

Agreement to amend the
CAIXABANK, S.A. SHAREHOLDER'S AGREEMENT

Subscribed by

"LA CAIXA" BANKING FOUNDATION
CAJA NAVARRA BANKING FOUNDATION
CAJASOL FOUNDATION
CAJA CANARIAS FOUNDATION
AND
CAJA DE BURGOS BANKING FOUNDATION

Barcelona, October 2018

In Barcelona, October 2018

BETWEEN

- Caixa d'Estalvis i Pensions de Barcelona Banking Foundation "La Caixa" ("La Caixa Banking Foundation"), with registered offices at Plaça Weyler, 3, postcode 07001, Palma (Balearic Islands).

As per the deed of transformation granted before the Notary Public of Barcelona Mr. Tomás Giménez Duart dated 12 June 2014, Caixa d'Estalvis i Pensions de Barcelona, with Tax ID Code (NIF) G-58899998 was transformed into the current "La Caixa" Banking Foundation.

"La Caixa" Banking Foundation is represented in this act by its Chairman Mr. Isidro Fainé Casas, of legal age, with address for the purpose of communication in Barcelona, Avenida Diagonal 621-629.

- Caja Navarra Banking Foundation.

As per the deed of transformation granted before the Notary Public of Pamplona Mr. Ernesto José Rodrigo Catalán dated 18 July 2013, Caja de Ahorros y Monte de Piedad de Navarra, with Tax ID Code (NIF) G-31001993, was transformed into the special status "Caja Navarra Foundation", registered in the Foundations Registry of Navarre under number 312. Subsequently, "Caja Navarra Foundation" was transformed into the current "Caja Navarra Banking Foundation" by virtue of the transformation deed granted before the Notary Public of Pamplona Mr. Ernesto Rodrigo Catalán, dated 31 July 2014.

It is represented in this act by its Chairman Mr. Javier Miranda Erro, of legal age, with address for the purpose of communication in Pamplona, Avenida Pío XII, 2. Mr. Miranda is especially empowered for this act in virtue of the power of representation granted in his favor by the Board of Trustees of the Foundation in Ordinary Session, dated 28 March 2018.

- Cajasol Foundation.

The "Monte de Piedad y Caja de Ahorros San Fernando de Huelva, Jerez y Sevilla Private Foundation" (Cajasol Foundation), was set up as a consequence of the merger of the "Monte de Piedad y Caja de Ahorros de Huelva y Sevilla Private Foundation" (El Monte Foundation) and the "Caja de Ahorros San Fernando de Sevilla y Jerez Private Foundation (Caja San Fernando Foundation)" before the Notary Public of Seville Mr. José Luis Lledo González, in substitution of Mr. Antonio Ojeda Escobar, on 2 June 2008, in protocol 1201 and registered in the Foundations Registry of Andalusia under number SE-1 138.

The Cajasol Foundation absorbed the Monte San Fernando Foundation, whereby the latter was dissolved without settlement and all its assets transferred as a whole to the Cajasol Foundation as universal successor of the absorbed Foundation. The Monte San Fernando Foundation was established by the transformation of the special status Monte de Piedad y Caja de Ahorros San Fernando de Guadalajara, Huelva, Jerez and Sevilla Foundation, which in turn was established by the transformation of Monte de Piedad y Caja de Ahorros San Fernando de Guadalajara, Huelva, Jerez y Sevilla (CAJASOL) formalized by the deed authorized before the Notary Public of Seville Mr. Idefonso Palacios Rafoso, on 28 December 2012, under number 1.670 of his Protocol.

It is represented in this act by its Chairman Mr. Antonio Pulido Gutiérrez, of legal age, with

address for the purpose of communication in Seville, Pza. de San Francisco, 1. Mr. Pulido is especially empowered for this act by virtue of the authority granted in his favor by the Board of Trustees of the Foundation in the Ordinary Session held on 15 March 2018 and the power of representation granted in his favor by the Board of Trustees of the Foundation and formalized before the Notary Public of Seville Francisco José Aranguren Urriza, dated 10 October 2012, under number 1.786 of his Protocol.

- Caja Canarias Foundation.

Caja General de Ahorros de Canarias, with Tax ID Code (NIF) G-38001749, was transformed into the current Caja de Canarias Foundation by virtue of the transformation deed granted before the Notary Public of Canary Islands Mr. Aránzazu Aznar Ondoño, dated 18 June 2014 and registered in the Foundations Registry of the Canary Islands under number 454/2014.

It is represented in this act by its Chairman Mr. Alberto Delgado Prieto, of legal age, with address for the purpose of communication in Santa Cruz de Tenerife, Plaza del Patriotismo, 1, 2º planta. He takes part in this act by virtue of the power of representation granted in his favor by the Board of Trustees of the Foundation and formalized before the Notary Public of Canary Islands, Ms. Aránzazu Aznar Ondoño, dated 15 December 2014, under number 3996 of her protocol.

- Caja de Burgos Banking Foundation.

Caja de Ahorros Municipal de Burgos, with Tax ID Code (NIF) G09000787 was transformed into the current Caja de Burgos Banking Foundation by virtue of the transformation deed granted before the Notary Public of Burgos, Mr. Fernando Puente De la Fuente, dated 20 May 2014 and registered in the Foundations Registry of Castile-Leon under number CL-09-00889.

It is represented in this act by its Chairman Mr. Ginés Clement Ortiz, of legal age, with address for the purpose of communication in Burgos, Plaza de la Libertad s/n. Mr. Clement acts by virtue of the power of representation granted in his favor by the Board of Trustees of the Foundation and formalized before the Notary Public of Burgos Mr. Fernando Puente de la Fuente, dated 25 July 2014, under number 1.131 of his protocol.

Hereinafter, the four latter foundations shall be jointly referred to as "the Foundations", while the "la Caixa" Banking Foundation shall be referred to individually. The Foundations and "la Caixa" Banking Foundation may be referred to jointly as "the Entities".

STATE THAT:

One.- On 1 August 2012 and in compliance with Clause 5 of the Agreement of Integration between CaixaBank, S.A. and Banca Cívica, S.A. signed on 26 March 2012 by the undersigners of this document and by CaixaBank, S.A. and Banca Cívica, S.A., the five aforementioned Entities signed a Shareholders' Agreement that was reported to the Spanish Stock Exchange Commission as a Significant Event on 3 August 2012. This Agreement was amended by the Entities on 12 September 2016, as set forth in the Report of Statements and Protocols formalized on 17 October 2016 before the Notary Public of Barcelona Mr. Tomás Giménez Duart, under number 2.868 of his protocol (the "Shareholders' Agreement").

Two.- In turn, with a view to adapting its content to certain commitments that must be assumed by La

Caixa Banking Foundation to fulfill the conditions approved on 3 March 2016 and communicated on 16 March 2016 by the Supervisory Board of the European Central Bank for the prudential deconsolidation of Criteria Caixa S.A.U. in CaixaBank, the Entities have reached an agreement to amend Explanatory Note III and Clauses 1, 3 and 5 of the Shareholders' Agreement, in accordance with the following clauses.

Three.- Lastly, the Cajasol Foundation has informed all the other undersigning entities of its desire to withdraw from the current Integration Agreement between CaixaBank S.A. and Banca Cívica S.A., once six years have elapsed from its signature.

CLAUSES

Preliminary clause.- As per its request, the Cajasol Foundation shall cease to be subject to the CaixaBank, S.A. Shareholders' Agreement immediately after the signing of this agreement and the latter shall be comprised from that moment on by "la Caixa" Banking Foundation, Caja Navarra Banking Foundation, Caja Canarias Foundation and Caja de Burgos Banking Foundation. All references in the Agreement to Cajasol Foundation, as a Savings Bank that was integrated in Banca Cívica, shall no longer be valid from the moment this amendment Agreement is signed

One.- Explanatory Note III of the Shareholders' Agreement dated 1 August 2012 is revoked and amended as follows:

*" That the "Integration Agreement between CaixaBank, S.A. and Banca Cívica, S.A." was signed on 26 March 2012 by CaixaBank, Banca Cívica, "la Caixa", Caja Navarra, Cajasol, Caja Canarias and Caja de Burgos (hereinafter, the "**Integration Agreement**"), which established the essential terms and the activities to be carried out by the Parties in relation to the integration of Banca Cívica in CaixaBank, through a merger by absorption of the former by CaixaBank (hereinafter, the "**Merger**"). Clause 5 of the Integration Agreement specifically establishes the obligation of the Parties to sign a contract that regulates their relationships as shareholders of CaixaBank and their reciprocal cooperation relationships, as well as those with CaixaBank, the purpose of which is to strengthen their respective activities as regards their Social Projects".*

Two.- Clause 1 "Object of the Shareholders' Agreement" of the Shareholders' Agreement, dated 1 August 2012, is revoked and amended as follows:

"The purpose of the Shareholders Agreement is to regulate the relationships of the Savings Banks and "la Caixa" as shareholders of CaixaBank and their reciprocal cooperation relationships as well as those with CaixaBank, in order to strengthen their respective activities regarding their Projects."

Three.- Clause 3 "Territorial Advisory Boards" of the Shareholders' Agreement, dated 1 August 2012, is revoked and amended as follows:

"la Caixa" and the Savings Banks will promote the creation in CaixaBank of four Territorial Advisory Boards with advisory capacity, one for Andalusia, another for Canary Islands, another for Navarre and another for Castile-Leon, the purpose of which shall be to provide CaixaBank with advice as regards the development of its activities in the aforementioned territories.

The Territorial Advisory Boards - which shall remain in place at least while the lock-up commitment regulated in Clause 4 below is in force - will perform advisory, information and counselling duties established by the Board of Directors of CaixaBank, and that in no case will affect the full autonomy and decision-making capacity of the latter; thus it shall not entail any joint actions between the Parties

in relation to the management of their respective direct or indirect stake in the share capital of CaixaBank. The members shall be appointed by the Board of CaixaBank in coordination with Cajasol in the case of the Territorial Advisory Board of Andalusia, with Caja Canarias in the case of the Territorial Board of Canary Islands, with Caja Navarra with regard to the Advisory Board of Navarre and with Caja de Burgos in the case of the Territorial Advisory Board of Castile-Leon. The mandate for Territorial Advisory Board members will be 3 years, ensuring that these individuals represent the economic and social areas of their corresponding territories."

Four.- Clause 5 "Right of Preferential Acquisition" of the Shareholders' Agreement, dated 1 August 2012 is eliminated and therefore no longer valid:

Likewise, paragraph three of Clause Six "Validity of the Shareholders' Agreement" is revoked.

Five.- The remaining clauses and provisions of the Shareholders' Agreement will remain unaltered and therefore in force until its maturity, with exception of the conditions established in the following paragraph.

The commitments made with regard to joint Social Projects between the Foundations and "la Caixa" Banking Foundation shall remain in force with the same content and scope as until now, with the exception of the commitments between Cajasol and "la Caixa" Banking Foundation, of which only those committed to on the date of signature of this document shall remain in force until their completion.

The advisory nature of the Territorial Advisory Boards for Canary Islands, Navarre and Castile-Leon shall continue in force.

Under no circumstances shall the withdrawal of Cajasol Foundation from the CaixaBank Shareholders' Agreement alter the content and scope of the remaining clauses and provisions of the Shareholders' Agreement (and of the Agreement of Integration), which will remain in force, in identical terms, until their maturity.

As a token of compliance, the Entities sign this document at the place and date indicated in the heading, in five copies for execution in a public deed.

"LA CAIXA" BANKING FOUNDATION

Isidro Fainé Casas

CAJASOL FOUNDATION

Mr. Antonio Pulido Gutiérrez

CAJA NAVARRA FOUNDATION

Mr. Javier Miranda Erro

CAJA CANARIAS FOUNDATION

Mr. Alberto Delgado Prieto

CAJA DE BURGOS BANKING FOUNDATION

Mr. Ginés Clement Ortiz