolvency risk and charges to provisions. Includes the following line items:

- Impairment/(reversal) of impairment losses on financial assets not measured at fair value through profit or loss and net or net profit or loss due to a change.
- Provisions/(reversal) of provisions.

Of which: Allowances for insolvency risk.

- Impairment/(reversal) of impairment losses on financial assets not measured at fair value through profit or loss corresponding to Loans and advances to customers, using management criteria.
- Provisions/(reversal) of provisions corresponding to Provisions for contingent liabilities, using management criteria.

Of which: Other charges to provisions.

- Impairment/(reversal) of impairment losses on financial assets not measured at fair value through profit or loss, excluding balances corresponding to Loans and advances to customers, using management criteria.
- Provisions/(reversal) of provisions, excluding provisions corresponding to contingent liabilities using management criteria.

Gains/(losses) on disposal of assets and others. Includes the following line items:

- Impairment/(reversal) of impairment on investments in joint ventures or associates.
- Impairment/(reversal) of impairment on non-financial assets.
- Gains/(losses) on derecognition of non-financial assets and investments (net).
- Negative goodwill recognised in profit or loss.
- Profit/(loss) from non-current assets and disposal groups classified as held for sale not qualifying as discontinued operations (net).

Profit/(loss) attributable to minority interests and others. Includes the following line items:

- Profit/(loss) for the period attributable to minority interests (non-controlling interests).
- Profit/(loss) after tax from discontinued operations.

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Reconciliation of activity indicators using management criteria

Loans and advances to customers, gross

December 2019 € million	
Financial assets at amortised cost - Customers (public balance sheet)	**222,154**
Reverse repo (public and private sector)	(813)
Clearing houses	(1,239)
Other non-retail financial assets	(319)
Financial assets not designated for trading compulsorily measured at fair value through profit or loss - Loans and advances to customers (public balance sheet)	**166**
Other non-retail financial assets	0
Fixed-income bonds considered retail financing (Financial assets at amortised cost Debt securities on the public balance sheet)	**2,403**
Fixed income bonds considered retail financing (Assets under the insurance business - Balance Sheet)	**350**
Provisions for insolvency risk	**4,704**
Gross loans to customers with management criteria	**227,406**

Liabilities under insurance contracts

December 2019 € million	
Liabilities under the insurance business (Public Balance Sheet)	**70,807**
Capital gains/(losses) associated with the assets of the insurance business (excluding unit linked)	(13,361)
Liabilities under the insurance business, using management criteria	**55,446**

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Customer funds

December 2019
€ million

Financial liabilities at amortised cost - Customers deposits (Public Balance Sheet)	**221,079**
Non-retail financial liabilities (registered under Financial liabilities at amortised cost - Customers deposits)	(2,878)
Multi-issuer covered bonds and subordinated deposits	(2,932)
Counterparties and others	54
Retail financial liabilities (registered under Financial liabilities at amortised cost - Debt securities)	**1,625**
Retail issuances and other	1,625
Liabilities under insurance contracts under management criteria	**57,446**
Total on-balance sheet customer funds	**188,068**
Assets under management	**102,316**
Other accounts[1]	**4,698**
Total customer funds	**384,286**

Institutional issuances for banking liquidity purposes

December 2019
€ million

Financial liabilities at amortised cost - Debt securities (Public Balance Sheet)	**33,648**
Institutional financing not considered for the purpose of managing bank liquidity	**(3,864)**
Securitisation bonds	(1,387)
Valuation adjustments	(969)
Retail	(1,625)
Issues acquired by companies within the group and other	117
Customer deposits for the purpose of managing bank liquidity[2]	**2,932**
Institutional financing for the purpose of managing bank liquidity	**32,716**

[1] Includes, among others, transitional funds associated with transfers and collection activity, as well as other customer funds distributed by the Group.
[2] A total of €2,953 million in multi-issuer covered bonds (net of retained issues) and €33 million in subordinated deposits.

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Foreclosed real estate assets (available for sale and held for rent)

December 2019 € million	
Non-current assets and disposal groups classified as held for sale (Public Balance Sheet)	**1,354**
Other assets	(415)
Inventories in the heading - Other assets (Public Balance Sheet)	**19**
Foreclosed available for sale real estate assets	**958**
Tangible assets (Public Balance Sheet)	**7,282**
Tangible assets for own use	(4,915)
Other assets	(273)
Foreclosed rental real estate assets	**2,094**

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05 Independent Verification report

A free translation from the original in Spanish

This version of our report is a free translation of the original, which was prepared in Spanish. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation.

Independent verification report

To the shareholders of CaixaBank, S.A.:

Pursuant to Article 49 of the Code of Commerce, we have verified, under a limited assurance scope, the State of non-financial information ("NFIS") for the year ended 31 December 2019 of CaixaBank, S.A. (the Parent company) and subsidiaries (hereinafter 'CaixaBank' or 'the Group') which forms part of the accompanying Group's Management Report.

The content of the Management Report includes additional information to that required by the current mercantile legislation related to non-financial information reporting which has not been covered by our verification work. In this respect, our work has been restricted solely to verifying the information identified in tables 'Table of contents Act 11/2018, of 28 December' and 'Index of GRI content' of the accompanying Management Report.

Likewise, we have carried out a moderate assurance engagement of the application of the principles of inclusivity, materiality and responsiveness, as described in the information included in the section 'Materiality/ Criteria and scope of the report' of the accompanying Management Report in accordance with the provisions of the 2008 Accountability Principles Standard AA1000 (AA1000APS) issued by AccountAbility.

Responsibility of the Board of Directors of the Parent company

The preparation of the NFIS included in CaixaBank Management Report and the content thereof are the responsibility of the Board of Directors of the Group. The NFIS has been drawn up in accordance with the provisions of current mercantile legislation and with the Sustainability Reporting Standards of the Global Reporting Initiative ("GRI Standards") in accordance with Exhaustive option in line with the details provided for each matter in tables'Table of contents Act 11/2018, of 28 December' and 'Index of GRI content' of the mentioned Management Report.

This responsibility also includes the design, implementation and maintenance of the internal control considered necessary to allow the NFIS to be free of any immaterial misstatement due to fraud or error.

The directors of CaixaBank, S.A. are also responsible for defining, implementing, adapting and maintaining the management systems from which the information required to prepare the NFIS is obtained, and for the application of AA10000APS (2008) principles.

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Inscrita en el R.O.A.C. con el número S0242 - CIF: B-79 031290

Our independence and quality control

We have complied with the independence requirements and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants ("IESBA") which is based on the fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Our firm applies the International Standard on Quality Control 1 (ISQC 1) and therefore has in place a global quality control system, which includes documented policies and procedures related to compliance with ethical requirements, professional standards and applicable legal and regulatory provisions.

The engagement team has been formed by professionals specialising in non-financial information reviews and specifically in information on economic, social and environmental performance.

Our responsibility

Our responsibility is to express our conclusions in an independent limited verification report based on the work carried out. Our work has been carried out in accordance with the requirements laid down in the current International Standard on Assurance Engagements (ISAE) 3000 Revised, Assurance Engagements Other than Audits or Reviews of Historical Financial Information (ISAE 3000 Revised) issued by the International Auditing and Assurance Standards Board (IAASB) of the International Federation of Accountants (IFAC) and with the Guidelines for verification engagements on non-financial statements issued by the Spanish Institute of Auditors ("Instituto de Censores Jurados de Cuentas de España"). We have also carried out our moderate assurance engagement (type 2) in accordance with the 2008 AA1000 Assurance Standard (AA1000AS) issued by AccountAbility.

In a limited assurance engagement, the procedures performed vary in terms of their nature and timing of execution, and are less extensive than those carried out in a reasonable assurance engagement. Accordingly, the assurance obtained is substantially lower.

Our work has consisted of posing questions to management and several Caixabank units that were involved in the preparation of the NFIS, in the review of the processes for compiling and validating the information presented in the NFIS, and in the application of certain analytical procedures and review sampling tests, as described below:

- Meetings with Caixabank personnel to ascertain the business model, policies and management approaches applied, the main risks related to these matters and to obtain the information required for the external review.

- Analysis of the scope, relevance and integrity of the contents included in the NFIS for 2019, based on the materiality analysis carried out by the Group and described in section 'Materiality', considering the content required under current mercantile legislation.

- Analysis of the procedures used to compile and validate the information presented in NFIS for 2019.

- Review of information concerning risks, policies and management approaches applied in relation to material issues presented in the NFIS for 2019.

- Analysis of the documentation and actions related to the application of the inclusivity, materiality and responsiveness principles of the AA1000APS (2008).

- Verification, through sample testing, of the information relating to the content of the NFIS for 2019 and its adequate compilation using data supplied by the Group's sources of information.

- Obtainment of a management representation letter from the Directors and Management of the Parent company.

Conclusion

Based on the procedures performed and the evidence we have obtained, no matters have come to light that might lead us to believe that:

- CaixaBank's NFIS for the year ended 31 December 2019 has not been prepared, in all its significant aspects, in accordance with the provisions of current mercantile legislation and the Sustainability Reporting Standards of the Global Reporting Initiative ("GRI Standards") in accordance with the mentioned in each subject in tables 'Table of contents Act 11/2018, of 28 December' and 'Index of GRI content' of the mentioned Management Report.

- the information included in the section 'Materiality/ Criteria and scope of the report' of the accompanying Management Report, regarding the application of the principles of inclusivity, materiality and responsiveness, has not been prepared, in all of their significant matters, in accordance with the provisions of the AA1000APS (2008).

Recommendations

Set out below is a summary of the main recommendations emerged during our limited assurance engagement, regarding improvements to the application of the AA1000APS (2008) principles of inclusivity, materiality and responsiveness, which do not alter our limited or moderate assurance conclusions given in this report.

Inclusivity

CaixaBank regularly updates information on the expectations of all its stakeholders and their perception of the Group, through different communication channels, enabling it to monitor its reputation and develop action plans. It is recommended that the methodology for measuring the Group's reputation be further developed and consolidated in all its subsidiaries, integrating all stakeholders' consultation processes.

Materiality

CaixaBank has updated its materiality analysis in 2019 and has carried out a specific analysis for BPI Bank, identifying the relevant topics at a global level for the Group. It has also aligned the identified material topics with the priorities of the new 2019-2021 Strategic Plan. It is recommended that this analysis incorporates all the existing internal inputs in relation to stakeholders' perception of CaixaBank, as well as further defining the topics to be considered and their alignment with GRI standards.

Responsiveness

CaixaBank's 2019-2021 Strategic Plan includes as one of its strategic lines to be a benchmark in responsible banking and social commitment. For this reason, in 2019 the Master Plan for Socially Responsible Banking has been aligned with this new Strategic Plan, reporting on progress in this area at Board level. It is recommended that the Group continue to promote communication of the degree of progress made with respect to the specific objectives defined and published on the CaixaBank's corporate website, through an annual report, both internal and external, of the key follow-up indicators which allow the impact of the Group on society to be quantified.

Use and distribution

This report has been drawn up in response to the requirement laid down in current Spanish mercantile legislation and therefore might not be suitable for other purposes or jurisdictions.

PricewaterhouseCoopers Auditores, S.L.

PRICEWATERHOUSECOOPERS AUDITORES, S.L.

Original in Spanish signed by
Ignacio Marull Guash

February 21st, 2020

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Corporate Governance in 2019

1.1 Changes in the governing bodies in 2019

In line with best corporate governance practices, the General Shareholders' Meeting held on 5 April 2019 resolved to reduce the number of Board members by two (2), thus bringing the total number of directors to sixteen (16); within the limits stipulated in the By-laws.

Shareholders also approved the re-election as Board members of Gonzalo Gortázar Rotaeche (executive director), María Amparo Moraleda Martínez (independent director), John S. Reed (independent director) and María Teresa Bassons Boncompte (proprietary director), as well as the appointment of Marcelino Armenter Vidal (proprietary director) and Cristina Garmendia Mendizábal (independent director) as new members of the Board of Directors.

Following the resolutions to re-elect and appoint the aforementioned directors and considering that directors Alain Minc, Juan Rosell Lastortras, Antonio Sáinz de Vicuña y Barroso and Javier Ibarz Alegría will not be re-elected upon reaching the end of their term of office, there are now 16 directors sitting on the Board of Directors.

Following the annual General Shareholders' Meeting, the Board of Directors agreed to appoint Gonzalo Gortázar Rotaeche as Chief Executive Officer of CaixaBank, S.A., to be vested with all the powers that may be delegated by law and those laid out in the By-laws.

The Board of Directors, acting on the recommendation of the Appointments Committee and the Audit and Control Committee (in the latter case with regard to the composition of the Appointments Committee), also agreed to restructure the various committees attached to the Board.

Specifically, the Board of Directors appointed Verónica Fisas Vergés (independent director) as a new member of the Remuneration Committee and Xavier Vives Torrents (independent coordinating director) as a new member of the Appointments Committee, replacing, respectively, Juan Rosell Lastortras and Alain Minc.

The Board of Directors also agreed to re-appoint the directors re-elected by shareholders at the General Meeting as members of the Board committees on which they had previously been sitting (namely Gonzalo Gortázar Rotaeche was appointed to the Executive Committee; María Amparo Moraleda Martínez was appointed to the Executive Committee and the Remuneration Committee; John S. Reed was appointed to the Appointments Committee; and Teresa Bassons Boncompte was appointed to the Appointments Committee).

Last but not least, the Audit and Control Committee agreed to appoint Koro Usarraga Unsain as its Chairman, while the Risk Committee appointed Eduardo Javier Sanchiz Irazu as its Chairman.

Meanwhile, the Board of Directors reached the decision on 23 May 2019 to set up a new Innovation, Technology and Digital Transformation Committee.

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1.2 New Innovation, Technology and Digital Transformation Committee

At a meeting held on 23 May 2019, the Board of Directors agreed to set up a new Innovation, Technology and Digital Transformation Committee, as an advisory committee attached to the Board of Directors, based on a recommendation received from the Appointments Committee.

The committee will aid and support CaixaBank's Board of Directors on all matters relating to technological innovation and digital transformation, while also helping it monitor and analyse any trends or innovations that might impact CaixaBank's strategy and business model in this field.

COMMITTEE MEMBERSHIP IS AS FOLLOWS:

Chairman

Jordi Gual Solé

Members

Gonzalo Gortázar Rotaeche
María Amparo Moraleda Martínez
Marcelino Armenter Vidal
Cristina Garmendia Mendizábal

1.3 Progress in corporate governance in 2019

Aside from what we have discussed previously as the main corporate governance milestones in 2019 —such as the reduced size of the Board of Directors and the creation of a specialised committee to advise the Board on matters relating to technological innovation and digital transformation (the Innovation, Technology and Digital Transformation Committee)— it is also noteworthy that following the 2019 Annual General Meeting female directors account for 37.50% of total Board membership (exceeding the 30% recommendation contained in the Good Governance Code), all this in line with best corporate governance practices and trends and recommendations of regulatory bodies and market analysts.

When it comes to working practices, it is worth noting that the Company has made further progress with various technical tools and organisational aspects, such as streamlining agendas and structuring meetings, while also extending time frames in relation to work planning and organisation.

In relation to the committees, the Regulations of the Board of Directors were amended in 2019 to bring the system for delivering meeting minutes of the Appointments Committee and the Remuneration Committee in line with the system already in place for the other committees.

All this as part of a constant drive to ensure best governance at the Entity to further improve its performance by recognising the ability of CaixaBank's governing bodies to carry out their work with the utmost quality.

1.4 Challenges for 2020

In view of the findings obtained from the self-assessment of the Board and its committees, and in a bid to further improve their operation and effectiveness, the Board of Directors has appraised and established certain improvement opportunities for 2020.

Notably, these include the need to optimise and streamline agendas so as to increase the amount of time spent debating business matters, thus gaining further insight and knowledge into the performance of the wider sector and market trendsends. Alternative wording: enable closer monitoring of the changes and trends within the sector.

The Entity also intends to continue expanding and improving its technical resources and Group-specific reporting and information processes, in relation to both business and organisational aspects, without losing sight of the fact that the governing bodies are capable of performing excellent work. If necessary, one or other specialised committee may be fine-tuned or restructured to further enhance corporate governance and ultimately the Entity's performance.

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A. Capital structure

Share capital (A.1.)

At year-end, CaixaBank's share capital amounted to 5,981,438,031 euros, represented by 5,981,438,031 shares, each with a face value of 1 euro, all belonging to a single class and series and all with identical voting and dividend rights. The shares are represented through book entries and confer 5,981,438,031 voting rights. The company responsible for the book-keeping of the shares is Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR). The shares into which CAIXABANK's share capital is divided are listed for trading on the Barcelona, Bilbao, Madrid and Valencia stock exchanges through the Automated Trading System (Continuous Market).

The share capital was last changed on 14 December 2016.

On 1 June 2017, CaixaBank reported the approval of the issuance of preferential shares eventually convertible into new issue shares (Additional Tier 1), excluding the right of first refusal, for the amount of 1,000 million euros, the terms of which were established on the same day.

On 13 March 2018, CaixaBank announced the approval of an issue of contingent convertibles (convertible into new-issue shares of CaixaBank) (AT1) worth 1.25 billion euros, with the pre-emptive subscription right disapplied.

While the preference shares are perpetual, they may be redeemed under specific circumstances at the option of CaixaBank and are, in all cases, convertible into common newly-issued shares of the entity if CaixaBank or the CaixaBank Group has a Common Equity Tier 1 ratio (CET1), of less than 5.125 %, calculated in accordance with European Regulation 575/2013, of 26 June, of the European Parliament and Council, on prudential requirements of credit institutions and investment firms.

The conversion price of the preferential shares will be the highest figure between (i) the average of the daily volume-weighted average share prices of CaixaBank corresponding to the five trading days prior to the day on which the announcement of the corresponding conversion scenario is made, (ii) €2,803 (Floor Price), with respect to the preferential shares issued in June 2017, and €2,583 (Floor Price), with respect to those issued in March 2018, and (iii) the face value of a CaixaBank share at time of conversion (at the date of this report, the face value of the CaixaBank share is one euro (€1)).

Significant shareholders and related disclosures during the year (A.2)

(Disclosures to the CNMV during the year)

Figures at 31/12/2019

Name of shareholder	% of shares carrying voting rights		% of voting rights through financial instruments		% of total voting rights
	Direct	Indirect	Direct	Indirect	
BLACKROCK, INC.	0.00	3.005	0.00	0.070	3.075
LA CAIXA BANKING FOUNDATION	0.00	40.00	0.00	0.00	40.00
INVESCO LIMITED	0.00	2.025	0.00	0.00	2.025

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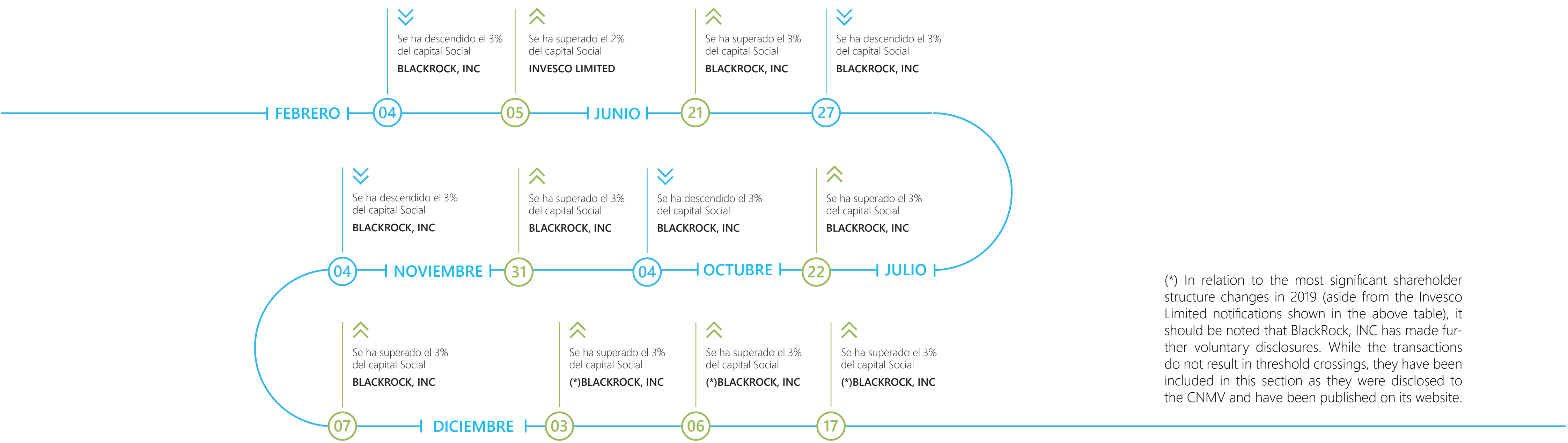
Breakdown of the indirect holding:

Name of indirect shareholder	Name of direct shareholder	% of shares carrying voting rights	% of voting rights through financial instruments	% of total voting rights
BLACKROCK, INC	Other controlled entities belonging to BLACKROCK GROUP, INC	3.005	0.070	3.075
LA CAIXA BANKING FOUNDATION	CRITERIA CAIXA, S.A.U.	40.00	0.00	40.00
INVESCO LIMITED	INVESCO ASSET MANAGEMENT LIMITED	1.955	0.00	1.955
INVESCO LIMITED	INVESCO CAPITAL MANAGEMENT LLC	0.008	0.00	0.008
INVESCO LIMITED	INVESCO ADVISERS, INC	0.011	0.00	0.011
INVESCO LIMITED	INVESCO MANAGEMENT, S.A.	0.051	0.00	0.051

MOST SIGNIFICANT SHAREHOLDER STRUCTURE CHANGES DURING THE YEAR:



According to public information available on the CNMV's website:

With regard to the ownership situation of "la Caixa" Banking Foundation in CaixaBank, it should be noted that at the close of 2019, Fundación Bancaria Caja de Ahorros y Pensiones de Barcelona ("la Caixa") directly held 3,493 shares in CaixaBank, plus a further 2,392,575,212 shares indirectly through CriteriaCaixa (a company 100% controlled by the Banking Foundation).

Meanwhile, tthe stake held by BlackRock, INC came to 3.075% at year-end, which is the result of adding 3.005% in shares carrying voting rights to 0.070% in voting rights through financial instruments, all held indirectly. And with respect to Invesco Limited, its indirect stake was 2.025% in shares carrying voting rights.

(*) In relation to the most significant shareholder structure changes in 2019 (aside from the Invesco Limited notifications shown in the above table), it should be noted that BlackRock, INC has made further voluntary disclosures. While the transactions do not result in threshold crossings, they have been included in this section as they were disclosed to the CNMV and have been published on its website.

List the members of the Board of Directors with voting rights in the company (A.3)

Name of director	% of shares carrying voting rights		% of voting rights through financial instruments		% of total voting rights	% of voting rights that can be transmitted through financial instruments	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
Jordi Gual Solé Doña	0.002	0.000	0.000	0.000	0.002	0.000	0.000
Tomás Muniesa Arantegui	0.003	0.000	0.001	0.000	0.004	0.000	0.000
Gonzalo Gortázar Rotaeche	0.016	0.000	0.007	0.000	0.023	0.000	0.000
Francesc Xavier Vives Torrents	0.000	0.000	0.000	0.000	0.000	0.000	0.000
Marcelino Armenter Vidal	0.003	0.000	0.000	0.000	0.003	0.000	0.000
CajaCanarias Foundation	0.639	0.000	0.000	0.000	0.639	0.000	0.000
María Teresa Bassons Boncompte	0.000	0.000	0.000	0.000	0.000	0.000	0.000
María Verónica Fisas Vergés	0.000	0.000	0.000	0.000	0.000	0.000	0.000
Alejandro García-Bragado Dalmau	0.000	0.000	0.000	0.000	0.000	0.000	0.000
Cristina Garmendia Mendizábal	0.000	0.000	0.000	0.000	0.000	0.000	0.000
Ignacio Garralda Ruiz de Velasco	0.000	0.000	0.000	0.000	0.000	0.000	0.000
María Amparo Moraleda Martínez	0.000	0.000	0.000	0.000	0.000	0.000	0.000
John S. Reed	0.000	0.000	0.000	0.000	0.000	0.000	0.000
Eduardo Javier Sanchiz Irazu	0.000	0.000	0.000	0.000	0.000	0.000	0.000
José Serna Masiá	0.000	0.000	0.000	0.000	0.000	0.000	0.000
Koro Usarraga Unsaín	0.000	0.000	0.000	0.000	0.000	0.000	0.000

TOTAL PERCENTAGE OF VOTING RIGHTS HELD BY THE BOARD OF DIRECTORS

0.671

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Breakdown of the indirect holding:

Name of director	Name of direct shareholder	% of shares carrying voting rights	% of voting rights through financial instruments	% of total voting rights	% of voting rights that can be transmitted through financial instruments
Don José Serna Masiá	Doña María Soledad García Conde Angoso	0.000	0.000	0.000	0.000

Relationships among **significant shareholders** (A.4)

The company is not aware of any relationship among significant shareholders, whether family, commercial, contractual or corporate in nature.

Relationships between **significant shareholders and the company and/or group** (A.5)

LA CAIXA BANKING FOUNDATION

Nature of relationship

Commercial/ Contractual

Brief description

There are commercial and contractual relationships which derive from ordinary trading or exchange activities, the regulating principles of which are contained in the Internal Relations between "la Caixa" Banking Foundation, Criteria and CaixaBank. In accordance with the Financial Ownership Management Protocol, the Banking Foundation, as parent of "la Caixa" Group; Criteria, as direct shareholder; and CaixaBank, as listed company, signed a new Internal Relations Protocol on 22 February 2018, the main objectives of which are to manage related-party transactions, establish mechanisms to avoid the emergence of conflicts of interest, govern the pre-emptive acquisition right over Monte de Piedad, govern collaboration on CSR matters and regulate the adequate flow of information to enable "la Caixa" Banking Foundation and Criteria and CaixaBank to draw up their financial statements and meet their periodic reporting and supervisory requirements as before regulatory and resolution bodies.

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Relationships between **significant shareholders or shareholders represented on the Board and directors,** or their representatives (A.6)

Name or company name of related director or representative	Name or company name of related significant shareholder	Company name of the group company of the significant shareholder	Description of relationship/post
Alejandro García- Bragado Dalmau	LA CAIXA BANKING FOUNDATION	CRITERIA CAIXA, S.A.U.	First Deputy Chairman of the Board of Directors of CriteriaCaixa, S.A.U. and Board member of Saba Infraestructuras, S.A.
Marcelino Armenter Vidal	LA CAIXA BANKING FOUNDATION	CRITERIA CAIXA, S.A.U.	Chief Executive Officer and member of the Executive Committee of Criteria Caixa, S.A.U. and Board member of Saba Infraestructuras, S.A. Director of Inmo Criteria Caixa, S.A.U. and Executive Deputy Chairman of management company Caixa Capital Risc, SGEIC, S.A.
Ignacio Garralda Ruiz de Velasco	MUTUA MADRILEÑA AUTOMOVILISTA SOCIEDAD DE SEGUROS A PRIMA FIJA	MUTUA MADRILEÑA AUTOMOVILISTA SOCIEDAD DE SEGUROS A PRIMA FIJA	Chairman and Chief Executive Officer of Mutua Madrileña Automovilista, Sociedad de Seguro a Prima Fija.
Natalia Aznárez Gómez	FUNDACIÓN BANCARIA CAJA NAVARRA, FUNDACIÓN CAJACANARIAS AND FUNDACIÓN CAJA DE BURGOS	CAJA CANARIAS FOUNDATION	Director of Fundación CajaCanarias.

Shareholders' agreements (A7)

The company is aware of an existing shareholders' agreement between FUNDACIÓN CAJA DE BURGOS, FUNDACIÓN BANCARIA, FUNDACIÓN BANCARIA CAJA NAVARRA, FUNDACIÓN CAJACANARIAS and "LA CAIXA" BANKING FOUNDATION, affecting 40.63 % of the company's share capital.

The share capital affected by the shareholders' agreement at time of signing was 80.597 %. This percentage pertained to the CaixaBank shares held by: Caja Navarra (now Fundación Bancaria Caja Navarra), Cajasol (now Fundación Cajasol), CajaCanarias (now Fundación CajaCanarias) and Caja de Burgos (now Fundación Caja de Burgos, Fundación Bancaria) (hereinafter, the "Foundations") and "la Caixa" Banking Foundation at 1 August 2012, the date the agreement was signed.

The current figure of 40.639 % is the sum of the stake held by "la Caixa" Banking Foundation through Criteria Caixa, S.A.U. and the stake held by Fundación Bancaria CajaCanarias, which is public information available on the CNMV website. In the first case, because it qualifies as a significant holding, and in the second, due to the seat that it holds on CaixaBank's Board of Directors. Therefore, the information on the percentage of capital affected by the Agreement does not include the holdings of the other two signatory foundations (Fundación Bancaria Caja Navarra and Fundación Bancaria Caja de Burgos), for which no information on their holdings in CaixaBank has been made public as they are not significant shareholders or members of the Board of Directors.

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Brief description of the agreement

Following the merger by absorption of Banca Cívica by CaixaBank, the shareholders: "la Caixa" Banking Foundation, Caja Navarra (now Fundación Bancaria Caja Navarra), Cajasol (now Fundación Cajasol), CajaCanarias (now Fundación CajaCanarias) and Caja de Burgos (now Caja de Burgos, Fundación Bancaria) (hereinafter, the "Foundations") entered into a Shareholders' Agreement on 1 August 2012 in order to regulate relations between the Foundations and "la Caixa" Banking Foundation, as CaixaBank shareholders, and their reciprocal duties to cooperate, including their relationship with CaixaBank.

It was also agreed that "la Caixa" Banking Foundation would vote in favour of the appointment of two members of the Board of Directors of CaixaBank proposed by the Foundations and, in order to give stability to their shareholding in CaixaBank, the Foundations agreed upon a four-year lock-up period. They also acknowledged that the other Foundations (first and foremost) and "la Caixa" Banking Foundation (secondarily) would have a pre-emptive acquisition rights for two years should any of the Savings Banks wish to transfer all or part of their stake once the lock-up period had expired.

On 17 October 2016, the amendments were signed to the Integration Agreement between CaixaBank, S.A. and Banca Cívica, S.A. as well as the Shareholders' Agreement of CaixaBank, S.A., the first of which had been entered into on 26 March 2012 by Caja de Ahorros y Pensiones de Barcelona ("la Caixa"), CaixaBank, S.A., Banca Cívica, S.A and the savings banks that once formed Banca Cívica, S.A., and the second on 1 August 2012 by "la Caixa" and the savings banks that formed Banca Cívica, S.A. The amendments to the aforementioned agreements mean that the banks that comprised Banca Cívica, S.A., instead of proposing the appointment of two directors at CaixaBank, may now nominate one director at CaixaBank, S.A. and one director at VidaCaixa, S.A. (a CaixaBank subsidiary).

The other result is that the three-year extension of the agreements that was automatically triggered at the beginning of August 2016 will now have a duration of four years instead.

On 4 October 2018, the agreement was amended by a further agreement entered into by the Foundations and "la Caixa" Banking Foundation, following Fundación Cajasol's announcement that it intended to walk away from the Integration Agreement between CaixaBank, S.A. and Banca Cívica S.A., once six years had elapsed from its signing.

Amendments were also made to Recital III, Clause 1 'Purpose of the Shareholders' Agreement' to remove the mention 'to support the "la Caixa" Banking Foundation, Clause 3 'Territorial Advisory Boards'. Clause 5 'Right of First Refusal' has been removed, such that its wording is no longer applicable. Furthermore, the third paragraph of clause six 'Term of the Shareholders' Agreement' is no longer applicable.

The commitments regarding the combined Welfare Projects of the Foundations and the "la Caixa" Banking Foundation remain valid, with the same content and scope as before, with the exception of the commitments between Cajasol and "la Caixa" Banking Foundation, for which only the commitments made on the date of that document remain in force up until such time as they are completed.

The advisory nature of the Territorial Advisory Boards for Canary Islands, Navarre and Castile-Leon shall continue in force.

Date of termination of agreement, if applicable

On 17 October 2016, the parties signed a series of amendments to the integration agreement between CaixaBank, S.A. and Banca Cívica, S.A and to the Shareholders' Agreement of CaixaBank, S.A., the first of which had been entered into on 26 March 2012 by Caja de Ahorros y Pensiones de Barcelona ("la Caixa"), CaixaBank, S.A., Banca Cívica, S.A and the savings banks that then comprised Banca Cívica, S.A., and the second on 1 August 2012 by "la Caixa" and the savings banks that formed Banca Cívica, S.A.

The amendments took the form of an agreement signed on 4 October 2018 between the "Foundations" and "la Caixa" Banking Foundation, amending the Shareholders' Agreement in order to render paragraph three of clause six ("Term of the Shareholders' Agreement") null and void, among other changes.

On 29 October 2018, price sensitive information was filed with the CNMV, confirming that all parties had signed the amendments to the Integration Agreement between CaixaBank and Banca Cívica, S.A., and the CaixaBank Shareholders' Agreement. The main purpose of the amendment is to clarify the terms of the agreement in relation to certain commitments undertaken by "la Caixa" Banking Foundation to comply with the conditions approved in March 2016 by the ECB Supervisory Board for the prudential deconsolidation of Criteria in CaixaBank. Compliance with such conditions led to a reduction in the holding of the Banking Foundation, and the subsequent loss of control over CaixaBank.

The automatic three-year renewal of the agreements that took place on 1 August 2016 will instead last for four years.

The agreement will now expire on 3 August 2020.

Concerted actions

The company is not aware of any concerted actions among its shareholders.

Controlling **shareholder** (A.8)

No individual or company exercises or may exercise control over the company in accordance with Article 5 of the Ley de Mercados de Valores ("Spanish Securities Market Act" or "LMV").

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Treasury shares and authorisation of the General Shareholders' Meeting (A.9 and A.10)

AT THE CLOSE OF THE YEAR:

NUMBER OF DIRECT SHARES	NUMBER OF INDIRECT SHARES (*)	TOTAL PERCENTAGE OF SHARE CAPITAL
2,705,936	423,157	0.053

(*) THROUGH:

Name of direct shareholder	Number of direct shares
VIDACAIXA, S.A. DE SEGUROS Y REASEGUROS	19,528
MICROBANK	5,635
BANCO BPI, S.A.	393,716
CAIXABANK PAYMENT & CONSUMER	4,278
Total	423,157

At the Annual General Meeting of 28 April 2016, it was agreed to authorise the Board of Directors so that, in accordance with the provisions of Articles 146 and 509 of the Corporate Enterprises Act, it could proceed with the derivative acquisition of treasury shares, directly and indirectly, through its subsidiaries, under the following terms:

- The shares may be acquired on one or more occasions in the form of a purchase and sale, swap, dation in payment or any other legally admissible form, provided the combined nominal amount of the acquired shares and those already held by the Company does not exceed 10% of the subscribed capital.
- When the acquisition is for consideration, the price or equivalent value shall be the price of the Company share on the Continuous Market at the close of the day prior to the acquisition, +/-15%.

This authorisation is valid for five years from the adoption of the resolution at the General Shareholders' Meeting.

In addition, and for the purposes of article 146.1, section a, paragraph 2 of the Corporate Enterprises Act, a resolution was carried to expressly authorise the acquisition of shares in the Company by any of the subsidiaries, under the same terms set out in the resolution.

The shares acquired by virtue of this authorisation may be subsequently disposed of or redeemed, or else extended to employees and directors of the Company or its group as part of the remuneration systems set out in Article 146, section a, paragraph 3 of the Corporate Enterprises Act.

The Board of Directors is empowered to delegate this authorisation to any person or persons it sees fit.

All the foregoing subject to the remaining limits and requirements of the Corporate Enterprises Act and other applicable legislation and hereby revoking the unused portion of the previous authorisation granted at the General Shareholders' Meeting held on 19 April 2012.

The Board of Directors, at a meeting held on 28 January 2016, agreed to establish the rules and criteria for intervention in treasury shares on the basis of a new alerts system and in accordance with the authorisation envisaged in article 46 of the Internal Rules of Conduct to define the margin of discretion of the inside area when managing treasury shares.

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Working **capital** (A.11)

The CNMV defines "estimated working capital" (without prejudice to other definitions) as the part of share capital that is not in the possession of significant shareholders or members of the board of directors or that the company does not hold in treasury shares.

>> WORKING CAPITAL

CNMV criterion	%
Share capital	100%
Treasury shares	0.05%
Board	0.66%
Significant shareholders (TOTAL)	45.12%
WORKING CAPITAL (CNMV criteria)	54.17%

Exercise of voting rights. Neutralisation measures and other issued securities (A.12, A.13 and A.14)

There are no restrictions on the transfer of shares and/or restrictions on voting rights. Notwithstanding the above, it should be noted that Article 16 et seq. of Law 10/2014, of 26 June, on Discipline, Supervision and Solvency of Credit Institutions states that persons wishing to acquire ownership interest in the Entity (under the terms of article 16) or voting rights or to increase, directly or indirectly, their stake in said ownership interest, such that their voting rights or share capital reach certain thresholds or they obtain control of the credit institution, must give prior notice to the Bank of Spain.

Further, there are no legal restrictions or limitations set forth in the By-laws on exercising voting rights at CaixaBank. However, as explained under section B below, CaixaBank's By-laws and General Shareholders' Meeting Regulations stipulate that all shareholders who individually, or in a group with other shareholders, are able to evidence ownership of at least one thousand (1,000) shares, and who have registered ownership of same in the relevant book-entry ledger at least five days in advance of the date the General Meeting is to be held, may attend the meeting in person.

Shareholders at the Annual General Meeting on 19 April 2012 voted to amend certain articles of the By-laws. The amendments include, among others, specification that given that the Company allows shareholders to exercise their voting rights and proxies through means of remote communication, the restriction of owning a minimum of one thousand shares to be able to attend the General Meeting would only apply to those attending in person.

Therefore, ffollowing this amendment, shareholders do not have to hold a minimum number of shares to be eligible to attend the Annual General Meeting (either in person or by proxy) and exercise their voting rights through means of remote communication.

CaixaBank has not adopted any measures to neutralise a take-over bid or to issue securities that are not traded on an EU regulated market.

B. General Shareholders' Meeting

Regulation of the General Shareholders' Meeting (B.1, B.2, B.3, B.6, B.7 and B.8)

There are no differences between the quorum and the manner of adopting corporate resolutions established by the LSC for General Shareholders' Meetings and those set by CaixaBank.

In connection with the amendments to the By-laws approved in the Annual General Meeting of 28 April 2016, and to adapt the text of the Regulations of the Annual General Meeting to the wording of the By-laws, the same General Meeting resolved as follows: first, to amend article 12 of the Regulations of the Annual General Meeting relating to the constitution of the Annual General Meeting, in order to also specify in those Regulations that the enhanced quorum required to agree on the issuance of bonds would only apply to issuances that fall within the remit of the General Meeting; and second, to include an exception to the term for attending or granting proxies for General Meetings. Therefore, it was agreed to amend articles 8 ("Right of attendance") and 10 ("Right of representation") of the Board's Regulations to expressly specify, in relation to the terms of five (5) days, that there is an exception for the specific cases where any law applicable to the Company establishes a regime that is incompatible.

Regarding amendments to the company's by-laws, CaixaBank's rules and regulations largely include the same limits and conditions as those set forth in the LSC.

The provisions of the Corporate Enterprises Act shall be applied to protect shareholders' rights when changing the By-laws.

In addition, as a credit institution, and in accordance with the terms of Article 10 of Royal Decree 84/2015, of 13 February, amendments to CaixaBank's Articles of Association are governed by the authorisation and registration procedure set forth therein. However, it is worth noting that certain changes (including the change of registered office in Spain, the increase in share capital or the textual incorporation of legal or regulatory provisions that are imperative or prohibitive, or to comply with judicial or administrative resolutions) are not subject to the authorisation procedure, although they must always be reported to the Bank of Spain to be recorded in the Registry of Credit Institutions.

As for the restriction contained in the Articles of Association concerning the minimum number of shares needed to attend a general shareholders' meeting, it is established that any shareholder who owns a minimum of one thousand (1,000) shares, whether individually or when grouped with other shareholders, may attend the general meeting.

In order to attend a General Meeting, it will be necessary for shareholders to have registered ownership of their shares in the relevant book-entry ledger at least five (5) days ahead of the date of the General Meeting. There are exceptions for specific cases where any law applicable to the Company establishes a regime that is incompatible. Shareholders entitled to attend in accordance with the above will be provided with the appropriate attendance card, which may only be replaced by a certificate of legitimacy to prove that the requirements for attendance have been met.

One (1) share is required for distance voting.

It has not been established that certain decisions other than those established by law exist that entail an acquisition, disposal or contribution to another company of essential assets or other similar corporate transactions that must be subject to the approval of the General Shareholders' Meeting. Article 4 of the Regulations of the General Shareholders' Meeting states that the General Meeting shall have the remit prescribed by applicable law and regulations at CaixaBank.

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All All of CaixaBank's corporate governance content is available on the website (www.caixabank.com) under "Shareholders and Investors" "Corporate Governance and Remuneration Policy":

https://www.caixabank.com/informacionparaaccionistaseinversores/gobiernocorporativo_es.html

Specific information on Annual General Meetings can be found in the "Annual General Meeting" subsection of the "Corporate Governance and Remuneration Policy" section of the website:

https://www.caixabank.com/informacionparaaccionistaseinversores/gobiernocorporativo/juntageneralaccionistas_es.html

Also, when a General Meeting is announced, a banner appears on the CaixaBank homepage with a direct link to all the pertinent information. Note also that there is a section at the bottom of the CaixaBank homepage titled "Direct Links", where users can access all the information on the General Meetings by clicking on the "Annual General Meeting" link.

Information on the 2019 AGM (B.4 and B.5)

Attendance figures for general shareholders' meetings held during the year of this report and during the previous two years:

	Attendance figures				
			% distance voting		
Date of General Meeting	% physically present	% present by proxy	Electronic voting	Other	Total
06/04/2017	42.54	24.43	0.03	1.25	68.25
Of which, free float	1.89	17.12	0.03	1.25	20.29
06/04/2018	41.48	23.27	0.03	0.23	65.01
Of which, free float	3.78	19.57	0.03	0.23	23.61
05/04/2019	43, 67	20.00	0.09	1.86	65.63
Of which, free float	3.02	15.96	0.09	1.86	20.93

The on floating capital is approximate, given that significant foreign shareholders hold their stakes through nominees.

All items on the agenda were approved by shareholders at the General Meeting held in 2019.

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C. Company Administrative Structure

Board of Directors

Composition (C.1.1, C.1.2, C.1.3, C.1.4, C.1.5, C.1.6, y C.1.7 and C.1.29)

MAXIMUM AND MINIMUM NUMBER OF DIRECTORS ESTABLISHED IN THE ARTICLES OF ASSOCIATION AND THE NUMBER SET BY THE GENERAL MEETING:

The General Shareholders' Meeting of 5 April 2019 carried a resolution to set the number of Board members at 16.

MAXIMUM NUMBER OF DIRECTORS

22

MINIMUM NUMBER OF DIRECTORS

12

NUMBER OF DIRECTORS SET BY THE GENERAL MEETING

16

DIRECTORS:

Name of director	Natural person representative	Director category	Position on the Board	Date first appointed to Board	Last re-election date	Method of selection to Board
Jordi Gual Solé		Proprietary	Chairman	30/06/2016	06/04/2017	AGM Resolution
Tomás Muniesa Arantegui		Proprietary	Deputy chairman	01/01/2018	06/04/2018	AGM Resolution
Gonzalo Gortázar Rotaeche		Executive	Chief executive	30/06/2014	05/04/2019	AGM Resolution
Francesc Xavier Vives Torrents		Independent	Independent Coordinating Director	06/05/2008	23/04/2015	AGM Resolution
Marcelino Armenter Vidal		Proprietary	Director	05/04/2019	05/04/2019	AGM Resolution
CajaCanarias Foundation	Natalia Aznárez Gómez	Proprietary	Director	23/02/2017	06/04/2017	AGM Resolution
María Teresa Bassons Boncompte		Proprietary	Director	06/26/2012	05/04/2019	AGM Resolution
María Verónica Fisas Vergés		Independent	Director	25/02/2016	04/28/2016	AGM Resolution
Alejandro García-Bragado Dalmau		Proprietary	Director	01/01/2017	06/04/2017	AGM Resolution
Cristina Garmendia Mendizábal		Independent	Director	05/04/2019	05/04/2019	AGM Resolution
Ignacio Garralda Ruiz de Velasco		Proprietary	Director	06/04/2017	06/04/2017	AGM Resolution
María Amparo Moraleda Martínez		Independent	Director	24/04/2014	05/04/2019	AGM Resolution
John S. Reed		Independent	Director	11/03/2011	05/04/2019	AGM Resolution
Eduardo Javier Sanchiz Irazu		Independent	Director	21/09/2017	06/04/2018	AGM Resolution
José Serna Masiá		Proprietary	Director	30/06/2016	06/04/2017	AGM Resolution
Koro Usarraga Unsain		Independent	Director	30/06/2016	06/04/2017	AGM Resolution

The General Secretary and Secretary to the Board of Directors, Óscar Calderón de Oya, is not a director.

TOTAL NUMBER OF DIRECTORS **16**

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RESIGNATIONS, DISMISSALS OR OTHER BOARD DEPARTURES DURING THE YEAR:

Name of director	Director type at time of leaving	Date of last appointment	Date director left	Specialised committees of which he/she was a member	Indicate whether the director left before the end of the term
Alain Minc	Independent	24/04/2014	05/04/2019	Audit and Control Committee. Appointments Committee	No
Juan Rosell Lastortras	Independent	24/04/2014	05/04/2019	Remuneration Committee	No
Antonio Sainz de Vicuña y Barroso	Independent	24/04/2014	05/04/2019	Risks Committee	No
Javier Ibarz Alegría	Proprietary	26/06/2012	05/04/2019	Executive Committee	No

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TABLES REGARDING THE MEMBERS OF THE BOARD AND THEIR CATEGORIES:

EXECUTIVE DIRECTORS

GONZALO GORTÁZAR
Chief Executive Officer

Education

Graduated in Law and Business Studies from Comillas Pontifical University (ICADE) and holds an MBA in Business Administration from INSEAD.

Work experience

He served as Chief Financial Officer of CaixaBank and General Manager of Criteria CaixaCorp (2009-2011) up until his appointment as Chief Executive Officer in 2014.

Prior to that, he held various investment banking positions at Morgan Stanley and discharged corporate banking and investment duties at Bank of America.

He has also been First Deputy Chairman at Repsol and sat on the boards of directors of Inbursa, Erste Bank, SegurCaixa Adeslas, Abertis, Port Aventura and Saba.

Other current positions

He is currently Chairman of VidaCaixa and a director at Banco BPI.

TOTAL NUMBER OF EXECUTIVE DIRECTORS

1

PERCENTAGE OF BOARD

6.25

PROPRIETARY DIRECTORS

JORDI GUAL
Chairman

Education

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

Work experience

He joined "la Caixa" Group in 2005. Prior to his appointment as Chairman, he served as Chief Economist and Head of Strategic Planning and Research at CaixaBank and as General Manager of Planning and Strategic Development at CriteriaCaixa. He has sat on the Board of Directors of Repsol and served as an Economics Advisor for the European Commission's Directorate-General for Economic and Financial Affairs in Brussels and as a Visiting Professor at the University of California at Berkeley, the Université Libre de Bruxelles and the Barcelona Graduate School of Economics.

Other current positions

He currently sits on the Board of Directors of Telefónica and on the Supervisory Board at Erste Bank. He is Chairman of FEDEA and Vice Chairman of Círculo de Economía and of Fundación Cotec para la Innovación, while also sitting on the Boards of Trustees of Fundación CEDE, Real Instituto Elcano and Fundación Barcelona Mobile World Capital.

TOMÁS MUNIESA
Deputy Chairman

Education

Mr Valle holds a degree in Business Studies and a Master in Business Administration from ESADE Business School.

Work experience

He joined "la Caixa" in 1976 and was appointed Assistant General Manager in 1992. In 2011, he was appointed Managing Director of CaixaBank's Insurance and Asset Management Group, where he remained until November 2018.

He was Executive Deputy Chairman and CEO of VidaCaixa from 1997 to 2018.

Prior to that, he was Chairman of MEFF, Deputy Chairman of BME, second Deputy Chairman of UNESPA, director and Chairman of the Audit Committee of the Insurance Compensation Consortium, director of Vithas Sanidad and alternate director at Inbursa.

Other current positions

He is currently Deputy Chairman of VidaCaixa and SegurCaixa Adeslas and sits on the Board of Trustees of ESADE Fundación and on the Board of Directors of Allianz Portugal.

MARCELINO ARMENTER
Proprietary director

Education

He holds a Bachelor's degree and a Master's degree in Business Administration from ESADE Business School.

Work experience

He began his career at Arthur Andersen, before joining Hidroeléctrica de Cataluña.

He has pursued his career at "la Caixa" Group since 1985, serving as Head of Audit and Internal Control (1985-1988), Head of Subsidiaries and Investees (1988-1995), CEO of Banco Herrero (1995-2001), General Manager of CaixaHolding (2001-2007), Deputy General Manager of "la Caixa" (2007-2011) and Chief Risks Officer at CaixaBank (2011-2013).

He is currently Chief Executive Officer and sits on the Executive Committee of Criteria Caixa, having previously served as General Manager. He was formerly a director of Grupo Financiero Inbursa (2017-2019).

Other current positions

He sits on the Board of Directors of Naturgy and Inmo Criteria Caixa and is Chairman and Chief Executive of Mediterranea Beach & Golf Community and Chief Executive Officer of Caixa Capital Risc. He is also a director of Saba Infrastructuras.

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PROPRIETARY DIRECTORS

FUNDACIÓN CAJACANARIAS Rrepresented by Natalia Aznárez

Proprietary director

Education

She holds a degree in Business Science and Commercial Management from the University of Malaga and a Diploma in Accounting and Finance from the University of La Laguna.

Work experience

She began her career by collaborating with the general management of REA METAL WINDOWS. In 1990, she joined the marketing department of CajaCanarias, later heading up the Individual Customers segment in 1993. She was named Deputy Director of CajaCanarias in 2008, later becoming Deputy General Manager in 2010. Following the transfer of the institution's assets and liabilities to Banca Cívica, Ms Aznárez was named General Manager of CajaCanarias. Following the entity's transformation into a banking foundation, she served as General Manager until 30 June 2016.

Other current positions

She is currently head of Fundación CajaCanarias, chairman of CajaCanarias' Employee Pension Plan Control Committee, Deputy Chairman of Fundación Cristino de Vera and secretary to Fundación para el Desarrollo y Formación Empresarial CajaCanarias.

MARÍA TERESA BASSONS

Proprietary director

Education

She holds a degree in Pharmaceuticals from the University of Barcelona, specialising in Hospital Pharmacy.

Work experience

She also holds a pharmacy licence. She has been deputy chairman of the Official Pharmaceuticals Association of Barcelona (1997-2004) and Secretary General of the Council of Pharmaceutical Associations of Catalonia (2004-2008), member of the Advisory Council on Smoking 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 trade fair in Barcelona in 1995 and 1997 and of the publications "Circular Farmacéutica" and "l'Informatiu del COFB".

She has sat on the Board of Directors of "la Caixa" (2005-2014) and Criteria CaixaHolding (2011-2012), on the Board of Trustees of "la Caixa" Foundation (2014-2016) and on the Advisory Committee of Caixa Capital Risc until 2018.

Ms Bassons has sat on Executive Committee and chaired the Committee of Health Sector Companies of the Chamber of Commerce of Barcelona through to May 2019. She now sits on the Oncolliga Scientific Committee.

Other current positions

She is a director of Bassline and of Laboratorios Ordesa y Administradora de Terbas XXI, S.L.U.

She is a member of the Oncolliga Scientific Committee.

ALEJANDRO GARCÍA-BRAGADO

Proprietary director

Education

Mr Calderón holds a degree in Law from the University of Barcelona and is a qualified state attorney.

Work experience

In 1984 he requested an extended leave of absence to become Board Secretary at Barcelona Stock Exchange, while continuing to practise law. In 1994 he left the Barcelona Stock Exchange to become an adviser to "la Caixa". He was appointed Deputy Secretary in 1995 and as Secretary to the Board of Directors in 2003. He has also served as Deputy Chairman and Deputy Secretary to the Board of Trustees of "la Caixa" Banking Foundation (2014-2016). At CaixaBank, he has been secretary (non-director) of the Board of Directors (2009-2016) and General Secretary (2011-2014).

He was also Secretary to the Board of Directors of La Maquinista Terrestre y Marítima; Intelhorce; Hilaturas Gossipyum; Abertis Infraestructuras; Inmobiliaria Colonial; Agbar. He has also sat on the Board of Directors of Gas Natural.

Other current positions

He is first Deputy chairman of CriteriaCaixa and sits on the Board of Directors of Saba Infraestructuras.

IGNACIO GARRALDA

Proprietary director

Education

He holds a degree in law from the Complutense University of Madrid. He has been a notary public on leave of absence since 1989.

Work experience

He began his career as a notary specialising in trade transactions (1976-1982), before going on to become a licensed stock broker (1982-1989). He was a founding member of AB Asesores Bursátiles, where he served as Deputy Chairman until 2001; Deputy Chairman of Morgan Stanley Dean Witter)(1999-2001), Chairman of Bancoval (1994 to 1996) and director of Sociedad Rectora de la Bolsa de Madrid (1991-2009).

He is Chairman and Chief Executive Officer of Mutua Madrileña Automovilista, having sat on the Board of Directors since 2002 and on the Executive Committee since 2004. He presently serves as its Chairman and also chairs the Investments Committee.

Other current positions

He is the First Deputy Chairman of BME and also sits on the Board of Directors of Endesa, having chaired its Audit Committee since 2016. He is also Chairman of Fundación Mutua Madrileña and sits on the Board of Trustees of Fundación Princesa de Asturias, of Museo Reina Sofía, of Pro Real Academia Española and of the Drug Addiction Help Foundation

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PROPRIETARY DIRECTORS

JOSÉ SERNA
Proprietary director

Education

He holds a degree in law from the Complutense University of Madrid. He is a state attorney (on leave of absence) and previously worked as a notary (until 2013).

Work experience

In 1971 he became a state attorney, providing services at the State Attorney's Office until taking leave of absence in 1983, while also serving as legal counsel to the Madrid Stock Exchange (1983-1987). Registered Barcelona stockbroker (1987). Chairman of the company that developed the new Barcelona Stock Exchange (1988) and Chairman of Barcelona Stock Exchange (1989-1993).

Chairman of Sociedad de Bolsas de España (1991-1992) and Deputy Chairman of MEFF. He was also Deputy Chairman of Fundación Barcelona Centro Financiero and of Sociedad de Valores y Bolsa Interdealers, S.A.

In 1994, he became a Barcelona stockbroker and member of the city's association.

Barcelona notary (2000-2013). He sat on the Board of Directors of ENDESA (2000-2007) and various group companies.

TOTAL NUMBER OF PROPRIETARY DIRECTORS

8

PERCENTAGE OF BOARD

50

INDEPENDENT DIRECTORS

XAVIER VIVES
Coordinating independent director

Education

Professor or Economics and Finance at IESE Business School. Doctorate in Economics from the University of California (Berkeley).

Work experience

Previously Professor of European Studies at INSEAD (2001-2005). Director of the Institute of Economic Analysis of the CSIC (1991-2001); and a visiting lecturer at the universities of California (Berkeley), Harvard, New York (King Juan Carlos I Chair) and Pennsylvania, as well as the Autonomous University of Barcelona and the Pompeu Fabra University.

He has also advised the World Bank, the Inter-American Development Bank, the New York Federal Reserve, the European Commission (where he was Special Advisor to the EU Vice President and European Commissioner for Competition). He is also a member of CAREC (Advisory Council for Economic Recovery and Growth) of the Government of Catalonia and has advised many international companies. Mr Vives also served as Chairman of the Spanish Economics Association and of EARIE (European Association for Research in Industrial Economics) and Deputy Chairman of the Spanish Association for Energy Economics and Duisenberg Fellow of the ECB.

Other current positions

He is also a member of Academia Europaea; Research Fellow of the Center for Economic Studies (CESifo) and the Centre for Economic Policy Research; Fellow of the European Economic Association and of the Econometric Society.

MARÍA VERÓNICA FISAS
Independent director

Education

Ms Fisas earned a degree and master's degree in business administration from EAE Business School.

Work experience

In 2009, she joined the Board of Directors of Stanpa (Spanish National Association of Perfumery and Cosmetics), becoming its Chairman in 2019, and she is also Chairman of Fundación Stanpa.

Other current positions

She has been the CEO of Natura Bissé and the Group's General Manager since 2007. She has sat on the Board of Trustees of Fundación Ricardo Fisas Natura Bissé since 2008.

CRISTINA GARMENDIA
Independent director

Education

She earned her degree in Biological Science, specialising in Genetics, and a PhD in Molecular Biology from the Severo Ochoa Molecular Biology Centre attached to the Autonomous University of Madrid. Ms Garmendia also holds an MBA from the IESE Business School of the University of Navarra.

Work experience

She served as Minister of Science and Innovation of the Government of Spain during the IX Legislature (2008-2011).

She has been Executive Deputy Chairman and Chief Financial Officer of the Amasua Group, Chairman of the Spanish Association of Biotechnology Companies (ASEBIO) and has sat on the governing council of the Spanish Confederation of Business Organisations (CEOE). She has also sat on the Boards of Directors of Science & Innovation Office Link, Naturgy, Corporación Financiera Alba, Pelayo Mutua de Seguros and was previously Chairman of Genetrix.

Other current positions

She is currently a director at Compañía de Distribución Integral Logística Holdings, Mediaset, Ysios Capital Partners and Satlantis Microsats. She is also President of the COTEC Foundation, a member of the España Constitucional Foundation, SEPI and member of the Advisory Board of the Women for Africa Foundation, as well as a member of the Social Council of the University of Seville.

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INDEPENDENT DIRECTORS

MARÍA AMPARO MORALEDA
Independent director

Education

She graduated in Industrial Engineering from the ICAI Business School and holds an MBA from the IESE Business School.

Work experience

She previously served as Chief Operating Officer at Iberdrola's International Division with responsibility for the United Kingdom and the United States (2009-2012), while also heading the company Iberdrola Engineering and Construction (2009-2011). She has also sat on the Board of Directors of Faurecia (2012-2017).

She previously pursued her career at the IBM Group, serving as Executive Chairman of IBM for Spain and Portugal (2001-2009) and later extending her remit to Greece, Israel and Turkey (2005-2009). Prior to that, she served as deputy executive to the Chairman of IBM Corporation (2000-2001), General Manager of INSA (a subsidiary of IBM Global Services) (1998-2000) and Head of Human Resources for EMEA at IBM Global Services (1995-1997).

Other current positions

She is currently an independent director at Solvay, Airbus Group and Vodafone.

She also sits on the governing council of the CSIC, the Advisory Committee of SAP Ibérica, Spencer Stuart and KPMG and is a tenured member of the Spanish Royal Academy of Economic and Financial Sciences. She is also a full member of the Academy of Social and Environmental Sciences of Andalusia, trustee of MD Anderson Cancer Center of Madrid and sits on the International Advisory Board of IE Business School.

JOHN S. REED
Independent director

Education

Mr Reed earned a degree in Philosophy, Arts and Science from Washington & Jefferson College and the Massachusetts Institute of Technology

Work experience

He was a lieutenant in the U.S. Army Corps of Engineers from 1962 to 1964, before embarking on a career spanning 35 years at Citibank/Citicorp and Citigroup, the last sixteen years of which as President, eventually retiring in 2000. He would later return to work as Chairman of the New York Stock Exchange (2003-2005) and as Chairman of the MIT Corporation (2010-2014).

Other current positions

He currently sits on the Board of the American Cash Exchange and the Boston Athenaeum and on the Board of Trustees of the NBER. He is a Fellow of the American Academy of Arts and Sciences and of the American Philosophical Society.

EDUARDO JAVIER SANCHIZ
Independent director

Education

Mr Sanchiz holds a degree in Economic and Business Sciences from the University of Deusto and a Master's Degree in Business Administration from IE Business School.

Work experience

He has worked at Almirall since 2004, serving as Chief Executive Officer from 2011 to 2017. Prior to that, he served as Executive Director of Corporate Development and Finance and CFO. Mr Sanchiz has sat on the company's Board of Directors since 2005 and on its Dermatology Committee since 2015.

Going further back, he held various positions at US pharmaceutical company Eli Lilly & Co. Further positions of note include General Manager for Belgium and Mexico and Executive Officer for the business area responsible for countries from central, northern, eastern and southern Europe.

He was a member of the American Chamber of Commerce in Mexico and of the Association of Pharmaceutical Industries in a number of countries in Europe and Latin America.

Other current positions

He currently sits on the Board of Directors and the Strategy Committee of Laboratoires Pierre Fabre.

KORO USARRAGA
Independent director

Education

Ms Usarraga holds a degree and master's in Business Administration from ESADE Business School.

She has also completed the Senior Management Program (PADE) at IESE Business School. He is a member of the Official Registry of Account Auditors.

Work experience

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

In 2001, she was appointed Corporate General Manager of Occidental Hotels & Resorts. She has also been General Manager of Renta Corporación and sat on the Board of Directors of NH Hotel Group (2015-2017).

Other current positions

She currently sits on the Board of Directors of Vocento, Vehicle Testing Equipment and 2005 KP Inversiones.

TOTAL NUMBER OF INDEPENDENT DIRECTORS

7

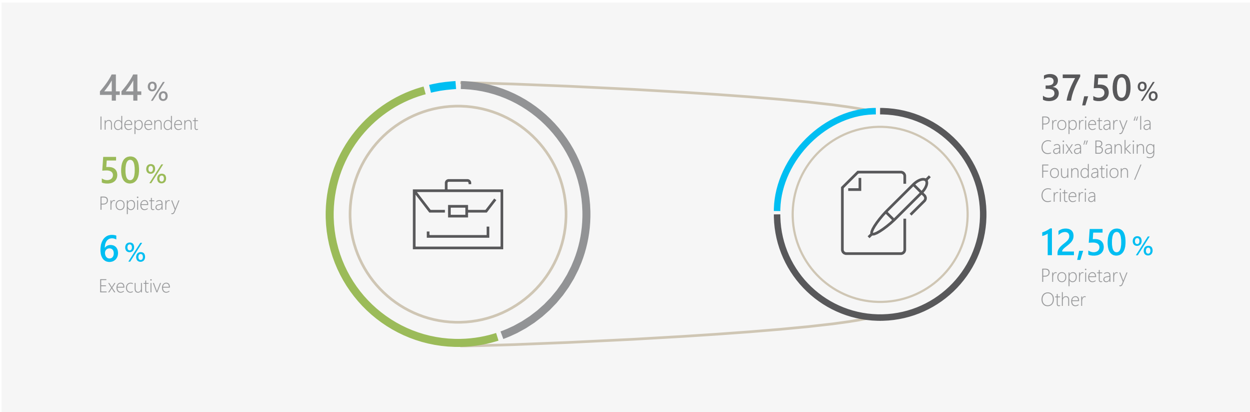
PERCENTAGE OF THE BOARD

43.75

Ms. Cristina Garmendia Mendizábal is member of the CaixaBank Private Banking Advisory Board. Since being appointed as director in 2019, she received a remuneration of eight thousand euros for her position on the Advisory Board, an amount not considered to be significant.

No other independent director receives from the company or any group company any amount or benefit other than compensation as a director. No independent director has or has had a business relationship with the company or any company in the group, whether in his or her own name or as a significant shareholder, director or senior executive of another company.

Perfil de los miembros del Consejo[1]



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Information relating to the number of female directors at the close of the past 4 years (C.1.4)

	Number of female directors				% of directors for each category			
	2019	2018	2017	2016	Year 2019	2018	2017	2016
Executive	0	0		0	0.00	0.00	0.00	0.00
Proprietary	2	2	2	1	25.00	25.00	28.57	16.67
Independent	4	3	3	3	57.14	33.33	33.33	37.50
Other external	0	0	0	0	0.00	0.00	0.00	0.00
Total	**6**	**5**	**5**	**4**	**37.50**	**27.78**	**27.78**	**25.00**

Diversity policy (C.1.5., C.1.6., C.1.7.)

CaixaBank has a selection, diversity and suitability assessment policy in place for directors, senior management members and other key function holders of CaixaBank and its Group (the "Policy"), which was approved by the Board of Directors on 20 September 2018.

The aim of this Policy, among others, is to establish suitable diversity in the composition of the Board of Directors, thus ensuring a wide range of knowledge, qualities, perspectives and experiences in the heart of the Board, while helping to foster diverse and independent opinions and a solid and mature decision-making process.

The policy also seeks to ensure a suitable degree of diversity in the composition of the Board, particularly in terms of gender and, as the case may be, training and professional experience, age and geographical origin, while respecting the principle of non-discrimination and equal treatment, all of which are fundamental considerations when conducting selection and suitability assessment processes for CaixaBank directors.

Director selection process do not contain any hidden biases that might impede the selection of female directors at the Company. Furthermore, article 15 of the Regulations of the Board of Directors establishes one of the Appointment Committee's roles as informing the Board on matters relating to gender diversity, ensuring that director selection processes favour diversity of experiences and knowledge, and facilitate the selection of female directors, whilst establishing an objective of representation of the least represented gender on the Board of Directors, and providing guidance on how to reach this objective, all the while ensuring compliance with the diversity policy applied for the Board of Directors, as detailed in the Annual Corporate Governance Report.

Adequate diversity in the composition of the Board is taken into account throughout the entire process of selection and suitability assessment at CaixaBank, considering, in particular, gender diversity.

When analysing and suggesting candidate profiles for posts on the Board of Directors, the Appointments Committee takes gender diversity into account.

In particular, the following considerations are made:

- In the director selection and re-election procedures, the suitability assessment will consider the objective of favouring diversity of gender, knowledge, training and professional experience, age and geographical origin in the composition of the Board.
- The Board of Directors and the Appointments Committee shall ensure at all times that there is an appropriate balance of knowledge and experience, while also facilitating the selection of candidates of the less represented gender, and avoiding any kind of discrimination in this respect.
- The diversity aspects just mentioned will also be taken into account when carrying out the annual assessment of the composition and skills and expertise of the Board of Directors, especially the percentage of Board members of the less represented gender. The aim is to ensure that the number of female directors is compliant with Recommendation 14 of the Good Governance Code of Listed Companies. For these purposes, the Appointments Committee must document the degree of fulfilment of this objective and of any other objectives deemed relevant, and shall indicate, in the case of a breach, the reasons, resolution measures and schedule of actions.
- The Appointments Committee, aided by the General Secretary and the Secretary of the Board and taking into account the balance of knowledge, experience, expertise and diversity required and in place on the Board of Directors, draws up and constantly updates a competency matrix, which is approved by the Board of Directors. Furthermore, adequate diversity in the composition of the Board has been taken into account throughout the entire selection and suitability assessment at CaixaBank, considering, in particular, diversity of gender, training, professional experience, age, and geographic origin.

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In relation to 2019, the Board (basing its findings on a report received from the Appointments Committee) has concluded that it currently features a satisfactory composition, with an adequate balance of knowledge and experience among its members, both in the financial sector and other relevant areas, to ensure the proper governance of the credit institution, as well as sufficient experience among members to ensure complementary points of view.

In the verification of compliance with the director selection policy, the Appointments Committee has concluded that the structure, size and composition are suitable, particularly with respect to gender diversity and diversity in training and professional experience, age and geographical origin, in accordance with the verification of compliance with the selection policy, and also taking into account the individual suitability re-assessment of each director carried out by the Appointments Committee, leading to the conclusion that the overall composition of the Board of Directors is suitable.

In particular, it should be noted that the Board is willing to continue reducing its size as and when needed in order to fulfil the diversity objectives set out in the Policy, particularly with regard to gender diversity, while also observing the conditions regarding the composition of CaixaBank's Board of Directors prescribed by the European Central Bank for the prudential deconsolidation of CriteriaCaixa from CaixaBank.

On the subject of gender diversity, note that there has been a steady increase in the number of female directors in recent years, reaching 37.50% of total Board membership in 2019. This percentage is in line with the target set by the Appointments Committee: that the number of female directors must account for at least 30% of total Board membership by 2020, in accordance with Recommendation 14 of the Good Governance Code. The Board fully intends to continue complying with Recommendation 14 throughout 2020, so as to ensure that the percentage of female directors remains above 30%.

At year-end 2019, women accounted for 37.50% of all directors, 57.14% of independent directors and 25% of proprietary directors.

Female directors account for 33.33% of the Executive Committee. Women make up 33.3% of the total membership of the Appointments Committee and 67% of the total membership of the Remuneration Committee, which is also chaired by a woman.

The Risks Committee features two female members, representing 66.66% of its total membership. Female directors account for 33.33% of the Audit and Control Committee, which also has a female director as its chairman.

Meanwhile, female directors represent 40% of the total membership of the Innovation, Technology and Digital Transformation Committee. In other words, women are represented on all the Company's committees.

It is therefore safe to say that CaixaBank's Board of Directors ranks highly among IBEX 35 companies when it comes to the presence of women, as seen from the 2018 report of the CNMV on corporate governance of entities with securities admitted to trading on regulated markets (which averaged 23.1% in 2018).

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Proprietary directors appointed at the request of shareholders with less than a 3 % equity interest (C.1.8)

FUNDACIÓN BANCARIA CAJA NAVARRA, FUNDACIÓN CAJACANARIAS Y FUNDACIÓN CAJA DE BURGOS

Reason

Validity of the Shareholders' Agreement described in section A.7, which entitles each of the signatories to appoint one director at CaixaBank.

MUTUA MADRILEÑA AUTOMOVILISTA SOCIEDAD DE SEGUROS A PRIMA FIJA

Reason

These are set out in the Appointments Committee's report to the Board, which includes, as an appendix, the Board's report on the proposed appointment of Ignacio Garralda Ruiz de Velasco as a proprietary director, which was submitted to and approved by shareholders at the 2017 Annual General Meeting.

The aforementioned report states that the arrival of Mr Garralda as board member will bring with it a number of significant benefits due to his extensive experience and expertise, while also facilitating the current strategic alliance between the CaixaBank Group and the Mutua Madrileña Group.

There have been no formal requests for membership from shareholders whose equity interest is equal to or higher than that of others at whose request proprietary directors have been appointed, and therefore no failure to meet any such request.

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Powers delegated by the Board (C.1.9)

GONZALO GORTÁZAR ROTAECHE

All powers delegable by law and under the by-laws are delegated, without prejudice to the restrictions on the delegation of powers set out in the Regulations of the Board of Directors, which apply for internal purposes only.

EXECUTIVE COMMITTEE

The Executive Committee has been delegated all of the responsibilities and powers that may be delegated by law and under the Company's by-laws. For internal purposes, the Executive Committee is subject to the limitations set forth in Article 4 of the Rules of the Board of Directors.

Positions held by directors at other CxB companies (C.1.10)

Name of director	Name of group member	Post	Does the director have executive powers?
Tomás Muniesa Arantegui	VidaCaixa, S.A., de Seguros y Reaseguros	Deputy Chairman	No
Gonzalo Gortázar Rotaeche	VidaCaixa, S.A., de Seguros y Reaseguros	Chairman	No
Gonzalo Gortázar Rotaeche	Banco BPI, S.A.	Director	No

Positions held by directors at other listed companies (C.1.11 and C.1.12)

Name of director	Name of listed company	Position
Ignacio Garralda Ruiz de Velasco	Endesa, S.A.	Director
Ignacio Garralda Ruiz De Velasco	BME Holding, S.A.	First Deputy Chairman
Jordi Gual Solé	Erste Group Bank, AG.	Member of the Supervisory Board
Jordi Gual Solé	Telefónica, S.A.	Director
María Amparo Moraleda Martínez	Solvay, S.A.	Director
María Amparo Moraleda Martínez	Airbus Group, S.E.	Director
María Amparo Moraleda Martínez	Vodafone Group PLC	Director
Marcelino Armenter Vidal	Naturgy Energy Group, S.A.	Director
Cristina Garmendia Mendizábal	Mediaset España Comunicación, S.A.	Director
Cristina Garmendia Mendizábal	Compañía de Distribución Integral Logistica Holdings, S.A.	Director
Koro Usarraga Unsain	Vocento, S.A.	Director

The information on directors and positions held at other listed companies refers to year-end.

With regard to the position held by Jordi Gual Solé at Erste Group Bank, AG, his exact title is Member of the Supervisory Board. However, due to space restrictions when filling in the form, he is listed as Director.

The company has imposed rules on the maximum number of company boards on which its own directors may sit. Article 32.4 of the Regulations of the Board of Directors states that directors must observe the restrictions on board membership laid down by current law and regulations on the organisation, supervision and solvency of credit institutions.

Operation and workings of the Board (C.1.15, C.1.20, C.1.24, C.1.25, C.1.26, C.1.27, C.1.28, C.1.29 and C.1.35)

Amendments to the Board Regulations

The Board of Directors, at a meeting held on 21 February 2019, resolved to amend article 15.4 of the Regulations of the Board of Directors so as to explicitly state that the minutes of the Appointments Committee and of the Remuneration Committee are to be delivered to all Board members, rather than simply remaining at their disposal at the Company's General Secretary's Office. This effectively makes those committees subject to the same rules as those governing the Audit and Control Committee and the Risks Committee.

In accordance with the provisions of article 529 of the Corporate Enterprises Act, the amended text of both was reported to the Comisión Nacional del Mercado de Valores (CNMV), executed in a public document and filed at the Companies Registry. After being filed at the Companies Registry on 3 July 2019, the unabridged texts were published by the CNMV and by CaixaBank, S.A. on its corporate website (www.caixabank.com).

Proxy voting

With respect to the rules on proxy voting, article 17 of the Regulations of the Board states that directors must personally attend Board meetings. However, when they are unable to do so in person, they shall endeavour to grant their proxy in writing, on a special basis for each meeting, to a fellow Board member, including the appropriate instructions therein. Non-executive directors may only grant a proxy to a fellow non-executive director, while independent directors may only grant a proxy to a fellow independent director.

Likewise, the internal regulations stipulate that the proxy shall be granted by any postal, electronic means or by fax, provided that the identity of the director is assured.

However, so that the proxyholder can vote accordingly based on the outcome of the debate by the Board, proxies are not typically granted with specific instructions and must always be given in strict accordance with legal requirements. This is consistent with the provisions of the Capital Enterprises Act governing the powers of the Chairman of the Board of Directors, who is responsible, among other matters, for encouraging debate and the active involvement of all directors at Board meetings, while safeguarding their right to form their own opinion and stance.

Decision-making

Qualified majorities other than those established by law are not required for any specific decision.

NUMBER OF BOARD MEETINGS	12
NUMBER OF BOARD MEETINGS WITHOUT THE CHAIRMAN	0

The Board of Directors held 12 meetings, as well as an off-site working event on 26 September.

NUMBER OF MEETINGS WHEN AT LEAST 80% OF DIRECTORS ATTENDED	12
% OF ATTENDANCE OVER TOTAL VOTES DURING THE YEAR	97.89 %
NUMBER OF MEETINGS IN SITU OR REPRESENTATIONS MADE WITH SPECIFIC INSTRUCTIONS OF ALL DIRECTORS	8
% OF VOTES ISSUED AT IN SITU MEETINGS OR WITH REPRESENTATIONS MADE WITH SPECIFIC INSTRUCTIONS OUT OF ALL VOTES CAST DURING THE YEAR	97.89 %

In 2019, there were just four non-attendances by CaixaBank directors. Proxies given without specific instructions count as non-attendances. Director absences occur when directors are unable to attend. Proxies, when given, do not generally include specific instructions for the proxyholder, so that the proxyholder can adhere to the outcome of the discussion by the Board.

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Therefore, the percentage of non-attendances to the total votes cast in 2019 was 2.11%, on the understanding that proxies given without specific instructions count as non-attendances.

Meetings held by the coordinating director with the other directors, where there was neither attendance nor representation of any executive director:

NUMBER OF MEETINGS	4

The Coordinating Director was not appointed at CaixaBank because it has an Executive Chairman, but rather as a further safeguard in the desconsolidación process with the former controlling shareholder. For this reason, he dedicates more time to the independent directors. In 2019 he held two meetings with the independent directors; one with the proprietary directors and one with the micro-proprietary directors. He reports to the Board of Directors on all such meetings and suggests and discusses improvements.

Meetings held by each Board committee:

NUMBER OF MEETINGS HELD BY THE EXECUTIVE COMMITTEE	19
NUMBER OF MEETINGS HELD BY THE AUDIT AND CONTROL COMMITTEE	18
NUMBER OF MEETINGS HELD BY THE APPOINTMENTS COMMITTEE	8
NUMBER OF MEETINGS HELD BY THE REMUNERATION COMMITTEE	9
NUMBER OF MEETINGS HELD BY THE RISKS COMMITTEE	15
NUMBER OF MEETINGS HELD BY THE INNOVATION, TECHNOLOGY AND DIGITAL TRANSFORMATION COMMITTEE	1

Information

There is a procedure in place whereby directors may obtain the information needed to prepare for the meetings of the governing bodies with sufficient time.

Pursuant to article 22 of the Regulations of the Board of Directors, directors have the duty to demand and the right to obtain from the company any information they may need to discharge their duties. For such purpose, the director should request information on any aspect of the Company and examine its books, records, documents and further documentation. The right to information extends to investee companies provided that this is possible.

Requests for information must be directed to the Chairman of the Board of Directors, if he holds executive status, and, otherwise, to the Chief Executive Officer, who will forward the request to the appropriate party in the Company. If the Chairman deems that the information is confidential, he will notify the Director [...] as well as of the director's duty of confidentiality.

However, documents must be approved by the Board. In particular, documents that cannot be fully analysed and discussed during the meeting due to their size are sent out to Board members ahead of the Board meeting in question.

The Board and audits (C.1.27, C.1.28, C.1.30, C.1.31, C.1.32, C.1.33 and C.1.34)

Relations with the market and the independence of external auditors

With regard to its relationship with market agents, the Company acts on the principles of transparency and non-discrimination enshrined in applicable legislation and those set out in the Regulations of the Board of Directors, which stipulate that the Board shall disclose price-sensitive information to the Spanish Securities Market Commission (CNMV) and post the relevant information on its corporate website to inform the public immediately with regard to any material information. As for the Company's relationship with analysts and investment banks, the Investor Relations department shall coordinate the Company's relationship with analysts, shareholders and institutional investors and manage their requests for information in order to ensure they are treated fairly and objectively.

In this regard, and pursuant to Recommendation 4 of the Good Governance Code of Listed Companies, at its meeting on 30 July 2015 the Board of Directors, under its general powers to determine the Company's general policies and strategies, resolved to approve the Policy on information, communication and contact with shareholders, institutional investors and proxy shareholders which is available on the Company's website.

Under this policy, and pursuant to the authority vested in the coordinating director appointed in 2017, he or she shall liaise as and when needed with investors and shareholders to hear their views and develop a balanced understanding of their concerns, especially those to do with the Company's corporate governance.

Meanwhile, the powers delegated to the Board of Directors legally and through the internal regulations specifically include the duty of supervising the dissemination of information and communications relating to the Company. Therefore, the Board of Directors is responsible for managing and supervising at the highest level the information distributed to shareholders, institutional investors and the markets in general. Consequently, the Board of Directors, through the corresponding bodies and departments, works to ensure, protect and facilitate the exercising of rights by shareholders, institutional investors and the markets in general in the defence of the corporate interest and in compliance with the following principles:

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Transparency, equality and non-discrimination, continuous information, affinity with the corporate interest, remaining at the cutting edge in the use of new technologies and compliance with the law and CaixaBank's internal regulations.

These principles apply to all information disclosed and the Company's communications with shareholders, institutional investors and relations with markets and other stakeholders, such as financial intermediaries, management companies and custodians of the Company's shares, financial analysts, regulatory and supervisory bodies, proxy advisers, information agencies and credit rating agencies.

The Company pays particular heed to the rules governing the processing of inside information and relevant information contained in applicable legislation and the Company's regulations on shareholder relations and communications with securities markets, as contained in CaixaBank's Code of Business Conduct and Ethics, the Internal Code of Conduct on Matters Relating to the Stock Market of CaixaBank, S.A. and the Regulations of the Board of Directors (also available on the Company's website).

The Audit and Control Committee submits recommendations to the Board of Directors (which are then laid before shareholders at the General Meeting) regarding the selection, appointment, re-election and replacement of the external auditor. It is also responsible for maintaining appropriate relations with the external auditor in order to receive information on any matters that might compromise its independence and any other matters related to the process of auditing the accounts. In all events, on an annual basis, the Audit and Control Committee must receive from the external auditors a declaration of their independence with regard to the Company or entities directly or indirectly related to it, in addition to information on any non-audit services rendered to those entities by the aforementioned auditors or persons or entities related to them, as stipulated by auditing legislation. In addition, the Audit and Control Committee will issue annually, prior to the issuance of the audit report, a report containing an opinion on the independence of the auditor. This report must evaluate, without fail, any such non-audit services that may have been rendered, both individually and collectively, above and beyond statutory audit services and related to the regime of independence or the applicable audit regulations.

As an additional mechanism of ensuring the auditor's independence, article 45.4 of the Bylaws states that the General Meeting may not revoke the auditors until the period for which they were appointed terminated, unless it finds just cause. The Company has policies governing the relationship with the external auditor to guarantee compliance with applicable legislation and the independence of auditing work.

With respect to the concrete measures established to ensure the independence of external auditors, in 2018 CaixaBank's Board of Directors approved a policy governing relations with the external auditor. This policy aims to ensure that the process of appointing the account auditor of CaixaBank, S.A. and its Consolidated Group is compliant with the new regulatory framework, thus ensuring that it is an impartial and transparent process and that both the appointment and the relationship framework with the auditor are implemented in accordance with prevailing law and regulations.

Among other things, this Policy covers the principles that govern the selection, contracting, appointment, re-election and termination of the CaixaBank Account Auditor, as well as the relationship framework between both parties.

The audit firm performs the following non-audit work for the company and/or its group:

	COMPANY	GROUP COMPANIES	TOTAL
AMOUNT INVOICED FOR NON-AUDIT SERVICES (THOUSAND EUROS)	532	625	1,157
AMOUNT INVOICED FOR NON-AUDIT SERVICES/ AMOUNT FOR AUDIT WORK (IN %)	32 %	29 %	30 %

Number of consecutive years the current audit firm has been auditing the financial statements of the company and/or group.

NUMBER OF CONSECUTIVE YEARS	2 INDIVIDUAL 2 CONSOLIDATED
NUMBER OF YEARS AUDITED BY THE CURRENT AUDIT FIRM/ NUMBER OF FISCAL YEARS THE COMPANY HAS BEEN AUDITED (IN %)	10 % INDIVIDUAL 10 % CONSOLIDATED

The Audit and Control Committee is responsible for ensuring that the financial information is correctly drawn up. Its duties include the following, which are there to avoid a qualified audit report, among other objectives:

With regard to overseeing financial reporting:

i. reporting to the Annual General Meeting about matters raised by shareholders that fall within the committee's remit and, in particular, on the result of the audit, explaining how this has contributed to the integrity of the financial information and the committee's role in this process.

ii. overseeing the process of compiling and presenting mandatory financial information regarding the Company and, where relevant, the Group, reviewing the Company's accounts, compliance with related regulatory requirements, the adequate definition of the consolidation perimeter, and the correct application of generally accepted accounting criteria.

And, in particular, knowing, understanding and overseeing the effectiveness of the system of internal control over financial reporting (ICFR), drawing conclusions with regard to the system's level of trust and reliability, and reporting on any proposals to amend accounting principles and criteria raised by the management, in order to guarantee the integrity of accounting and financial reporting systems, including financial and operational control, and compliance with applicable legislation in this regard. The committee may submit recommendations or proposals to the Board of Directors that are designed to safeguard the integrity of the mandatory financial information;

iii. ensuring that the Board of Directors submits the annual financial statements to the General Shareholders' Meeting, without qualified opinions or reservations in the audit report and that, in the event that reservations do exist, ensuring that the committee's Chairman and the auditors clearly explain the content and scope of those qualified opinions or reservations to shareholders.

iv. reporting to the Board of Directors, in advance, on the financial information and related non-financial information that the Company must periodically release to the markets and its supervisory bodies;

The Company did not change its external auditor in 2019. The auditor's report on the financial statements for the preceding year does not contain a qualified opinion or any reservation. The individual and consolidated financial statements submitted to the Board for preparation were not previously certified. The above notwithstanding, note that as part of the internal control over financial reporting (ICFR) process, the financial statements for the year ended 31 December 2019 (which form part of the annual financial statements) are to be certified by the Company's Head of Financial Accounting, Control and Capital.

Takeover bids (C.1.38)

The Company has not entered into any material agreements that come into force, are modified or are terminated in the event of a change in control of the company following a public takeover bid, and their effects.

Selection (C.1.16, C.1.21, C.1.22, and C.1.23)

In accordance with article 529 decies of Royal Legislative Decree 1/2010, of 2 July, enacting the amended text of the Corporate Enterprises Act, and articles 5, 6 and 18 to 21 of the Regulations of the Board of Directors, director appointment proposals that the Board of Directors lays before the General Meeting, and the appointment resolutions carried by the Board itself by virtue of the co-option powers legally attributed to it, must be preceded by a corresponding recommendation from the Appointments Committee in the case of independent directors, and by a report in the case of all other directors. Director appointment or reappointment proposals must be accompanied by a supporting report from the Board of Directors, assessing the competence, experience and merits of the proposed nominee.

In addition, when exercising its powers to propose appointments to the General Shareholders' Meeting and co-opt directors to cover vacancies, the Board shall endeavour to ensure that external directors or non-exe-

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cutive directors represent a majority over executive directors and that the latter should be the minimum strictly necessary.

The Board shall also seek to ensure that the majority group of non-executive directors includes holders of stable significant shareholdings in the company or their representatives, or those shareholders that have been proposed as directors even though their holding is not significant (proprietary directors), and persons of recognised experience who can perform their functions without being influenced by the company or its group, its executive team or significant shareholders (independent directors).

The definitions established in applicable regulations and detailed in article 19 of the Regulations of the Board of Directors are used to classify directors accordingly.

The Board will also strive to ensure that among its external directors, the proportion of proprietary and independent directors on the Board reflects the existing proportion of the Company's share capital represented by proprietary directors and the rest of the capital and that independent directors account for at least one third of all directors.

No shareholder may be represented on the Board of Directors by a number of proprietary directors exceeding 40% of total Board members, without prejudice to the right of all shareholders to be represented at the Company in proportion to their stake, in accordance with applicable law.

Directors shall remain in their posts for the term of office stipulated in the By-laws (which is four years) —for as long as the General Meeting does not resolve to remove them and they do not stand down from office— and may be re-elected one or more times for periods of equal length. However, independent directors may not continue to serve as such for a continuous period exceeding 12 years.

Directors designated by co-option shall hold their post until the date of the next General Meeting or until the legal deadline for holding the General Meeting that is to decide whether to approve the financial statements for the previous financial year has passed. If the vacancy arises after the General Meeting is called but before it is held, the appointment of the director by co-option to cover the vacancy will take effect until the next General Meeting is held.

On 20 September 2018, the Board of Directors approved the policy on the selection, diversity and suitability assessment of directors, senior management members and key function holders at CaixaBank and its group (hereinafter, the "Policy"). The Policy is part of the Company's corporate governance system, governing key commitments and aspects of the Company and its Group in relation to the selection and appointment of directors.

In the director selection process, with respect to individual requirements, candidates to become directors, and current directors, must meet the suitability requirements needed to exercise their role, in accordance with the provisions of applicable regulations. In particular, they must have recognised business and professional repute, suitable knowledge and experience for performing their duties, and be able to exercise good governance at the Company.

Applicable law and regulations will also be taken into account when shaping the overall composition of the Board of Directors. In particular, the overall composition of the Board of Directors must incorporate sufficient knowledge, abilities and experience regarding the governance of credit institutions, to sufficiently understand the Company's activities, including the primary risks, and to ensure the effective capacity of the Board of Directors to take independent and autonomous decisions in the Company's interests.

The Appointments Committee, aided by the General Secretary and the Secretary of the Board and taking into account the balance of knowledge, experience, expertise and diversity required and in place on the Board of Directors, draws up and constantly updates a competency matrix, which is approved by the Board of Directors.

Where applicable, the results of applying the matrix may be used to identify future training needs or areas to strengthen in future appointments.

The selection procedure for members of the Board established in the Policy will be complemented, in any applicable areas, with the provisions of the Protocol on suitability assessment and appointments procedures for directors, senior management members and other key function holders at CaixaBank (the "Suitability Protocol"), or equivalent internal standard in place at any time.

The Protocol establishes the Company's units and internal procedures involved in the selection and ongoing assessment of members of the Board of Directors, general managers and other senior executives, the heads of the internal control function and other key posts in CaixaBank, as defined under applicable legislation. Under the "Protocol", the Board of Directors, in plenary session, assesses the suitability of proposed candidates, based on a report from the Appointments Committee. Also, with regard to the procedure to assess the suitability of candidates prior to their appointment as Director, the Suitability Protocol also establishes procedures to continually evaluate Directors and to assess any unforeseeable circumstances which may affect their suitability for the post.

There are no specific requirements, other than those relating to directors, to be appointed as Chairman of the Board of Directors. Neither the By-laws nor the Regulations of the Board of Directors establish any age limit for serving as director, or any limited mandate or stricter requirements for independent directors beyond those required by law.

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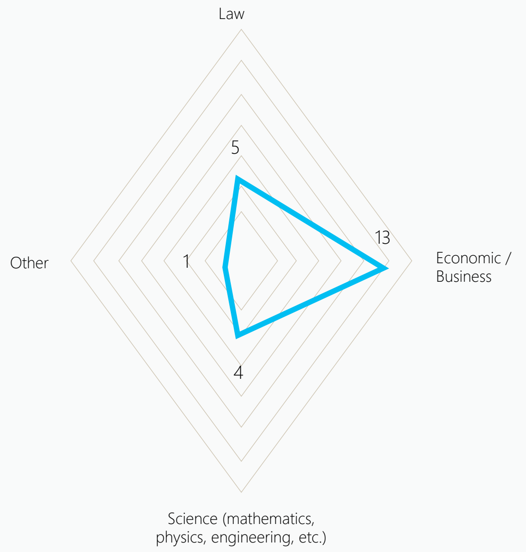
Directors shall step down when the period for which they were appointed has elapsed, when so decided by the General Meeting in exercise of its legal authority and powers under the By-laws, and when they resign.

Directors must also offer to tender their resignation to the Board of Directors in the situations described in due course (C.1.19), and shall then effectively tender their resignation if the Board sees fit.

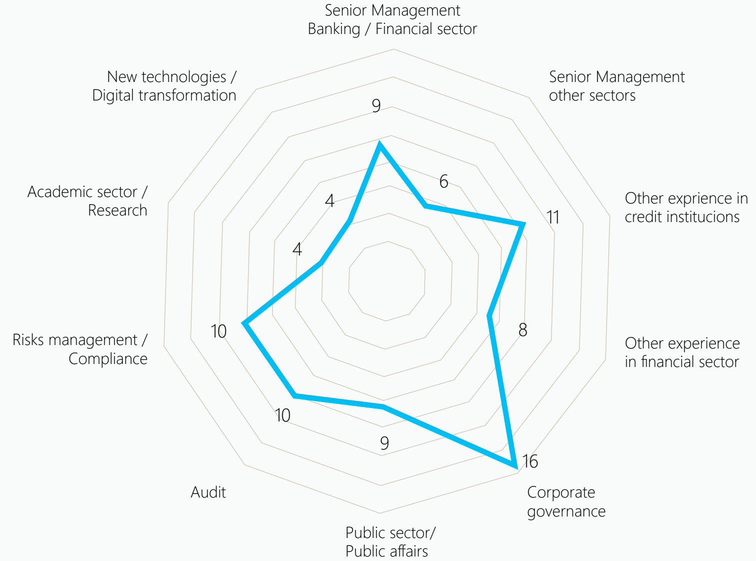
When a director leaves office prior to the end of their term, they must explain the reasons in a letter to be delivered to all Board members.

Matrix showing the knowledge, experience and diversity of the CaixaBank Board of Directors (December 2019)

FORMATION



EXPERIENCE



The matrix reveals that CaixaBank's Board of Directors has a satisfactory composition, with an adequate balance of knowledge and experience among its members, both in the financial sector and other relevant areas, to ensure the proper governance of the credit institution, as well as sufficient experience among members to ensure complementary points of view.

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Obligation to **resign** (C.1.19 and C.1.36)

Article 21.2 of the Regulations of the Board of Directors stipulates that directors must offer to tender their resignation to the Board of Directors and then tender their resignation if the Board so decides, in the following cases:

a. when they depart the executive positions, posts or functions with which their appointment as director was associated;

b. when they are subject to any of the cases of incompatibility or prohibition provided by law or no longer meet the suitability requirements according to applicable law and regulations;

c. when they are indicted for an allegedly criminal act or are subject to disciplinary proceedings for serious or very serious misdemeanours instructed by the supervisory authorities;

d. when their continued presence on the Board would threaten the Company's interests, or when the reasons for which they were appointed cease to exist. In particular, and in the case of proprietary directors, when the shareholder they represent transfers all of its stake. They must also tender their resignation when the shareholder in question lowers its shareholding to a level that requires a reduction in the number of proprietary directors;

e. following a significant change in their professional circumstances or in the conditions that warranted their appointment as director; and

f. when, due to events attributable to the director, his or her continued presence on the Board would cause serious damage to the Company's assets or reputation in the eyes of the Board.

Article 21.3 of the Regulations of the Board of Directors states that if an individual representing a legal entity director is caught by any of the circumstances listed above, that representative must offer to tender their resignation to the legal entity that appointed them. If the latter decides that its representative should remain in office as director, the legal person director must offer to tender its resignation to the Board of Directors.

All the foregoing without prejudice to the terms of Royal Decree 84/2015 of 13 February, implementing Act 10/2014, of 26 June on the organisation, supervision and solvency of credit institutions, on the requirements of standing and repute that directors must meet and the consequences of the subsequent failure to meet those requirements, as well as any other applicable regulations or guidelines given the company's activities.

Defendants in legal proceedings (C.1.37)

No director has notified the company that he/she has been tried or notified that legal proceedings have been filed against him or her for any of the offences described in article 213 of the LSC.

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Evaluation (C.1.17 and C.1.18)

Based on the findings of the 2018 evaluation report of the Board of Directors, in 2019 the Appointments Committee monitored all the organisational improvement measures explained below.

Aside from what we have discussed previously as the main corporate governance milestones in 2019 —such as the reduced size of the Board of Directors and the creation of the Innovation, Technology and Digital Transformation Committee, plus the fact that following the 2019 AGM female directors account for 37.50% of total Board membership— CaixaBank has made further progress in developing and implementing organisational practices and approaches to work that have made the Bank more efficient and enhanced the quality of its internal functioning and operation.

It should be noted that the Bank has made further progress with various technical tools and organisational aspects, such as streamlining agendas and structuring meetings, while also extending time frames in relation to work planning and organisation.

As regards committees, the Regulations of the Board of Directors were amended in 2019 to extend the obligation to send out minutes of the meetings of the Appointments Committee and the Remuneration Committee to all board members, as the Entity had already been doing in the case of the Audit and Control Committee, the Risks Committee and the Executive Committee.

Description of the evaluation process and the areas evaluated

As stipulated in article 529.9 of the Corporate Enterprises Act and article 16 of the Regulations of the Board of Directors, the Board evaluates its performance annually. It is also compliant with Recommendation 36 of the current Good Governance Code of February 2015, which recommends that a regular self-assessment be carried out on the performance of the Board of Directors and its committees.

The Board of Directors conducted a self-assessment of its own functioning and operation in 2019, based on the self-assessment questionnaires approved by the Appointments Committee in 2018, with certain ad-hoc changes made. Since the 2019 assessment was based on the same self-assessment questionnaire used in 2018, with only minimal changes, we were able to include comparative results for the previous year.

The methodology used was largely one of analysing the responses to the questionnaires. The following aspects are addressed:

Operation of the Board of Directors (preparation, dynamic and culture; evaluation of the working tools made available to directors and of the self-assessment process for the Board of Directors); composition and functioning of the committees, performance of the Chairman, Chief Executive Officer, Independent Coordinator Director and the Secretary to the Board of Directors, as well as an individual peer assessment of each director.

Members of each committee are also sent a self-assessment form on the functioning and operation of their respective committee.

The results and conclusions reached, including recommendations, are contained in the document analysing the performance assessment of CaixaBank's Board of Directors and its committees for 2018, which was approved by the Board of Directors.

Broadly speaking, and in light of the responses received from directors as a result of the self-assessments and activity reports drawn up by each committee, the Board of Directors holds a positive view of the quality and efficiency of its own operation and that of its committees in 2019.

Total remuneration received by the Board of Directors (C.1.13. y C.1.39)

» **6,831**

REMUNERATION ACCRUED IN THE YEAR BY THE BOARD OF DIRECTORS (THOUSAND EUROS)[1]

» **5,546**

AMOUNT OF VESTED PENSION INTERESTS FOR CURRENT MEMBERS (THOUSAND EUROS)

» **0**

AMOUNT OF VESTED PENSION INTERESTS FOR FORMER MEMBERS (THOUSAND EUROS)[2]

[1] The Remuneration Policy provides a breakdolwn of remuneration payable to directors "in their capacity as such" and to the Executive Director.

[2] No information is provided on consolidated pension rights for former directors, since the Company has no type of commitment (contribution or benefit) with former executive directors under the pensions system.

Director remuneration in 2019, as reported in this section, takes the following aspects into account:

At year-end 2019, the Board of Directors comprised a total of 16 members, with Gonzalo Gortázar acting as Chief Executive Officer and being the only Board member to discharge executive functions.

On 5 April 2019, the General Shareholders' Meeting agreed to reduce the number of directors by two, thus bringing the total number to sixteen. It also approved the appointment of Marcelino Armenter (proprietary director) and Cristina Garmendia (independent director) as new members of the Board of Directors. Meanwhile, the following directors departed the Board due their posts having expired: Alain Minc, Juan Rosell, Antonio Sáinz de Vicuña and Javier Ibarz.

Following the General Meeting, the Board of Directors resolved to restructure the various committees attached to the Board of Directors, doing so on the recommendation of the Appointments Committee and the Audit and Control Committee (referring to the composition of the Appointments Committee). The Board appointed Verónica Fisas (independent director) as a new member of the Remuneration Committee, and Xavier Vives (independent coordinating director) as a new member of the Appointments Committee. The Board of Directors also agreed to re-appoint the directors re-elected by shareholders at the General Meeting as members of the Board committees on which they had previously been sitting. Last but not least, the Audit and Control Committee agreed to appoint Koro Usarraga as its Chairman, while the Risks Committee appointed Eduardo Javier Sanchiz as its Chairman.

On 23 May 2019, the Board of Directors decided to set up a new Innovation, Technology and Digital Transformation Committee. It also agreed that Amparo Moraleda, Cristina Garmendia and Marcelino Armenter would sit on that committee, in addition to the Chairman and Chief Executive Officer.

The total remuneration of the Board of Directors does not include remuneration for seats held on other boards on the Company's behalf outside the consolidated group, which amounted to 246,000 euros, nor the amount of contributions made to savings schemes with non-vested economic rights during the year, which came to 509,000 euros.

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Agreements made between the company and its directors, executives or employees containing indemnity or golden parachute clauses in the event of resignation or dismissal or termination of employment without cause following a takeover bid or any other type of transaction

NUMBER OF BENEFICIARIES	TYPE OF BENEFICIARY	DESCRIPTION OF AGREEMENT
32	Chief Executive Officer and three members of the Management Committee, five executive officers and 23 middle managers.	Chief Executive Officer: One year of the fixed components of his remuneration. Management Committee members: indemnity clause equivalent to one annual payment of the fixed components of their remuneration, or the amount payable by law, whichever is higher. There are currently three committee members for whom the indemnity to which they are legally entitled remain less than one year of their salary. Further, the Chief Executive Officer and the members of the Management Committee are entitled to one annual payment of their fixed remuneration, payable in monthly instalments, as consideration for their non-compete undertaking. This payment would be discontinued were this covenant to be breached. Executive officers and middle managers: 28 executives and middle managers: between 0.1 and 1.5 annual payments of their fixed remuneration above that provided for at law. Executives and middle managers of Group companies are included in the calculation.

These contracts must always be communicated to and/or approved by the Board of Directors (not only in the situations and circumstances required by law). These clauses are also communicated to shareholders at the General Meeting.

The Board of Directors is responsible for approving the Remuneration Policy of the Board of Directors, the Identified Staff and the General Staff of the CaixaBank Group, subject to a preliminary report from the Remuneration Committee and in accordance with the system set out in the By-laws. The Board also approves the remuneration of directors within the limit set by the General Meeting and, in the case of executive directors, the additional remuneration payable for their executive duties and the other terms of their contracts. The Board approves the appointment and removal of senior managers, as well as the terms of their contract, including clauses on termination benefits.

It should be noted that the Board Remuneration Policy includes detailed information on the remuneration of directors, particularly the CEO, and is approved by the General Meeting. For the other managers (five beneficiaries) who do not qualify as senior management, and middle managers (23 beneficiaries), the impact of their dismissal generating the right to receive compensation would be immaterial since in these cases the clauses are absorbed by the legal compensation payable in such cases.

The Management Committee (C.1.14)

MEMBERS (EXCLUDING CEO)

JUAN ANTONIO ALCARAZ
Chief Business Officer

Education

Mr Alcaraz holds a degree in Business Sciences from Cunef (Complutense University of Madrid) and a Master of Business Administration from the IESE Business School.

Work experience

He joined "la Caixa" in December 2007 and is now in charge of the following business units as Chief Business Officer: Retail Banking, Global Customer Experience and Specialized Consumer Segments (Imaginbank, Family, Senior, Agrobank, and Holabank).

He also heads: CaixaBank Digital Business and CaixaBank Business Intelligence.

He has served as General Manager of Banco Sabadell (2003-2007) and prior to that as Deputy General Manager of Santander and Central Hispano (1990-2003).

Other current positions

He is also the Chairman of CaixaBank Payments & Consumer and sits on the Board of Directors of SegurCaixa Adeslas. He is also Chairman of Asociación Española de Directivos, member of the Advisory Board of Foment del Treball, trustee of Fundación Tervalis, member of the Advisory Board of the International University of Catalonia and a member of RICS.

XAVIER COLL
Chief Human Resources and Organisation Officer

Education

He holds a degree in Medicine from the University of Barcelona, a Master of Business Administration from the University of Chicago and a Master of Public Health from Johns Hopkins University. He was a recipient of the "la Caixa" Fulbright Scholarship.

Work experience

He joined the "la Caixa" in 2008 as Chief Human Resources Officer and currently sits on its Management Committee. He has over 30 years of experience in the international health sector, in multilateral development banking and in the financial industry.

Prior to joining "la Caixa" group, he was Director of the President's Office and Vice President of Human Resources at the World Bank and Director of Human Resources at the European Investment Bank.

JORDI MONDÉJAR
Chief Risks Officer

Education

Mr Mondéjar holds a degree in Economic and Business Sciences from the University of Barcelona. He is a member of the Official Registry of Account Auditors.

Work experience

He worked at Arthur Andersen from 1991 through to 2000, where he specialised in financial audits at financial institutions and other regulated entities.

He joined "la Caixa" Group in 2000, serving as Head of Financial Accounting, Control and Capital prior to his appointment as Chief Risks Officer in 2016.

Other current positions

He sits on the Board of Directors of Sareb and is non-executive Chairman of Buildingcenter, S.A

IÑAKI BADIOLA
Head of Corporate Institutional Banking and International Banking

Education

Mr Badiola holds a degree in Economic and Business Science from the Complutense University of Madrid and a Master in Business Administration from IE Business School.

Work experience

His track record in the financial industry spans more than 20 years and includes financial positions at various companies operating in the following sectors: technology (EDS), distribution (ALCAMPO), public administration (GISA), transportation (IFERCAT) and real estate (Harmonia).

He has previously served as Executive Manager of CIB and Corporate Manager of Structured Finance and Institutional Banking.

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MATTHIAS BULACH

Head of Financial Accounting, Control and Capital

Education

Mr Bulach holds a degree in Economic Sciences from the University of St. Gallen and a Master in Business Administration from the IESE Business School.

Work experience

He joined "la Caixa" in 2006 as head of the Economic Analysis Office, carrying out strategic planning, analysing the banking and regulatory system and providing support to the Chairman's Office on the task of restructuring the financial sector. Prior to his appointment as Executive Director in 2016, he served as Corporate Manager of Planning and Capital. Before joining the Group, he was a Senior Associate at McKinsey & Company, where he specialised in the financial sector and in developing and deploying international projects.

Other current positions

He currently sits on the Supervisory Board of Erste Group Bank AG and on the Boards of Directors of CaixaBank Asset Management, CaixaBank Payments & Consumer and BuildingCenter S.A.

JORGE FONTANALS

Executive Director of Resources

Education

Mr Fontanals holds a degree in Business Administration and completed an Advanced Management Program at the ESADE Business School.

Work experience

Prior to his appointment as Head of Resources in 2014, he served as Corporate Manager of IT at CaixaBank and before that he held various managerial positions relating to resources at both CaixaBank and other Group companies.

Other current positions

He currently sits on the Boards of Directors of CaixaBank Facilities Management, SILK Aplicaciones and SILC Inmobles.

MARÍA LUISA MARTÍNEZ

Executive Director of Communication, Institutional Relations, Brand and CSR

Education

Ms Martínez holds a degree in Modern History from the University of Barcelona and in Information Sciences from Autonomous University of Barcelona. She has also completed the Senior Management Program (PADE) at IESE Business School.

Work experience

She joined "la Caixa" in 2001 to head up media relations. In 2008 she was appointed Head of Communication with responsibility for corporate communication and institutional management with the media. In 2014, she was appointed Corporate Head of Communication, Institutional Relations, Brand and CSR and she has served as Executive Manager of those same disciplines since 2016.

Other current positions

She is also president of Autocontrol (the self-regulatory organisation of the advertising industry in Spain); of Dircom Cataluña (professional association of communications executives and professionals); and sits on the Communication Committee of the Spanish Chamber of Commerce.

JAVIER PANO

Chief Financial Officer

Education

Mr Pano holds a degree in Business Sciences and a Master of Business Administration from the ESADE Business School.

Work experience

He has been CaixaBank's CFO since July 2014 and is also Chairman of the ALCO and head of liquidity management and wholesale funding, having previously held positions of responsibility in the realm of capital markets.

Before joining "la Caixa" in 1993, he held various key positions at different companies.

Other current positions

He sits on the Board of Directors of both BPI and Cecabank.

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MARISA RETAMOSA

Head of Internal Audit

Education

Ms Retamosa holds a Degree in Computer Science from the Polytechnic University of Catalonia. She is CISA (Certified Information System Auditor) and CISM (Certified Information Security Manager) certified by ISACA.

Work experience

She has been Corporate Manager of Security and Resources Governance, and previously served as Head of Security and Service Control in IT Services. She has also served as Head of the Resource Audit Division.

She joined "la Caixa " in 2000. Prior to that, she worked at Arthur Andersen (1995-2000), where she performed system and process audit and risk consulting activities.

JAVIER VALLE

Executive Director of Insurance

Education

Mr Valle holds a degree in Business Studies and a Master in Business Administration from ESADE Business School. Community of European Management Schools (CEMS) at HEC Paris.

Work experience

Over the ten last years he has been General Manager at Bansabadell Vida, Bansabadell Seguros Generales and Bansabadell Pensiones, as well as CEO of Zurich Life. He was CFO of the Group Zúrich in Spain and Director of Investments for Spain and Latin America.

Other current positions

He is managing director of VidaCaixa, deputy chairman and member of the Executive Committee and Governing Board of Unespa and director of the Consortium of Insurance Compensation and of ICEA.

ÓSCAR CALDERÓN

General Secretary and Secretary to the Board of Directors

Education

Mr Calderón holds a degree in Law from the University of Barcelona and is a qualified state attorney.

Work experience

He has also served as state attorney before the High Court of Justice (Tribunal Superior de Justicia) of Catalonia, where he represented and defended the Spanish State in civil, criminal and employment cases and in adversary proceedings involving public bodies. He was a member of the Provincial Compulsory Purchase Tribunal (1999-2002). State Lawyer, Secretary of the Catalan Regional Administrative Court for Tax and Economic Appeals (2002-2003).

He joined "la Caixa" Group in 2004, serving as legal counsel attached to the General Secretary's Office of "la Caixa"; Deputy Secretary to the Board of Directors of Inmobiliaria Colonial (2005-2006); Secretary to the Board of Directors of Banco de Valencia (2013); and Deputy Secretary to the Board of Directors of "la Caixa" until June 2014. He was served as trustee and Deputy Secretary of "la Caixa" Foundation through to its dissolution in 2014, and as Secretary to the Board of Trustees of "la Caixa" Banking Foundation until 2017.

Other current positions

He is currently trustee and Secretary to the Board of Trustees of Fundación del Museo de Arte Contemporáneo de Barcelona (MACBA). He is also Secretary of Fundación de la Economía Aplicada (FEDEA).

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Total remuneration accrued by senior management staff who are not also executive directors:

JORGE MONDÉJAR LÓPEZ
Chief Risks Officer

JAVIER PANO RIERA
Chief Financial Officer

FRANCESC XAVIER COLL ESCURSELL
Chief Human Resources And Organisation Officer

JORGE FONTANALS CURIEL
Head Of Resources

MARÍA LUISA MARTÍNEZ GISTAU
Executive Director For Communication, Institutional Relations, Brand And CSR

ÓSCAR CALDERÓN DE OYA
General And Board Secretary

JUAN ANTONIO ALCARAZ GARCÍA
Chief Business Officer

MATTHIAS BULLACH
Head Of Financial Accounting, Control And Capital

IÑAKI BADIOLA GÓMEZ
Executive Director Of CIB And International Banking

MARISA RETAMOSA FERNÁNDEZ
Head Of Internal Audit

JAVIER VALLE T-FIGUERAS
Executive Director Of Insurance

This amount includes total fixed, in-kind and short-term variable remuneration, insurance premiums and discretionary pension benefits and other long-term benefits assigned to members of the Senior Management. He has also been awarded a provisional incentive of 245,975 shares under the Provisional Incentive relating to the first cycle of the Conditional Annual Incentives Plan pegged to the 2019-2021 Strategic Plan, which was approved by shareholders at the Annual General Meeting held on 5 April 2019.

The remuneration received in 2019 by CaixaBank's Senior Management for representing the Company on the boards of listed and other companies, both within and outside the consolidated group, amounted to 1,305 thousand euros, as shown in the statements of profit or loss of the respective companies.

TOTAL SENIOR MANAGEMENT REMUNERATION (THOUSAND EUROS) **10,234**

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SHARES HELD BY MANAGEMENT COMMITTEE MEMBERS IN CAIXABANK:

Altos Directivos no miembros del Consejo de Administración	% derechos de voto atribuidos a las acciones		% derechos de voto a través de instrumentos financieros		% total de derechos de voto	% derechos de todo que pueden ser transmitidos a través de instrumentos financieros	
	Directo	Indirecto	Directo	Indirecto		Directo	Indirecto
Juan Antonio Alcaraz García	0,003 %	0,000 %	0,005 %	0,000 %	0,008 %	0,000 %	0,000 %
Iñaki Badiola Gómez	0,001 %	0,000 %	0,002 %	0,000 %	0,003 %	0,000 %	0,000 %
Matthias Bulach	0,000 %	0,000 %	0,001 %	0,000 %	0,001 %	0,000 %	0,000 %
Óscar Calderón de Oya	0,001 %	0,000 %	0,001 %	0,000 %	0,002 %	0,000 %	0,000 %
Francesc Xavier Coll Escursell	0,001 %	0,000 %	0,002 %	0,000 %	0,003 %	0,000 %	0,000 %
Jorge Fontanals Curiel	0,000 %	0,000 %	0,002 %	0,000 %	0,002 %	0,000 %	0,000 %
Mª Luisa Martínez Gistau	0,000 %	0,000 %	0,001 %	0,000 %	0,001 %	0,000 %	0,000 %
Jordi Modéjar López	0,001 %	0,000 %	0,002 %	0,000 %	0,003 %	0,000 %	0,000 %
Javier Pano Riera(1)	0,002 %	0,000 %	0,002 %	0,000 %	0,004 %	0,000 %	0,000 %
Marisa Retamosa Fernández	0,000 %	0,000 %	0,001 %	0,000 %	0,001 %	0,000 %	0,000 %
Javier Valle T-Figueras	0,000 %	0,000 %	0,000 %	0,000 %	0,000 %	0,000 %	0,000 %
% total de derechos de voto en poder de Altos Directivos no miembros del Consejo de Administraación	0,009 %	0,000 %	0,019 %	0,000 %	0,028 %	0,000 %	0,000 %

Board Committees (C.2)

EXECUTIVE COMMITTEE

Name	Post	Category
Jordi Gual Solé	Chairman	Proprietary
Tomás Muniesa Arantegui	Member	Proprietary
Gonzalo Gortázar Rotaeche	Member	Executive
María Verónica Fisas Vergés	Member	Independent
María Amparo Moraleda Martínez	Member	Independent
Francesc Xavier Vives Torrents	Member	Independent

% OF EXECUTIVE DIRECTORS
16.67

% OF PROPRIETARY DIRECTORS
33.33

% OF INDEPENDENT DIRECTORS
50

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Brief description

Article 39 of the By-laws and articles 12 and 13 of the Regulations of the Board of Directors describe the organisation and operation of the Executive Committee.

Funtions. Organisation and operation (C.2.1)

The powers of the Executive Committee will be those that, in each case, are delegated by the Board, with the limitations set forth by Law, in the Company's Articles of Association and in these Regulations.

The composition of the Executive Committee, which reflects the composition of the Board and its internal rules, is determined by the Board of Directors.

The Chairman and Secretary of the Board of Directors will also be the Chairman and Secretary of the Executive Committee.

The designation of members of the Executive Committee and the Board's permanent delegation of powers to this particular committee will require the vote for of at least two thirds of Board members.

The Executive Committee meets whenever called by its Chairman or by the person substituting him if this is not possible – if the post is vacant or in cases of absence or impossibility, for example – and its meetings shall be taken to be quorate when the majority of its members are in attendance, either in person or by proxy.

The Executive Committee reports to the Board on the main business addressed and on the decisions reached at its meetings.

The Committee's resolutions are adopted by the majority of the members attending the meeting in person or by proxy and they are valid and binding with no need for subsequent ratification by the Board sitting in plenary, without prejudice to Article 4.5 of the Rules of the Board of Directors.

The Executive Committee has been delegated all of the responsibilities and powers available to it both legally and under the Company's By-laws. For internal purposes, the Executive Committee is subject to the limitations set forth in Article 4 of the Rules of the Board of Directors.

Activities during the year

In 2019, the committee addressed a number of recurring matters, plus various one-off business concerns, either making a decision on the matter or hearing and taking note of the information received. The following table contains a summary of the main matters addressed over the course of 2019:

- Monitoring of earnings, results and other accounting aspects.
- Aspects relating to products and services and other business matters.
- Indexes and other aspects related to quality and reputation.
- Credit and surety activity.
- Position regarding foreclosed real estate assets and non-performing assets.
- Sales of debt portfolio and other aspects related to non-performing loans.
- Supervisory activity and disclosures to regulators.
- Subsidiaries and other.
- Organisational changes and restructuring measures.

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Regulation (C.2.3)

There are no specific regulations for the Board committees. The Executive Committee is governed by applicable legislation, the Company's By-laws and the Regulations of the Board of Directors. In aspects not specifically laid out for the Executive Committee, the operational rules governing the Board itself will be applied, by virtue of the Regulations of the Board available on the CaixaBank corporate website (www.caixabank.com).

There is no express mention in the Company's By-laws that the committee must draw up an activities report. However, the Executive Committee approved its annual activity report at a meeting held in December 2019, including the performance assessment for 2019.

AUDIT AND CONTROL COMMITTEE

Name	Post	Category
Koro Usarraga Unsain	Chairwoman	Independent
Eduardo Javier Sanchiz Irazu	Member	Independent
José Serna Masiá	Member	Proprietary

% OF EXECUTIVE DIRECTORS
0.00

% OF PROPRIETARY DIRECTORS
33.33

% DE CONSEJEROS INDEPENDIENTES
66.67

Brief description

Article 40 of the By-laws and article 14 of the Regulations of the Board of Directors and applicable legislation describe the organisation and operation of the Audit and Control Committee.

Functions. Organisation and operation

The Audit and Control Committee comprises exclusively non-executive directors, in the number determined by the Board of Directors, between a minimum of three (3) and a maximum of seven (7). Most of the members of the Audit and Control Committee shall be independent and one (1) of them shall be appointed on the basis of their knowledge and experience of accounting or auditing, or both.

The Board of Directors shall also ensure that members of the Audit and Control Committee, particularly its Chairperson, have sufficient knowledge and experience in accounting, auditing or risk management, and in any other areas required for the Audit and Control Committee to fulfil all of its duties.

Taken as a whole, members of the Audit and Control Committee, who are appointed based on the expertise and dedication to the matters entrusted to them, shall possess the pertinent technical knowledge in relation to the Entity's activity, and diversity will be encouraged wherever possible.

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The Audit and Control Committee shall meet ordinarily on a quarterly basis in order to review the mandatory financial information to be submitted to the authorities, as well as the information that the Board of Directors must approve and include within its annual public documentation. In such cases, the committee will count on the presence and support of the internal auditor and of the external auditor if any type of review report is issued. At least a part of these meetings will take place without the presence of the management team, so that they can discuss specific issues that arise from the reviews conducted.

The Audit and Control Committee appoints a Chairman from among its independent directors. The Chairman must be replaced every four (4) years but may be re-elected once a period of one (1) year has transpired from his or her departure. The Chairman of the Committee will act as a spokesperson at meetings of the Board of Directors and, as the case may be, at the Company's General Shareholders' Meetings.

It shall also appoint a Secretary and may appoint a Deputy Secretary, neither of whom need be a committee member. In the event that such appointments are not made, the Secretary to the Board shall act as Secretary. The Secretary shall assist the committee's Chairman in planning its meetings, and gathering and handing out the necessary information sufficiently in advance, while taking minutes of such meetings.

The Audit and Control Committee will establish an annual work plan to include the committee's main activities during the year.

Members of the Company's management team or other employees may be required to attend the meetings of the Audit and Control Committee and to lend their assistance and allow the committee to access any information they may have when the committee so requests. The committee may insist on this without the appearance of any other executive. The Committee may also require the Company's auditors to attend its meetings, along with other people, though only by invitation from the committee's Chairman, and only to deal with specific points of the agenda for which they have been convened.

The Audit and Control Committee has set up an effective and regular communication channel between the committee (normally acting through its chairman) and its usual stakeholders and contacts, such as the Company's management team and notably its finance department; the head of internal audits; and the main auditor responsible for account auditing. In particular, communication between the Audit and Control Committee and the external auditor must be smooth and continuous, in accordance with prevailing regulations on audit activity, and must not jeopardise the auditor's independence or the effectiveness with which it carries out audit work or processes.

The Audit and Control Committee must have adequate, relevant and sufficient access to any information or documentation held by the Company and may seek advice from external experts if it deems this necessary for the proper performance of its duties.

The Company provides the Audit and Control Committee with sufficient resources to fulfil its functions.

The committee will be validly convened when a majority of members are in attendance. Resolutions are carried by a majority of members physically in attendance or represented by proxy, and minutes are taken of the resolutions carried at each meeting. The minutes are then reported to the Board of Directors sitting in plenary and a copy sent out or delivered to all Board members.

The committee's chairman reports to the Board on its activities and work, doing so at meetings scheduled for that specific purpose or at the immediately following meeting if the chairman deems this necessary.

It draws up an annual report on its performance, highlighting the main incidents to have occurred when discharging its duties (if any). The findings contained in this report may be used as an input when evaluating the Board of Directors. Furthermore, if the committee deems it appropriate, it will include suggested improvements in the report.

In particular, the Audit and Control Committee's report discusses significant activities carried out during the period, while also discussing those carried out with the support of external experts, all of which are posted on the Company's website sufficiently in advance of the Annual General Meeting.

The committee will meet as often as needed to fulfil its duties, and will be convened by the committee's Chairman, either at his/her own initiative or when requisitioned by the Chairman of the Board of Directors, or by two (2) members of the committee itself.

Notwithstanding any other tasks that may be assigned to the committee from time to time by the Board of Directors, the Au-

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dit and Control Committee shall have the following basic remit:

- reporting to the Annual General Meeting about matters raised by shareholders that fall within the committee's remit and, in particular, on the result of the audit, explaining how this has contributed to the integrity of the financial information and the committee's role in this process.
- overseeing the process of compiling and presenting mandatory financial information regarding the Company and, where relevant, the Group, reviewing the Company's accounts, compliance with related regulatory requirements, the adequate definition of the consolidation perimeter, and the correct application of generally accepted accounting criteria.
- ensuring that the Board of Directors submits the annual financial statements to the General Shareholders' Meeting, without qualified opinions or reservations in the audit report and that, in the event that reservations do exist, ensuring that the committee's Chairman and the auditors clearly explain the content and scope of those qualified opinions or reservations to shareholders.
- reporting to the Board of Directors, in advance, on the financial information and related non-financial information that the Company must periodically release to the markets and its supervisory bodies;
- overseeing the effectiveness of internal control systems, and discussing any weaknesses found in the internal control system that may have been detected during the audit with the auditor, all this without compromising its independence. For such purposes, and if appropriate, it may submit recommendations or proposals to the Board of Directors and set a deadline for follow-up;
- overseeing the efficiency of the internal audit, establishing and supervising a mechanism that allows employees of the Company or of the group to which it belongs, confidentially and, if deemed appropriate, anonymously, to report any potentially significant irregularities or breaches —especially financial and accounting irregularities— they may observe within the Company, receiving periodical information on its functioning, and proposing any actions it deems relevant for improvement and reducing the risk of irregularities in the future.

Activities during the year

The committee analysed a number of recurring matters, such as those relating to the supervision of financial and non-financial reporting, supervision of internal auditing, compliance with corporate governance rules and fulfilment of the Treasury Shares Policy.

The committee paid particular attention to overseeing the process of drawing up the mandatory financial information and other relevant information for the year and releasing it to the market, as well as the non-financial information. The persons responsible for drawing up the information attended 15 of the 18 committee meetings held in 2019, enabling the committee to become fully familiar with the process of drawing up the interim financial information with sufficient prior notice, as well as the separate and consolidated annual financial statements.

The committee has heard about and approved the principles, assessment criteria, judgments and estimates and accounting practices applied by CaixaBank and has verified that all such matters are compliant with accounting regulations and criteria established by the competent regulatory and supervisory bodies. All this to ensure the integrity of the accounting and financial reporting systems, including financial and operational control, and compliance with prevailing legislation.

The committee set and pursued its objectives for 2019, as per its activities plan and focusing on the task of supervising the financial and non-financial information that the Entity is required to release; supervising the effectiveness of the internal control and risk control system, in coordination with the Risks Committee, especially the internal capital adequacy and liquidity assessment processes (ICAAP and ILAAP), the Recovery Plan, the confidential consulting and whistle-blowing channel; and monitoring the Entity's most significant subsidiaries.

In addition, and as part of its ordinary remit, the committee discussed, examined, and took decisions or issued reports on the following matters:

- Financial and non-financial information.
- Risk management and control.
- Regulatory compliance.
- Internal Audit.
- Relationship with the financial auditor:
  - Independence of the financial auditor.
  - Assessment of the work of the financial auditor.
- Related-party transactions
- Communications with regulatory bodies

All committee members have been selected on the merits of their knowledge and experience in relation to accounting and/or auditing.

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KORO USARRAGA UNSAIN
Date of appointment of the chairperson:
05/04/2019

EDUARDO JAVIER SANCHIZ IRAZU
Member:
06/04/2018

JOSÉ SERNA MASIÁ
Member:
23/03/2017

Regulation (C.2.3)

There are no specific regulations for the Board committees. The organisation and duties of the Audit and Control Committee are detailed in the Regulations of the Board, which are available on the CaixaBank corporate website (www.caixabank.com), including matters relating to the composition and structure of the committee.

In accordance with article 14.3 (e) of the Regulations of the Board of Directors and prevailing legislation, the Audit and Control Committee approved the annual report on its operation at a meeting held in December 2019, which includes its performance assessment for 2019 (available on the corporate website).

APPOINTMENTS COMMITTEE

Name	Post	Category
John S. Reed	Chairman	Independent
María Teresa Bassons Boncompte	Member	Proprietary
Xavier Vives Torrents	Member	Independent

% OF EXECUTIVE DIRECTORS
0.00

% OF PROPRIETARY DIRECTORS
33.33

% OF INDEPENDENT DIRECTORS
66.67

Brief description

Article 40 of the By-laws and article 15 Regulations of the Board of Directors describe the organisation and operation of the Appointments Committee, which is also governed by applicable law and regulations.

Funtions. Organisation and operation

The Appointments Committee comprises a number of non-executive directors determined by the Board of Directors, from a minimum of three (3) to a maximum of five (5) members. All members must be non-executive and the majority must be independent. Members of the Appointments Committee are appointed by the Board of Directors, on the recommendation of the Audit and Control Committee, and the committee's chairman is appointed from among the independent directors who sit on the committee.

The Appointments Committee is self-governing. It is required to elect a Chairman and may appoint a Secretary if it so wishes. If no secretary is appointed, the Secretary to the Board of Directors shall act as Secretary, or otherwise one of the Deputy Secretaries.

It meets as often as considered appropriate to ensure the sound performance of its duties. Meetings will be called by the committee's Chairman, either on his/her own initiative, or when requisitioned by two (2) or more committee members. It must also meet whenever the Board or its Chairman requests that a report be issued or a resolution carried.

The meeting notice shall be given by letter, telegram, fax, e-mail, or any other means that provides acknowledgement of receipt.

The Secretary of each committee is responsible for calling meetings and for filing the minutes and documents laid before the committee.

Minutes are taken of the resolutions carried at each meeting and then reported to the Board sitting in plenary.

Committee meetings will be quorate and validly convened with the attendance, in person or by proxy, of the majority of its members and resolutions are carried by a majority of members who attend in person or by proxy.

It draws up an annual report on its operation and functioning, highlighting the main incidents to have occurred (if any) when discharging its duties. The findings contained in this report may be used as an input when evaluating the Board of Directors. Furthermore, if the committee deems it appropriate, it will include suggested improvements in the report.

Notwithstanding any other duties that the Board of Directors may ascribe to the committee, the Appointments Committee has the following core remit:

- Evaluating and proposing to the Board of Directors the assessment of skills, knowledge and experience required of Board members and key personnel at the Company.
- Submitting to the Board of Directors the proposals for the nomination of the independent Directors to be appointed by co-option or for submission to the decision of the Annual General Meeting, as well as the proposals for the reappointment or removal of such Directors by the Annual General Meeting;
- Reporting on the appointment and, as the case may be, dismissal of the Coordinating Director, the Secretary and the Deputy Secretaries for approval by the Board of Directors.
- Reporting on proposals for appointment or removal of senior executives, being able to effect such proposals directly in the case of senior managers which due to their roles of either control or support of the Board or its Committees, it is considered by the Committee that it should take the initiative. Proposing, if deemed appropriate, the basic terms of the contracts of senior executives other than their pay and remuneration, and reporting those terms once established.
- Examining and organising, under the supervision of the Coordinating Director and with the support of the Chairman of the Board of Directors, the succession of the latter and of the Company's chief executive officer and, as the case may be, sending proposals to the Board of Directors so that the succession process is suitably planned and takes place in orderly fashion.
- Reporting to the Board on gender diversity issues, ensuring that the procedures for selecting its members favour a diversity of experience and knowledge, and facilitate the selection of female directors, whilst establishing a representation target for the less represented sex on the Board of Directors as well as preparing guidelines on how this should be achieved. In any case, it must always ensure compliance with the diversity policy applied in relation to the Board of Directors, which will be specified in the Annual Corporate Governance Report.
- Periodically evaluating, at least once a year, the structure, size, composition and actions of the Board of Directors and of its committees, its Chairman, CEO and Secretary, making recommendations regarding possible changes to these. Here, the committee shall act under the direction of the Coordinating Director when appraising the Chairman's performance. Evaluating the composition of the Management Committee as well as its replacement lists to ensure proper coverage as members come and go.
- Periodically reviewing the Board of Directors selection and appointment policy in relation to senior executives and making recommendations.
- Supervising the Company's activities when it comes to corporate social responsibility and submitting to the Board any proposals it deems appropriate here.

Activities during the year

As part of its ordinary remit, the committee discussed, scrutinised and took decisions or issued reports on the following matters: size and composition of the Board; assessment of suitability; appointments of directors, committee members and key function holders at the Company; verification of director categories; gender diversity; the policy for selecting directors, senior management and other key function holders; matters relating to diversity and sustainability and the corporate governance documentation to be submitted in relation to 2019, in accordance with article 15 of the Regulations of the Board of Directors.

In 2019, the committee supervised and controlled the sound operation of the Company's corporate governance system by monitoring the different succession plans in place (key positions on the Board and within the management team), while also proposing the creation of the Innovation, Technology and Digital Transformation Committee. To round off its activities in the year, the committee focused its attention on the self-evaluation of the Board (individual and collective); the evaluation of the Board's structure, size and composition; the evaluation of the functioning of the Board and its Committees; and the monitoring of the recommendations contained in the Good Governance Code of Listed Companies and the annual planning of director training.

Regulation (C.2.3)

There are no specific regulations for the Board committees. The organisation and functions of the Appointments Committee are detailed in the Regulations of the Board, which are available on the CaixaBank corporate website (www.caixabank.com), including matters relating to the composition and structure of the committee.

In accordance with the provisions of article 15.4 (vi) of the Regulations of the Board and prevailing legislation, the Appointments Committee approved its annual activity report at a meeting held in December 2019. This report includes a performance assessment in 2019 and is available on the corporate website.

REMUNERATION COMMITTEE

Name	Post	Category
María Amparo Moraleda Martínez	Chairman	Independent
Verónica Fisas Vergés	Member	Independent
Alejandro García-Bragado Dalmau	Member	Proprietary

% OF EXECUTIVE DIRECTORS
0.00

% OF PROPRIETARY DIRECTORS
33.33

% OF INDEPENDENT DIRECTORS
66.67

Brief description

Article 40 of the By-laws and article 15 of the Regulations of the Board of Directors describe the organisation and operation of the Remuneration Committee, which is also governed by applicable law and regulations.

Funtions. Organisation and operation

The Remuneration Committee comprises a number of non-executive directors determined by the Board of Directors, from a minimum of three (3) to a maximum of five (5) members. All members must be non-executive and the majority must be independent. The committee's Chairman is appointed from among the independent directors who sit on the committee.

The Remuneration Committee is self-governing. It is required to elect a Chairman and may appoint a Secretary if it so wishes. If no secretary is appointed, the Secretary to the Board of Directors shall act as Secretary, or otherwise one of the Deputy Secretaries.

It meets as often as considered appropriate to ensure the sound performance of its duties. Meetings will be called by the committee's Chairman, either on his/her own initiative, or when requisitioned by two (2) or more committee members. It must also meet whenever the Board or its Chairman requests that a report be issued or a resolution carried.

The meeting notice shall be given by letter, telegram, fax, e-mail, or any other means that provides acknowledgement of receipt.

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The Secretary of each committee is responsible for calling meetings and for filing the minutes and documents laid before the committee.

Minutes are taken of the resolutions carried at each meeting and are then reported to the Board and made available to all Board members via the Board's Secretary's Office. In the interests of privacy and confidentiality, minutes are not sent out or delivered unless the Chairman of the committee decides to do so.

Committee meetings will be quorate and validly convened with the attendance, in person or by proxy, of the majority of its members and resolutions are carried by a majority of members who attend in person or by proxy.

It draws up an annual report on its performance, highlighting the main incidents to have occurred when discharging its duties (if any). The findings contained in this report may be used as an input when evaluating the Board of Directors. Furthermore, if the committee deems it appropriate, it will include suggested improvements in the report.

Notwithstanding any other duties that the Board of Directors may ascribe to the committee, the Remuneration Committee has the following core remit:

- Drafting the resolutions related to remuneration and, particularly, reporting and proposing to the Board of Directors the remuneration policy for the Directors and Senior Management, the system and amount of annual remuneration for Directors and Senior Managers, as well as the individual remuneration of the Executive Directors and Senior Managers, and the other conditions of their contracts, particularly financial, and without prejudice to the competences of the Appointments Committee in relation to any conditions that it has proposed not related to remuneration.

- Ensuring compliance with the remuneration policy for directors and Senior Managers and reporting on the basic terms set out in the contracts of those individuals and the compliance thereof.

- Reporting and preparing the general remuneration policy of the Company, particularly policies relating to the categories of staff whose professional activities have a significant impact on the Company's risk profile and also policies in place to prevent or manage conflicts of interest with the Company's customers.

- Analysing, formulating and periodically reviewing remuneration programmes, weighing their adequacy and performance and ensuring compliance.

Activities during the year

The committee analyses recurring issues such as annual remuneration, salary policy and remuneration systems and corporate governance.

The committee also discussed, scrutinised, and took decisions or issued reports on the following matters that fall within its core remit:

- The remuneration policy, system and amount of annual remuneration for directors and senior managers, and the individual remuneration and other contractual terms and conditions of executive directors and senior managers.

- Reporting and recommending basic terms of contract for senior managers.

- General Remuneration Policy. Remuneration Policy for the Identified Staff.

- Analysing, drawing up and reviewing remuneration programmes.

- Advising the Board to submit remuneration reports or policies to the General Shareholders' Meeting. Reports to the Board on proposals and motions to be laid before the General Shareholders' Meeting.

Regulation (C.2.3)

There are no specific regulations for the Board committees. The organisation and duties of the Remuneration Committee are set out in the Regulations of the Board of Directors, which are available on CaixaBank's corporate website (www.caixabank.com), including matters relating to the composition and structure of the committee.

In accordance with article 15.4 (vi) of the Regulations of the Board and prevailing legislation, the Remuneration Committee approved its annual activity report at a meeting held in December 2019. This report includes a performance assessment in 2019 and is available on the corporate website.

RISKS COMMITTEE

Name	Post	Category
Eduardo Javier Sanchiz Irazu	Chairman	Independent
Koro Usarraga Unsain	Member	Independent
Fundación CajaCanarias representada por Doña Natalia Aznárez Gómez	Member	Proprietary

% OF EXECUTIVE DIRECTORS
0.00

% OF PROPRIETARY DIRECTORS
33.33

% OF INDEPENDENT DIRECTORS
66.67

HEAD OF RISK MANAGEMENT

JORDI MONDÉJAR LÓPEZ
Director General de Riesgos
22 de noviembre de 2016 (1)

[1] Miembro del Comité de Dirección desde 10 de julio de 2014.

Brief description

Article 40 of the By-laws and article 14 of the Regulations of the Board of Directors describe the organisation and operation of the Risks Committee.

Funtions. Organisation and operation

The Risks Committee comprises exclusively non-executive directors, all possessing the relevant knowledge, expertise and experience to fully understand and control the Company's risk strategy and appetite, in the number determined by the Board of Directors, between a minimum of three (3) and a maximum of six (6) members and with a majority of independent directors.

The committee meets as often as needed to fulfil its duties, and is convened by the committee's Chairman, either at his/her own initiative or when requisitioned by the Chairman of the Board of Directors, or by two (2) members of the committee itself.

The meeting notice shall be given by letter, telegram, fax, e-mail, or any other means that provides acknowledgement of receipt.

The Secretary is responsible for calling meetings and for filing the minutes and documents laid before the committee.

The committee will be validly convened when a majority of members are in attendance. Resolutions are carried by a majority of members physically in attendance or represented by proxy, and minutes are taken of the resolutions carried at each meeting. The minutes are then reported to the Board of Directors sitting in plenary and a copy sent out or delivered to all Board members.

The committee's Chairman reports to the Board on the activities and work performed by the committee, doing so at meetings specifically arranged for that purpose or at the immediately following meeting when the Chairman deems this necessary.

It draws up an annual report on its performance, highlighting the main incidents to have occurred when discharging its duties (if any). The findings contained in this report may be used as an input when evaluating the Board of Directors. Furthermore, if the committee deems it appropriate, it will include suggested improvements in the report.

The Entity shall ensure that the delegated Risks Committee is able to fully discharge its functions by having unhindered access to the information concerning the risk Entity's position and, if necessary, specialist outside expertise, including external auditors and regulators.

The Risks Committee may request the attendance of persons from within the organisation whose work is related to its functions, and it may obtain all necessary advice for it to form an opinion on the matters that fall within its remit. All such requests are channelled through the Secretary to the Board of Directors.

Notwithstanding any other tasks that the Board of Directors may ascribe to the committee from time to time, the Risks Committee shall have the following core remit:

- Advising the Board of Directors on the overall susceptibility to risk, current and future, of the Company and its strategy in this area, reporting on the risk appetite framework, assisting in the monitoring

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of the implementation of this strategy, ensuring that the Group's actions are consistent with the level of risk tolerance previously decided and implementing the monitoring of the appropriateness of the risks assumed and the profile established.

- Proposing to the Board the Group's risk policy.
- Working with the Board of Directors to determine the nature, quantity, format and frequency of the information concerning risks that the Board of Directors should receive and establishing the information that the committee should receive.
- Regularly reviewing exposures with its main customers and business sectors, as well as broken down by geographic area and type of risk.
- Examine the information and control processes of the Group's risk as well as the information systems and indicators.
- Appraising and making decisions in relation to regulatory compliance risk within the scope of its remit, broadly meaning the risk management of legal or regulatory sanctions, financial loss, material or reputational damage that the Company could sustain as a result of non-compliance with laws, rules, regulations, standards and codes of conduct, detecting any and monitoring risk of non-compliance and examining possible deficiencies in the principles of professional conduct.
- Reporting on new products and services or significant changes to existing ones.

Activities during the year

As part of its ordinary remit, the committee discussed, scrutinised and reached decisions or issued reports on matters relating to Strategic Risk Processes (Risk Assessment and Risk Catalogue), the Risk Appetite Framework (RAF), the Recovery Plan, the Group's Risk Policy, the risk scorecard, the internal capital and liquidity adequacy assessment processes (ICAAP and ILAAP), monitoring of regulatory compliance and the Global Risks Committee, among other matters.

Regulation (C.2.3)

There are no specific regulations for the Board committees. The organisation and functions of the Risks Committee are detailed in the Regulations of the Board, which are available on the CaixaBank corporate website (www.caixabank.com), including matters relating to the composition and structure of the committee.

In accordance with article 14.3 (e) of the Regulations of the Board of Directors and prevailing legislation, the Risks Committee approved the annual report on its operation at a meeting held in December 2019, which includes its performance assessment for 2019.

COMISIÓN DE INNOVACIÓN, TECNOLOGÍA Y TRANSFORMACIÓN DIGITAL

Name	Post	Category
Jordi Gual Solé	Chairman	Proprietary
Gonzalo Gortázar Rotaeche	Member	Executive
María Amparo Moraleda Martínez	Member	Independent
Marcelino Armenter Vidal	Member	Proprietary
Cristina Garmendia Mendizábal	Member	Independent

% OF EXECUTIVE DIRECTORS
20

% OF PROPRIETARY DIRECTORS
40

% OF INDEPENDENT DIRECTORS
40

Funtions. Organisation and operation

The Innovation, Technology and Digital Transformation Committee will comprise a minimum of three (3) and a maximum of five (5) members.

The Chairman of the Board of Directors and the Chief Executive Officer will always sit on the committee. The other members are appointed by the Board of Directors, on the recommendation of the Appointments Committee, paying close attention to the knowledge and experience of candidates on those subjects that fall within the committee's remit, such as technology and innovation, information systems and cybersecurity.

The Chairman of the Board of Directors also chairs the Innovation, Technology and Digital Transformation Committee.

Meanwhile, the Secretary to the Board of Directors serves as Secretary of the Innovation, Technology and Digital Transformation Committee.

It meets as often as considered appropriate to ensure the sound performance of its duties. Meetings will be called by the committee's Chairman, either on his/her own initiative, or when requisitioned by two (2) or more committee members. It must also meet whenever the Board or its Chairman requests that a report be issued or a resolution carried.

The committee will be quorate and validly convened when the majority of its members attend in person or by proxy. Resolutions are carried by a majority of members physically in attendance or represented by proxy, and minutes are taken of the resolutions carried at each meeting. The minutes are then reported to the Board of Directors sitting in plenary and a copy sent out or delivered to all Board members.

Without prejudice to any other functions ascribed to it by the Board of Directors, the committee has the following core remit:

- Assisting the Board of Directors in identifying, monitoring and analysing new competitors, new business models, technological advances and main trends and initiatives relating to technological innovation, while studying those factors that make certain innovations more likely to succeed and increase their transformation capacity.
- Advising the Board of Directors on the implementation of the strategic plan in aspects relating to digital transformation and technological innovation (the digital strategy) and, in particular, reporting on plans and projects designed by CaixaBank in this field, as well as any new business models, products, customer relationships, and so on, that may be developed.
- Fostering a climate of debate and reflection to allow the Board of Directors to spot new business opportunities emerging from technological developments, as well as possible threats.
- Supporting the Board of Directors in analysing the impact of technological innovation on market structure, the provision of financial services and customer habits. Among others aspects, the committee shall analyse the potential disruption of new technologies, the possible regulatory implications of their development, the impact in terms of cybersecurity and matters relating to protection of privacy and data usage.
- Stimulating discussion and debate on the ethical and social implications deriving from the use of new technologies within the banking and insurance business.
- Supporting the Risks Committee, on the latter's request, in monitoring technological risks and matters relating to cybersecurity.

NUMBER OF FEMALE DIRECTORS WHO WERE MEMBERS OF BOARD COMMITTEES AT THE CLOSE OF THE PAST FOUR YEARS (C.2.2)

	2019	2018	2017	2016
Audit and Control Committee	1 (33.33 %)	1 (25.00 %)	1 (33.33 %)	1 (33.33 %)
Appointments Committee	1 (33.33 %)	1 (33.33 %)	2 (66.67 %)	2 (66.67 %)
Remuneration Committee	2 (66.67 %)	1 (33.33 %)	2 (66.67 %)	1 (33.33 %)
Risks Committee	2 (66.67 %)	2 (40.00 %)	1 (25.00 %)	1 (25.00 %)
Executive Committee	2 (33.33 %)	2 (25.00 %)	2 (25.00 %)	1 (14.29 %)
Innovation Committee	2 (40.00 %)	-	-	-

With respect to the information on the participation of female directors on the Appointments Committee, the Remuneration Committee and the Risks Committee, it is important to note that up until 25 September 2014 there were just three committees attached to the Board of Directors, namely: the Appointments and Remuneration Committee, the Audit and Control Committee and the Executive Committee.

Thereafter, and pursuant to Act 10/2014 on the organisation, supervision and solvency of credit institutions, the CaixaBank Board of Directors resolved to change the Appointments and Remuneration Committee into an Appointments Committee, create a Remuneration Committee and a Risks Committee, and amend the Regulations of the Board of Directors accordingly to incorporate the provisions of the new Law and establish the duties of the new Board Committees. There are therefore a total of five Board committees, namely: the Appointments Committee, the Remuneration Committee, the Risks Committee, the Audit and Control Committee and the Executive Committee.

On 23 May 2019, the Board of Directors agreed to set up a new Innovation, Technology and Digital Transformation Committee. It also agreed that Amparo Moraleda, Cristina Garmendia and Marcelino Armenter would sit on that committee, in addition to the Chairman and Chief Executive Officer.

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D. Related-Party And Intragroup Transactions

Procedure for approval of related-parties transactions (D.1)

The Board of Directors, as a plenary body, shall approve, subject to a report from the Audit and Control Committee, all transactions that the Company or companies in its group perform with directors, in accordance with the law, or when the authorisation of those transactions rests with the Board of Directors; with shareholders holding (individually or in concert with others) a significant stake, including shareholders represented on the Board of Directors of the Company or group companies; or with persons related to them (Related-Party Transactions).

The operations that simultaneously meet the following three characteristics will be exempt from the need for this approval:

a. where they are governed by standard-form agreements applied on an across-the-board basis to a large amount of clients;

b. where they are carried out at generally-established prices or rates by whoever is acting as the administrator of the good or service in question; and

c. where the amount involved is no more than 1% of the Company's annual revenue.

Therefore, the Board of Directors or, in its absence, other duly authorised bodies or persons (for reasons of urgency, duly justified and in the scope of the authorisation conferred. In these cases the decision must then be ratified at the first Board meeting held following its approval) shall approve related-party transactions subject to a favourable report from the Audit and Control Committee. Any directors affected by the approval of these transactions shall abstain from the debate and voting on the transactions. V

On the subject of relations with significant shareholders who hold an equity interest of over 30%, Act 26/2013, on savings banks and banking foundations, imposes the obligation on banking foundations to approve a financial participation management protocol, governing, among other matters, the general rules and criteria for performing transactions between the banking foundation and the investee credit institution, as well as the mechanisms for preventing possible conflicts of interest. Accordingly, "la Caixa" Banking Foundation approved its Protocol for managing its ownership interest in CaixaBank.

Following the decision reached by the Governing Council of the European Central Bank on 26 September 2017, confirming that CriteriaCaixa no longer exercises control or dominant influence over CaixaBank and therefore does not belong to the same group, and as per the terms of the Management Protocol, "la Caixa" Banking Foundation, as parent of "la Caixa" Group, CriteriaCaixa, as a direct shareholder of CaixaBank, and CaixaBank, as a listed company, entered into a new Internal Relations Protocol on 22 February 2018 (available on the corporate website), which, among other matters, sets out the general rules and procedure for performing transactions or providing services at arm's length, and identifies the services that companies of "la Caixa" Banking Foundation Group provide or may provide to companies of the

CaixaBank Group, and, likewise, those that companies of the CaixaBank Group provide or may provide to companies of "la Caixa" Banking Foundation Group. The Protocol describes the situations and terms for approving transactions, which generally rests with the Board of Directors. In certain cases stipulated in Clause 3.4 of the Protocol, certain intragroup transactions will be subject to prior approval from CaixaBank's Board of Directors, which will rely on a preliminary report from the Audit Committee. The same rules will apply for all other signatories of the Protocol.

Significant transactions with CaixaBank's significant shareholders (D.2)

Name of significant shareholder	Name of company within the group	Nature of the relationship	Type of transaction	Amount (thousand euros)
CRITERIA CAIXA, S.A.U.	CAIXABANK, S.A.	Corporate	Dividends and other profit distributed	239,254
CRITERIA CAIXA, S.A.U.	CAIXABANK, S.A.	Commercial	Other instruments that might entail a transfer of resources or obligations between the Company and the related party	846,070

Significant transactions with CaixaBank directors or managers (D.3)

There are no significant transactions, either because of their amount or subject matter, entered into between the Company or entities within its group and directors or managers of the Company.

Note 41 to the consolidated financial statements shows all the balances held with managers and directors in 2019.

Material transactions carried out with other entities belonging to the same group, provided that these are not eliminated in the preparation of the consolidated financial statements and do not form part of the company's ordinary business activities (and transactions conducted with entities established in tax havens) (D.4)

There are no material transactions carried out by the company with other entities belonging to the same group, provided that these are not eliminated in the preparation of the consolidated financial statements and do not form part of the company's ordinary business activities in terms of their purpose and conditions.

Nor are there any intragroup transactions conducted with entities established in countries or territories which are considered to be tax havens.

Note 41 to the consolidated financial statements shows the balances with CaixaBank Group associates and joint ventures in aggregate form as well as additional breakdowns for 2019.

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Significant transactions with other related parties (D.5)

There are no further transactions beyond those carried out in the ordinary course of business and on an arm's length basis.

Note 41 to the consolidated financial statements shows all the balances held with managers and directors in 2019.

Mechanisms in place to detect, determine and resolve potential conflicts of interest between the company and/or its group and its directors, senior management or significant shareholders (D.6)

Directors and managers

Article 29 of the Regulations of the Board of Directors regulates the non-compete duty of company directors. This non-compete prohibition can only be waived if the Company is not expected to incur damages or it is expected that it will be indemnified for an amount equal to the benefits expected to be obtained from the exemption or waiver. Any director granted such a non-compete waiver by the General Meeting must abide by the terms and safeguards contained in the waiver resolution and must invariably abstain from taking part in discussions and voting on matters in which they are caught by a conflict of interest, all the foregoing in accordance with applicable law and regulations.

Article 30 of the Regulations imposes the general obligation on directors to take the necessary steps to avoid situations that could generate a conflict of interest between the Company and the directors or their related parties. Directors must invariably inform the Board of Directors of any situation that might entail, whether directly or indirectly, a conflict between them and their related parties and the Company. Any such situation will be disclosed in the notes to the financial statements.

Further, article 3 of the Code of Conduct on Matters relating to the Securities Market of CaixaBank stipulates that Concerned Persons shall include members of the Board of Directors, and senior executives and members of the Company's Management Committee. Section VII of the Regulation establishes the Company's Policy on Conflicts of Interest, while article 43 states the duties in place in the event of personal or family-related conflicts of interest among those subject to the policy, including to always act with freedom of judgement, with loyalty to CaixaBank, its shareholders and customers, to abstain from intervening in or influencing decisions that may affect people or companies with which there are conflicts of interest, and to inform Regulatory Compliance of any such incidents.

With a view to strengthening transparency and good governance at the Company, and in accordance with the Management Protocol for the Financial Participation of "la Caixa" Banking Foundation, "la Caixa" Banking Foundation (as parent of its group), CriteriaCaixa (as the direct shareholder of CaixaBank) and CaixaBank (as a listed company) entered into a new internal relations protocol, which is available on the Company's corporate website.

Significant shareholders

The new Protocol, currently in force, pursues the following main objectives: managing related-party transactions derived from the execution of transactions or the provision of services; establishing mechanisms in a bid to avoid conflicts of interest; granting a right of first refusal in favour of "la Caixa" Banking Foundation in the event that CaixaBank decides to sell Monte de Piedad; governing the basic principles of a potential collaboration between CaixaBank and "la Caixa" Banking Foundation on matters relating to CSR; regulating the proper flow of information so that "la Caixa" Banking Foundation, Criteria and CaixaBank may draw up their financial statements and comply with their regular reporting and supervisory obligations. The Protocol lays down the procedures to be followed by CaixaBank and "la Caixa" Banking Foundation with regard to, inter alia, conflicts of interest, their relationship with significant shareholders, related-party transactions and the use of inside information, pursuant to prevailing legislation at all times.

Listed Group companies in Spain (D.7)

In Spain, the Bank is the only listed company belonging to the CaixaBank Group.

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E. Risk Management and Control Systems

This section contains the information required under heading E in the form of a references table, providing direct access to relevant information on each of the issues raised.

Circular 2/2018, of 12 June, of the Spanish National Securities Market Commission (CNMV)	Location
And risk management and control systems	
E.1 Explain the scope of the company's Risk Management and Control System, including tax compliance risk.	See section **3.2. Risk governance, management and control** of Note 3 to the AFS.
E.2 Identify the bodies within the company responsible for creating and executing the Risk Management and Control System, including tax compliance risk.	See section **3.2. Risk governance, management and control - *3.2.1 Governance and organisation*** in Note 3 to the CFS; section C.2. Committees attached to the Board of Directors explained in this document and the section on **Tax transparency** in the CMR.
E.3 State the primary risks, including tax compliance risks, and those deriving from corruption (with the scope of these risks as set out in Royal Decree Law 18/2017), to the extent that these are significant, which may affect the achievement of business objectives.	See section **3.2. Risk governance, management and control - *3.2.2 Strategic risk management processes*** - Corporate Risk Catalogue described in Note 3 to the CFS and sections on Responsible and ethical behaviour, Risk Management and Transparency – **Tax transparency** in the CMR.
E.4 State whether the entity has a risk tolerance level, including tolerance for tax compliance risk.	See section**3.2. Risk governance, management and control - *3.2.2 Strategic risk management processes*** - Risk Appetite Framework and ***3.2.3. Risk culture*** described in Note 3 to the CFS.
E.5 State which risks, including tax compliance risks, have materialised during the year.	See Performance, results and activity and Risk management – Main milestones in 2019 in the CMR; sections **3.3** to **3.17** (description of each risk of the Corporate Risk Catalogue) in Note 3 and section **23.3. Provisions for procedural matters and disputes for taxes outstanding** in Note 23 to the CFS.
E.6 Explain the response and monitoring plans for all major risks, including tax compliance risks, of the company, as well as the procedures followed by the company in order to ensure that the board of directors responds to any new challenges that arise.	See section ***3.2. Risk governance, management and control - 3.2.4.*** **Internal control framework** and sections **3.3** to **3.17** (description of each risk in the Corporate Risk Catalogue) in Note 3 to the CFS, the section on ***Corporate governance*** (Code of Business Conduct and Ethics of CaixaBank), ***Responsible behaviour and ethics and Responsible practices and Tax transparency*** in the CMR.

CFS - Consolidated annual financial statements of the CaixaBank Group for 2019
CMR - Consolidated Management Report of the CaixaBank Group for 2019

F. Systems for Risk Management and Internal Control over financial reporting (ICFR)

Environment for internal control over financial reporting

Governance and bodies in charge

The CaixaBank **Board of Directors** has formally assumed responsibility for the existence of a suitable and effective ICFR system, and has delegated its design, implementation and functioning to the Bank's **Executive Division of Financial Accounting, Control and Capital.**

Article 40.3 of the CaixaBank Articles of Association establishes that the **Audit and Control Committee** is responsible for the following functions, inter alia:

- **Oversee the effectiveness of the Company's internal control,** the internal audit and risk management systems, and discuss any significant weakness in the internal control system detected during the audit with the accounts auditors.

- **Oversee the mandatory financial information preparation and presentation process.**

The **Audit and Control Committee** has taken on the role of overseeing the ICFR system. Its oversight activity seeks to ensure ICFR's continued effectiveness, gathering sufficient evidence of its correct design and operation.

The **Global Risk Committee** is responsible for knowing and analysing the most relevant events and changes in the policies and methodologies regarding the admission, monitoring, mitigation and management of impairment or incidents of all risks within the scope of monitoring and management (as well as the reliability of financial information, among others), approved by the corresponding committees, and for monitoring the impact on the Bank's different departments.

The **Risks Committee** is responsible for advising the Board of Directors on the global risk propensity, present and future, and its strategy, reporting on the framework of risk appetite, assisting in the surveillance of this strategy's application, ensuring that the Group's actions are consistent with the previously decided level of risk tolerance, and monitoring the level of suitability of the risks assumed with the established profile.

This allocation of responsibilities has been disseminated to the organisation through the **'Internal Control over Financial Reporting'** policy (hereinafter, ICFR Policy) and the related **Standard** (hereinafter, "ICFR Standard").

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The **ICFR Policy** has been approved by the Board of Directors. It describes the most general aspects of ICFR such as the financial reporting to be covered, the applicable internal control model, policy supervision, custody and approval, etc.

For its part, the **ICFR Standard** has been approved by the Company's Management Committee. This establishes the **Function of Internal Control over Financial Reporting** (hereinafter, **ICFR**), responsible for:

- **Ensuring** that the practices and processes conducted by the Company to prepare the financial information **ensure its reliability** and compliance with applicable regulations.
- **Assessing whether the financial information** drawn up by the different companies of the CaixaBank Group **complies with the following principles:**

  i. The transactions, facts and other events presented in the financial information exist and were recorded at the right time (existence and occurrence).

  ii. The information includes all transactions, facts and other events in which the bank is the affected party (completeness).

  iii. The transactions, facts and other events are recorded and measured in accordance with applicable standards (valuation).

  iv. Transactions, facts and other events are classified, presented and disclosed in the financial information in accordance with applicable standards (presentation, disclosure and comparability).

  v. The financial information shows, at the corresponding date, the entity's rights and obligations through the corresponding assets and liabilities, in accordance with applicable standards (rights and obligations).

Both regulations allow for disseminating a common methodology in the Group. All CaixaBank Group entities that have an ICFR model act in a coordinated manner.

Following the takeover of BPI in 2017, a project was undertaken to standardise the methodology applied by BPI, leading to implementation of its own ICFR system in 2019.

Both the ICFR Policy and the ICFR Standard describe the **internal control model of the 3 lines of defence** applicable to the ICFR system, in line with regulatory guidelines and best practices in the industry:

>> **INTERNAL CONTROL MODEL OF THE 3 LINES OF DEFENCE**

First Line of Defence:

The **First Line of Defence** comprises the business units and their support functions, which are the risk-taking areas. They are responsible for developing and maintaining effective controls over their businesses, and for identifying, managing and measuring, controlling, mitigating and reporting the main risks regarding the Reliability of Financial Reporting.

Furthermore, they are responsible for the processes monitored by the ICFR Unit, helping to identify risks and controls and the formal establishment and descriptive documentation of the activities and controls which affect the generation of financial information.

Second Line of Defence:

The **Second Line of Defence** acts independently from the business units and support area, and performs risk identification, measurement, monitoring and reporting, establishes management policies and control procedures, and is responsible for reviewing application thereof by the First Line of Defence. The ICFR Function, which is focused on covering the risk in "Reliability of financial reporting", falls under this line.

Third Line of Defence:

The **Third Line of Defence,** which consists of the Internal Audit unit, is responsible for assessing the effectiveness and efficiency of risk management and the internal control systems, applying principles of independence and objectivity.

Organisational **Structure and Functions**

Review and approval of the organisational structure and lines of responsibility and authority are carried out by the CaixaBank **Board of Directors,** through the **Management Committee** and the **Appointments Committee.**

The **Organisation** area designs the organisational structure of CaixaBank and proposes to the Bank's governing bodies any suitable changes. Then, the **General Human Resources and Organisation Division** proposes the people to be appointed to carry out the duties defined.

The **lines of responsibility and authority** for drawing up the Bank's financial information are clearly defined. It also has a comprehensive plan which includes, amongst other issues, the allocation of tasks, key dates and the various revisions to be carried out by each of the hierarchical levels. Both the above-mentioned lines of authority and responsibility and planning have been duly documented and all of those people taking part in the financial reporting process have been informed of the same.

The Bank operates a **"Policy on disclosure and verification of financial information"** approved by the Board of Directors, the main objectives of which are:

- Define the **scope of information to disclose** and criteria related to control and verification of financial information.
- Provide the Bank with a **reference framework** that allows management of the reliability risk of the financial information to be disclosed, standardising control and verification criteria.
- Define the **governance framework** to be followed both for information to disclose and for verification of documentation.

Under this Policy, verification of information to be disclosed is structured around three main points:

- **Suitability and quality of information.** That is, when information is disclosed, it meets the specifications in current regulations with respect to criteria, content and type of information to be disclosed, and it is also subject to a control environment that can provide a reasonable degree of assurance with regard to quality.
- Compliance with internal **governance** prior to disclosure of information.
- Compliance with **periodicity and disclosure deadlines.**

Annual review of compliance with the Policy is conducted on the basis of attestations (within the ICFR system) by the persons in charge of drawing up and/or reviewing the information and by means of direct review by the Divisions of Financial Internal Control, Structural Risks and Regulated Models, and Non-Financial Risks. The results are reported to the relevant Governance Bodies.

Code of Ethics and Principles of Action and other internal policies

Code of Ethics and Principles of Action

CaixaBank has a **Code of Ethics and Principles of Action,** which is the highest-level standard in the Bank's internal regulations hierarchy, approved by its Board of Directors. This establishes the values (leadership, trust and social commitment) and ethical principles behind its actions, which must govern the activity of all employees, executives and members of the Board of Directors. These principles are as follows: compliance with laws and regulations at all times, respect, integrity, transparency, excellence, professionalism, confidentiality and social responsibility.

As the Code establishes, CaixaBank undertakes to provide its customers with accurate, truthful and understandable information on its operations, the terms and conditions of products and services, and fees and procedures for filing claims and resolving incidents.

Moreover, CaixaBank provides shareholders and institutional investors with all relevant financial and corporate information in accordance with current regulations and in compliance with CaixaBank's information, communication and contact policy for shareholders, institutional investors and proxy firms.

The Code of Ethics is available on CaixaBank's website (www.caixabank.com).

Derived from the values and ethical principles stipulated in the Code of Ethics, CaixaBank has put in place **Standards of Conduct** regarding specific issues. Some of the most relevant aspects of this are:

Penal Compliance Corporate Policy

Approved by the Board of Directors, this lays out the **CaixaBank Penal Prevention Model.** Its objective is to prevent and avoid crimes within the organisation, following the stipulations of the Criminal Code, in relation to the criminal responsibility of the corporate person. Through this Policy, the Bank strengthens its model of organisation, prevention, management and control, which is designed according to the culture of compliance that articulates decision-making at all tiers of CaixaBank.

Anticorruption Policy

As a policy approved by the CaixaBank Board of Directors, the Anticorruption Policy is designed to prevent the Bank and its external collaborators, directly or through intermediaries, from engaging in conduct **that may be against the law** or the core principles of CaixaBank as set out in the Code of Ethics.

The Policy sets rules on accepting and giving gifts, travel and entertainment expenses, relations with political and government institutions, sponsorships, donations, and at-risk suppliers. Furthermore, it details the types of conduct, practices and activities that are prohibited, in order to avoid situations that could constitute extortion, bribery, facilitation payments or influence peddling.

General Conflict of Interest Corporate Policy - CaixaBank Group

Approved by the Board, this Policy sets out to furnish a global benchmark framework for CaixaBank Group companies, stating, in a standard harmonised way, the general principles and procedures of action to be taken to **address any real or potential conflicts of interest** arising in the course of their respective activities and services.

Internal Regulation on Market Conduct (RIC)

This Regulation, approved by the CaixaBank Board of Directors, is designed to adapt the actions of CaixaBank and companies of the CaixaBank Group, along with their boards of directors and management, employees and agents, to the **standards of conduct** contained in Regulation 596/2014 of the European Parliament, the Law on the Securities Market and its implementing regulations, which are applicable to **activities related to the securities market.** The overall purpose is to promote transparency in markets and to protect, at all times, the legitimate interests of investors.

All covered persons must understand, comply with, and enforce this Regulation and the current legislation of the securities market related to their specific area of activity. Other stakeholders may also access it on the CaixaBank website.

Telematic Code of Conduct

The Code is designed to set clear and transparent rules on the use of resources provided by CaixaBank to its employees in the context of the performance of their job duties; ensure the **proper use of the technical and IT resources** owned by CaixaBank as regards information security; raise employee awareness of the need for proper use of the communications network and improved distribution of collective resources; and raise awareness regarding the security of IT and communications equipment inside and outside the Bank's premises.

In addition to these rules, CaixaBank has a **range of internal policies and standards** of various kinds, covering the corresponding areas. In Compliance, policies can be classified into risk-related categories:

CATEGORÍAS DE POLÍTICAS SEGÚN TAXONOMÍA DE RIESGO

- Customer **protection**
- **Markets**
- **Employee** activities
- **Data protection,** privacy and regulatory reporting
- **Internal governance**
- **Money laundering and terrorist financing**
- **Sanctions**
- **AEOI initiatives** (tax compliance)

In particular, we should highlight an internal standard on Regulatory Compliance, which describes the content and scope of application of a range of internal regulations that must be adhered to by CaixaBank employees. This includes matters regarding confidential query and whistleblowing channels.

The **degree of internal dissemination of the Code of Ethics and Standards of Conduct** is universal. Specifically:

- All **new employees** are given a document setting out the Code of Ethics and the main Standards of Conduct. Once the content is explained, the employee declares that /she has read, understands and accepts each of the terms thereof, manifesting his/her acceptance and undertaking to adhere to them.

- In addition, in 2019 we continued to run training events for new CaixaBank employees at head office, including time devoted to compliance matters.

- As with the Code of Ethics, the Standards of Conduct are available on the corporate **Intranet.**

  Some Standards of Conduct are also available on the Bank's corporate website.

- **Training** is also carried out each year on the Code of Ethics and the Standards of Conduct, specifically through CaixaBank's own e-learning platform, which includes a final test. This guarantees continual monitoring of courses taken by the Bank's employees.

  As in previous years, a range of training courses were defined for 2019 for employees, which are mandatory and regulatory, i.e. they are linked to the receipt of variable remuneration.

  Among planned training, we highlight the course on **"Code of Ethics, Anticorruption Policy and Conflicts of Interest".** The course was designed to explain the key points of the Code of Ethics, the Anticorruption Policy and the Conflict of Interest Policy from the standpoint of employees.

- In parallel to all the above, and in response to the needs at any given time to continue working on the dissemination of CaixaBank values and principles, **notices and briefing notes** are sent out. For example, in the framework of complying with the Code of Ethics, there is an annual notice regarding Gifts.

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Meanwhile, depending on the area where there has been a breach to the Code of Ethics and/or Code of Conduct, the body responsible for analysing it and proposing corrective actions and potential sanctions varies. These include:

- **Corporate Penal Risk Management Committee:** A high-level body with autonomous powers of initiative and control, with the capacity to raise consultations, request information, propose measures, begin investigations or carry out any process required in relation to crime prevention and managing the Penal Prevention Model. The Committee analyses conduct reported in complaints of potential criminal offences. If disciplinary measures are required as a result of the analysis conducted, it is transferred to CaixaBank's Incidents Committee.

  The Corporate Penal Risk Management Committee reports to the Global Risk Committee, and, if relevant, to the Risk Committee.

- The **RIC Committee:** A collegiate body that analyses potential breaches, and proposes corrective actions and sanctions. Likewise, any queries regarding the content of the RIC can be forwarded to the RIC Committee Secretary or the Corporate Regulatory Compliance Division, depending on the issue.

Whistleblowing channel for reporting financial irregularities

CaixaBank has put in place a range of **confidential whistleblowing channels** for communications relating to the matters within the scope of the Code of Ethics, the Anticorruption Policy, the Penal Risk Prevention Model, the Internal Rules of Conduct on matters relating to the Stock Market and any other internal CaixaBank policy or standard.

A **query** is understood as a confidential request by an employee for clarification of specific questions, as a result of the interpretation or application of the concepts laid forth in the policies and standards mentioned earlier.

A **complaint** is a confidential notification by an employee to make the Bank aware of a potential breach of those rules, policies or standards.

In 2019, the channels specified above have been for the **exclusive use of the Bank's employees.** If the queries/complaints are put forward by customers, they must be processed through the customer services channels established by CaixaBank, whether internal or official.

Queries and complaints are personal, and can only be put forward by the interested parties themselves, and not on behalf of a group or third party.

Access to such channels is internal. They are available on the Corporate Intranet. We should also highlight the significant effort of the organisation in disseminating and raising awareness of the channels, including in the **training courses** that detail the mandatory use of said channels when the circumstances arise. One example is the course on "Code of Ethics, Anticorruption Policy and Conflicts of Interest".

Queries received through these channels are received and managed by **Regulatory Compliance,** apart from those relating to the Code of Telematic Conduct, which are handled by **Security and Governance.** As for complaints, they are managed by Regulatory Compliance. Periodically, Regulatory Compliance reports to the Audit and Control Committee.

The channels have established a range of guarantees. These include:

- **Confidentiality:** It is expressly forbidden to disclose to third parties any kind of information concerning the content of queries or complaints. This information will only be known to the individuals directly involved in handling the case.

- **Protection of the reporting party's identity:** The identity of the individual reporting or communicating the possible breach will be protected, and in no event will it be revealed to the party being reported.

  Regulatory Compliance will provide the name of the reporting party to other departments or areas only when this information is strictly necessary in order to investigate the report, and in all such cases the prior consent of the reporting party will be sought.

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- **Prohibition on reprisals:** CaixaBank expressly prohibits and does not tolerate reprisals against individuals reporting a possible breach of the Bank's rules of conduct or against those aiding/involved in the investigation, provided they have acted in good faith and played no part in the reported event. CaixaBank will take appropriate measures to ensure that complainants and persons submitting queries are protected.

- **Sharing of the same workplace:** If a complainant and the person complained of share the same workplace, the Bank will determine whether or not steps should be taken accordingly.

- **Incompatibilities:** In the event that any individual involved in reporting a possible breach through the confidential channels is related by kinship, marriage, or consanguinity to any person tasked with handling, investigating, or deciding on the case, the latter will be barred from taking part and will be replaced with a person not under his or her authority.

- **Rights of person reported:** The person reported must be informed of the complaint against him or her as soon as suitable checks have been made and a case file has been opened for processing.

CaixaBank will notify the person reported of the complaint and its subject matter within one month.

In 2019, a project was undertaken to introduce best practices for whistleblowing channel access and management: a **new channel for enquiries and whistleblowing.** CaixaBank regards the channel as a key element of **preventing and rectifying breaches** and detecting and preventing criminal conduct.

The key features of the new channel are:

- **New environment:** implementation of the new tool accessible internally and over the Internet, 24 hours a day, 365 days a year, using corporate and personal devices.

- **Wider scope of users:** in addition to employees, the channel will be open to Directors of the Bank, temporary staff, agents and suppliers.

- **Anonymous whistleblowing:** whistleblowers can use the channel in their own name or anonymously.

- **Processing partly outsourced:** to ensure that the entire process is transparent and effective, examination of complaints is partly outsourced to an independent expert.

The launch of the new query and whistleblowing channel is planned for the **first quarter of 2020.**

Training

CaixaBank and its subsidiaries provide an **ongoing training plan** on accounting and financial topics, tailored to the job positions and duties of employees involved in preparing and reviewing financial information.

In 2019, training focused on the following topics:

- Accounting
- Audit
- Internal Control
- Legal/Tax
- Risk Management
- Regulatory Compliance

These training actions were aimed mainly at the staff of the Financial Accounting, Control and Capital Division, the Audit, Control and Compliance Division, the Non-Performing Loans, Recoveries and Assets Division, and members of the Bank's senior management. An estimated 67,939 hours of this type of training was provided.

With respect to **ICFR** training, an **online training course** was launched in the last quarter of 2019. 39 employees Intervention and Accounting, Corporate Information and Control of Investees, Planning and Capital and Risks, among others, have been certified in addition to the 87 who were trained in 2018 and the 498 between 2013 and 2017.

This course is intended to raise awareness among all employees either directly or indirectly involved in preparing financial information of the importance of establishing mechanisms which guarantee the reliability of the same, as well as their duty to ensure compliance with applicable regulations. The course is structured in two blocks:

- The **first section** covers ICFR standards, with particular reference to the CNMV's guidelines issued in June 2010.
- **Next,** the **second section** covers the methodology established at the CaixaBank Group to ensure compliance with all prevailing ICFR regulatory requirements.

Financial Accounting, Control and Capital (FACC) also subscribes to various national and international accounting and financial publications, journals and websites. These are checked regularly to ensure that the bank takes into account any developments when preparing financial information. FACC is also a member of and attends meetings of international and domestic bodies and working parties that discuss matters relating to accounting standards and financial issues. Other areas of the Bank are also present in these forums.

In the framework of the **CaixaBank Strategic Plan for 2019-2021,** announced on 27 November 2018, a new strategic element is to 'Encourage an agile, collaborative culture focused on people'. During this period, talent and diversity will take centre stage by ensuring that talent can develop its potential through meritocracy, diversity and empowerment. The Bank will also define and deploy the best value proposition for employees – improving the employee experience – and focus on the key attributes of agility and collaboration.

As in 2018, professional development programmes and courses for the various business areas were drawn up in accordance with **business segmentation** and the profiles and skills of potential participants and the objectives set.

In 2015, the **Risks School** was set up, in collaboration with the Instituto de Estudios Bursátiles (IEB), the Universidad Pompeu Fabra (UPF) and the Universitat Oberta de Catalunya (UOC). The main purpose of this initiative is to support the training of critical professional skills and promote a decentralised management model so that employees increasingly have the necessary skills to approve lending transactions.

The Risks School has four different levels and training is adapted to the various profiles of CaixaBank employees according to their professional functions and requirements. It offers virtual content on the Virtaula corporate platform which is complemented with classroom-based sessions with internal training staff. The training is accredited by external experts from UPF.

In 2019, 196 employees were certified within the basic programme, 739 people completed the retail postgraduate diploma course, and 285 staff members were awarded the first business banking postgraduate diploma. A further 600 employees are currently in training. Over the coming years it is expected that all CaixaBank employees will receive training in the four levels offered by the Risks School.

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Another important initiative is CaixaBank's agreement with the Universidad Pompeu Fabra (UPF) Barcelona School of Management and the CISI (Chartered Institute for Securities & Investment) whereby both institutions **certify the training taken by the Bank's employees** with a single demanding exam, in accordance with European regulations on specialist training for bank employees. This training initiative is aimed at branch managers and Premier Banking managers as well as CaixaBank Private banking advisers, directors and centre managers and so that they are able to **offer customers the best possible service.** With this, CaixaBank is anticipating the prevailing EU regulations and is also the first Spanish financial institution to certify employee training with a post-graduate university diploma in Financial Advice. In 2019, 165 employees, comprising branch managers, Premier Banking managers and Private Banking staff, completed the **postgraduate diploma in financial advice** in a new form: trainees must first complete the financial reporting and advice postgraduate course (CIAF), explained below, and then move on to the remainder of the programme to obtain the full diploma. 493 employees are currently taking this course. In addition, 7,458 employees obtained the qualification in its previous format as a postgraduate diploma via a single examination.

In 2016, the Group signed an agreement with the UPF Barcelona School of Management to accredit employees with the **postgraduate course in financial reporting and advice** (CIAF). This course is shorter than the last one, but meets the MiFID II advisory requirements, and is taken by Commercial Assistant Managers, as well as employees in the Business Banking segment. In its two editions, finished in 2019, 1,578 employees were certified. Currently, 2,214 employees are taking new editions that will end in late 2019 or early 2020.

As to the new **training** required by the Bank of Spain on the new **Property Lending Contracts Act,** CaixaBank has created a training programme in partnership with UPF consisting of 53 teaching hours. In 2019, the course was passed by 9,842 employees, and a further 7,534 employees are currently in training. The course has a wider scope than employees directly facing customers, embracing staff involved in any process touching on this type of product.

In 2019, specific training was also provided to executives in the **Rethink management development programme,** in three areas: C1 programme for junior executives and C2 programme for senior executives, with broader scope and greater dedication, and programmes focused on strengthening specific skills. Talent identification and management programmes were also available.

In 2019, **training provided to Directors of the Bank** involved a tighter focus on managing banking risk and new technologies, alongside single-topic sessions for some Board committees.

This year, the Board of Directors discussed strategic issues regarding digitisation, business units and governance, and held an offsite event on banking risk and new technologies.

For their part, some of the Board committees held a range of **sessions and specific events** within their meetings to look at risk and solvency issues, as follows:

- Three joint single-topic sessions for the Audit and Control Committee and the Risks Committee, looking in detail at solvency issues (such as ICAAP, ILAAP and the CaixaBank Group's Recovery Plan) and key points relating to the Group's insurance business.
- Two work sessions run by the Audit and Control Committee to discuss **internal audit** topics, and a third session to provide training on the Group's **deferred tax assets.**
- A single-topic work session of the Risks Committee to provide members with training on **Credit Risk Models,** in addition to 15 single-topic presentations within the Risks Committee's agenda, with a special focus on catalogue risks.

Finally, in 2019 we provided 19 training sessions – with a total duration of 40 hours – to **newly appointed Directors,** so that they could acquire a clear understanding of the structure, business model, risk profile and internal governance of CaixaBank and its Group, with a special focus on the applicable regulatory framework. They were also given a file containing the key documents on the internal regulations of the Bank and the industry. Such training was in all cases internal, provided by Bank executives.

In addition, Financial Accounting, Control and Capital (FACC), the main area involved in the preparation of financial information, during 2019 provided training and classroom workshops on different topics that are relevant to the performance of their duties, mainly related to **developments in accounting standards,** and internal training sessions for sharing knowledge among different management teams.

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Risk assessment in financial reporting

The **risk identification** process followed by the Company is as follows:

Determining the scope, including the selection of the financial information, relevant headings and entities of the Group generating it, using quantitative and qualitative criteria. In 2019, this activity was carried out at the beginning of the year using data at 31 December 2018 and revised in the second half using data at 30 June 2019.

Analysis and classification of key Group entities to determine the required standard of control for each entity.

Identification of the Group's material processes which are involved, directly or indirectly, in preparing financial information.

Identification of risks associated with each process and their mitigating controls.

Documentation of existing controls to mitigate identified risks.

Continual assessment of the effectiveness of ICFR.

Reporting to Governing Bodies.

As indicated in the ICFR Standard, the Bank has a methodology for **identifying processes, relevant areas and risks associated to financial reporting,** including error or fraud.

The ICFR Standard sets out the methodology to identify the key areas and significant processes associated with financial reporting relating to the identification of risks, based on:

- establishing specific guidelines for **responsibilities** and implementation and updating;
- establishing the **criteria** to be followed and **information sources** to be used in the identification process;
- establishing criteria to be followed to identify relevant **subsidiaries** with regard to ICFR.

The ICFR Function periodically, at least once a year, reviews all the risks within the ICFR scope and all control activities designed to mitigate these. This process is carried out in conjunction with all the areas involved. However, if, during the course of the year, unidentified circumstances arise that could affect the preparation of financial information, the ICFR function must evaluate the existence of risks in addition to those already identified.

Risks relate to potentially material errors (intentional or otherwise) in relation to financial reporting objectives, which must comply with the following principles:

- Transactions, facts and other events presented in the financial information in fact exist and were recorded at the right time (**existence and occurrence**).
- The information includes all transactions, facts and other events in which the Bank is an affected party (**completeness**).
- Transactions, facts, or other events are reported and measured in accordance with applicable standards (**measurement**).
- Transactions, facts and other events are classified, presented and disclosed in financial reporting in accordance with applicable standards (**presentation, disclosure and comparability**).
- Financial information shows, at the corresponding date, the rights and obligations through the corresponding assets and liabilities, in accordance with applicable standards (**rights and obligations**).

The risk identification process takes into account both routine transactions and less frequent transactions which are potentially more complex, as well as the effects of other types of risks (operational, technological, financial, legal, reputational, environmental, etc.). The Bank also has an analysis procedure in place implemented by the various business areas involved in corporate transactions and non-recurring or special transactions, with all accounting and financial impacts being studied and duly reported.

The impact of risks on the reliability of the reporting of financial information is analysed in each of the processes entailed in its preparation.

The governance and management bodies receive regular information on the main risks inherent in financial reporting, while the Audit and Control Committee monitors the generation, preparation and review of financial reporting via the Internal Audit function and the opinion of both External Audit and Supervisory Bodies.

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Procedures and activities for control over financial reporting

Procedures for **reviewing and authorising financial reporting**

The preparation and review of financial information is carried out by the **Executive Division of Financial Accounting, Control and Capital,** which requests collaboration from all Bank departments and companies of the Group, in order to get further details on any information that it deems necessary.

Financial reporting is a key element of the process of oversight and decision-making by the highest Governance and Management Bodies of the Bank. Therefore, the preparation and review of financial reporting must be based on **suitable human and technical resources** that enable the Bank to provide true, accurate and clear information about its business in accordance with prevailing laws and regulations.

In particular, the professional experience of the personnel involved in reviewing and authorising the financial information is of a suitable standard and all are appointed in the light of their **knowledge and experience in accounting, auditing or risk management.** Likewise, by establishing control mechanisms, the technical measures and IT systems ensure that the financial information is reliable and complete.

Financial reporting is monitored by the various hierarchical levels within Financial Accounting, Control and Capital and, where applicable, double checked with other areas of the Bank. Finally, the key financial information disclosed to the market is examined and, if applicable, approved by the highest-ranking governing bodies (the Board of Directors and the Audit and Control Committee) and the bank's management.

With regard to activities and control procedures directly related to transactions which may have a material impact on the financial statements, the Bank has in place a process whereby it **constantly reviews all documentation concerning the activities** carried out, any risks inherent in financial reporting and the controls needed to mitigate critical risks. This ensures that all documentation is complete and up to date.

In this respect, the following information is detailed in the **documentation on critical processes and control activities** of financial information:

- Associated **processes and subprocesses.**
- **Risks** of financial information along with their Financial Assertions and the possibility of Risk due to Fraud. In this respect, we highlight that the risks are specified according to risk categories and models that form part of the Bank's **Corporate Risk Catalogue,** produced by the Executive Division of Corporate Risk Management Function & Planning.
- **Control activities** implemented to mitigate risk, with these characteristics:

>> **Classification**
Key / Standard

>> **Automation**
Manual / Automatic / Semiautomatic

>> **Evidence**
Evidence/proof that the control is working correctly

>> **System**
IT applications or programmes used in the control activity

>> **Financial assertions**
existence and occurrence; completeness; valuation; presentation, disclosure and comparability; rights and obligations.

>> **Control executor**
Person responsible for implementing the control

>> **Purpose**
Preventive / Detective / Corrective

>> **Frequency**
How often the control is executed

>> **Certification**
According to the frequency of control, the period(s) in the year when certification is conducted

>> **COSO Component**
Type of control activity according to COSO classification *(Committee of Sponsoring Organisations of the Treadway Commission)*

>> **Person responsible for the control**
Person who ensures the control is executed correctly

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All activities and controls are designed to guarantee that all transactions carried out are correctly recorded, valued, presented and itemised.

To assess the effectiveness of existing controls, CaixaBank has an **internal bottom-up certification process of key controls.** The objective is to guarantee the reliability of financial reporting when made public to the market.

The persons responsible for each of the key controls submit attestations guaranteeing their **effective execution** during the period in question. The process is carried out at least quarterly although there are also ad-hoc non-standard attestations where controls of financial reporting are carried out during different periods.

The Financial Accounting, Control and Capital Executive Manager informs the **Management Committee** and the **Audit and Control Committee** of the outcome of this attestation process. This result is also passed on to the **Board of Directors.**

In 2019, the Bank conducted the **attestation process on a quarterly basis.** No material weaknesses were detected.

Attestations were also conducted at times other than standard quarter-ends for certain financial information to be made public to the markets. Again, no material weaknesses were detected.

Internal Audit performs supervisory functions, as described in section 5.

The preparation of the financial statements requires senior executives to make certain **judgements, estimates and assumptions** in order quantify assets, liabilities, income, expenses and obligations. These estimates are based on the best information available at the date the financial statements are prepared, using generally-accepted methods and techniques and observable and tested data and assumptions.

The procedures for reviewing and approving the judgements and estimates are outlined in the ICFR Policy and the ICFR Standard. The Board of Directors and the Management Committee are responsible for approving this information.

This year the Bank has addressed the following:

- The criterion to temporarily allocate income obtained from secondary activities provided to the profit and loss account.
- The measurement of goodwill and intangible assets.
- The term of the lease agreements and the discount rate used in the measurement of the lease liabilities.
- The fair value of assets, liabilities and contingent liabilities in the context of the purchase price allocation in business combinations.
- Impairment losses on financial assets, and of the fair value of guarantees associated thereto, according to their classification in accounts, which entail the need to make judgements regarding: i) the consideration of 'a significant increase in credit risk' (SICR), ii) the definition of default; and iii) the incorporation of forward-looking information.
- The measurement of investments in joint ventures and associates.
- The determination of share of the profit or loss of investments in associates.
- The actuarial assumptions used to measure liabilities under insurance contracts.
- The classification, useful life of and impairment losses on property, plant and equipment and intangible assets.
- Impairment losses on non-current assets and disposal groups classified as held for sale.
- The actuarial assumptions used to measure post-employment liabilities and obligations.
- The measurement of the provisions required to cover labour, legal and tax contingencies.
- The income tax expense determined based on the income tax rate expected for the full year and the capitalisation and recoverability of tax assets.
- The fair value of certain financial assets and liabilities.

Procedures for **IT systems**

The IT systems which give support to processes regarding the preparation of financial information are subject to internal control policies and procedures which guarantee completeness when preparing and publishing financial information.

Specifically these are policies regarding:

Information Security Management System

CaixaBank has an **Information Security** Management System (ISMS) based on international best practices. This ISMS has obtained, and each year renews, ISO 27001:2013 certification by the British Standards Institution (BSI). This system defines, amongst other policies, those for accessing IT systems and the internal and external controls which ensure all of the policies defined are correctly applied.

Operational and business continuity

The Bank has in place an **IT Contingency Plan** to deal with serious situations to guarantee its IT services are not interrupted. It also has strategies in place to enable it to recover information in the shortest time possible. This IT Contingency Plan has been designed and operates according to ISO 27031:2011. Ernst&Young has certified that the regulatory governance body for Technological Contingency at CaixaBank has been designed, developed and is operating in accordance with this regulation.

The British Standards Institution (BSI) has certified that CaixaBank's Business Continuity Management System is ISO 22301:2012 compliant. These certifications attest:

- CaixaBank management's commitment to business continuity and technological contingency.
- The existence of business continuity and technological contingency management best practices.
- A cyclical process based on continuous improvement.
- That CaixaBank has deployed and operates business continuity and technological contingency management systems which are compliant with international standards.

Which offer:

- **Assurance** to our customers, investors, employees and society in general that the Bank is able to respond to serious events that may affect business operations.
- **Compliance with the recommendations** of regulators, the Bank of Spain, MiFID and Basel III.
- **Advantages** in terms of the Bank's image and reputation.
- **Annual audits, both internal and external,** which ensure we keep our systems up to date.

Information technology (IT) governance

CaixaBank's information and technology (IT) governance model ensures that its **IT services are aligned with the Bank's business strategy** and comply with all regulatory, operational and business requirements. IT governance is an essential part of overall governance and encompasses organisational structures and guidelines to ensure that the IT services support and facilitate the fulfilment of strategic objectives. The Regulations on Information Technology (IT) Governance at CaixaBank is implemented on the basis of requirements specified in the standard 'ISO 38500:2008 - Corporate Governance of Information Technology', in accordance with the technical guide contained in the technical report 'ISO 38502:2014 - Governance of IT Governance - Framework and model'. The certification of the model was updated by Deloitte Advisory, S.L. in December 2018.

CaixaBank's IT services have been designed to meet the business' needs, guaranteeing the following:

- Segregation of duties;
- Change management;
- Incident management;
- IT quality management;
- Risk management; operational, reliability of financial reporting, etc.;
- Identification, definition and monitoring of indicators (scorecard);
- Existence of governance, management and monitoring committees;
- Regular reporting to management;
- Rigorous internal controls which include annual internal and external audits.

Procedures for overseeing the management of outsourced **activities and independent experts**

The CaixaBank Group has a **Cost, Budget Management and Purchasing Policy,** approved by the Management Committee on 18 June 2018, which defines the global reference framework for the companies of the Group, and details the general principles and procedures regarding the definition, management, execution and control of the budget for CaixaBank's operational and investment costs.

This policy is detailed in the **Group's internal regulations** which mainly regulate processes regarding:

- Budget drafting and approval
- Budget execution and demand management
- Procurement and commissioning
- Payment of invoices to suppliers

Most of the processes carried out between Group entities and suppliers are managed and recorded by programs which include all activities. The Efficiency Committee is responsible for ensuring that the budget is applied in accordance with internal regulations.

To ensure correct cost management, the CaixaBank Efficiency Committee has delegated duties to two committees:

- **Expenditure and Investments Committee (CGI):** reviews and ratifies all expenses and investment proposed by the various areas and subsidiaries in projects. It queries the need for and reasonableness of expenditure by means of a profitability and/or efficiency analysis from the standpoint of the Bank.

- **Purchasing Board:** oversees achieving maximum savings in contracting goods and services, encouraging equal opportunities among suppliers. The Bank's Code of Business Conduct and Ethics stipulates that assets must be purchased and services engaged objectively and transparently, avoiding situations that could affect the impartiality of the people involved. Hence all procurement must be based on at least 3 competing bids submitted by different suppliers. Purchases above a given threshold must be managed by the specialist team of buyers for the given category: IT, Professional Services, Marketing, Facilities or Building Works.

The CaixaBank Group has a **Suppliers' Portal** offering quick and easy communication between suppliers and Group companies. This channel allows suppliers to submit all the necessary documentation when bidding for contracts or processing their standard-approval for eligibility. This not only ensures compliance with internal procurement regulations but also makes management and control easier.

CaixaBank has an **Outsourcing Policy** which establishes the methodological framework and criteria to take into account when outsourcing services. The policy determines the roles and responsibilities of each activity and states that all outsourcing must be assessed according to its criticality and risk, as well as defining various control and supervision levels according to its classification. The policy was updated in 2019 to bring it into line with the new regulatory framework.

The wording of the new policy on outsourcing governance, in conjunction with the second line of defence for non-financial risks, ensures:

- CaixaBank senior management's **commitment** to outsourcing governance.
- Compliance with outsourcing management initiative **best practices.**
- A cyclical process based on **continuous improvement.**

Formalisation of this Policy means:

- Our customers, investors, employees and other stakeholders **trust** in the decision-making and control process for outsourcing initiatives.
- **Compliance** with the recommendations of regulators, such as the Bank of Spain, MiFID and Basel III.
- **Advantages** in terms of the Bank's image and reputation.

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CaixaBank has increased its control efforts even further, and ensures that future outsourcing does not represent a loss of supervision, analysis and enforcement capacities of the service or activity in question.

The following procedure is followed when there is a new outsourcing initiative:

- **Analysis** of the applicability of the outsourcing model to the supplier.
- Assessment of the **outsourcing decision** by measuring criticality, risks and the outsourcing model.
- **Approval** of the risk inherent in the initiative by a collegial internal body.
- **Engagement** of the supplier.
- **Transfer of service to** external supplier.
- **Oversight and monitoring** of the activity or service rendered.

All outsourced activities are subject to controls largely based on **performance indicators.** Each person in charge of an outsourced activity shall request that the supplier report all indicators and keep these up-to-date. These are then reviewed internally on a periodical basis.

In **2019,** valuation and calculation **services** commissioned from independent experts mainly concerned the following:

- Certain internal audit and technology services
- Certain financial consultancy and business intelligence services
- Certain marketing and various procurement services
- Certain IT and technology services
- Certain financial services
- Certain financial, fiscal and legal advisory services
- Certain processes related to Human Resources and various procurement services
- Certain processes related to Information Systems

Reporting and communications

Accounting policies

Sole responsibility for specifying and communicating the Group's accounting principles rests with the **Accounting Policies and Regulation Department,** which reports to Financial Accounting, Control and Capital (FACC).

Its responsibilities include **monitoring and analysing regulations** applicable to the Group, for their interpretation and subsequent application in financial reporting, uniformly across all companies that comprise the Group; it also **continually updates** accounting criteria applied for any new kind of contract or operation, or any regulatory change.

Furthermore, the Department **analyses and studies the accounting implications** of individual transactions, to anticipate impacts and ensure the correct accounting process is applied in the consolidated financial statements, and resolves any questions or conflicts surrounding accounting matters that are not included in a cost sheet, or where there are any doubts regarding their interpretation. At least monthly, accounting queries that have been concluded by the Department are shared with the rest of the Financial Accounting, Control and Capital Division, explaining the technical arguments that support them or the interpretations made, as well as issues currently being analysed.

In the **process for creating new products,** through participation in the Groups' Product Committee, the Department analyses the accounting implications of the products, on the basis of their characteristics, whereby this analysis leads to the creation or update of a cost sheet, detailing all the potential events which a contract or transaction may involve. In addition, the main characteristics of administrative operation, tax regulations and accounting criteria and standards are described. Additions and amendments to the accounting circuits are notified immediately to the Organisation and most can be consulted on the Entity's intranet.

This Department also participates in and supports the **Regulation Committee of the CaixaBank Group** regarding accounting regulations. In the event of any regulatory change that must be implemented in the Group, the Department communicates this in writing to the Departments or Group subsidiaries affected, and participates or leads the implementation projects for such changes wherever relevant.

These activities prompted the **drafting and ongoing maintenance of a manual on accounting policies,** which establishes the accounting standards, principles and criteria adopted by the Group. This manual guarantees the comparability and quality of the financial information of all companies of the Group, and is complemented by the queries received by the Department.

Communication with operation managers is permanent and fluid.

Additionally, the Policies and Regulation Department is responsible for developing **training activities** in the organisation's relevant business departments, on accounting news and notifications.

Mechanisms for financial reporting

CaixaBank has internally-developed IT tools that ensure the completeness and homogeneity of **financial information capturing and elaboration processes.** All of these applications have IT contingency mechanisms which guarantee that the data is held and can be accessed in any circumstances.

We should emphasise that the Company is currently undergoing a project to improve the **architecture of accounting information,** with a view to increase quality, completeness, immediacy and access to data provided by business applications. The various IT applications are gradually being including in the scope of the project which currently includes a very significant materiality of balances.

For the purposes of preparing **consolidated financial reporting,** both CaixaBank and the companies that comprise the Group use specialised tools to deploy data capture, analysis and preparation mechanisms with standard formats. The accounts plan, which is incorporated in the consolidation application, has been defined to comply with requirements of the various regulators.

With respect to the Systems used for **ICFR management,** the Company has the **SAP Governance, Risk and Compliance (SAP GRC)** tool in place, in order to guarantee its completeness, reflecting the existing risks and controls. The application also supports the Corporate Risk Catalogue and Operational Risk Indicators (KRIs), for which the Executive Corporate Risk Management Function & Planning Division is responsible.

Oversight of the operation of the system for internal control over financial reporting

Notwithstanding the risk management and control functions of the **Board of Directors,** the **Audit and Control Committee** is entrusted with overseeing the **process for preparing and submitting regulated financial information** and the effectiveness of the Bank's internal control and risk management systems and discussing with auditors any significant weaknesses in the internal control system identified during the course of the audit.

The duties and activities of the Audit and Control Committee include those related to overseeing the process for preparing and submitting financial information as described in section 1.1.

As part of its duty to oversee the process for preparing and submitting regulated financial information, the Audit and Control Committee carries out, inter alia, the following activities:

- **Review of the Annual Internal Audit Plan** and assessment of whether the Plan has sufficient scope to provide appropriate coverage for the main risks to which the Bank is exposed. Subsequently, the Annual Plan is laid before the Board of Directors.
- **Review and assessment of the conclusions** of the audits carried out and the impact on financial reporting, where applicable.
- **Ongoing monitoring** of corrective action, prioritising each one.

The Internal Audit function, represented by the Management Committee's Executive Division for Audit, is governed by the principles contained in the Internal Audit Regulations of the CaixaBank Group, approved by the CaixaBank Board of Directors.

CaixaBank's internal audit is an **independent and objective activity** for assurance and enquiry designed to add value and improve operational performance. Internal audit contributes to achieving the strategic objectives

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of the CaixaBank Group by providing a systematic and disciplined approach to evaluating and improving risk control and management processes and corporate governance. Its objective is to guarantee effective and efficient supervision of the internal control system through ongoing assessment of the organisation's risks and controls. In addition, the Internal Audit function supports the Audit and Control Committee in its supervisory role by submitting regular reports on the outcome of internal audit engagements.

Internal Audit has **auditors working in various audit teams** which specialise in reviewing the main risks to which the Bank is exposed. One of these teams is the Financial Audit, Investees and Regulatory Compliance Division where specialists oversee processes at Financial Accounting, Control and Capital, which is responsible for preparing the bank's financial and accounting information. The Annual Internal Audit Plan takes a multiyear approach to review the risks and controls in financial reporting for all auditing engagements where these risks are relevant.

In each review Internal Audit:

- **Identifies the necessary controls** to mitigate the risks inherent in the process under review.
- Analyses the **effectiveness and efficiency** of the existing controls on the basis of their design.
- Verifies that these **controls are applied.**
- **Reports** the findings of the review and issues an opinion on the control environment.
- **Recommends** corrective actions.

Internal Audit has developed a **specific work programme to review ICFR,** focusing on the scheduled review of relevant processes (transversal and business) defined by the Internal Control over Financial Reporting team, which is complemented by a review of existing controls in audits of other processes. Currently, this work programme is completed by reviewing proper attestation and evidence of effective execution of a sample of controls, selected according to ongoing audit indicators. Based on this, the Internal Audit function publishes an annual global report that includes an assessment of the performance of ICFR during the year.

The annual assessment of ICFR at 31/12/2019 focused on:

- Review of **application of the Reference Framework** defined in the document "Internal Control over Financial Reporting in Listed Companies" published by the CNMV as a standard of best practices in this area.
- Verification of **application of the Internal Control over Financial Reporting Policy and Standard** to ensure that ICFR across the Group is suitable and effective.
- Assessment of the **internal bottom-up attestation of key controls.**
- Evaluation of the **specifications of the relevant processes, risks and controls** in financial reporting.

Furthermore, in 2019, Internal Audit carried out a range of reviews of the generation and presentation of financial information, focused on financial-accounting areas, corporate risk management, financial instruments, information systems, and the insurance business, among others.

The Audit and Control Committee and executive team will be informed of the results of the ICFR evaluation. The evaluation reports set out action plans specifying corrective measures and their criticality for mitigating risks in financial reporting, and deadlines for resolution.

The Bank has in place a **procedure for regular discussions with its statutory auditor.** Senior management is kept permanently informed of the conclusions reached during the review of the financial statements. The statutory auditor assists the Audit and Control Committee by reporting on the audit plan, the preliminary findings on publication of the financial statements and the final findings, as well as, if applicable, any weaknesses encountered in the internal control system, prior to authorisation for issue of the financial statements. Also, when reviewing the interim financial information, the Audit and Control Committee shall be informed of the work carried out and the conclusions reached.

In addition, and within its areas of activity, Internal Audit's reviews conclude with the issue of a report evaluating the relevant risks and the effectiveness of internal control of the processes and the transactions analysed. It also evaluates the possible control weaknesses and shortcomings and formulates recommendations to correct them. **Internal Audit reports** are sent to senior management. The Audit and Control Committee receives a monthly report on the activities carried out by Internal Audit, with specific information on all significant weaknesses identified in the course of reviews during the reporting period.

Internal Audit **constantly oversees the fulfilment of recommendations,** focusing particularly on high-risk weaknesses, with regular reports. This monitoring information, as well as the relevant incidents identified in the Audit reviews, are reported to the Audit and Control Committee and senior management.

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External auditor report

In accordance with the recommendation concerning the Auditor's Report included in the guidelines on the information relating to Internal Control over Financial Reporting in Listed Companies published by the National Securities Market Commission on its website, the auditor of the financial statements of CaixaBank has reviewed the information on internal control over financial reporting system. The final report concludes that, as a result of the procedures applied regarding information on ICFR, there are no relevant inconsistencies or incidents.

This report is attached as an Appendix to this Annual Corporate Governance Report.

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G. Extent of compliance with Corporate Governance Recommendations

1

That the Articles of Association of listed companies do not limit the maximum number of votes that may be cast by one shareholder or contain other restrictions that hinder the takeover of control of the company through the acquisition of shares on the market.

Complies [X] Explanation [ ]

2

That when the parent company and a subsidiary are listed on the stock market, both should publicly and specifically define:

a) The respective areas of activity and possible business relationships between them, as well as those of the listed subsidiary with other group companies.

b) The mechanisms in place to resolve any conflicts of interest that may arise.

Complies [ ] Complies partially [ ] Explanation [ ] Not applicable [X]

This recommendation is not deemed to be applicable to CaixaBank, since the bank is the only listed company within its group.

3

That, during the course of the ordinary General Shareholders' Meeting, complementary to the distribution of a written Annual Corporate Governance Report, the chairman of the Board of Directors makes a detailed oral report to the shareholders regarding the most material aspects of corporate governance of the company, and in particular:

a) Changes that have occurred since the last General Shareholders' Meeting.

b) Specific reasons why the company did not follow one of more of the recommendations of the Code of Corporate Code and, if so, the alternative rules that were followed instead.

Complies [X] Complies partially [ ] Explanation [ ]

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4

That the company has defined and promoted a policy of communication and contact with shareholders, institutional investors and proxy advisers that complies in all aspects with rules preventing market abuse and gives equal treatment to similarly situated shareholders.

And that the company has made such a policy public through its web page, including information related to the manner in which said policy has been implemented and the identity of contact persons or those responsible for implementing it.

Complies [X] Complies partially [ ] Explanation [ ]

5

That the Board of Directors should not propose to the General Shareholders' Meeting any proposal for delegation of powers allowing the issuance of shares or convertible securities without pre-emptive rights in an amount exceeding 20% of equity at the time of delegation.

And that whenever the Board of Directors approves any issuance of shares or convertible securities without pre-emptive rights the company immediately publishes reports on its web page regarding said exclusions as referenced in applicable company law.

Complies [ ] Complies partially [X] Explanation [ ]

The Board of Directors, in its meeting dated 10 March 2016, agreed to propose at the Annual General Meeting on 28 April the ratification of an agreement to delegate powers in favour of the Board of Directors in order to issue bonds, preference shares and any other fixed income securities or instruments of a similar nature which are convertible into CaixaBank shares, or which directly or indirectly give the right to the subscription or acquisition of the company's shares, including warrants. The proposed delegation expressly included the power to disapply the pre-emptive subscription right of shareholders. This proposal was approved at the Annual General Meeting held on 28 April 2016.

The capital increases that the Board of Directors may approve under this authorisation to carry out the conversion of shares in whose issuance the pre-emptive subscription right has been disapplied are not subject to the maximum limit of 20% of the share capital that the Annual General Meeting of 23 April 2015 unanimously agreed for any capital increases that the Board of Directors may approve (the legal limit of 50% of the capital at the time of the approval does apply).

Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013 on access to the activity of credit institutions and the prudential supervision of credit institutions and investment companies, and Regulation (EU) No 575/2013 on prudential requirements for credit institutions and investment firms, and Spanish Act 11/2015 of 18 June on the recovery and resolution of credit institutions and investment services companies, anticipate the need for credit entities to provide, in certain proportions, different instruments in the composition of their regulatory capital so that they can be considered suitably capitalised. Therefore, different capital categories are contemplated that must be covered by specific instruments. Despite the Company'sCompany's adequate capital situation, it was deemed necessary to adopt an agreement that allows instruments to be issued that may be convertible in certain cases. To the extent that the issuance of these instruments implies the need to have an authorised capital that, at the time of its issuance, covers a possible convertibility and in order to provide the company with greater flexibility, it was deemed suitable for the capital increases that the Board approves to be carried out under the delegation agreement in this report in order to address the conversion of shares in whose issuance the pre-emptive subscription right has been excluded, not being subject to the maximum limit of 20% of the capital which is applicable to all other capital increases that the Board is authorised to approve.

6

That listed companies which draft the reports listed below, whether under a legal obligation or voluntarily, publish them on their web page with sufficient time before the General Shareholders' Meeting, even when their publication is not mandatory:

a) Report regarding the auditor's independence.

b) Reports regarding the workings of the audit committee and the appointments and remuneration committee.

c) Report by the audit committee regarding related-party transactions.

d) Report on the corporate social responsibility policy.

Complies [X] Complies partially [ ] Explanation [ ]

7

That the company reports in real time, through its web page, the proceedings of the General Shareholders' Meetings.

Cumple [X] Explique [ ]

8

That the audit committee ensures that the Board of Directors presents financial statements in the audit report for the General Shareholders' Meeting which do not have qualifications or reservations and that, in the exceptional circumstances in which qualifications may appear, that the chairman of the and the auditors clearly explain to the shareholders the content and scope of said qualifications or reservations.

Complies [X] Complies partially [ ] Explanation [ ]

9

That the company permanently maintains on its web page the requirements and procedures for certification of share ownership, the right of attendance at the General Shareholders' Meetings, and the exercise of the right to vote or to issue a proxy.

And that such requirements and procedures promote attendance and the exercise of shareholder rights in a non-discriminatory fashion.

Complies [X] Complies partially [ ] Explanation [ ]

10

That when a verified shareholder has exercised his right to make additions to the agenda or to make new proposals to it with sufficient time in advance of the General Shareholders' Meeting, the company:

a) Immediately distributes the additions items and new proposals.

b) Publishes the attendance card credential or proxy form or form for distance voting with the changes such that the new agenda items and alternative proposals may be voted upon under the same terms and conditions as those proposals made by the Board of Directors.

c) Submits all of these items on the agenda or alternative proposals to a vote and applies the same voting rules to them as are applied to those drafted by the Board of Directors including, particularly, assumptions or default positions regarding votes for or against.

d) That after the General Shareholders' Meeting, a breakdown of the results of said additions or alternative proposals is communicated.

Complies ☐ Complies partially ☒ Explanation ☐ Not applicable ☐

With regard to section c), the Board agrees that there are different presumptions about the direction of the vote for proposals submitted by shareholders and those submitted by the Board (as established in the Regulations of the Company's General Meeting), opting for the presumption of a vote in favour of agreements proposed by the Board of Directors (because the shareholders absent for the vote have had the opportunity to record their absence so their vote is not counted and they can also vote early in another direction through the mechanisms established for that purpose) and for the presumption of a vote against agreements proposed by shareholders (since there is a probability that the new proposals will deal with agreements that are contradictory to the proposals submitted by the Board of Directors and it is impossible to attribute opposite directions for their votes to the same shareholder. Additionally, shareholders who were absent have not had the opportunity to assess and vote early on the proposal).

Although this practice does not reflect the wording of Recommendation 10, it does better achieve the final objective of Principle 7 of the Good Governance Code which makes express reference to the Corporate Governance Principles of the OECD, which outline that the procedures used in Shareholders' Meetings must ensure the transparency of the count and the adequate registration of votes, especially in situations of voting battles, new items on the agenda and alternative proposals, because it is a measure of transparency and a guarantee of consistency when exercising voting rights.

11

That, in the event the company intends to pay for attendance at the General Shareholders' Meeting, it establish in advance a general policy of long-term effect regarding such payments.

Complies ☒ Complies partially ☐ Explanation ☐ Not applicable ☐

12

That the Board of Directors completes its duties with a unity of purpose and independence, treating all similarly situated shareholders equally and that it is guided by the best interests of the company, which is understood to mean the pursuit of a profitable and sustainable business in the long term, and the promotion of continuity and maximisation of the economic value of the business.

And that in pursuit of the company's interest, in addition to complying with applicable law and rules and in engaging in conduct based on good faith, ethics and a respect for commonly accepted best practices, it seeks to reconcile its own company interests, when appropriate, with the interests of its employees, suppliers, clients and other stakeholders, as well as the impact of its corporate activities on the communities in which it operates and the environment.

Complies ☒ Complies partially ☐ Explanation ☐

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13

That the Board of Directors is of an adequate size to perform its duties effectively and collegially, and that its optimum size is between five and fifteen members.

Complies ☐ Explanation ☒

At 31 December 2019, the Board of Directors comprised a total of 16 members.

In line with best corporate governance practices, the General Shareholders' Meeting held on 5 April 2019 resolved to reduce the number of Board members by two (2), thus bringing the total number of Board members to sixteen (16). This number is within the limits stipulated in the by-laws and is close to the recommendation contained in the Code of Good Governance (that Boards should have between five and fifteen members). Meanwhile, and given its status as a credit institution, CaixaBank has six (6) Board committees, four (4) of which are compulsory and two (2) voluntary. The most recent of these were set up in 2019. It is therefore believed that the Board's current composition is suited to its current workload.

It should also be noted that the Board's current size and composition is justified by the need to incorporate a certain number of independent directors and also to comply with the shareholders' agreement stemming from the merger with Banca Cívica, which will remain in force until August 2020.

With all this in mind, the Board is believed to have the right number of members to ensure its maximum effectiveness and involvement of directors, with a wide range of opinions.

14

That the Board of Directors approves a selection policy for directors that:

a) Is concrete and verifiable.

b) Ensures that proposals for appointment or re-election are based upon a prior analysis of the needs of the Board of Directors.

c) Favours diversity in knowledge, experience and gender.

That the resulting prior analysis of the needs of the Board of Directors is contained in the supporting report from the appointments committee published upon a call from the General Shareholders' Meeting submitted for ratification, appointment or re-election of each director.

And that the selection policy for directors promotes the objective that by the year 2020 the number of female directors accounts for at least 30% of the total number of members of the Board of Directors.

The appointments committee will annually verify compliance with the selection policy of directors and explain its findings in the Annual Corporate Governance Report.

Complies ☒ Complies partially ☐ Explanation ☐

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15

That proprietary and independent directors constitute a substantial majority of the Board of Directors and that the number of executive directors is kept at a minimum, taking into account the complexity of the corporate group and the percentage of equity participation of executive.

Complies [X] Complies partially [ ] Explanation [ ]

16

That the percentage of proprietary directors divided by the number of non-executive directors is no greater than the proportion of the equity interest in the company represented by said proprietary directors and the remaining share capital.

This criterion may be relaxed:

a) In companies with a high market capitalisation in which interests that are legally considered significant are minimal.

b) In companies where a diversity of shareholders is represented on the Board of Directors without ties among them.

Complies [X] Explanation [ ]

17

That the number of independent directors represents at least half of the total number of directors.

Nonetheless, when the company does not have a high level of market capitalisation or in the event that it is a high cap company with one shareholder or a group acting in a coordinated fashion who together control more than 30% of the company's equity, the number of independent directors represents at least one third of the total number of directors.

Complies [X] Explanation [ ]

18

That companies publish and update the following information regarding directors on the company website:

a) Professional profile and biography.

b) Any other Boards to which the director belongs, regardless of whether the companies are listed, as well as any other remunerated activities engaged in, regardless of type.

c) Category of directorship, indicating, in the case of individuals who represent significant shareholders, the shareholder that they represent or to which they are connected.

d) The date of their first appointment as a director of the company's Board of Directors, and any subsequent re-election.

e) The shares and options they own.

Complies [X] Complies partially [ ] Explanation [ ]

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19

That the Annual Corporate Governance Report, after verification by the appointments committee, explains the reasons for the appointment of proprietary directors at the proposal of the shareholders whose equity interest is less than 3%. It should also explain, where applicable, why formal requests from shareholders for membership on the Board meeting were not honoured, when their equity interest is equal to or exceeds that of other shareholders whose proposal for proprietary directors was honoured.

Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

20

That proprietary directors representing significant shareholders must resign from the Board if the shareholder they represent disposes of its entire equity interest. They should also resign, in a proportional fashion, in the event that said shareholder reduces its percentage interest to a level that requires a decrease in the number of proprietary directors representing this shareholder.

Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

21

That the Board of Directors may not propose the dismissal of any independent director before the completion of the director's term provided for in the Articles of Association unless the Board of Directors finds just cause and a prior report has been prepared by the appointments committee. Specifically, just cause is considered to exist if the director takes on new duties or commits to new obligations that would interfere with his or her ability to dedicate the time necessary for attention to the duties attendant to his post as a director, fails to complete the tasks inherent to his or her post, or enters into any of the circumstances which would cause the loss of independent status in accordance with applicable law.

The dismissal of independent directors may also be proposed as a result of a public share offer, joint venture or similar transaction entailing a change in the shareholder structure of the company, provided that such changes in the structure of the Board are the result of the proportionate representation criteria provided for in Recommendation 16.

Complies [X] Explanation [ ]

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22

That companies establish rules requiring that directors inform the Board of Directors and, where appropriate, resign from their posts, when circumstances arise which may damage the company's standing and reputation. Specifically, directors must be required to report any criminal acts with which they are charged, as well as the consequent legal proceedings.

And that should a director be indicted or tried for any of the offences set out in company law legislation, the Board of Directors must investigate the case as soon as possible and, based on the particular situation, decide whether the director should continue in his or her post. And that the Board of Directors must provide a reasoned written account of all these events in its Annual Corporate Governance Report.

Complies [X] Complies partially [ ] Explanation [ ]

23

That all directors clearly express their opposition when they consider any proposal submitted to the Board of Directors to be against the company's interests. This particularly applies to independent directors and directors who are unaffected by a potential conflict of interest if the decision could be detrimental to any shareholders not represented on the Board of Directors.

Furthermore, when the Board of Directors makes significant or repeated decisions about which the director has serious reservations, the director should draw the appropriate conclusions and, in the event the director decides to resign, explain the reasons for this decision in the letter referred to in the next recommendation.

This recommendation also applies in the case of the secretary of the Board of Directors, despite not being a director.

Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

24

That whenever, due to resignation or any other reason, a director leaves before the completion of his or her term, the director should explain the reasons for this decision in a letter addressed to all the directors of the Board of Directors. Irrespective of whether the resignation has been reported as a relevant fact, it must be included in the Annual Corporate Governance Report.

Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

25

That the appointments committee ensures that non-executive directors have sufficient time in order to properly perform their duties.

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And that the Board rules establish the maximum number of company Boards on which directors may sit.

Complies [X] Complies partially [ ] Explanation [ ]

26

That the Board of Directors meet frequently enough so that it may effectively perform its duties, at least eight times per year, following a schedule of dates and agenda established at the beginning of the year and allowing each director individually to propose items do not originally appear on the agenda.

Complies [X] Complies partially [ ] Explanation [ ]

According to the provisions of Article 7.2 of the Regulations of the Board of Directors, the Chairman is vested with ordinary powers to draw up the agenda for such meetings and steer discussions and deliberations.

However, any director may request that further items be included on the agenda.

27

That irector absences only occur when absolutely necessary and are quantified in the Annual Corporate Governance Report. And when absences occur, that the director appoints a proxy with instructions.

Complies [ ] Complies partially [X] Explanation [ ]

To help prevent unavoidable absences leading to de facto changes in the balance of the Board of Directors, the law allows directors to grant a proxy upon a fellow director (for non-executive directors, the proxy must be granted to a fellow non-executive director), as set out in Principle 14 of the Good Governance Code and in the corporate By-laws (article 37) and the Regulations of the Board of Directors (article 17), which states that directors must personally attend Board meetings. However, when they are unable to do so in person, they shall endeavour to grant their proxy in writing, on a special basis for each meeting, to a fellow Board member, including the appropriate instructions therein. Non-executive directors may only delegate a proxy to a fellow non-executive director, while independent directors may only delegate to a fellow independent director.

It should also be noted that CaixaBank's Corporate Governance Policy states that in relation to the duty of directors to attend Board meetings, and in the event of their unavoidable absence, directors shall endeavour to grant their proxy in writing, and separately for each meeting, to a fellow Board member. Every attempt must be made to ensure that each and every director attends at least 80% of Board meetings. As such, proxies are a comparative rarity at CaixaBank.

The Board of Directors considers, as good corporate governance practice, that when directors are unable to attend meetings, proxies are not generally delegated with specific instructions. This does not amend, de facto, the balance of the Board given that delegations may only be made by non-executive directors to other non-executive directors, and independent directors may only delegate to other independent directors, while directors are always required to defend the company's corporate interest regardless of their director status.

Moreover, and reflecting the freedom of each director who may also delegate with the appropriate instructions as suggested in the Board's Regulations, the decision to delegate without instructions represents each director's freedom to consider what provides most value to their proxy, and they may finally decide on the grounds that they want to give their proxy freedom to adapt to the result of the Board meeting debate. This, in addition, is in line with the law on the powers of the Chairman of the Board of Directors, who is given, among others, the responsibility of encouraging a good level of debate and the active involvement of all directors, safeguarding their right to adopt any position or stance they see fit.

Therefore, the freedom to appoint proxies with or without specific instructions, at the discretion of each director, is considered good practice and, specifically, the absence of instructions is seen as facilitating the proxy's ability to adapt to the content of the debate.

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28

That when directors or the secretary express concern regarding a proposal or, in the case of directors, regarding the direction in which the company is headed and said concerns are not resolved by the Board of Directors, such concerns should be included in the minutes, upon a request from the protesting party.

Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

29

That the company establishes adequate means for directors to obtain appropriate advice in order to properly fulfil their duties including, should circumstances warrant, external advice at the company's expense.

Complies [X] Complies partially [ ] Explanation [ ]

30

That, without regard to the knowledge necessary for directors to complete their duties, companies make refresher courses available to them when circumstances require.

Complies [X] Complies partially [ ] Explanation [ ]

31

That the agenda for meetings clearly states those matters about which the Board of Directors are to make a decision or adopt a resolution so that the directors may study or gather all relevant information ahead of time.

When, under exceptional circumstances, the chairman wishes to bring urgent matters for decision or resolution before the Board of Directors which do not appear on the agenda, prior express agreement of a majority of the directors shall be necessary, and said consent shall by duly recorded in the minutes.

Complies [X] Complies partially [ ] Explanation [ ]

32

That directors shall be periodically informed of changes in equity ownership and of the opinions of significant shareholders, investors and rating agencies of the company and its group.

Complies [X] Complies partially [ ] Explanation [ ]

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33

That the chairman, as the person responsible for the efficient workings of the Board of Directors, in addition to carrying out his duties required by law and the Articles of Association, should prepare and submit to the Board of Directors a schedule of dates and matters to be considered; organise and coordinate the periodic evaluation of the Board as well as, if applicable, the chief executive of the company, should be responsible for leading the Board and the effectiveness of its work; ensuring that sufficient time is devoted to considering strategic issues, and approve and supervise refresher courses for each director when circumstances so dictate.

Complies [X] Complies partially [ ] Explanation [ ]

34

That when there is a coordinating director, the Articles of Association or the Board rules should confer upon him the following competencies in addition to those conferred by law: chairman of the Board of Directors in the absence of the chairman and deputy chairmen, should there be any; reflect the concerns of non-executive directors; liaise with investors and shareholders in order to understand their points of view and respond to their concerns, in particular as those concerns relate to corporate governance of the company; and coordinate a succession plan for the chairman.

Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

35

That the secretary of the Board of Directors should pay special attention to ensure that the activities and decisions of the Board of Directors take into account the recommendations regarding good governance contained in this Code of Good Governance and which are applicable to the company.

Complies [X] Explanation [ ]

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36

That the Board of Directors meet in plenary session once a year and adopt, where appropriate, an action plan to correct any deficiencies detected in the following:

- **a)** The quality and efficiency of the Board of Directors' work.
- **b)** The workings and composition of its committees.
- **c)** Diversity of membership and competence of the Board of Directors.
- **d)** Performance of the chairman of the Board of Directors and the chief executive officer of the company.
- **e)** Performance and input of each director, paying special attention to those in charge of the various Board committees.

In order to perform its evaluation of the various committees, the Board of Directors will take a report from the committees themselves as a starting point and for the evaluation of the Board, a report from the appointments committee.

Every three years, the Board of Directors will rely upon the assistance of an external advisor for its evaluation, whose independence shall be verified by the appointments committee.

Business relationships between the external adviser or any member of the adviser's group and the company or any company within its group shall be specified in the Annual Corporate Governance Report.

The process and the areas evaluated shall be described in the Annual Corporate Governance Report.

Complies [X] Complies partially [ ] Explanation [ ]

37

That if there is an executive committee, the proportion of each different director category must be similar to that of the Board itself, and its secretary must be the secretary of the Board.

Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

38

That the Board of Directors must always be aware of the matters discussed and decisions taken by the executive committee and that all members of the Board of Directors receive a copy of the minutes of meetings of the executive committee.

Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

39

That the members of the audit committee, in particular its chairman, are appointed in consideration of their knowledge and experience in accountancy, audit and risk management issues, and that the majority of its members be independent directors.

Complies [X] Complies partially [ ] Explanation [ ]

40

That under the supervision of the audit committee, there must be a unit in charge of the internal audit function, which ensures that information and internal control systems operate correctly, and which reports to the non-executive chairman of the Board or of the audit committee.

Complies [X] Complies partially [ ] Explanation [ ]

41

That the person in charge of the group performing the internal audit function should present an annual work plan to the audit committee, reporting directly on any issues that may arise during the implementation of this plan, and present an activity report at the end of each year.

Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

42

That in addition to the provisions of applicable law, the audit committee should be responsible for the following:

1. With regard to information systems and internal control:

a) Supervise the preparation and integrity of financial information relative to the company and, if applicable, the group, monitoring compliance with governing rules and the appropriate application of consolidation and accounting criteria.

b) Ensure the independence and effectiveness of the group charged with the internal audit function; propose the selection, appointment, re-election and dismissal of the head of internal audit; draft a budget for this department; approve its goals and work plans, making sure that its activity is focused primarily on material risks to the company; receive periodic information on its activities; and verify that senior management takes into account the conclusions and recommendations of its reports.

c) Establish and supervise a mechanism that allows employees to report confidentially and, if appropriate, anonymously, any irregularities with important consequences, especially those of a financial or accounting nature, that they observe in the company.

2. With regard to the external auditor:

a) In the event that the external auditor resigns, examine the circumstances which caused said resignation.

b) Ensure that the remuneration paid to the external auditor for its work does not compromise the quality of the work or the auditor's independence.

c) Insist that the company file a relevant fact with the CNMV when there is a change of auditor, along with a statement on any differences that arose with the outgoing auditor and, if applicable, the contents thereof.

d) Ensure that the external auditor holds an annual meeting with the Board of Directors in plenary session in order to make a report regarding the tasks accomplished and regarding the development of its accounting and risks faced by the company.

e) Ensure that the company and the external auditor comply with applicable rules regarding the rendering of services other than auditing, proportional limits on the auditor's billing, and all other rules regarding the auditor's independence.

Complies [X] Complies partially [ ] Explanation [ ]

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That the audit committee may require the presence of any employee or manager of the company, even without the presence of any other member of management.

Complies [X] Complies partially [ ] Explanation [ ]

44

That the audit committee be kept abreast of any corporate and structural changes planned by the company in order to perform an analysis and draft a report beforehand to the Board of Directors regarding economic conditions and accounting implications and, in particular, any exchange ratio involved.

Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

45

That the risk management and control policy identify, as a minimum:

a) The various types of financial and non-financial risks (among those operational, technological, legal, social, environmental, political and reputational) which the company faces, including financial or economic risks, contingent liabilities and other off balance sheet risks.

b) Fixing of the level of risk the company considers acceptable.

c) Means identified in order to minimise identified risks in the event they transpire.

d) Internal control and information systems to be used in order to control and manage identified risks, including contingent liabilities and other off balance sheet risks.

Complies [X] Complies partially [ ] Explanation [ ]

46

That under the direct supervision of the audit committee or, if applicable, of a specialised committee of the Board of Directors, an internal control and management function should exist delegated to an internal unit or department of the company which is expressly charged with the following responsibilities:

a) Ensure the proper functioning of risk management and control systems and, in particular, that they adequately identify, manage and quantify all material risks that may affect the company.

b) Actively participate in the creation of the risk strategy and in important decisions regarding risk management.

c) Ensure that the risk management and control systems adequately mitigate risks as defined by policy issued by the Board of Directors.

Complies [X] Complies partially [ ] Explanation [ ]

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47

That members of the appointment and remuneration committee – or of the appointments committee and the remuneration committee if they are separate – are chosen taking into account the knowledge, ability and experience necessary to perform the duties they are called upon to carry out and that the majority of said members are independent directors.

Complies [X] Complies partially [ ] Explanation [ ]

48

That high market capitalisation companies have formed separate appointments and remuneration committees.

Complies [X] Complies partially [ ] Explanation [ ]

49

That the appointments committee consult with the chairman of the Board of Directors and the chief executive of the company, especially in relation to matters concerning executive directors.

And that any director may ask the appointments committee to consider potential candidates he or she considers appropriate to fill a vacancy on the Board of Directors.

Complies [X] Complies partially [ ] Explanation [ ]

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50

That the remuneration committee exercises its functions independently and that, in addition to the functions assigned to it by law, it should be responsible for the following:

a) Propose basic conditions of employment for senior management.

b) Verify compliance with company remuneration policy.

c) Periodically review the remuneration policy applied to directors and senior managers, including remuneration involving the delivery of shares, and guarantee that individual remuneration be proportional to that received by other directors and senior managers.

d) Oversee that potential conflicts of interest do not undermine the independence of external advice rendered to the Board.

e) Verify information regarding remuneration paid to directors and senior managers contained in the various corporate documents, including the Annual Report on Director Remuneration.

Complies [X] Complies partially [ ] Explanation [ ]

51

That the remuneration committee consults with the chairman and the chief executive of the company, especially in matters relating to executive directors and senior management.

Complies [X] Complies partially [ ] Explanation [ ]

52

That the rules regarding composition and workings of supervision and control committees appear in the rules governing the Board of Directors and that they are consistent with those that apply to mandatory committees in accordance with the recommendations above, including:

a) That they are comprised exclusively of non-executive directors, with a majority of them independent.

b) That their chairmen be independent directors.

c) That the Board of Directors select members of these committees taking into account their knowledge, skills and experience and the duties of each committee; discuss their proposals and reports; and detail their activities and accomplishments during the first plenary session of the Board of Directors held after the committee's last meeting.

d) That the committees be allowed to avail themselves of outside advice when they consider it necessary to perform their duties.

e) That their meetings be recorded and the minutes be made available to all directors.

Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

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That verification of compliance with corporate governance rules, internal codes of conduct and social corporate responsibility policy be assigned to one or split among more than one committee of the Board of Directors, which may be the audit committee, the appointments committee, the corporate social responsibility committee in the event that one exists, or a special committee created by the Board of Directors pursuant to its powers of self-organisation, which at least the following responsibilities shall be specifically assigned thereto:

a) Verification of compliance with internal codes of conduct and the company's corporate governance rules

b) Supervision of the communication strategy and relations with shareholders and investors, including small- and medium-sized shareholders.

c) The periodic evaluation of the suitability of the company's corporate governance system, with the goal that the company promotes company interests and take into account, where appropriate, the legitimate interests of other stakeholders.

d) Review of the company's corporate social responsibility policy, ensuring that it is orientated towards value creation.

e) Follow-up of social responsibility strategy and practice, and evaluation of degree of compliance.

f) Supervision and evaluation of the way relations with various stakeholders are handled.

g) Evaluation of everything related to non-financial risks to the company, including operational, technological, legal, social, environmental, political and reputational.

h) Coordination of the process of reporting on diversity and reporting non-financial information in accordance with applicable rules and international benchmarks.

Complies [X] Complies partially [ ] Explanation [ ]

54

That the corporate social responsibility policy include principles or commitments which the company voluntarily assumes regarding specific stakeholders and identifies, as a minimum:

a) The objectives of the corporate social responsibility policy and the development of tools to support it.

b) Corporate strategy related to sustainability, the natural environment and social issues.

c) Concrete practices in matters related to: shareholders, employees, clients, suppliers, social issues, the natural environment, diversity, fiscal responsibility, respect for human rights, and the prevention of unlawful conduct.

d) Means or systems for monitoring the results of the application of specific practices described in the immediately preceding paragraph, associated risks, and their management.

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e) Means of supervising non-financial risk, ethics, and business conduct.

f) Communication channels, participation and dialogue with stakeholders.

g) Responsible communication practices that impede the manipulation of data and protect integrity and honour.

Complies ☒ Complies partially ☐ Explanation ☐

55

That the company reports, in a separate document or within the management report, on matters related to corporate social responsibility, following internationally recognised methodologies.

Complies ☒ Complies partially ☐ Explanation ☐

56

That director remuneration be sufficient in order to attract and retain directors who meet the desired professional profile and to adequately compensate them for the dedication, qualifications and responsibility demanded of their posts, while not being so excessive as to compromise the independent judgment of non-executive directors.

Complies ☒ Explanation ☐

57

That only executive directors receive remuneration linked to corporate results or personal performance, as well as remuneration in the form of shares, options or rights to shares or instruments whose value is indexed to share value, or long-term savings plans such as pension plans, retirement accounts or any other retirement plan.

Shares may be given to non-executive directors under the condition that they maintain ownership of the shares until they leave their posts as directors. The foregoing shall not apply to shares which the director may need to sell in order to meet the costs related to their acquisition.

Complies ☒ Complies partially ☐ Explanation ☐

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That as regards variable remuneration, the policies incorporate limits and administrative safeguards in order to ensure that said remuneration is in line with the work performance of the beneficiaries and are not based solely upon general developments in the markets or in the sector in which the company operates, or other similar circumstances.

And, in particular, that variable remuneration components:

a) Are linked to pre-determined and measurable performance criteria and that such criteria take into account the risk undertaken to achieve a given result.

b) Promote sustainability of the company and include non-financial criteria that are geared towards creating long term value, such as compliance with rules and internal operating procedures and risk management and control policies.

c) Are based upon balancing short-, medium- and long-term objectives, permitting the reward of continuous achievement over a period of time long enough to judge creation of sustainable value such that the bench-marks used for evaluation are not comprised of one-off, seldom occu-rring or extraordinary events.

Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

59

That a material portion of variable remuneration components be deferred for a minimum period of time sufficient to verify that previously established performance criteria have been met.

Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

60

That remuneration related to company results takes into account any reservations which may appear in the external auditor's report which would diminish said results.

Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

61

That a material portion of variable remuneration for executive directors depends upon the delivery of shares or instruments indexed to share value.

Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

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That once shares or options or rights to shares arising from remuneration schemes have been delivered, directors are prohibited from transferring ownership of a number of shares equivalent to two times their annual fixed remuneration, and the director may not exercise options or rights until a term of at least three years has elapsed since they received said shares.

The foregoing shall not apply to shares which the director may need to sell in order to meet the costs related to their acquisition.

Complies ☐ Complies partially ☐ Explanation ☒ Not applicable ☐

The prohibition on directors transferring ownership of a number of shares equivalent to two times their fixed annual remuneration within three years of acquiring those shares is not applied as such at CaixaBank. There is no provision governing this matter, although executive directors (who are the only directors entitled to receive share-based remuneration) are expressly prohibited from transferring shares received under their remuneration package, no matter the amount, until 12 months have elapsed from receiving them.

The purpose established in Principle 25 that director remuneration be conducive to achieving business objectives and the company's best interests is also achieved through the existence of malus and clawback clauses, and via the remuneration structure for executive directors, whose remuneration in shares (corresponding to half their variable remuneration and in relation to long-term incentive plans) is not only subject to a lock-up period but is also deferred. Moreover, this variable remuneration constitutes a limited part of their total remuneration, thus complying fully with the prudential principles of not providing incentives for risk-taking while being suitably aligned with the Company's objectives and its sustainable growth.

The Annual General Meeting of 6 April 2017 approved the Remuneration Policy for the Board of Directors, extending the deferral period from three to five years applicable from 2018 onward (this change was made to comply with the EBA Guidelines on sound remuneration policies). The policy was maintained in the Amendments to the Remuneration Policy of the Board of Directors approved at the Annual General Meetings of 6 April 2018 and 5 April 2019. Meanwhile, the long-term incentive plans were ratified at the Annual General Meetings held on 23 April 2015 and 5 April 2019.

63

That contractual arrangements include a clause which permits the company to seek reimbursement of variable remuneration components in the event that payment does not coincide with performance criteria or when delivery was made based upon data later deemed to be inaccurate.

Complies ☒ Complies partially ☐ Explanation ☐ Not applicable ☐

64

That payments made for contract termination shall not exceed an amount equivalent to two years of total annual remuneration and that it shall not be paid until the company has verified that the director has fulfilled all previously established criteria for payment.

Complies ☒ Complies partially ☐ Explanation ☐ Not applicable ☐

H. Further information of interest

Ethical principles or good practices to which CaixaBank adheres:

INTERNATIONAL

Body responsible for promoting the principles of the United Nations. CaixaBank has held the presidency since 2012.

Promotes sustainable finance and the integration of environmental and social aspects in the business (2018).

Defines the role and responsibilities of the financial sector to guarantee a sustainable future (2019).

The pension plan management company, VidaCaixa (2009), the management company of Group assets, CaixaBank Asset Management (2016) and BPI Gestão de Activos (2019), are signatories.

Pursues achievement of the ODS goals through the promotion of impact investments. CaixaBank Asset Management holds the presidency of the Spanish National Board (2019).

Promotes microfinances as a tool to fight against social and financial exclusion in Europe via self-employment and the creation of micro-businesses.

Entity that represents savings banks and retail banking in Europe. CaixaBank teams participate in several committees.

Public commitment to ensure that its policies promote gender equality (2013).

Principles that promote integrity in the green and social bonds market (2015).

Iniciativa del Financial Stability Board que promueve la divulgación de las exposiciones climáticas de las empresas (2018).

Initiative that fosters the dialogue with worldwide companies that have the highest levels of greenhouse gas emissions (2018).

Commitment to ESG* risk assessment in project financing of over 7 million euros (2007).

Global and collaborative initiative of companies committed to using 100% renewable energy (2016).

CaixaBank is the first European bank to become a member of this United Nations body responsible for promoting responsible, sustainable and universally accessible tourism (2019).

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DOMESTIC

Partnership with the "la Caixa", the first Social Action Project in Spain and one of the largest foundations of the world.

Commitment to foster, promote and spread new CSR ideas (2008).

Chair to promote innovation and sustainability in the agrobusiness industry (2016).

Monitors compliance with ODS by Spanish companies (2017). Created by "la Caixa " in collaboration with the Democratic Leadership and Governance Chair of ESADE (2017).

Company that represents to the savings banks in Spain. CaixaBank teams participate in several committees.

Promotes economic growth linked to a low-carbon economy through public-private partnerships, of which CaixaBank is a founding partner (2016).

These intend to ensure that enough private capital is allocated to sustainable investors. Subscribed to the United Nations' European network of centres for sustainability (2019).

Promotes the commitment of companies to improve society by acting responsibly. CaixaBank is on the Board of Trustees and the Advisory Board (2011).

Promotes the integration of social, environmental and governance issues in the management of companies (2010).

Defends the CSR and the fight against corruption of Spanish companies (2019).

Signatory to the Financial Education Plan promoted by the Bank of Spain and the Spanish Securities Market Regulator (CNMV), whose objective to improve society's knowledge of financial affairs (2010).

Spanish association of Social Responsibility professionals. CaixaBank is a member of the Board (2011).

Collaboration agreement to develop concrete proposals that aid the financing and full implementation of Smart City proposals: more inclusive and sustainable cities, both as regards society as a whole and the entire planet (2019).

CaixaBank is also a signatory to the UN Women's Empowerment Principles (since 2014); the United Nations Global Compact (since 2012); the Diversity Charter (since 2011); "Más mujeres, mejores empresas ("More women, better companies") (renewed in 2019); "EJE&CON" (since February 2019); and the Generation and Talent Observatory (since 2016). Since 2015, CaixaBank has been compliant with and committed to the Code of Good Tax Practices drawn up within the framework of the Large Companies Forum in collaboration with the Spanish tax authorities. Furthermore, CaixaBank, through its London branch, has voluntarily subscribed to the Code of Practice on Taxation for Banks, organised and enforced by the tax authorities of the United Kingdom.

CaixaBank has been adhered to the programme of voluntary agreements to reduce greenhouse gas emissions since 2009. It also actively takes part in the carbon footprint and offsetting registry kept by the Spanish Ministry for the ecological transition and the demographic challenge and has voluntarily pledged to monitor its emissions and roll out measures to further reduce its footprint, beyond its minimum legal obligations.

CaixaBank also adheres to the OECD Guidelines for Multinational Enterprises, which foster sustainable and responsible business conduct.

Last but not least, in 2015 CaixaBank signed the Code of Good Practices of the Spanish Government for the viable restructuring of mortgage debts on primary residences, which aims to protect families at risk of exclusion.

RECOGNITION BY THE MAIN SUSTAINABILITY INDEXES AND RATING AGENCIES

		MSCI	SUSTAINALYTICS				
	(0-100)	(CCC-AAA)	(0-100)	(1-5)	(D-/A+)	(D-/A)	
2019	81	A	74	3,8	C	A-	Robust
2018	79	A	74	4	C	A-	Robust
	Only 25 banks are included worldwide		Outperformer		Prime	Leadership	

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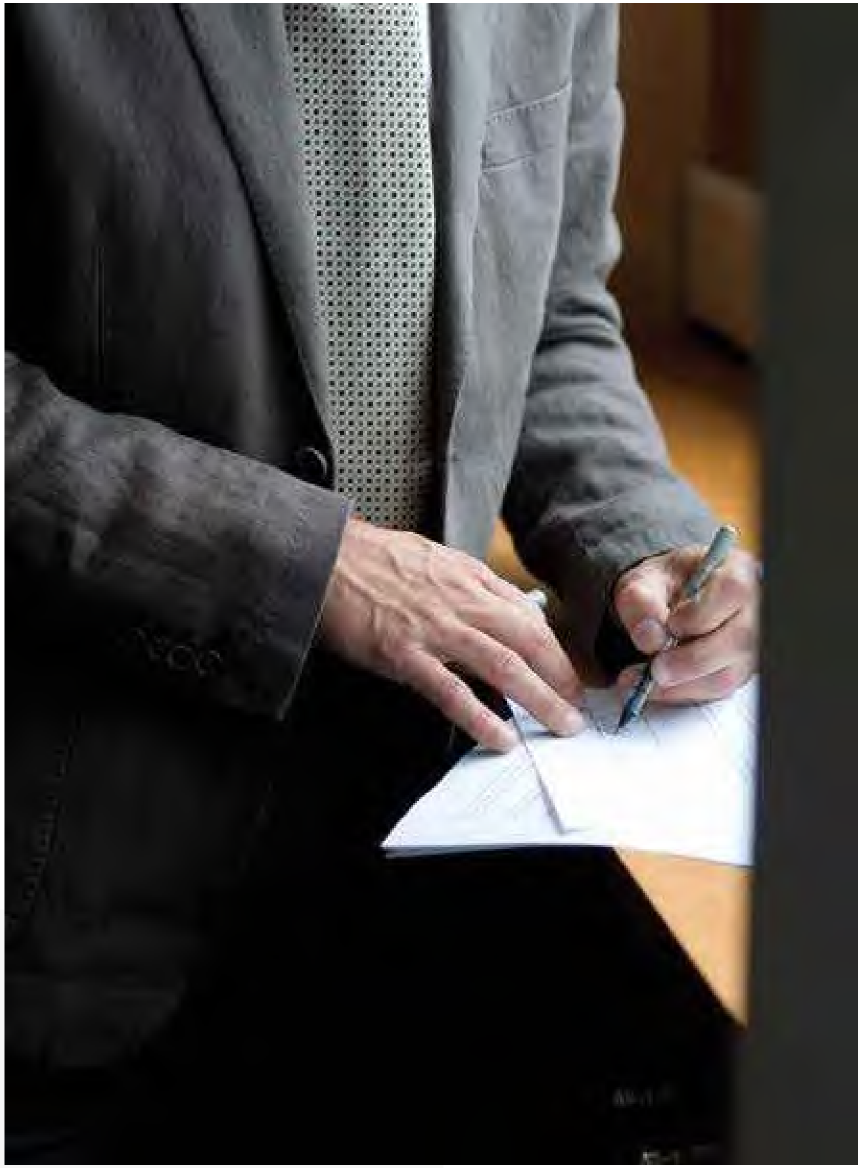
This annual corporate governance report was authorised for issue by the company's Board of Directors at a meeting held on:

20/02/2020

State if any directors have voted against or abstained from approving this report.

Yes ☐ No ☒



The English version is a translation of the original in Spanish and is provided for information purposes only. In case of discrepancy, the original version in Spanish shall prevail.

This version of our report is a free translation of the original, which was prepared in Spanish. All possible care has been taken to ensure that the translation is an accurate representation of the original. However, in all matters of interpretation of information, views or opinions, the original language version of our report takes precedence over this translation.

Auditor's report on "Information regarding the Internal Control System over Financial Reporting (ICSFR)" of CaixaBank, S.A. for the 2019 financial year

To the Board of Directors of CaixaBank, S.A.,

In accordance with the request of the Board of Directors of CaixaBank, S.A. ("the Company") and our engagement letter dated 8 November 2019, we have applied certain procedures in respect of the attached "Information regarding the Internal Control System over Financial Reporting" ("ICSFR"), included in Annual Corporate Governance Report in section "*F. Internal control and risk management systems in relation to the process of issuing financial information (ICSFR)*" of CaixaBank, S.A. for the 2019 financial year, which includes a summary of the Company's internal control procedures relating to its annual financial information.

The Board of Directors is responsible for adopting the necessary measures to reasonably ensure the implementation, maintenance and supervision of an appropriate internal control system, and for developing improvements to that system and preparing and establishing the content of the accompanying Information regarding the ICSFR.

In this regard, it should be borne in mind that, regardless of the quality of the design and operating efficiency of the internal control system used by the Company in relation to its annual financial information, only a reasonable, but not absolute, degree of assurance may be obtained in relation to the objectives it seeks to achieve, due to the limitations inherent in any internal control system.

In the course of our audit work on the consolidated annual accounts and in accordance with Spanish Auditing Standards, the sole purpose of our evaluation of the Company's internal control system is to enable us to establish the scope, nature and timing of our audit procedures in respect of the Company's annual accounts. Accordingly, our internal control evaluation, performed for the purposes of our audit, is not sufficient in scope to enable us to issue a specific opinion on the effectiveness of such internal control over the regulated annual financial information.

For the purposes of the present report, we have exclusively applied the specific procedures described below, as indicated in the "*Guidelines concerning the auditor's Report on the Information regarding the Internal Control System over Financial Reporting for listed entities*" published by the National Securities Market Commission (hereinafter NSMC) on its web site, which sets out the work to be performed, the scope of such work and the content of this report. In view of the fact that, in any event, the scope of the work resulting from these procedures is reduced and substantially less than the scope of an audit or review of the internal control system, we do not express an opinion on the effectiveness thereof, its design or operational efficiency, in relation to the Company's annual financial information for the 2019 financial year described in the accompanying Information regarding the ICSFR. Had we applied additional procedures to those determined by the aforementioned Guidelines, or had we performed an audit or review of the internal control system in relation to the regulated annual financial information, other matters could have come to light in respect of which you would have been informed.

In addition, provided that this special work neither constitutes an account audit it is not even submitted to the Law of Account audit, we do not express an opinion of audit in the terms foreseen in the mentioned regulation.

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Tel.: +34 963 036 900 / +34 902 021 111, Fax: +34 963 036 901, www.pwc.es

R. M. Madrid, hoja 87.250-1, folio 75, tomo 9.267, libro 8.054, sección 3ª
Inscrita en el R.O.A.C. con el número S0242 - CIF: B-79 031290

The procedures applied were as follows:

1. Reading and understanding the information prepared by the Company in relation to the ICSFR – as disclosed in the Directors' Report – and the evaluation of whether such information includes all the information required as per the minimum content set out in Section F regarding the description of the ICSFR, in the model of the Annual Corporate Governance Report, as established in Circular nº 5/2013 of the NSMC, dated June 12, 2013, as modified by Circular nº 7/2015 of the NSMC dated December 22, 2015 and in Circular nº 2/2018 of the NSMC dated June 12, 2018.

2. Making enquiries of personnel in charge of preparing the information mentioned in point 1 above in order to: (i) obtain an understanding of the preparation process; (ii) obtain information that enables us to assess whether the terminology used is in line with the framework of reference; (iii) obtain information as to whether the control procedures described have been implemented and are functioning in the Company.

3. Review of supporting documentation explaining the information described in point 1 above and which mainly comprises the information made directly available to the persons responsible for preparing the information on the ICSFR. Such documentation includes reports prepared by the internal audit function, senior management and other internal and external specialists in support of the functions of the Audit and Control Committee.

4. Comparison of the information described in point 1 above with our knowledge of the Company´s ICSFR, obtained by means of the application of the procedures performed within the framework of the audit engagement on the consolidated annual accounts.

5. Reading the minutes of meetings of the Board of Directors, Audit and Control Committee and other committees of the Company, for the purposes of evaluating the consistency between the matters dealt with therein in relation to the ICSFR and the information described in point 1 above.

6. Obtaining a representation letter concerning the work performed, duly signed by the persons responsible for the preparation and drafting of the information mentioned in point 1 above.

As a result of the procedures applied in relation to the Information regarding the ICSFR, no inconsistencies or incidents have been identified which could affect such information.

This report has been prepared exclusively within the framework of the requirements of article 540 of the revised Spanish Companies Act and Circular nº 5/2013 of the NSMC, dated June 12, 2013, as modified by Circular nº 7/2015 of the NSMC, dated December 22, 2015 and by Circular nº 2/2018 of the NSMC dated June 12, 2018, for the purposes of describing the ICSFR in Annual Corporate Governance Reports.

PricewaterhouseCoopers Auditores, S.L.

PRICEWATERHOUSECOOPERS AUDITORES, S.L.

Original in Spanish signed by
Ramón Aznar Pascua

21 February, 2020

ANNUAL CORPORATE GOVERNANCE REPORT FOR LISTED COMPANIES

ISSUER IDENTIFICATION

Year-end date: 31/12/2019

Tax Identification No. [C.I.F.]: A-08663619

Company Name:

CAIXABANK, S.A.

Registered Office:

CL. PINTOR SOROLLA N.2-4 (VALENCIA)

A. OWNERSHIP STRUCTURE

A.1. Complete the table below with details of the share capital of the company:

Date of last amendment	Share capital (Euros)	Number of shares	Number of voting rights
14/12/2016	5,981,438,031.00	5,981,438,03	5,981,438,031

Please state whether there are different classes of shares with different associated rights:

[ ] Yes
[√] No

A.2. Please provide details of the company's significant direct and indirect shareholders at year end, excluding any directors:

Name of the shareholder	% voting rights attributed to shares		% voting rights through financial instruments		total % of voting rights
	Direct	Indirect	Direct	Indirect	
INVESCO LIMITED	0.00	2.02	0.00	0.00	2.02
BLACKROCK, INC	0.00	3.00	0.00	0.07	3.07
LA CAIXA BANKING FOUNDATION	0.00	40.00	0.00	0.00	40.00

Breakdown of the indirect holding:

Name or corporate name of the indirect owner	Name or corporate name of the direct owner	% of voting rights attributed to shares	% of voting rights through financial assets	total % of voting rights
INVESCO LIMITED	INVESCO ASSET MANAGEMENT LIMITED	1.95	0.00	1.95
INVESCO LIMITED	INVESCO ADVISER, INC	0.01	0.00	0.01
INVESCO LIMITED	INVESCO MANAGEMENT, S.A.	0.05	0.00	0.05
BLACKROCK, INC	OTHER CONTROLLED ENTITIES	3.00	0.07	3.07

Name or corporate name of the indirect owner	Name or corporate name of the direct owner	% of voting rights attributed to shares	% of voting rights through financial assets	total % of voting rights
	BLACKROCK, INC GROUP			
LA CAIXA BANKING FOUNDATION	CRITERIA CAIXA, SAU	40.00	0.00	40.00
INVESCO LIMITED	INVESCO CAPITAL MANAGEMENT LLC	0.00	0.00	0.00

A.3. In the following tables, list the members of the Board of Directors with voting rights in the company:

Name of the director	% of voting rights attributed to shares		% of voting rights through financial assets		total % of voting rights	% voting rights that can be transmitted through financial assets	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
IGNACIO GARRALDA RUIZ DE VELASCO	0.00	0.00	0.00	0.00	0.00	0.00	0.00
JOSÉ SERNA MASIÁ	0.00	0.00	0.00	0.00	0.00	0.00	0.00
KORO USARRAGA UNSAIN	0.00	0.00	0.00	0.00	0.00	0.00	0.00
EDUARDO JAVIER SANCHIZ IRAZU	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MARÍA VERÓNICA FISAS VERGÉS	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOMÁS MUNIESA ARANTEGUI	0.00	0.00	0.00	0.00	0.00	0.00	0.00
ALEJANDRO GARCÍA-BRAGADO DALMAU	0.00	0.00	0.00	0.00	0.00	0.00	0.00
JORDI GUAL SOLÉ	0.00	0.00	0.00	0.00	0.00	0.00	0.00
FRANCESC XAVIER VIVES TORRENTS	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Name of the director	% of voting rights attributed to shares		% of voting rights through financial assets		total % of voting rights	% voting rights that can be transmitted through financial assets	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
MARÍA AMPARO MORALEDA MARTÍNEZ	0.00	0.00	0.00	0.00	0.00	0.00	0.00
GONZALO GORTÁZAR ROTAECHE	0.02	0.00	0.00	0.00	0.02	0.00	0.00
CAJA CANARIAS FOUNDATION	0.64	0.00	0.00	0.00	0.64	0.00	0.00
JOHN S. REED	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MARÍA TERESA BASSONS BONCOMPTE	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MARCELINO ARMENTER VIDAL	0.00	0.00	0.00	0.00	0.00	0.00	0.00
CRISTINA GARMENDIA MENDIZÁBAL	0.00	0.00	0.00	0.00	0.00	0.00	0.00

Total percentage of voting rights held by the Board of Directors	0.67

Breakdown of the indirect holding:

Name of the director	Name or company name of the direct owner	% of voting rights attributed to shares	% of voting rights through financial assets	% of total voting rights	% rights of vote that can be transmitted through financial assets
JOSÉ SERNA MASIÁ	MARÍA SOLEDAD GARCÍA CONDE ANGOSO	0.00	0.00	0.00	0.00

A.7. State whether the company has been notified of any shareholders' agreements that may affect it, in accordance with Articles 530 and 531 of the Ley de Sociededades de Capital ("Corporate Enterprises Act or "LSC"). If so, describe these agreements and list the party shareholders:

[√] Yes
[ ] No

Shareholders bound by agreement	Percentage of affected shares	Brief description of the agreement	Maturity date of the agreement, if there is one
CAJA NAVARRA BANKING FOUNDATION, CAJACANARIAS FOUNDATION AND CAJA DE BURGOS FOUNDATION, LA CAIXA BANKING FOUNDATION	40.63	After the merger by takeover of Banca Cívica by CaixaBank, the shareholders: "la Caixa" Banking Foundation, and Caja Navarre (currently Caja Navarra Banking Foundation), Cajasol (currently Cajasol Foundation), CajaCanarias (currently CajaCanarias Foundation) and Caja de Burgos (currently Caja de Burgos Banking Foundation), ("the Foundations", hereinafter) entered into a Shareholders' Agreement on 1 August 2012 in order to regulate relations between the Foundations and "la Caixa" Banking Foundation, as CaixaBank shareholders, and their reciprocal duties to cooperate, including their relationship with CaixaBank. For further information, please see the section titled Shareholders' Agreement of the free-format Annual Corporate Governance Report.	The agreement will expire on 3 August 2020.

State whether the company is aware of any concerted actions among its Shareholders. If so, provide a brief description:

[ ] Yes
[√] No

A.8. State whether any individual or company exercises or may exercise control over the company in accordance with Article 5 of the Ley de Mercados de Valores ("Spanish Securities Market Act" or "LMV"). If so, please identify them:

[ ] Yes
[√] No

A.9. Complete the following tables with details of the company's treasury shares:

At the close of the year:

Number of shares held directly	Number of shares held indirectly(*)	& of total share capital
2,705,936	423,157	0.05

(*) through:

Name or corporate name of direct shareholder	Number of direct shares
VIDACAIXA, S.A. DE SEGUROS Y REASEGUROS	19,528
MICROBANK	5,635
BANCO BPI, S.A.	393,716
CAIXABANK PAYMENT & CONSUMER	4,278
Total	423,157

A.11. Estimated working capital:

	%
Estimated working capital	54.16

A.14. State if the company has issued shares which are not traded on an EU regulated market.

[ ] Yes
[√] No

B. GENERAL SHAREHOLDERS' MEETING

B.4. Give details of attendance at General Shareholders' Meetings held during the year of this report and the two previous years:

Date of General Shareholders' Meeting	Attendance details				
	% attending in person	% present by proxy	% Distance voting: Electronic voting	% Distance voting: Other	Total
06/04/2017	42.54	24.43	0.03	1.25	68.25
Of which, working capital	1.89	17.12	0.03	1.25	20.29
06/04/2018	41.48	23.27	0.03	0.23	65.01
Of which, working capital	3.78	19.57	0.03	0.23	23.61
05/04/2019	43.67	20.00	0.09	1.86	65.62
Of which, working capital	3.02	15.96	0.09	1.86	20.93

B.5. State whether any point on the agenda of the General Shareholders' Meetings during the year has not been approved by the shareholders for any reason:

[ ] Yes
[√] No

B.6. State whether the Articles of Association contain any restrictions requiring a minimum number of shares to attend General Shareholders' Meetings, or on distance voting:

[√] Yes
[ ] No

Number of shares required to attend General Shareholders' Meetings	1,000
Number of shares required for distance voting	1

C. COMPANY MANAGEMENT STRUCTURE

C.1. Board of Directors

C.1.1 Maximum and minimum number of directors established in the Articles of Association and the number set by the general meeting:

Maximum number of directors	22
Minimum number of directors	12
Number of directors set by the general meeting	16

C.1.2 Complete the following table with board members' details.

Name of the director	Representative	Category of the director	Position on the board	Date first appointed to Board	Last re-election date	Method of selection to Board
IGNACIO GARRALDA RUIZ DE VELASCO		Proprietary	DIRECTOR	06/04/2017	06/04/2017	AGM RESOLUTION
JOSÉ SERNA MASIÁ		Proprietary	DIRECTOR	30/06/2016	06/04/2017	AGM RESOLUTION
KORO USARRAGA UNSAIN		Independent	DIRECTOR	30/06/2016	06/04/2017	AGM RESOLUTION
MR. EDUARDO JAVIER SANCHIZ IRAZU		Independent	DIRECTOR	21/09/2017	06/04/2018	AGM RESOLUTION
MARÍA VERÓNICA FISAS VERGÉS		Independent	DIRECTOR	25/02/2016	04/28/2016	AGM RESOLUTION
TOMÁS MUNIESA ARANTEGUI		Proprietary	DEPUTY CHAIRMAN	01/01/2018	06/04/2018	AGM RESOLUTION

Name of the director	Representative	Category of the director	Position on the board	Date first appointed to Board	Last re-election date	Method of selection to Board
ALEJANDRO GARCÍA-BRAGADO DALMAU		Proprietary	DIRECTOR	01/01/2017	06/04/2017	AGM RESOLUTION
JORDI GUAL SOLÉ		Proprietary	CHAIRMAN	30/06/2016	06/04/2017	AGM RESOLUTION
FRANCESC XAVIER VIVES TORRENTS		Independent	INDEPENDENT COORDINATING DIRECTOR	06/05/2008	23/04/2015	AGM RESOLUTION
MARÍA AMPARO MORALEDA MARTÍNEZ		Independent	DIRECTOR	24/04/2014	05/04/2019	AGM RESOLUTION
GONZALO GORTÁZAR ROTAECHE		Executive	CHIEF EXECUTIVE OFFICER	30/06/2014	05/04/2019	AGM RESOLUTION
CAJA CANARIAS FOUNDATION	NATALIA AZNÁREZ GÓMEZ	Proprietary	DIRECTOR	23/02/2017	06/04/2017	AGM RESOLUTION
JOHN S. REED		Independent	DIRECTOR	11/03/2011	05/04/2019	AGM RESOLUTION
MARÍA TERESA BASSONS BONCOMPTE		Proprietary	DIRECTOR	06/26/2012	05/04/2019	AGM RESOLUTION
CRISTINA GARMENDIA MENDIZÁBAL		Independent	DIRECTOR	05/04/2019	05/04/2019	AGM RESOLUTION
MARCELINO ARMENTER VIDAL		Proprietary	DIRECTOR	05/04/2019	05/04/2019	AGM RESOLUTION

Total number of directors	16

State if any directors, whether through resignation, dismissal or any other reason, have left the Board during the period subject to this report:

Name of the director	Director category at the time of termination	Date of last appointment	Date director left	Specialised committees of which s/he was a member	State whether the withdrawal took place before the end of the mandate
ALAIN MINC	Independent	24/04/2014	05/04/2019	Audit and Control Committee. Appointments Committee.	NO
JUAN ROSELL LASTORTRAS	Independent	24/04/2014	05/04/2019	Remuneration Committee.	NO
ANTONIO SÁINZ DE VICUÑA Y BARROSO	Independent	24/04/2014	05/04/2019	Risks Committee Executive Committee	NO
JAVIER IBARZ ALEGRÍA	Proprietary	06/26/2012	05/04/2019	Executive Committee.	NO

C.1.3 Complete the following tables on board members and their respective categories.

EXECUTIVE DIRECTORS		
Name or held profile of the director	Position in the company of the company	Social
GONZALO GORTAZAR ROTAECHE	Chief Executive Officer	Gonzalo Gortázar, born in Madrid in 1965, is CEO of CaixaBank since June 2014. Graduated in Law and in Sciences Business studies by the Comillas Pontifical University (ICADE) and Master's degree in Business Administration with distinction for INSEAD. He is currently Chairman of VidaCaixa and a director at Banco BPI. He was Managing Director of Finances of CaixaBank until his appointment as CEO in June 2014. He was previously Chief Executive Officer of Criteria CaixaCorp between 2009 and June 2011. From 1993 to 2009 he worked in Morgan Stanley in London and in Madrid, where he held several positions in the Investment Banking división, leading the Financial Institutions Group in Europe until the middle of 2009, when he began his work with Criteria. Previously, he held several positions in Bank of America, in Corporate and Investment Banking. He has been First Deputy Chairman of Repsol and Director of the Ibursa Financial Group, Erste Bank, SegurCaixa Adeslas, Abertis, Port Aventura and Saba.

Total number of executive directors	1
Percentage of Board	6.25

PROPRIETARY DIRECTORS		
Name of the director	Name or corporate name of the significant shareholder represented or proposing appointment	Profile
IGNACIO GARRALDA RUIZ DE	MUTUA MADRILEÑA AUTOMOVILISTA SOCIEDAD DE SEGUROS A PRIMA FIJA	Ignacio Garralda Ruiz de Velasco, born in Madrid in 1951, has been a director at CaixaBank since 2017. He holds a degree in law from the Complutense University of Madrid. He has been a notary public on leave of absence since 1989. He began his professional career as Notary for Commercial Matters, from 1976 to 1982, the year in which he became a Licensed Stock Broker of the Ilustre Colegio de Agentes de Cambio y Bolsa de Madrid until 1989. He was a founding member of AB Asesores Bursátiles, S.A, where he was Vice-Chairman until 2001, Vice-Chairman of Morgan Stanley Dean Witter, SV, S.A. from 1999 to 2001 and Chairman of Bancoval, S.A. from 1994 to 1996. Between 1991 and 2009 he was on the Board of the Governing Body of the Madrid Stock Exchange. He is currently Chairman and CEO of Mutua Madrileña Automovilista. He has been a board member since 2002 and a member of the Executive Committee since 2004. He presently serves as its Chairman and also chairs the Investments Committee. He is First Deputy Chairman of Spanish Stock Exchanges and Markets (BME), member of the Board of Directors of Endesa S.A. and has been Chairman of its Audit Committee since 2016. He is also Chairman of Fundación Mutua Madrileña and sits on the Board of Trustees of Fundación Princesa de Asturias, of Museo Reina Sofía, of Pro Real Academia Española and of the Drug Addiction Help Foundation.
JOSÉ SERNA MASIÁ	LA CAIXA BANKING	José Serna Masiá (Albacete, 1942) has been a member of CaixaBank's Board of Directors since July 2016. He graduated in Law at the Complutense University of Madrid in 1964, and began his career in legal counselling with Butano, S.A. (1969/70). In 1971 he became a State Attorney, providing services at the State Attorney's Office for Salamanca and at the Ministries for Education and Science and Finance. He then joined the Adversary Proceedings Department of the State at the Audiencia Territorial de Madrid (now the Tribunal Superior de Justicia - High Court of Justice), before taking leave of absence in 1983. From 1983 to 1987 he was legal counsel to the Madrid Stock Exchange. In 1987, he became a stockbroker at Barcelona Stock Exchange and was appointed secretary of its Governing Body. He took part in the stock market reform of 1988 as Chairman of the company that developed the new Barcelona Stock Exchange and also as a member of the Advisory Committee to the recently created Comisión Nacional del Mercado de Valores,

Name of the director	Name or corporate name of the significant shareholder represented or proposing	Profile
		of the Spanish Securities Market Commission. In 1989, he was elected Chairman of the Barcelona Stock Exchange, a role that he held for two consecutive terms until 1993. From 1991 to 1992, he was Chairman of the Spanish Sociedad de Bolsas (Stock Exchange Company), which groups the four Spanish stock exchanges together, and Deputy Chairman of the Spanish Financial Futures Market, in Barcelona. He was also Deputy Chairman of the Barcelona Centro Financiero Foundation and of Sociedad de Valores y Bolsa Interdealers, S.A. In 1994, he became a stockbroker and member of the Association of Chartered Trade Brokers of Barcelona. He was on the Board of Directors of ENDESA from 2000 to 2007. He was also a member of the Control and Auditing Committee, chairing it from 2006 to 2007. He was also a director of the companies ENDESA Diversificación and ENDESA Europa. He worked as a notary in Barcelona from 2000 through to 2013.
TOMÁS MUNIESA ARANTEGUI	LA CAIXA BANKING FOUNDATION	Tomás Muniesa, born in Barcelona in 1952; he has been the Vice-chairman of CaixaBank since April 2018. He holds a degree in Business Studies and a Master of Business Administration from the ESADE Business School. He joined 'La Caixa' in 1976, and was appointed Assistant Managing Director in 1992. In 2011, he was appointed Managing Director of CaixaBank's Insurance and Asset Management Group, where he remained until November 2018. He was the Executive Vice-chairman and CEO of VidaCaixa from 1997 to November 2018. He currently holds the positions of Vice-chairman of CaixaBank, VidaCaixa and SegurCaixa Adeslas. He is also a member of the Trust of the ESADE Foundation and Director of Allianz Portugal. Previously, he was Chairman of MEFF (Managing Company of Derivatives), Deputy Chairman of BME (Spanish Stock Exchanges and Markets), Second Deputy Chairman of UNESPA, Board Member and Chairman of the Audit Committee of the Insurance Compensation Consortium, Board Member of Vithas S.L. and Alternate Board Member of the Inbursa Financial Group in Mexico.
ALEJANDRO GARCÍA-BRAGADO DALMAU	LA CAIXA BANKING FOUNDATION	Born in Girona in 1949, he has sat on CaixaBank's Board of Directors since January 2017. He graduated in law from the University of Barcelona. After becoming a State Attorney in 1974 he first worked in Castellón de la Plana before moving to Barcelona in late 1975. In 1984 he requested an extended leave of absence to become the Barcelona Stock Exchange's legal advisor and in 1989, once the stock exchange became a company, was appointed Secretary to the Board of Directors while continuing to practice law. In 1994 he left the Barcelona Stock Exchange to concentrate on his legal profession and to provide legal advice to "la Caixa". In 1995 he was appointed Deputy Secretary to the Board of Directors

PROPRIETARY DIRECTORS		
Name of the director	Name or corporate name of the significant shareholder represented or proposing appointment	Profile
		in 1995 and then Secretary in 2003. He was appointed Deputy Manager in 2004 and Executive Manager in 2005. He served as Deputy Chairman and Deputy Secretary to the Board of Trustees of Fundación Bancaria Caixa d'Estalvis i Pensions de Barcelona ”la Caixa” from June 2014 through to December 2016. At CaixaBank, he was Secretary (non-director) of the Board of Directors from May 2009 to December 2016, and General Secretary from July 2011 through to May 2014. He was also Secretary to the Board of Directors of La Maquinista Terrestre y Marítima, SA; Intelhorce; Hilaturas Gossipyum; Abertis Infraestructuras, SA; Inmobiliaria Colonial, SA; and Sociedad General de Aguas de Barcelona, SA. He served on the Board of Gas Natural SDG, S.A. from September 2016 up to May 2018. He has been First Vice Chairman at CriteriaCaixa since June 2014 and has sat on the Board of Directors of Saba Infraestructuras since September 2018.
JORDI GUAL SOLÉ	LA CAIXA BANKING FOUNDATION	Jordi Gual, born in Lleida in 1957. He has been CaixaBank's Chairman since 2016. He holds a PhD in Economics (1987) from the University of California at Berkeley and is a professor of Economics at the IESE Business School and a Research Fellow at the Centre for Economic Policy Research (CEPR) in London. He currently sits on the Board of Directors of Telefónica and on the Supervisory Board at Erste Group Bank. He is Chairman of FEDEA and Vice Chairman of Círculo de Economía and of Fundación Cotec para la Innovación, while also sitting on the Boards of Trustees of Fundación CEDE, Real Instituto Elcano and Fundación Barcelona Mobile World Capital. Prior to his appointment as Chairman of CaixaBank, he was the Chief Economist and Head of Strategic Planning and Research for CaixaBank and Director General of Planning and Strategic Development for CriteriaCaixa. He joined the "la Caixa" group in 2005. He has been a member of the Board of Directors of Repsol and served as an Economics Advisor for the European Commission's Directorate-General for Economic and Financial Affairs in Brussels and as a Visiting Professor at the University of California at Berkeley, the Université Libre de Bruxelles and the Barcelona Graduate School of Economics. Jordi Gual's work on banking, European integration, regulation and competition policy has been widely published. In 2019 he was awarded the Gold Badge by the Spanish Institute of Financial Analysts, having previously received the research prize from the European Investment Bank in 1999 and the special award as part of his degree in economic and business sciences back in 1979. He was also a Fullbright Scholar.

PROPRIETARY DIRECTORS		
Name of the director	Name or corporate name of the significant shareholder represented or proposing appointment	Profile
CAJA CANARIAS	SIGNATORY FOUNDATIONS OF THE SHAREHOLDE	Natalia Aznárez Gómez, born in Santa Cruz de Tenerife in 1964, has represented Fundación CajaCanarias on CaixaBank's Board of Directors since February 2017. She holds a degree in Business and Commercial Management from Universidad de Málaga and Diploma in Business (specialising in accounting and finance) from Universidad de La Laguna. She has taught accounting and finances at Universidad de La Laguna. She began her career by collaborating with the General Management of REA METAL WINDOWS, to launch the distribution of their products in Spain. In 1990, she joined the CajaCanarias marketing department. In 1993 she headed the Individuals Segment at CajaCanarias, being involved in the development of financial products and the launching of campaigns, the development and implementation of CRM, a Personal and Private Banking service. Following, she became Director of the Marketing Area. In 2008, she was appointed as Deputy Director of CajaCanarias, in charge of human resource management for the entity and, in 2010, she was appointed as Vice General Director of CajaCanarias. After Banca Cívica acquired all the assets and liabilities of CajaCanarias, Ms Aznárez Gómez became General Manager at CajaCanarias as the financial institution indirectly carrying out the financial activity. Following the entity's transformation into a banking foundation, she served as General Manager until 30 June 2016. She has actively served on several committees in the savings bank sector, including the executive committee of the Savings Bank Association for Labour Relations (Asociación de Cajas de Ahorros Para Relaciones Laborales, ACARL), the Euro6000 Marketing Committee, and the marketing committee and the human resources committee of the Spanish Confederation of Savings Banks (Confederación Española de Cajas de Ahorros, CECA). She has also held several positions at foundations. She is currently chair of the CajaCanarias employee pension plan control committee, vice-chair of the Cristino de Vera Foundation, secretary of the CajaCanarias Business Learning and Development Foundation, and director of the CajaCanarias Foundation.
MARÍA TERESA BASSONS BONCOMPTE	LA CAIXA BANKING	Maria Teresa Bassons Boncompte was born in Cervelló in 1957. 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 also holds a pharmacy licence. She was a member of the Barcelona Chamber of Commerce's Executive Committee from 2002 to May 2019, and the Chair of its Enterprise Commission for the Health Sector. She has also been Deputy Chairwoman of the Col'legi Officer of Farmacèutics of Barcelona (1997-2004) and General Secretary for the Consell de Col'legis

PROPRIETARY DIRECTORS		
Name of the director	Name or corporate name of the significant shareholder represented or proposing appointment	Profile
		of Farmacèutics de Catalunya (2004-2008). She is a member of the Board of Directors of Bassline, S.L. and has been an 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 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.
MARCELINO ARMENTER VIDAL	LA CAIXA BANKING	Marcelino Armenter Vidal was born in Las Palmas de Gran Canaria in 1957. He has been a member of the CaixaBank Board of Directors since June 2019. He holds a Bachelor's degree and a Master's degree in Business Administration and Management from ESADE Business School. His current roles are CEO and member of the Executive Committee of Criteria Caixa, S.A.U. He has held both of these posts since March 2019. Other positions he currently holds are: Director of Naturgy Energy Group, S.A. since September 2016, Chairman of Mediterranea Beach & Golf Community, S.A.U. since February 2017 and CEO since September 2017, Director of Inmo CriteriaCaixa, S.A.U. since October 2017, CEO of the management company Caixa Capital Risc, S.G.E.I.C., S.A. since February 2002 and Executive Deputy Chairman since October 2018, and Director of Saba Infrastructures, S.A. since September 2018. He began his career at Arthur Andersen, before joining Hidroeléctrica de Cataluña. He has worked with "la Caixa" since 1985 holding various positions and responsibilities. From 1985 until 1988 he was the Director of Internal Audit and Control of the Caixa Group. From 1988 to 1995 he was the Manager of the Investee Area. From 1995 to 2001 he held the role of Chief Executive Officer of Banco Herrero. From 2001 to 2007 he was the Chief Executive Officer of Caixa Holding. From 2007 to 2011 he held the post of Assistant Chief Executive Officer of "la Caixa". From 2011 to 2013, he was Managing Director of

PROPRIETARY DIRECTORS		
Name of the director	Name or corporate name of the significant shareholder represented or proposing appointment	Profile
		CaixaBank Risks. From 2013 up to the end of March 2019 he was Chief Executive Officer of Criteria Caixa, S.A.U. and from 2017 up to the end of November 2019 was a Director of the Inbursa Financial Group.

Total number of proprietary directors	8
Percentage of Board	50.00

INDEPENDENT DIRECTORS	
Name of the director	Profiel
KORO USARRAGA UNSAIN	Koro Usarraga Unsain (San Sebastián, 1957) has been a member of CaixaBank's Board of Directors since 2016. She has a degree in Business Administration and a Masters in Business Management from ESADE, took the PADE (Senior Management Programme) at IESE and is a qualified chartered accountant. She was an independent Director of NH Hotel Group from 2015 to October 2017. She worked at Arthur Andersen for 20 years and in 1993 was appointed partner of the audit division. In 2001 she assumed responsibility for the General Corporate Management of Occidental Hotels & Resorts, a group with significant international presence and specialising in the holiday sector. She was responsible for the finance, administration and management control departments, as well as IT and human resources. She was General Manager of Renta Corporación, a real estate group specialising in the purchase, refurbishment and sale of properties. She is a Director of Vocento, S.A. and has been a shareholder and Administrator of 2005 KP Inversiones, S.L. since 2005, which is engaged in investing in companies and management consultancy. She is also an Administrator of Vehicle Testing Equipment, S.L.
EDUARDO JAVIER SANCHIZ IRAZU	Eduardo Javier Sanchiz Irazu was born in Vitoria in 1956. He has been a member of the CaixaBank Board of Directors since 2017. He holds a degree in economics the University of Deusto, San Sebastián campus, and a Master's Degree in Business Administration from the Instituto Empresa in Madrid. He was CEO of Almirall from July 2011 until 30 September 2017. During this period, the company underwent a significant strategic transformation with the aim of becoming a global leader in skin treatment. Previously, after jointing Almirall in May 2004, he was executive director of Corporate Development and Finance and Chief Financial Officer In both positions, Eduardo led the company's international expansion through a number of alliances with other companies, and through licensing of external products, in addition to five acquisitions of companies and product portfolios. He also coordinated the IPO process in 2007. He was a member of the Almirall Board of Directors from January 2005 and member of the Dermatology Committee from its creation in 2015. Before his arrived at Almirall, he worked during 22 years, of which 17 were abroad, in the American Eli Lilly & Co pharmaceutical company, in

INDEPENDENT DIRECTORS	
Name of the director	Profile
	positions of finances, marketing, sales and general management. He was able to live in six different countries and some of his significant positions include General Manager in Belgium, General Manager in Mexico and, in his last position in the company, Executive Officer for the business area that encompasses countries in the centre, north, east and south of Europe. He was a member of the American Chamber of Commerce in Mexico and of the Association of Pharmaceutical Industries in a number of countries in Europe and Latin America. He currently sits on the Strategic Committee of Laboratorio Pierre Fabre and has also sat on its board of directors since May 2019.
MARÍA VERÓNICA FISAS VERGÉS	Born in Barcelona in 1964, Verónica Fisas has served on the Board of Directors of CaixaBank since February 2016. She holds a degree in Law and a Master in Business Administration. She joined Natura Bissé very early in her career, thus acquiring extensive knowledge of the company and of all its departments. She has been the CEO of the Board of Directors of Natura Bissé and the General Director of the Natura Bissé Group since 2007. Since 2008, she has also been a trustee of Ricardo Fisas Natura Bissé Foundation. In 2001, as the CEO of the United States subsidiary of Natura Bissé, she was responsible for the expansion and consolidation of the business, and obtained outstanding results in product distribution and brand positioning. In 2009 she joined the Board of Directors of Stanpa, Asociación Nacional de Perfumería y Cosmética, becoming Chair of Stanpa in 2019 and, in turn, Chair of Fundación Stanpa. She received the Work-Life Balance Award at the 2nd Edition of the National Awards for Women in Management in 2009, and the IWEC Award (International Women’s Entrepreneurial Challenge) for her professional career, in 2014. In November 2017, Emprendedores magazine named Verónica Fisas as 'Executive of the Year'.
FRANCESC XAVIER VIVES TORRENTS	Xavier Vives Torrents was born in Barcelona in 1955. He has been a member of the CaixaBank Board of Directors since 2008 and the Lead Director from 2017. He is a Professor of Economics and Finance at the IESE Business School. He also holds a PhD in Economics from the University of California, Berkeley. He was Professor of European Studies at INSEAD from 2001-2005; Director of the Institute of Economic Analysis at the Consejo Superior de Investigaciones Científicas between 1991-2001; and Visiting Professor in the universities of California (Berkeley), Harvard, New York (lectureship King Juan Carlos I in 1999-2000) and Pennsylvania, as well as in the Universitat Autónoma of Barcelona and in the Universitat Pompeu Fabra. He has been advisor to, among others institutions, the World Bank, the Inter-American Development Bank, the Bank of New York Federal Reserve, the European Commission – being Special Adviser of the Deputy Chairman of the EU and Commissioner of Competition, Mr. Joaquín Almunia, the Government of Catalonia as a member of the CAREC (Council Assessor per a Reactivació Economic i the Creixement), and international enterprises. Mr Vives also served as Chairman of the Spanish Economic Association in 2008; and Deputy Chairman of the Spanish Energy Economics Association in 2006-2009 and was a Duisenberg Fellow at the European Central Bank in 2015. He is currently a member of the Academy Europaea; Research Fellow of the Center for Economic Studies (CESifo) and the Centre for Economic Policy Research; Fellow of the European Economic Association since 2004 and of the Econometric Society since 1992, and Chairman of EARIE (European Association for Research in Industrial Economics) from 2016 to 2018. He has published numerous articles in international journals and directed the publication of various books. He received the King Juan Carlos I National Award for Research into Social Sciences in 1988; Prize

INDEPENDENT DIRECTORS	
Name of the director	Profile
	"Societat Catalan d´Economia", 1996; the Narcís Monturiol Medal from the Government of Catalonia in 2002; and the "Premi Catalunya d'Economia" (Catalonia Economics Award), 2005; The IEF Award for academic excellence for his professional career in 2012; beneficiary of the European Research Council Advanced Grant, 2009-2013 and 2018-2023, and the Rey Jaime I
MARÍA AMPARO MORALEDA MARTÍNEZ	María Amparo Moraleda (Madrid, 1964) has been a member of CaixaBank's Board of Directors since 2014. She graduated in Industrial Engineering from the ICAI and holds an MBA from the IESE Business School. She is an independent director at several companies: Solvay, S.A. (from 2013), Airbus Group, S.E. (since 2015) Vodafone Group (since 2017). She is also a member of the Supervisory Board of the Spanish High Council for Scientific Research (since 2011) and a member of the advisory boards of SAP Ibérica (since 2017) and of Spencer Stuart (since 2017). Between 2012 and 2017, she was a member of the board of directors of Faurecia, S.A. and member of the Advisory Board of KPMG España (since 2012). Between January 2009 and February 2012 she was Chief Operating Officer of Iberdrola SA's International Division with responsibility for the United Kingdom and the United States. She also headed Iberdrola Engineering and Construction from January 2009 to January 2011. She was Executive Chairman of IBM Spain and Portugal between July 2001 and January 2009, responsible for Greece, Israel and Turkey from July 2005 to January 2009. Between June 2000 and 2001 she was assistant executive to the President of IBM Corporation. From 1998 to 2000 she was General Manager at INSA (a subsidiary of IBM Global Services). From 1995 to 1997 she was Head of HR for EMEA at IBM Global Services and from 1988 to 1995 she held various offices and management positions at IBM España. She is also a member of various boards and trusts of different institutions and bodies, including the Academy of Social Sciences and the Environment of Andalusia, the Board of Trustees of the MD Anderson Cancer Center in Madrid and the International Advisory Board of Instituto de Empresa. In December 2015 she was named full academic member of Real Academia de Ciencias Económicas y Financieras. In 2005 she was inducted into the Women in Technology International (WITI) organisation's Hall of Fame, which recognises, honours, and promotes the outstanding contributions women make to the scientific and technological communities that improve and evolve society. Her numerous accolades include: the Values Leadership Award (FIGEVA Foundation – 2008), the Javier Benjumea Prize (Engineering Association of the ICAI – 2003) and the Award for Excellence (Spanish Federation of Female Directors, Executives, Professionals and Entrepreneurs – Fedepe – 2002).
JOHN S. REED	John Reed (Chicago, 1939) has been a member of CaixaBank's Board of Directors since 2011. He was raised in Argentina and Brazil. completed his university studies in the United States. In 1961, he earned a degree in Philosophy and Arts and Sciences from Washington and Jefferson College and the Massachusetts Institute of Technology under a double degree programme. He was a lieutenant in the US Army Corps of Engineers from 1962 to 1964 and again enrolled at MIT to study a Master in Science. John Reed worked in Citibank/Citicorp and Citigroup for 35 years, the last 16 of which as Chairman, retiring in April 2000. From September 2003 to April 2005, he began working again as Chairman of the New York Stock Exchange, and was Chairman of the MIT Corporation from 2010 to 2014. He was appointed Chairman of the Board of American Cash Exchange in February 2016. He is the Chairman of the Boston Athanaeum and a trustee of the NBER. He is a Fellow of the American Academy of Arts and Sciences and of the American Philosophical Society.

INDEPENDENT DIRECTORS	
Name of the director	Profile
CRISTINA GARMENDIA MENDIZÁBAL	Cristina Garmendia Mendizábal was born in San Sebastian in 1962. She has been a member of the CaixaBank Board of Directors since June 2019. 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. She is currently a Director of Compañía de Distribución Integral Logista Holdings, S.A., Mediaset, Ysios Capital and Satlantis Microsats. She has been Executive Deputy Chairwoman and Chief Financial Officer of the Amasua Group, Chairwoman of the Association of Biotechnological Companies (ASEBIO) and member of the Board of directors of the Confederación Española de Organizaciones Empresariales (CEOE) as well as member of the governing bodies of, among others companies, Science & Innovation Office Link, S.L., Naturgy Energy Group, S.A. (previously Gas Natural, S.A.), Financial Corporation Alba, Pelayo Insurance and Chairwoman of Genetrix S.L. She has been Minister for Science and Innovation of the Government of Spain during the entire IX Legislative period from April 2008 to December 2011. She is Chairwoman of the COTEC Foundation, member of the España Constitutional Foundation, SEPI and member of the Advisory Board of the Women for Africa Foundation, as well as member of the Social Board of the University of Sevilla.

Number of independent directors	7
Percentage of Board	43.75

State whether any independent director receives from the company or any group company any amount or benefit other than compensation as a director, or has or has had a business relationship with the company or any company in the group during the past year, whether in his or her own name or as a significant shareholder, director or senior executive of a company which has or has had such a relationship.

Should this be the case, include a statement by the Board explaining why it believes that the director in question can perform his or her duties as an independent director.

Name of director	Description of the relationship	Grounded statement
CRISTINA GARMENDIA MENDIZÁBAL	She is a member of the Advisory Board of CaixaBank Private Banking.	Ms. Cristina Garmendia Mendizábal is member of the Advisory Board of CaixaBank Private Banking. Since being appointed as director of the Advisory Board Advisor in 2019, she received a remuneration of eight thousand euros, which is not considered significant.

OTHER EXTERNAL DIRECTORS			
Identify the other external directors and state the reasons why these directors are considered neither proprietary nor independent, and detail their ties with the company or its management or shareholders:			
Name of the director	Reason	Company, executive or shareholder with whom the relationship is	Profile
No information given			

Total number of other external directors	N/A
Percentage of Board	N/A

State any changes in status that have occurred during the period for each director:

Name or corporate name of the director	Date of change	Previous category	Current category
No information given			

C.1.4 Complete the following table with information relating to the number of female directors at the close of the past 4 years, as well as the category of each:

	Number of female directors				% of total Directors of each category			
	Year 2019	Year 2018	Year 2017	Year 2016	Year 2019	Year 2018	Year 2017	Year 2016
Executive					0.00	0.00	0.00	0.00
Proprietary	2	2	2	1	25.00	25.00	28.57	16.67
Independent	4	3	3	3	57.14	33.33	33.33	37.50
Other external					0.00	0.00	0.00	0.00
Total	6	5	5	4	37.50	27.78	27.78	25.00

C.1.11 List any legal-person directors of your company who are members of the Board of Directors of other companies listed on official securities markets other than group companies, and have communicated that status to the Company:

Name or corporate name of the director	Company name of the listed company	Post
IGNACIO GARRALDA RUIZ DE VELASCO	Endesa, S.A.	DIRECTOR
IGNACIO GARRALDA RUIZ DE VELASCO	BME Holding, S.A.	1st DEPUTY CHAIRMAN
JORDI GUAL SOLÉ	Erste Group Bank, AG.	DIRECTOR

Name or corporate name of the director	Company name of the listed company	Post
JORDI GUAL SOLÉ	Telefónica, SA	DIRECTOR
MARÍA AMPARO MORALEDA MARTÍNEZ	Vodafone Group PLC	DIRECTOR
MARÍA AMPARO MORALEDA MARTÍNEZ	Solvay, S.A.	DIRECTOR
MARÍA AMPARO MORALEDA MARTÍNEZ	Airbus Group, S.E.	DIRECTOR
CRISTINA GARMENDIA MENDIZÁBAL	Mediaset España Comunicación, S.A.	DIRECTOR
CRISTINA GARMENDIA MENDIZÁBAL	Compañía de Distribución Integral Logistica Holdings, S.A.	DIRECTOR
KORO USARRAGA UNSAIN	Vocento, S.A.	DIRECTOR
MARCELINO ARMENTER VIDAL	Naturgy Energy Group, S.A.	DIRECTOR

C.1.12 State whether the company has established rules on the number of boards on which its directors may hold seats, providing details if applicable, identifying, where appropriate, where this is regulated:

[√] Yes
[ ] No

C.1.13 State total remuneration received by the Board of Directors:

Board compensation in financial year (thousand euros)	6,831
Cumulative amount of rights of current Directors in pension schemes (thousands of euros)	5,546
Cumulative amount of rights of current Directors in pension schemes (thousands of euros)	

C.1.14 List any members of senior management who are not executive Directors and indicate total remuneration paid to them during the year:

Name	Position
JORGE MONDÉJAR LÓPEZ	CHIEF RISKS OFFICER
JAVIER PANO RIERA	CHIEF FINANCIAL OFFICER
FRANCESC XAVIER COLL ESCURSELL	CHIEF HUMAN RESOURCES AND ORGANISATION OFFICER
JORGE FONTANALS CURIEL	HEAD OF RESOURCES
MARÍA LUISA MARTÍNEZ GISTAU	EXECUTIVE DIRECTOR FOR COMMUNICATION, INSTITUTIONAL RELATIONS, BRAND AND CSR
ÓSCAR CALDERÓN DE OYA	GENERAL AND BOARD SECRETARY

Name	Position	
JUAN ANTONIO ALCARAZ GARCIA	CHIEF BUSINESS OFFICER	
MATTHIAS BULLACH	HEAD OF FINANCIAL ACCOUNTING, CONTROL AND CAPITAL	
IGNACIO BADIOLA GÓMEZ	EXECUTIVE DIRECTOR OF CIB AND INTERNATIONAL BANKING	
MARÍA LUISA RETAMOSA FERNÁNDEZ	HEAD OF INTERNAL AUDIT	
FRANCISCO JAVIER VALLE T-FIGUERAS	EXECUTIVE DIRECTOR OF INSURANCE	
Total senior management remuneration (thousand euros)		10,234

C.1.15 Indicate whether any changes have been made to the Board Regulations during the year:

[√] Yes
[ ] No

C.1.21 Indicate whether there are any specific requirements other than those relating to the Directors, to be appointed chairperson of the board of directors:

[ ] Yes
[√] No

C.1.23 State whether the Articles of Association or the Board regulations establish any stricter term limits or other requirements for independent directors other than those required by law:

[ ] Yes
[√] No

C.1.25 Indicate the number of board meetings held during the year, and how many times the board has met without the Chairman's attendance. Meetings where the chairman sent specific proxy instructions are to be counted as attended.

Number of Board meetings	12
Number of Board meetings without the attendance of the chairman	0

State the number of meetings held by the coordinating director with the other directors, where there was neither attendance nor representation of any executive director:

Number of meetings	4

Please specify the number of meetings held by each Board committee during the year:

Number of meetings of the AUDIT AND CONTROL COMMITTEE	18
Number of meetings of the INNOVATION, TECHNOLOGY AND DIGITAL TRANSFORMATION COMMITTEE	1
Number of meetings of the APPOINTMENTS COMMITTEE	8
Number of meetings of the REMUNERATION COMMITTEE	9
Number of meetings of the RISKS COMMITTEE	15
Number of meetings of the EXECUTIVE COMMITTEE	19

C.1.26 State the number of meetings held by the Board of Directors during the year and the information on member attendance:

Number of meetings with the physical attendance of at least 80% of directors	12
% of attendance over total votes during the year	97.89
Number of meetings with the physical attendance, or proxies with with specific instructions, of all directors	8
% of issued votes, attending in person and proxies carried out with specific instructions, over the total of votes cast during the year	97.89

C.1.27 State if the individual and consolidated financial statements submitted to the Board for preparation were previously certified:

[ ] Yes
[√] No

Identify, where applicable, the person(s) who certified the company's individual and consolidated financial statements prior for their authorisation for issue by the Board.

C.1.29 Is the Secretary of the Board also a Director?

[ ] Yes
[√] No

Complete if the Secretary is not also a Director:

Name or corporate name of the secretary	Representative
ÓSCAR CALDERÓN DE OYA	

C.1.31 Indicate whether the company has changed its external audit firm during the year. If so, please identify the incoming and outgoing auditor:

[ ] Yes
[√] No

If there were any disagreements with the outgoing auditor, please provide an explanation:

[ ] Yes
[√] No

C.1.32 State whether the audit firm provides any non-audit services to the company and/or its group and, if so, the fees paid and the corresponding percentage of total fees invoiced to the company and/or group:

[√] Yes
[ ] No

	Company	Company of the group	Total
Amount of non-audit work (thousand euros)	532	625	1,157
Amount invoiced for non-audit / amount of audit work (in %)	32.00	29.00	30.00

C.1.33 Indicate whether the audit report on the previous year's financial statements is qualified or includes reservations. If so, please explain the reasons given by the chairman of the audit committee to explain the content and extent of the aforementioned qualified opinion or reservations.

[ ] Yes
[√] No

C.1.34 State the number of consecutive years the current audit firm has been auditing the individual and/or consolidated financial statements of the company. Likewise, indicate for how many years the current firm has been auditing the financial statements as a percentage of the total number of years over which the financial statements have been audited.

	Individual	Consolidated
Number of consecutive years	2	2

	Individual	Consolidated
No. of financial years audited by the current auditing company / No. of years that the company or the group has been audited (in %)	10.00	10.00

C.1.35 Indicate whether there are procedures for Directors to receive the information they need in sufficient time to prepare for the meetings of the governing bodies:

[√] Yes
[ ] No

Details of procedure

There is a procedure for directors to have the necessary information to prepare meetings of the governing bodies with enough time.

Pursuant to article 22 of the Regulations of the Board of Directors, directors have the duty to demand and the right to obtain from the company any information they may need to discharge their duties. For such purpose, the director should request information on any aspect of the Company and examine its books, records, documents and further documentation. The right to information extends to investee companies provided that this is possible.

Requests for information must be directed to the Chairman of the Board of Directors, if he holds executive status, and, otherwise, to the Chief Executive Officer, who will forward the request to the appropriate party in the Company. If the Chairman deems that the information is confidential, he will notify the Director [...] as well as of the director’s duty of confidentiality.

However, documents must be approved by the Board. In particular, documents that cannot be fully analysed and discussed during the meeting due to their size are sent out to Board members ahead of the Board meeting in question.

C.1.39 Identify individually, for directors, and collectively, in other cases, and provide details of any agreements made between the company and its directors, executives or employees containing indemnity or golden parachute clauses in the event of resignation or dismissal or termination of employment without cause following a takeover bid or any other type of operation.

Number of beneficiaries	32
Type of beneficiary	**Description of agreement**
Chief Executive Officer and three members of the Management Committee, five executive officers and 23 middle managers.	Chief Executive Officer: One year of the fixed components of his remuneration. Management Committee members: indemnity clause equivalent to one annual payment of the fixed components of their remuneration, or the amount payable by law, whichever is higher. Currently there are 3

Type of beneficiary	Description of agreement
	which legal compensation is still lower than 1 annuity. Similarly, the CEO and the members of the Management Committee have established an annuity of the fixed components of the remuneration package, payable in monthly payments, to remunerate the agreement of non-competition. This payment would be discontinued were this covenant to be breached. Executive officers and middle managers: 28 executives and middle managers: between 0.1 and 1.5 annual payments of their fixed remuneration above that provided for at law. Executives and middle managers of Group companies are included in the calculation.

State if these contracts have been communicated to and/or approved by management bodies of the company or of the Group, beyond the cases stipulated by regulations. If so, specify the procedures, events and nature of the bodies responsible for their approval or for communicating this:

	Board of Directors	General Shareholders' Meeting
Body authorising the severance clauses	√	

	Yes	No
Is the General Shareholders' Meeting informed of such clauses?	√	

C.2. Board Committees

C.2.1. Give details of all the board committees, their members and the proportion of proprietary and independent Directors.

AUDIT AND CONTROL COMMITTEE		
Name	Post	Category
JOSÉ SERNA MASIÁ	MEMBER	Proprietary
KORO USARRAGA UNSAIN	CHAIRMAN	Independent
EDUARDO JAVIER SANCHIZ IRAZU	MEMBER	Independent

% of executive directors	0.00
% of proprietary directors	33.33
% of independent directors	66.67
% of other external directors	0.00

Identify the directors who are member of the audit committee and have been appointed taking into account their knowledge and experience in accounting or audit matters, or both, and state the date that the Chairperson of this committee was appointed.

Names of the directors with experience	KORO USARRAGA UNSAIN
Date of appointment of the chairman	05/04/2019

INNOVATION, TECHNOLOGY AND DIGITAL TRANSFORMATION COMMITTEE		
Name	Post	Category
JORDI GUAL SOLÉ	CHAIRMAN	Proprietary
GONZALO GORTÁZAR ROTAECHE	MEMBER	Executive
MARÍA AMPARO MORALEDA MARTÍNEZ	MEMBER	Independent
CRISTINA GARMENDIA MENDIZÁBAL	MEMBER	Independent
MARCELINO ARMENTER VIDAL	MEMBER	Proprietary

% of executive directors	20.00
% of proprietary directors	40.00
% of independent directors	40.00
% of other external directors	0.00

APPOINTMENTS COMMITTEE		
Name	Post	Category
JOHN S. REED	CHAIRMAN	Independent
MARÍA TERESA BASSONS BONCOMPTE	MEMBER	Proprietary
FRANCESC XAVIER VIVES TORRENTS	MEMBER	Independent

% of executive directors	0.00
% of proprietary directors	33.33
% of independent directors	66.67
% of other external directors	0.00

REMUNERATION COMMITTEE		
Name	Post	Category
ALEJANDRO GARCÍA-BRAGADO DALMAU	MEMBER	Proprietary
MARÍA AMPARO MORALEDA MARTÍNEZ	CHAIRMAN	Independent
MARÍA VERÓNICA FISAS VERGÉS	MEMBER	Independent

% of executive directors	0.00
% of proprietary directors	33.33
% of independent directors	66.67
% of other external directors	0.00

RISKS COMMITTEE		
Name	Post	Category
KORO USARRAGA UNSAIN	MEMBER	Independent
EDUARDO JAVIER SANCHIZ IRAZU	CHAIRMAN	Independent
CAJA CANARIAS FOUNDATION	MEMBER	Proprietary

% of executive directors	0.00
% of proprietary directors	33.33
% of independent directors	66.67
% of other external directors	0.00

EXECUTIVE COMMITTEE		
Name	Post	Category
MARÍA VERÓNICA FISAS VERGÉS	MEMBER	Independent
TOMÁS MUNIESA ARANTEGUI	MEMBER	Proprietary
JORDI GUAL SOLÉ	CHAIRMAN	Proprietary
FRANCESC XAVIER VIVES TORRENTS	MEMBER	Independent
MARÍA AMPARO MORALEDA MARTÍNEZ	MEMBER	Independent
GONZALO GORTÁZAR ROTAECHE	MEMBER	Executive

% of executive directors	16.67
% of proprietary directors	33.33
% of independent directors	50.00
% of other external directors	0.00

C.2.2 Complete the following table with information regarding the number of female directors who were members of board committees at the close of the past four years:

	Number of female directors							
	2019		2018		2017		2016	
	Number	%	Number	%	Number	%	Number	%
AUDIT AND CONTROL COMMITTEE	1	33.33	1	25.00	1	33.33	1	33.33
COMMITTEE OF INNOVATION, TECHNOLOGY AND DIGITAL TRANSFORMATION	2	40.00	0	0.00	0	0.00	0	0.00
APPOINTMENTS COMMITTEE	1	33.33	1	33.33	2	66.67	2	66.67

	Number of female directors							
	2019		2018		2017		2016	
	Number	%	Number	%	Number	%	Number	%
APPOINTMENTS REMUNERATION	2	66.67	1	33.33	2	66.67	1	33.33
RISKS COMMITTEE	2	66.67	2	40.00	1	25.00	1	25.00
EXECUTIVE COMMITTEE	2	33.33	2	25.00	2	25.00	1	14.29

D. RELATED-PARTY AND INTRAGROUP TRANSACTIONS

D.2. List any relevant transactions, by virtue of their amount or importance, between the company or its group of companies and the company's significant shareholders.

Name of significant significant shareholder	Name of company within the group	Nature of the relationship	Type of transaction	Amount (thousand euros)
CRITERIA CAIXA, S.A.U.	CAIXABANK, S.A.	Corporate	Dividends and other profit distributed	239,254
CRITERIA CAIXA, S.A.U.	CAIXABANK, S.A.	Commercial	Other instruments that might entail a transfer of resources or obligations between the Company and the related party	846,070

D.3. Describe any transactions that are significant, either because of their amount or subject matter, entered into between the company or entities within its group and directors or senior managers of the company:

Name of name of the administrators or managers	Name or corporate name of the related party	Relationship	Nature of the operation	Amount (thousand euros)
No information given				N/A

D.4. List any relevant transactions undertaken by the company with other companies in its group that are not eliminated in the process of drawing up the consolidated financial statements and whose subject matter and terms set them apart from the company's ordinary trading activities.

In any event, note any intragroup transactions conducted with entities established in countries or territories which are considered to be tax havens:

Corporate name of the company in its group	Brief description of the transaction	Amount (thousand euros)
No information given		N/A

D.5. State any significant transactions conducted between the company or other companies in its group with other related parties, which have not been reported in the previous sections:

Name company related party	Brief description of the transaction	Amount (thousand euros)
No information given		N/A

D.7. Is there more than one company in the group listed in Spain?

[ ] Yes
[√] No

G. DEGREE OF COMPLIANCE WITH CORPORATE GOVERNANCE RECOMMENDATIONS

Specify the company's level of compliance with recommendations from the Code of Good Governance of listed companies.

In the event that a recommendation is not followed or only partially followed, a detailed explanation should be included explaining the reasons in such a manner that shareholders, investors and the market in general have enough information to assess the company's actions. General explanations are unacceptable.

1. The Articles of Association of listed companies should not place an upper limit on the votes that can be cast by a single shareholder, or impose other obstacles to the takeover of the company by means of share purchases on the market.

   Complies [X]   Explain [ ]

2. When a dominant and a subsidiary company are stock market listed, the two should provide detailed disclosure on:

   a) The activity they engage in, and any business dealings between them, as well as between the subsidiary and other group companies.

   b) The mechanisms in place to resolve any conflicts of interest that may arise.

Compliant [ ]   Partially compliant [ ]   Explain [ ]   Not applicable [X]

This recommendation is not deemed to be applicable to CaixaBank, since the bank is the only listed company within its Group.

3. That, during the course of the ordinary General Shareholders' Meeting, complementary to the distribution of a written Annual Corporate Governance Report, the chairman of the Board of Directors makes a detailed oral report to the shareholders regarding the most material aspects of corporate governance of the company, and in particular:

   a) Changes that have occurred since the last General Shareholders' Meeting.

   b) Specific reasons why the company did not follow one or more of the recommendations of the Code of Corporate Governance and, if so, the alternative rules that were followed instead.

   Complies [X]   Partially compliant [ ]   Explain [ ]

4. That the company has defined and promoted a policy of communication and contact with shareholders, institutional investors and proxy advisers that complies in all aspects with rules preventing market abuse and gives equal treatment to similarly situated shareholders.

   And that the company has made such a policy public through its web page, including information related to the manner in which said policy has been implemented and the identity of contact persons or those responsible for implementing it.

   Complies [X] Complies partially [ ] Explanation [ ]

5. That the Board of Directors should not propose to the General Shareholders' Meeting any proposal for delegation of powers allowing the issuance of shares or convertible securities without pre-emptive rights in an amount exceeding 20% of equity at the time of delegation.

   And that whenever the Board of Directors approves any issuance of shares or convertible securities without pre-emptive rights the company immediately publishes reports on its web page regarding said exclusions as referenced in applicable company law.

   Complies [ ] Complies partially [x] Explanation [ ]

The Board of Directors, in its meeting dated 10 March 2016, agreed to propose at the Annual General Meeting on 28 April the ratification of an agreement to delegate powers in favour of the Board of Directors in order to issue bonds, preference shares and any other fixed income securities or instruments of a similar nature which are convertible into CaixaBank shares, or which directly or indirectly give the right to the subscription or acquisition of the company's shares, including warrants. The proposed delegation expressly included the power to disapply the pre-emptive subscription right of shareholders. This proposal was approved at the Annual General Meeting held on 28 April 2016.

The capital increases that the Board of Directors may approve under this authorisation to carry out the conversion of shares in whose issuance the pre-emptive subscription right has been disapplied are not subject to the maximum limit of 20% of the share capital that the Annual General Meeting of 23 April 2015 unanimously agreed for any capital increases that the Board of Directors may approve (the legal limit of 50% of the capital at the time of the approval does apply).

Directive 2013/36/EU of the European Parliament and of the Council of 26 June 2013 on access to the activity of credit institutions and the prudential supervision of credit institutions and investment companies, and Regulation (EU) No 575/2013 on prudential requirements for credit institutions and investment firms, and Spanish Act 11/2015 of 18 June on the recovery and resolution of credit institutions and investment services companies, anticipate the need for credit entities to provide, in certain proportions, different instruments in the composition of their regulatory capital so that they can be considered suitably capitalised. Therefore, different capital categories are contemplated that must be covered by specific instruments. Despite the Company's adequate capital situation, it was deemed necessary to adopt an agreement that allows instruments to be issued that may be convertible in certain cases. To the extent that the issuance of these instruments implies the need to have an authorised capital that, at the time of its issuance, covers a possible convertibility and in order to provide the company with greater flexibility, it was deemed suitable for the capital increases that the Board approves to be carried out under the delegation agreement in this report in order to address the conversion of shares in whose issuance the pre-emptive subscription right has been excluded, not being subject to the maximum limit of 20% of the capital which is applicable to all other capital increases that the Board is authorised to approve.

6. Listed companies drawing up the following reports on a voluntary or compulsory basis should publish them on their website well in advance of the annual general meeting, even if their distribution is not obligatory:

   a) Report regarding the auditor's independence.

   b) Reports regarding the workings of the audit committee and the appointments and remuneration committee.

   c) Report by the audit committee regarding related-party transactions.

   d) Report on the corporate social responsibility policy.

   Complies [X] Complies partially [ ] Explanation [ ]

7. The company should broadcast its general meetings live on the corporate website.

   Complies [X] Explanation [ ]

8. The audit committee should strive to ensure that the Board of Directors can present the company's accounts to the general meeting without limitations or qualifications in the auditor's report. In the exceptional case that qualifications exist, both the Chairman of the audit committee and the auditors should give a clear account to shareholders of their scope and content.

   Complies [X] Complies partially [ ] Explanation [ ]

9. The company should disclose its conditions and procedures for admitting share ownership, the right to attend general meetings and the exercise or delegation of voting rights, and display them permanently on its website.

   And that such requirements and procedures promote attendance and the exercise of shareholder rights in a non-discriminatory fashion.

   Complies [X] Complies partially [ ] Explanation [ ]

10. That when a verified shareholder has exercised his right to make additions to the agenda or to make new proposals to it with sufficient time in advance of the General Shareholders' Meeting, the company:

a) Immediately distributes the additions and new proposals.

b) Publishes the attendance card credential or proxy form or form for distance voting with the changes such that the new agenda items and alternative proposals may be voted upon under the same terms and conditions as those proposals made by the Board of Directors.

c) Submits all of these items on the agenda or alternative proposals to a vote and applies the same voting rules to them as are applied to those drafted by the Board of Directors including, particularly, assumptions or default positions regarding votes for or against.

d) That after the General Shareholders' Meeting, a breakdown of the results of said additions or alternative proposals is communicated.

Compliant [ ]   Partially complies [X]   Explain [ ]   Not applicable [ ]

With regard to section c), the Board agrees that there are different presumptions about the direction of the vote for proposals submitted by shareholders and those submitted by the Board (as established in the Regulations of the Company's General Meeting), opting for the presumption of a vote in favour of agreements proposed by the Board of Directors (because the shareholders absent for the vote have had the opportunity to record their absence so their vote is not counted and they can also vote early in another direction through the mechanisms established for that purpose) and for the presumption of a vote against agreements proposed by shareholders (since there is a probability that the new proposals will deal with agreements that are contradictory to the proposals submitted by the Board of Directors and it is impossible to attribute opposite directions for their votes to the same shareholder. Additionally, shareholders who were absent have not had the opportunity to assess and vote early on the proposal).
Although this practice does not reflect the wording of Recommendation 10, it does better achieve the final objective of Principle 7 of the Good Governance Code which makes express reference to the Corporate Governance Principles of the OECD, which outline that the procedures used in Shareholders' Meetings must ensure the transparency of the count and the adequate registration of votes, especially in situations of voting battles, new items on the agenda and alternative proposals, because it is a measure of transparency and a guarantee of consistency when exercising voting rights.

11. That, in the event the company intends to pay for attendance at the General Shareholders' Meeting, it establish in advance a general policy of long-term effect regarding such payments.

Complies [X]   Partially compliant [ ]   Explain [ ]   Not applicable [ ]

12. That the Board of Directors completes its duties with a unity of purpose and independence, treating all similarly situated shareholders equally and that it is guided by the best interests of the company, which is understood to mean the pursuit of a profitable and sustainable business in the long term, and the promotion of continuity and maximisation of the economic value of the business.

    In pursuing the corporate interest, it should not only abide by laws and regulations and conduct itself according to principles of good faith, ethics and respect for commonly accepted customs and good practices, but also strive to reconcile its own interests with the legitimate interests of its employees, suppliers, clients and other stakeholders, as well as with the impact of its activities on the broader community and the natural environment.

    Complies [X]   Partially compliant [ ]   Explain [ ]

13. That the Board of Directors is of an adequate size to perform its duties effectively and collegially, and that its optimum size is between five and fifteen members.

    Compliant [ ]   Explanation [X]

At 31 December 2019, the Board of Directors comprised a total of 16 members.
In line with best corporate governance practices, the General Shareholders' Meeting held on 5 April 2019 resolved to reduce the number of Board members by two (2), thus bringing the total number of Board members to sixteen (16). This number is within the limits stipulated in the by-laws and is close to the recommendation contained in the Code of Good Governance (that Boards should have between five and fifteen members). Meanwhile, and given its status as a credit institution, CaixaBank has six (6) Board committees, four (4) of which are compulsory and two (2) voluntary. The most recent of these were set up in 2019. It is therefore believed that the Board's current composition is suited to its current workload.
It should also be noted that the Board's current size and composition is justified by the need to incorporate a certain number of independent directors and also to comply with the shareholders' agreement stemming from the merger with Banca Cívica, which will remain in force until August 2020.
With all this in mind, the Board is believed to have the right number of members to ensure its maximum effectiveness and involvement of directors, with a wide range of opinions.

14. That the Board of Directors approves a selection policy for directors that:

    a) Is concrete and verifiable;

    b) Ensures that proposals for appointment or re-election are based upon a prior analysis of the needs of the Board of Directors.

    c) Favours diversity in knowledge, experience and gender.

    That the resulting prior analysis of the needs of the Board of Directors is contained in the supporting report from the appointments committee published upon a call from the General Shareholders' Meeting submitted for ratification, appointment or re-election of each director.

    And that the selection policy for directors promotes the objective that by the year 2020 the number of female directors accounts for at least 30% of the total number of members of the Board of Directors.

    The appointments committee will annually verify compliance with the selection policy of directors and explain its findings in the Annual Corporate Governance Report.

    Complies [X] Partially compliant [ ] Explain [ ]

15. That proprietary and independent directors constitute a substantial majority of the Board of Directors and that the number of executive directors is kept at a minimum, taking into account the complexity of the corporate group and the percentage of equity participation of executive.

    Complies [X] Partially compliant [ ] Explain [ ]

16. That the percentage of proprietary directors divided by the number of non-executive directors is no greater than the proportion of the equity interest in the company represented by said proprietary directors and the remaining share capital.

    This criterion may be relaxed:

    a) In companies with a high market capitalisation in which interests that are legally considered significant are minimal.

    b) In companies where a diversity of shareholders is represented on the Board of Directors without ties among them.

    Complies [X] Explain [ ]

17. That the number of independent directors represents at least half of the total number of directors.

Nonetheless, when the company does not have a high level of market capitalisation or in the event that it is a high cap company with one shareholder or a group acting in a coordinated fashion who together control more than 30% of the company's equity, the number of independent directors represents at least one third of the total number of directors.

Complies [X] Explain [ ]

18. Companies should post the following Director particulars on their websites, and keep them permanently updated:

a) Professional profile and biography.

b) Any other Boards to which the director belongs, regardless of whether the companies are listed, as well as any other remunerated activities engaged in, regardless of type.

c) Category of directorship, indicating, in the case of individuals who represent significant shareholders, the shareholder that they represent or to which they are connected.

d) The date of their first appointment as a director of the company's Board of Directors, and any subsequent re-election.

e) The shares and options they own.

Complies [X] Partially compliant [ ] Explain [ ]

19. Following verification by the nomination committee, the Annual Corporate Governance Report should disclose the reasons for the appointment of proprietary Directors at the request of shareholders controlling less than 3 percent of capital; It should also explain, where applicable, why formal requests from shareholders for membership on the Board meeting were not honoured, when their equity interest is equal to or exceeds that of other shareholders whose proposal for proprietary directors was honoured.

Complies [X] Partially compliant [ ] Explain [ ] Not applicable [ ]

20. That proprietary directors representing significant shareholders must resign from the Board if the shareholder they represent disposes of its entire equity interest. They should also resign, in a proportional fashion, in the event that said shareholder reduces its percentage interest to a level that requires a decrease in the number of proprietary directors representing this shareholder.

Complies [X] Partially compliant [ ] Explain [ ] Not applicable [ ]

21. That the Board of Directors may not propose the dismissal of any independent director before the completion of the director's term provided for in the Articles of Association unless the Board of Directors finds just cause and a prior report has been prepared by the appointments committee. Specifically, just cause is considered to exist if the director takes on new duties or commits to new obligations that would interfere with his or her ability to dedicate the time necessary for attention to the duties attendant to his post as a director, fails to complete the tasks inherent to his or her post, or enters into any of the circumstances which would cause the loss of independent status in accordance with applicable law.

    The dismissal of independent directors may also be proposed as a result of a public share offer, joint venture or similar transaction entailing a change in the shareholder structure of the company, provided that such changes in the structure of the Board are the result of the proportionate representation criteria provided for in Recommendation 16.

    Complies [X] Explain [ ]

22. That companies establish rules requiring that directors inform the Board of Directors and, where appropriate, resign from their posts, when circumstances arise which may damage the company's standing and reputation. Specifically, directors must be required to report any criminal acts with which they are charged, as well as the consequent legal proceedings.

    And that should a director be indicted or tried for any of the offences set out in company law legislation, the Board of Directors must investigate the case as soon as possible and, based on the particular situation, decide whether the director should continue in his or her post. And that the Board of Directors must provide a reasoned written account of all these events in its Annual Corporate Governance Report.

    Complies [X] Partially compliant [ ] Explain [ ]

23. That all directors clearly express their opposition when they consider any proposal submitted to the Board of Directors to be against the company's interests. This particularly applies to independent directors and directors who are unaffected by a potential conflict of interest if the decision could be detrimental to any shareholders not represented on the Board of Directors.

    Furthermore, when the Board of Directors makes significant or repeated decisions about which the director has serious reservations, the director should draw the appropriate conclusions and, in the event the director decides to resign, explain the reasons for this decision in the letter referred to in the next recommendation.

    This recommendation also applies in the case of the secretary of the Board of Directors, despite not being a director.

    Complies [X] Partially compliant [ ] Explain [ ] Not applicable [ ]

24. That whenever, due to resignation or any other reason, a director leaves before the completion of his or her term, the director should explain the reasons for this decision in a letter addressed to all the directors of the Board of Directors. Irrespective of whether the resignation has been reported as a relevant fact, it must be included in the Annual Corporate Governance Report.

Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

25. That the appointments committee ensures that non-executive directors have sufficient time in order to properly perform their duties.

And that the Board rules establish the maximum number of company Boards on which directors may sit.

Complies [X] Complies partially [ ] Explanation [ ]

26. That the Board of Directors meet frequently enough so that it may effectively perform its duties, at least eight times per year, following a schedule of dates and agenda established at the beginning of the year and allowing each director individually to propose items do not originally appear on the agenda.

Complies [X] Complies partially [ ] Explanation [ ]

As established in Article 7.2 of the Regulations of the Board, the Chairman has the authority to set the agenda of the meetings of the Board, directing the discussions and deliberations in its debates.
However, any director may request that further items be included on the agenda.

27. That director absences only occur when absolutely necessary and are quantified in the Annual Corporate Governance Report. And when absences occur, that the director appoints a proxy with instructions.

Complies [ ] Complies partially [x] Explanation [ ]

To help prevent unavoidable absences leading to de facto changes in the balance of the Board of Directors, the law allows directors to grant a proxy upon a fellow director (for non-executive directors, the proxy must be granted to another non-executive director), as set out in Principle 14 of the Good Governance Code and in the corporate By-laws (article 37) and the Regulations of the Board of Directors (article 17), which states that directors must personally attend Board meetings. However, when they are unable to do so in person, they shall endeavour to grant their proxy in writing, on a special basis for each meeting, to a fellow Board member, including the appropriate instructions therein. Non-executive directors may only delegate a proxy to a fellow non-executive director, while independent directors may only delegate to a fellow independent director.

It should also be noted that CaixaBank's Corporate Governance Policy states that in relation to the duty of directors to attend Board meetings, and in the event of their unavoidable absence, directors shall endeavour to grant their proxy in writing, and separately for each meeting, to a fellow Board member. Every attempt must be made to ensure that each and every director attends at least 80% of Board meetings. As such, proxies are a comparative rarity at CaixaBank.

The Board of Directors considers, as good corporate governance practice, that when directors are unable to attend meetings, proxies are not generally delegated with specific instructions. This does not amend, de facto, the balance of the Board given that delegations may only be made by non-executive directors to other non-executive directors, and independent directors may only delegate to other independent directors, while directors are always required to defend the company's corporate interest regardless of their director status.
Moreover, and reflecting the freedom of each director who may also delegate with the appropriate instructions as suggested in the Board's Regulations, the decision to delegate without instructions represents each director's freedom to consider what provides most value to their proxy, and they may finally decide on the grounds that they want to give their proxy freedom to adapt to the result of the Board meeting debate. This, in addition, is in line with the law on the powers of the Chairman of the Board of Directors, who is given, among others, the responsibility of encouraging a good level of debate and the active involvement of all directors, safeguarding their right to adopt any position or stance they see fit.

Therefore, the freedom to appoint proxies with or without specific instructions, at the discretion of each director, is considered good practice and, specifically, the absence of instructions is seen as facilitating the proxy's ability to adapt to the content of the debate.

28. That when directors or the secretary express concern regarding a proposal or, in the case of directors, regarding the direction in which the company is headed and said concerns are not resolved by the Board of Directors, such concerns should be included in the minutes, upon a request from the protesting party.

    Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

29. That the company establishes adequate means for directors to obtain appropriate advice in order to properly fulfil their duties including, should circumstances warrant, external advice at the company's expense.

    Complies [X] Complies partially [ ] Explanation [ ]

30. That, without regard to the knowledge necessary for directors to complete their duties, companies make refresher courses available to them when circumstances require.

    Complies [X] Explanation [ ] Not applicable [ ]

31. That the agenda for meetings clearly states those matters about which the Board of Directors are to make a decision or adopt a resolution so that the directors may study or gather all relevant information ahead of time.

    For reasons of urgency, the Chairman may wish to present decisions or resolutions for board approval that were not on the meeting agenda. In such exceptional circumstances, their inclusion will require the express prior consent, duly drawn up in the minutes, of the majority of directors present.

    Complies [X] Complies partially [ ] Explanation [ ]

32. That directors shall be periodically informed of changes in equity ownership and of the opinions of significant shareholders, investors and rating agencies of the company and its group.

    Complies [X] Complies partially [ ] Explanation [ ]

33. That the chairman, as the person responsible for the efficient workings of the Board of Directors, in addition to carrying out his duties required by law and the Articles of Association, should prepare and submit to the Board of Directors a schedule of dates and matters to be considered; organise and coordinate the periodic evaluation of the Board as well as, if applicable, the chief executive of the company, should be responsible for leading the Board and the effectiveness of its work; ensuring that sufficient time is devoted to considering strategic issues, and approve and supervise refresher courses for each director when circumstances so dictate.

    Complies [X] Complies partially [ ] Explanation [ ]

34. When a lead independent director has been appointed, the Articles of Association or Regulations of the Board of Directors should grant him or her the following powers over and above those conferred by law: chairman of the Board of Directors in the absence of the chairman and deputy chairmen, should there be any; reflect the concerns of non-executive directors; liaise with investors and shareholders in order to understand their points of view and respond to their concerns, in particular as those concerns relate to corporate governance of the company; and coordinate a succession plan for the chairman.

Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

35. The Board Secretary should strive to ensure that the Board's actions and decisions are informed by the governance recommendations of the Good Governance Code of relevance to the company.

Complies [X] Explanation [ ]

36. The Board in full should conduct an annual evaluation, adopting, where necessary, an action plan to correct weakness detected in:

a) The quality and efficiency of the Board of Directors' work.

b) The workings and composition of its committees.

c) Diversity of membership and competence of the Board of Directors.

d) Performance of the chairman of the Board of Directors and the chief executive officer of the company.

e) Performance and input of each director, paying special attention to those in charge of the various Board committees.

In order to perform its evaluation of the various committees, the Board of Directors will take a report from the committees themselves as a starting point and for the evaluation of the Board, a report from the appointments committee.

Every three years, the Board of Directors will rely upon the assistance of an external advisor for its evaluation, whose independence shall be verified by the appointments committee.

Business relationships between the external adviser or any member of the adviser's group and the company or any company within its group shall be specified in the Annual Corporate Governance Report.

The process and the areas evaluated shall be described in the Annual Corporate Governance Report.

Complies [X] Complies partially [ ] Explanation [ ]

37. When an executive committee exists, its membership mix by Director class should resemble that of the Board. The Secretary of the Board should also act as Secretary to the Executive Committee.

Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

38. That the Board of Directors must always be aware of the matters discussed and decisions taken by the executive committee and that all members of the Board of Directors receive a copy of the minutes of meetings of the executive committee.

Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

39. That the members of the audit committee, in particular its chairman, are appointed in consideration of their knowledge and experience in accountancy, audit and risk management issues, and that the majority of its members be independent directors.

Complies [X] Complies partially [ ] Explanation [ ]

40. That under the supervision of the audit committee, there must be a unit in charge of the internal audit function, which ensures that information and internal control systems operate correctly, and which reports to the non-executive chairman of the Board or of the audit committee.

Complies [X] Complies partially [ ] Explanation [ ]

41. The head of the unit handling the internal audit function should present an annual work programme to the audit committee, inform it directly of any incidents arising during its implementation and submit an activities report at the end of each year.

Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

42. That in addition to the provisions of applicable law, the audit committee should be responsible for the following:

1. With regard to information systems and internal control:

   a) Supervise the preparation and integrity of financial information relative to the company and, if applicable, the group, monitoring compliance with governing rules and the appropriate application of consolidation and accounting criteria.

   b) Ensure the independence and effectiveness of the group charged with the internal audit function; propose the selection, appointment, re-election and dismissal of the head of internal audit; draft a budget for this department; approve its goals and work plans, making sure that its activity is focused primarily on material risks to the company; receive periodic information on its activities; and verify that senior management takes into account the conclusions and recommendations of its reports.

   c) Establish and supervise a mechanism whereby staff can report, confidentially and, if appropriate and feasible, anonymously, any significant irregularities that they detect in the course of their duties, in particular financial or accounting irregularities.

2. With regard to the external auditor:

   a) In the event that the external auditor resigns, examine the circumstances which caused said resignation.

   b) Ensure that the remuneration paid to the external auditor for its work does not compromise the quality of the work or the auditor's independence.

   c) Insist that the company file a relevant fact with the CNMV when there is a change of auditor, along with a statement on any differences that arose with the outgoing auditor and, if applicable, the contents thereof.

   d) Ensure that the external auditor holds an annual meeting with the Board of Directors in plenary session in order to make a report regarding the tasks accomplished and regarding the development of its accounting and risks faced by the company.

   e) Ensure that the company and the external auditor comply with applicable rules regarding the rendering of services other than auditing, proportional limits on the auditor's billing, and all other rules regarding the auditor's independence.

Complies [X]   Partially compliant [ ]   Explain [ ]

43. That the audit committee may require the presence of any employee or manager of the company, even without the presence of any other member of management.

Complies [X]   Partially compliant [ ]   Explain [ ]

44. The Audit Committee should be informed of any fundamental changes or corporate transactions the company is planning, so the committee can analyse the operation and report to the Board beforehand on its economic conditions and accounting impact and, when applicable, the exchange ratio proposed.

Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

45. That the risk management and control policy identify, as a minimum:

a) The various types of financial and non-financial risks (among those operational, technological, legal, social, environmental, political and reputational) which the company faces, including financial or economic risks, contingent liabilities and other off balance sheet risks.

b) Fixing of the level of risk the company considers acceptable.

c) Means identified in order to minimise identified risks in the event they transpire.

d) Internal control and information systems to be used in order to control and manage identified risks, including contingent liabilities and other off balance sheet risks.

Complies [X] Complies partially [ ] Explanation [ ]

46. That under the direct supervision of the audit committee or, if applicable, of a specialised committee of the Board of Directors, an internal control and management function should exist delegated to an internal unit or department of the company which is expressly charged with the following responsibilities:

a) Ensure the proper functioning of risk management and control systems and, in particular, that they adequately identify, manage and quantify all material risks that may affect the company.

b) Actively participate in the creation of the risk strategy and in important decisions regarding risk management.

c) Ensure that the risk management and control systems adequately mitigate risks as defined by policy issued by the Board of Directors.

Complies [X] Complies partially [ ] Explanation [ ]

47. Members of the Appointments and Remuneration Committee - or of the Appointment Committee and Remuneration Committee, if separately constituted - should have the right balance of knowledge, skills and experience for the functions they are called on to perform. The majority of their members should be independent Directors.

Complies [X] Complies partially [ ] Explanation [ ]

48. Large cap companies should operate separately constituted appointment and remuneration committees.

Complies [X]   Explain [ ]   Not applicable [ ]

49. The appointments committee should consult with the company's chairman and chief executive, especially on matters relating to executive directors.

And that any director may ask the appointments committee to consider potential candidates he or she considers appropriate to fill a vacancy on the Board of Directors.

Complies [X]   Partially compliant [ ]   Explain [ ]

50. That the remuneration committee exercises its functions independently and that, in addition to the functions assigned to it by law, it should be responsible for the following:

a) Propose basic conditions of employment for senior management.

b) Verify compliance with company remuneration policy.

c) Periodically review the remuneration policy applied to directors and senior managers, including remuneration involving the delivery of shares, and guarantee that individual remuneration be proportional to that received by other directors and senior managers.

d) Oversee that potential conflicts of interest do not undermine the independence of external advice rendered to the Board.

e) Verify information regarding remuneration paid to directors and senior managers contained in the various corporate documents, including the Annual Report on Director Remuneration.

Complies [X]   Partially compliant [ ]   Explain [ ]

51. The Remuneration Committee should consult with the Chairman and Chief Executive, especially on matters relating to executive Directors and senior officers.

Complies [X]   Partially compliant [ ]   Explain [ ]

52. The terms of reference of supervision and control committees should be set out in the Regulations of the Board, and aligned with those applicable to legally mandatory Board committees as specified in the preceding sets of recommendations. They should include at least the following terms:

a) That they are comprised exclusively of non-executive directors, with a majority of them independent.

b) That their chairmen be independent directors.

c) That the Board of Directors select members of these committees taking into account their knowledge, skills and experience and the duties of each committee; discuss their proposals and reports; and detail their activities and accomplishments during the first plenary session of the Board of Directors held after the committee's last meeting.

d) That the committees be allowed to avail themselves of outside advice when they consider it necessary to perform their duties.

e) That their meetings be recorded and the minutes be made available to all directors.

Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

53. That verification of compliance with corporate governance rules, internal codes of conduct and social corporate responsibility policy be assigned to one or split among more than one committee of the Board of Directors, which may be the audit committee, the appointments committee, the corporate social responsibility committee in the event that one exists, or a special committee created by the Board of Directors pursuant to its powers of self-organisation, which at least the following responsibilities shall be specifically assigned thereto:

a) Verification of compliance with internal codes of conduct and the company's corporate governance rules.

b) Supervision of the communication strategy and relations with shareholders and investors, including small- and medium-sized shareholders.

c) The periodic evaluation of the suitability of the company's corporate governance system, with the goal that the company promotes company interests and take into account, where appropriate, the legitimate interests of other stakeholders.

d) Review of the company's corporate social responsibility policy, ensuring that it is orientated towards value creation.

e) Follow-up of social responsibility strategy and practice, and evaluation of degree of compliance.

f) Supervision and evaluation of the way relations with various stakeholders are handled.

g) Evaluation of everything related to non-financial risks to the company, including operational, technological, legal, social, environmental, political and reputational.

h) Coordination of the process of reporting on diversity and reporting non-financial information in accordance with applicable rules and international benchmarks.

Complies [X]   Complies partially [ ]   Explanation [ ]

54. The corporate social responsibility policy should state the principles or commitments that the company will voluntarily adhere to in its dealings with stakeholder groups, specifying at least:

a) The objectives of the corporate social responsibility policy and the development of tools to support it.

b) Corporate strategy related to sustainability, the natural environment and social issues.

c) Concrete practices in matters related to: shareholders, employees, clients, suppliers, social issues, the natural environment, diversity, fiscal responsibility, respect for human rights, and the prevention of unlawful conduct.

d) Means or systems for monitoring the results of the application of specific practices described in the immediately preceding paragraph, associated risks, and their management.

e) Means of supervising non-financial risk, ethics, and business conduct.

f) Communication channels, participation and dialogue with stakeholders.

g) Responsible communication practices that impede the manipulation of data and protect integrity and honour.

Complies [X] Complies partially [ ] Explanation [ ]

55. That the company reports, in a separate document or within the management report, on matters related to corporate social responsibility, following internationally recognised methodologies.

Complies [X] Complies partially [ ] Explanation [ ]

56. That the remuneration package of directors be sufficient to attract and retain directors with the desired profile and to reward the dedication, qualification and accountability that the position demands, but not so high as to compromise the independence of criterion of non-executive directors.

Complies [X] Explanation [ ]

57. Variable remuneration linked to the company and the Director's performance, the award of shares, options or any other right to acquire shares or to be remunerated on the basis of share price movements, and membership of long-term savings schemes such as pension plans should be confined to executive Directors.

Shares may be given to non-executive directors under the condition that they maintain ownership of the shares until they leave their posts as directors. The foregoing shall not apply to shares which the director may need to sell in order to meet the costs related to their acquisition.

Complies [X] Complies partially [ ] Explanation [ ]

58. In the case of variable awards, remuneration policies should include limits and technical safeguards to ensure they reflect the professional performance of the beneficiaries and not simply the general progress of the markets or the company's sector, or circumstances of that kind.

And, in particular, that variable remuneration components:

a) Are linked to pre-determined and measurable performance criteria and that such criteria take into account the risk undertaken to achieve a given result.

b) Promote sustainability of the company and include non-financial criteria that are geared towards creating long term value, such as compliance with rules and internal operating procedures and risk management and control policies.

c) Are based upon balancing short-, medium- and long-term objectives, permitting the reward of continuous achievement over a period of time long enough to judge creation of sustainable value such that the benchmarks used for evaluation are not comprised of one-off, seldom occurring or extraordinary events.

Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

59. A major part of variable remuneration components should be deferred for a long enough period to ensure that predetermined performance criteria have effectively been met.

Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

60. That remuneration related to company results takes into account any reservations which may appear in the external auditor’s report which would diminish said results.

Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

61. A major part of executive Directors' variable remuneration should be linked to the award of shares or financial instruments whose value is linked to the share price.

Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

62. That once shares or options or rights to shares arising from remuneration schemes have been delivered, directors are prohibited from transferring ownership of a number of shares equivalent to two times their annual fixed remuneration, and the director may not exercise options or rights until a term of at least three years has elapsed since they received said shares.

The foregoing shall not apply to shares which the director may need to sell in order to meet the costs related to their acquisition.

Complies [ ] Complies partially [ ] Explanation [X] Not applicable [ ]

The prohibition on directors transferring ownership of a number of shares equivalent to two times their fixed annual remuneration within three years of acquiring those shares is not applied as such at CaixaBank. There is no provision governing this matter, although executive directors (who are the only directors entitled to receive share-based remuneration) are expressly prohibited from transferring shares received under their remuneration package, no matter the amount, until 12 months have elapsed from receiving them. The purpose established in Principle 25 that director remuneration be conducive to achieving business objectives and the company's best interests is also achieved through the existence of malus and clawback clauses, and via the remuneration structure for executive directors, whose remuneration in shares (corresponding to half their variable remuneration and in relation to long-term incentive plans) is not only subject to a lock-up period but is also deferred. Moreover, this variable remuneration constitutes a limited part of their total remuneration, thus complying fully with the prudential principles of not providing incentives for risk-taking while being suitably aligned with the Company's objectives and its sustainable growth.
The Annual General Meeting of 6 April 2017 approved the Remuneration Policy for the Board of Directors, extending the deferral period from three to five years applicable from 2018 onward (this change was made to comply with the EBA Guidelines on sound remuneration policies). The policy was maintained in the Amendments to the Remuneration Policy of the Board of Directors approved at the Annual General Meetings of 6 April 2018 and 5 April 2019. Meanwhile, the long-term incentive plans were ratified at the Annual General Meetings held on 23 April 2015 and 5 April 2019.

63. That contractual arrangements include a clause which permits the company to seek reimbursement of variable remuneration components in the event that payment does not coincide with performance criteria or when delivery was made based upon data later deemed to be inaccurate.

Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

64. That payments made for contract termination shall not exceed an amount equivalent to two years of total annual remuneration and that it shall not be paid until the company has verified that the director has fulfilled all previously established criteria for payment.

Complies [X] Complies partially [ ] Explanation [ ] Not applicable [ ]

State if any directors have voted against or abstained from approving this report.

[ ] Yes
[√] No

I declare that the details included in this statistical annex coincide and are consistent with the descriptions and details included in the Annual Corporate Governance Report published by the company.