REGISTRATION DOCUMENT
CAIXABANK, S.A.

July 2016

This Registration Document has been recorded at the Spanish Securities Market Commission on 5 July 2016

In accordance with the provisions of Royal Decree 1310/2005, of 4 November, and Order EHA 3527/2005, of 10 November, this Registration Document has been drafted in accordance with the model established in Annex I of Commission Regulation (EC) No 809/2004 of 29 April 2004 implementing Directive 2003/71/EC of the European Parliament and of the Council as regards information contained in prospectuses, incorporation by reference and publication of such prospectuses and dissemination of advertisements.

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I. RISK FACTORS

The risks to which CAIXABANK, SA, (hereinafter, "**CAIXABANK**", "**CaixaBank**", the "**Company**", the "**Bank**" or the "**Issuer**") is exposed are set out hereon.

Were they to arise, any of these risks could have a negative impact on its business, earnings, financial position and/or image and reputation. These risks are also not the only risks which CAIXABANK may have to tackle; other risks could arise in the future that are not currently known or considered to be material at present. All references to CAIXABANK, the Company or the Issuer must also be taken to refer to any company in the group of companies of which CAIXABANK is the parent (the "**CAIXABANK Group**" or the "**Group**").

RISKS AFFECTING THE BANK'S FINANCIAL ACTIVITY

The principal activity of CAIXABANK's banking business is retail banking (provision of financial services to retail customers by receiving customers' deposits and lending, as well as providing all types of banking and insurance services: payment methods, securities trading, currency exchange, etc.). This business line and CAIXABANK's investment activity are exposed to a variety of risks, the most relevant being those inherent to the financial sector and affected by a raft of macroeconomic variables beyond the Company's control.

The CAIXABANK Group has a "Corporate Risk Map" to identify, measure, monitor, control and report risks. Coordinated by the Internal Control Area, the map provides a comprehensive vision of the risks associated with the corporate activities within its control area.

The Corporate Risk Map project includes a Corporate Risk Catalogue, which helps the internal and external monitoring and reporting of the Bank's risks, which are grouped into the following categories: Risks affecting the Bank's financial activity and risks affecting business continuity.

The main risks reported periodically to management and the governing bodies are:

- **Risks affecting the Bank's financial activity:** credit risk, market risk, interest rate and exchange rate risk in the banking book, liquidity risk, actuarial risk and capital adequacy risk.

- **Risks affecting business continuity:** legal/regulatory risk, compliance risk, operational risk and reputational risk.

In order to restore the confidence of its customers in the Bank, CAIXABANK has focused on solvency and quality as strategic priorities. Moreover, CAIXABANK has spent the last few years strengthening its internal control, regulatory compliance and anti-money laundering structures to minimise the probability of occurrence of actions or omissions such as those recently seen in certain global financial corporations, which have had an increasing media impact and affected the sector's image.

The Board of Directors is the most senior risk management body. It approves and regularly reviews the main policies and strategies.

1. CREDIT RISK

Credit risk refers to the risk of losses from a borrower failing to meet one of its obligations.

Credit risk is the most significant risk item on the CAIXABANK Group's balance sheet and arises from the banking and insurance business, treasury operations and the investee portfolio. The maximum credit risk exposure at 31 December 2015 of financial instruments recognised under "Held-for-trading portfolio", "Available-for-sale financial assets", "Loans and receivables", "Held-to-maturity investments" and "Hedging derivatives" in the accompanying consolidated balance sheet, and "Contingent liabilities" and "Contingent commitments" as memorandum items in the accompanying consolidated balance sheet, does not differ significantly from the carrying amount.

The main asset items on the CAIXABANK Group's consolidated balance sheet exposed to credit risk are shown in the following table. Changes primarily stem from including the balances of Barclays Bank SAU in 2015 and the deleveraging of the Spanish economy:

(EUR thousand)	2015	2014	2013
Cash and deposits at central banks	**5,771,567**	**4,156,781**	**6,967,808**
Financial assets and liabilities held for trading	**13,532,064**	**12,256,760**	**10,002,443**
Debt securities	3,255,486	2,049,774	3,593,411
Equity instruments	470,387	32,616	95,756
Trading derivatives	9,806,191	10,174,370	6,313,276
Other financial assets at fair value through profit or loss	**1,565,960**	**937,043**	**450,206**
Debt securities	969,076	549,070	212,118
Equity instruments	596,884	387,973	238,088
Available-for-sale financial assets	**62,997,235**	**71,100,537**	**56,450,038**
Debt securities	59,617,962	67,205,087	52,117,173
Equity instruments	3,379,273	3,895,450	4,332,865
Loans and receivables	**211,317,005**	**195,731,456**	**206,846,199**
Loans and advances to credit institutions	7,493,150	4,377,197	5,891,260
Loans and advances to customers	202,896,200	188,761,864	198,078,812
Debt securities	927,655	2,592,395	2,876,127
Held-to-maturity investments	**3,820,114**	**9,608,489**	**17,830,752**
Adjustments to financial assets – macro-hedges	**3,279**	**138,812**	**80,001**
Hedging derivatives	**3,917,462**	**5,155,973**	**4,572,762**
Contingent liabilities	**10,650,071**	**10,241,836**	**10,298,594**
Contingent commitments	**58,028,933**	**50,706,226**	**53,813,179**
Total	**371,603,690**	**360,033,913**	**367,311,982**

Further information on these balance sheet items is provided in the CAIXABANK Group's financial statements for 2015, available on the CAIXABANK and CNMV websites**.**

1.1. Overview

The CAIXABANK Group's business is geared towards lending to households and businesses. Credit risk management is characterised by a prudent approvals policy and appropriate coverage. Most loans are to private borrowers and consist primarily of mortgages to first-time homebuyers. Therefore, the loan structure has a significantly low level of risk given the high degree of diversification and fragmentation. In terms of geographic distribution, the CAIXABANK Group mainly lends in Spain.

Headline risk management figures (see Appendix – Alternative performance measures) at 31 December 2015, 31 December 2014 and 31 December 2013 are provided below:

Risk management *(EUR thousand)*	**March 2016**	**2015**	**2014**	**2013**
Non-performing loans	16,425	17,100	20,110	25,365
NPL ratio	7.6%	7.9%	9.7%	11.7%
NPL ratio (ex-real estate developers)	6.0%	6.2%	6.4%	6.8%
NPL provisions	9,038	9,512	11,120	15,478
NPL coverage ratio	55%	56%	55%	61%
Net foreclosed available for sale real estate assets	7,194	7,259	6,719	6,169

Foreclosed available for sale real estate assets coverage ratio (*)	58%	58%	55%	54%

(*) Provision corresponding to the difference between the value of the cancelled gross debt and the net carrying amount of the property amounts to EUR 10,602 million (2014: EUR 9,007 million).

Details of loans and advances to customers (gross, excluding valuation adjustments) for 2015, 2014 and 2013, by borrower sector, counterparty and interest rate formula is as follows:

(EUR thousand)	2015	2014	2013
Loan type and status	**211,903,981**	**199,200,991**	**212,899,513**
Public administrations	14,046,653	13,806,850	9,978,559
Commercial loans	7,118,857	6,862,340	5,204,006
Secured loans	123,253,645	116,131,254	124,210,004
Reverse repurchase agreement	4,559,764	782,796	3,558,606
Other term loans	37,953,455	33,474,847	35,454,786
Finance leases	2,438,482	2,202,067	2,288,682
Receivables on demand and others	5,926,458	6,256,967	7,231,478
Non-performing assets	16,606,667	19,683,870	24,973,392
By counterparty	**211,903,981**	**199,200,991**	**212,899,513**
Public sector: Spanish public sector	14,082,417	13,910,251	10,127,423
Public sector: Other countries	268,413	223,590	38,669
Private sector: Resident	189,310,708	179,899,269	197,554,908
Private sector: Non-resident	8,242,443	5,167,881	5,178,513
By interest rate type	**211,903,981**	**199,200,991**	**212,899,513**
Fixed	44,736,793	41,065,723	43,332,781
Floating	167,167,188	158,135,268	169,566,732

The breakdown of home purchase loans at 31 December 2015, 2014 and 2013 is as follows:

(EUR thousand)	**Gross amount**		
	2015	**2014**	**2013**
Without mortgage collateral	785,033	790,215	888,022
Of which: Non-performing	*16,740*	*6,838*	*8,340*
With mortgage collateral	88,881,789	80,356,912	86,988,370
Of which: Non-performing	*3,359,947*	*3,263,520*	*3,976,087*
Total home loans (*)	**89,666,822**	**81,147,127**	**87,876,392**

(*) Includes financing for home purchases granted by investee Unión de Créditos para la Financiación Inmobiliaria, EFC, SAU (Credifimo).

Loans granted in 2015 and 2014 by CAIXABANK to buyers of homes sold by CAIXABANK or its subsidiaries amounted to EUR 486.7 million and EUR 479.4 million, respectively, while the average percentages financed were 87% and 82%, respectively.

Home purchase loans with in 2015, 2014 and 2013 by the loan-to-value (LTV) ratio, based on the latest available appraisal, are as follows:

31/12/2015

(EUR thousand)	LTV ranges

	LTV ≤ 40%	40% < LTV ≤ 60%	60% < LTV ≤ 80%	80% < LTV ≤ 100%	LTV > 100%	TOTAL
Gross amount	20,295,267	32,932,773	29,526,924	5,255,027	871,798	88,881,789
Of which: Non-performing	*244,861*	*789,609*	*1,548,651*	*540,140*	*236,686*	*3,359,947*

31/12/2014

(EUR thousand)	LTV ranges					
	LTV ≤ 40%	**40% < LTV ≤ 60%**	**60% < LTV ≤ 80%**	**80% < LTV ≤ 100%**	**LTV > 100%**	**TOTAL**
Gross amount	15,345,802	27,488,184	30,411,023	6,311,877	800,026	80,356,912
Of which: Non-performing	*197,651*	*653,929*	*1,601,104*	*615,012*	*195,824*	*3,263,520*

31/12/2013

(EUR thousand)	LTV ranges					
	LTV ≤ 40%	**40% < LTV ≤ 60%**	**60% < LTV ≤ 80%**	**80% < LTV ≤ 100%**	**LTV > 100%**	**TOTAL**
Gross amount	15,602,098	27,877,915	34,750,409	7,707,240	1,050,708	86,988,370
Of which: Non-performing	*236,688*	*789,137*	*1,939,162*	*740,362*	*270,738*	*3,976,087*

Note: LTV calculated based on appraisals available at the grant date. The ranges are updated for non-performing transactions in accordance with prevailing regulations.

The tables below show financing for real estate developers and developments, including development carried out by non-developers, at 31 December 2015, 2014 and 2013. The excess over the value of the guarantee is calculated as the difference between the gross amount of the loan and the value of the real collateral received after applying the weightings set out in Appendix IX of Bank of Spain Circular 4/2004.

31/12/2015

(EUR thousand)	**Gross amount**	**Excess over value of collateral**	**Specific provision**
Credit recognised by CaixaBank Group credit institutions	**9,825,444**	**2,733,252**	**2,375,004**
Of which: Non-performing	4,337,149	1,630,638	2,208,925
Mortgage	*3,837,055*	*1,630,638*	*1,739,732*
Personnel	*500,094*		*469,193*
Of which: Substandard	527,506	59,087	166,079
Mortgage	*487,082*	*59,087*	*152,190*
Personnel	*40,424*		*13,889*
Memorandum items			
Writen off assets	4,302,292		

31/12/2014

(EUR thousand)	**Gross amount**	**Excess over value of collateral**	**Specific provision**
Credit recognised by CaixaBank Group credit institutions	**14,068,609**	**3,358,143**	**4,386,601**
Of which: Non-performing	7,679,126	2,971,372	4,173,831
Mortgage	*6,568,300*	*2,971,372*	*3,172,594*
Personnel	*1,110,826*		*1,001,237*
Of which: Substandard	606,373	76,342	212,770

Mortgage	*570,526*	*76,342*	*195,875*
Personnel	*35,847*		*16,895*
Memorandum items			
Writen off assets	2,822,012		

31/12/2013

(EUR thousand)	Gross amount	Excess over value of collateral	Specific provision
Credit recognised by CaixaBank Group credit institutions	**19,980,018**	**4,955,622**	**6,941,610**
Of which: Non-performing	11,866,069	4,315,068	6,596,846
Mortgage	*10,301,950*	*4,315,068*	*5,102,412*
Personnel	*1,564,119*		*1,494,434*
Of which: Substandard	1,055,719	237,061	344,764
Mortgage	*988,099*	*237,061*	*313,053*
Personnel	*67,620*		*31,711*
Memorandum items			
Writen off assets	2,314,383		

Specific coverage for problematic assets (non-performing and substandard) in the real estate developer lending segment stands at 48.8% at 31 December 2015 (49.9% at 31 December 2014) and 46.9% at 31 March 2016.
Coverage of non-performing assets in the real estate developer lending segment (solely including coverage for non-performing loans) is 50.9% at 31 December 2015 (54.4% at 31 December 2014). At 31 March 2016, it is 48.8%.
Coverage of substandard assets in the real estate developer lending segment (solely including coverage for substandard loans) is 31.4% at 31 December 2015 (35.1% at 31 December 2014). At 31 March 2016, it is 30.2%.

The tables below show the breakdown of financing for real estate developers and developments, including developments carried out by non-developers, by collateral:

(EUR thousand)	Carrying amount		
	2015	2014	2013
Without mortgage collateral	**1,082,542**	**1,698,855**	**2,097,643**
With mortgage collateral	**8,742,902**	**12,369,754**	**17,882,375**
Completed buildings	6,534,443	9,040,157	11,801,595
Homes	*4,322,162*	*6,315,031*	*8,619,101*
Other	*2,212,281*	*2,725,126*	*3,182,494*
Buildings under construction	643,015	1,068,288	2,099,159
Homes	*540,809*	*923,201*	*1,813,707*
Other	*102,206*	*145,087*	*285,452*
Land	1,565,444	2,261,309	3,981,621
Developed land	*464,556*	*725,352*	*1,406,468*
Other	*1,100,888*	*1,535,957*	*2,575,153*
Total	**9,825,444**	**14,068,609**	**19,980,018**

The amounts shown in the preceding tables do not include the loans extended by the CAIXABANK Group to the CriteriaCaixa Group's real estate companies, which at 31 December 2015 amounted to EUR 657 million (EUR 1,663 million at 31 December 2014 and EUR 2,008 million at 31 December 2013).

At 31 March 2016, financing for real estate developers and developments totals EUR 9,294 million.

Foreclosed assets: policies and strategies

BuildingCenter, SAU is the CAIXABANK subsidiary responsible for ownership of the Group's real estate assets. BuildingCenter acquires the real estate assets deriving from CAIXABANK's lending activity and manages them through Servihabitat Servicios Inmobiliarios, SL. CAIXABANK held a 49% stake in the latter at 31 December 2015.

These assets are acquired in three ways: acquisition at auctions held after assets have been foreclosed; acquisition of real estate assets secured through mortgages to individuals, with subsequent subrogation and cancellation of the debts; and acquisition of real estate assets secured through mortgages to companies to cancel their debts.
The strategy for selling these assets entails developing land, completing property developments, developing property through swaps, developing property in house, renting and selling property.

The table below shows available-for-sale foreclosed assets by source and type of property at 31 December 2015 and 31 December 2014:

(EUR thousand)	**2015**		**2014**	
	Net carrying amount	**Provisions (*)**	**Net carrying amount**	**Provisions (*)**
Property acquired from loans to real estate developers	**5,299,297**	**(4,351,929)**	**5,365,730**	**(3,715,430)**
Completed buildings	2,911,103	(1,516,923)	2,908,280	(1,233,378)
Homes	*2,132,757*	*(1,097,180)*	*2,163,757*	*(953,429)*
Other	*778,346*	*(419,743)*	*744,523*	*(279,949)*
Buildings under construction	380,024	(430,797)	359,396	(387,933)
Homes	*344,769*	*(396,929)*	*312,648*	*(339,971)*
Other	*35,255*	*(33,868)*	*46,748*	*(47,962)*
Land	2,008,170	(2,404,209)	2,098,054	(2,094,119)
Developed land	*1,048,039*	*(1,032,770)*	*1,156,409*	*(982,619)*
Other	*960,131*	*(1,371,439)*	*941,645*	*(1,111,500)*
Property acquired from mortgage loans to homebuyers	**1,833,975**	**(854,113)**	**1,378,362**	**(504,587)**
Other property foreclosures	**816,929**	**(550,761)**	**719,034**	**(389,955)**
Equity instruments, investments and financing granted to unconsolidated companies holding these assets				
Total	**7,950,201**	**(5,756,803)**	**7,463,126**	**(4,609,972)**

NOTE: (*) Does not include foreclosed assets classified as "Tangible assets – Investment property" amounting to EUR 2,966 million, net (31/12/2014: EUR 2,771 million), and includes foreclosure rights deriving from auctions in the amount of EUR 692 million, net 31/12/2014: EUR 745 million).

(*) Provision corresponding to the difference between the value of the cancelled gross debt and the net carrying amount of the property amounts to EUR 10,602 million (2014: EUR 9,007 million).

The CAIXABANK Group's foreclosed real estate assets held for rent, recognised in the balance sheet as investment property, amounted to EUR 2,966 million at 31 December 2015. Further information on assets classified as investment property is provided in Section 8.1 of this document.

Refinancing

Refinancing entails the redesign of risks for customers with financial difficulties in an attempt to enhance the guarantees available and make it easier for them to meet their commitments. On 2 October 2012, the Bank of Spain released Circular 6/2012, of 28 September, on the treatment and classification of refinancing and debt restructuring operations.

In general, this redesign of risks does not entail any substantial change to the original contracts in respect of accounting recognition. Therefore, the restructuring or renegotiation measures applied do not generally lead to the derecognition of the original asset and the recognition of a new transaction.

CAIXABANK also adheres to the Code of Good Practices for the viable restructuring of mortgage debts on primary residences included in Royal Legislative Decree 6/2012, of 9 March, on urgent measures to protect mortgagors without funds, as amended by Law 1/2013, of 14 May, on measures to strengthen the protection of mortgage borrowers, debt restructuring and subsidised housing rentals.

The table below shows the outstanding balance of refinanced transactions at 31 December 2015, classified as performing, substandard and non-performing:

(EUR thousand)	Total		
	No. of transactions	**Gross amount**	**Specific provision**
Public administrations	228	1,066,240	289
Other legal persons and individual entrepreneurs	47,458	10,969,258	2,830,167
Of which: finance for construction and development	*6,571*	*3,130,457*	*1,029,696*
Other individuals	158,075	8,095,013	670,403
Total	**205,761**	**20,130,511**	**3,500,859**

(EUR thousand)	**Performing**	**Substandard**	**Non-performing**	**Gross amount**
Public administrations	977,459	63,128	25,653	1,066,240
Other legal persons and individual entrepreneurs	4,546,527	1,049,187	5,373,544	10,969,258
Of which: finance for construction and development	*823,591*	*320,317*	*1,986,549*	*3,130,457*
Other individuals	5,403,971	430,945	2,260,097	8,095,013
Total	**10,927,957**	**1,543,260**	**7,659,294**	**20,130,511**

At 31 December 2015, the gross amount of refinanced loans made up 9.53% of the gross amount of total loans and advances to customers.

At 31 March 2016, refinanced loans totalled EUR 20,692 million. Of this amount, EUR 7,777 million (38 % of the loan book) are classified as non-performing and EUR 2,090 (10% of the loan book) as substandard. Allowances associated with these loans total EUR 3,392 million.

1.2. Concentration of risks

Risk concentration is one of the main causes of significant losses and has the potential to erode a financial institution's solvency.

Risk concentration by geographic area at 31 December 2015 is as follows:

(EUR thousand)	**TOTAL**	**Spain**	**Rest of the European Union**	**America**	**Rest of the world**
Credit institutions	**29,253,025**	**7,084,293**	**18,651,116**	**1,099,969**	**2,417,647**
Public administrations	**63,768,880**	**58,747,946**	**5,020,036**	**0**	**898**

Central government	46,012,531	40,991,597	5,020,036		898
Other	17,756,349	17,756,349			
Other financial institutions	**18,524,056**	**12,780,323**	**5,693,050**	**43,423**	**7,260**
Non-financial corporations and individual entrepreneurs	**91,459,490**	**85,238,428**	**3,793,112**	**1,825,512**	**602,438**
Real estate construction and development	9,521,635	9,420,290	77,751	22,801	793
Civil engineering	5,936,216	5,269,049	286,103	375,209	5,855
Other	76,001,639	70,549,089	3,429,258	1,427,502	595,790
Large corporations	41,539,672	37,279,805	2,708,743	1,052,374	498,750
SMEs and individual entrepreneurs	34,461,967	33,269,284	720,515	375,128	97,040
Other households and non-profit institutions serving households	**114,573,791**	**112,701,736**	**1,094,142**	**147,803**	**630,110**
Home purchase	92,500,677	91,065,895	1,036,691	127,723	270,368
Consumer	10,365,959	10,340,450	14,480	5,694	5,335
Other	11,707,155	11,295,391	42,971	14,386	354,407
SUBTOTAL	**317,579,242**	**276,552,726**	**34,251,456**	**3,116,707**	**3,658,353**
Less: Provisions for impairment of assets not assigned to specific transactions	**105,637**				
TOTAL	**317,473,605**				

Loans and advances to customers by activity at 31 December 2015 is as follows:

(EUR thousand)	TOTAL	*Of which: Real estate mortgage secured*	*Of which: Rest of secured loans*	Secured loans (loan to value) ≤ 40%	> 40% ≤ 60%	> 60% ≤ 80%	> 80% ≤100%	>100%
Public administrations	**14,152,657**	***477,420***	***3,029***	**31,123**	**29,043**	**57,146**	**111,617**	**251,520**
Other financial institutions	**10,984,205**	***216,225***	***4,708,757***	**12,955**	**112,249**	**46,030**	**55,346**	**4,698,402**
Non-financial corporations and individual entrepreneurs	**64,004,650**	***30,553,930***	***2,245,107***	**8,545,169**	**9,266,046**	**9,185,881**	**3,205,544**	**2,596,397**
Real estate construction and development	7,450,440	*6,598,855*	*167,589*	1,258,910	2,000,755	2,242,267	694,649	569,863
Civil engineering	4,279,794	*767,642*	*50,806*	217,525	278,908	185,165	64,712	72,138
Other	52,274,416	*23,187,433*	*2,026,712*	7,068,734	6,986,383	6,758,449	2,446,183	1,954,396
Large corporations	19,918,904	*2,952,776*	*428,619*	897,427	689,373	1,115,316	268,982	410,297
SMEs and individual entrepreneurs	32,355,512	*20,234,657*	*1,598,093*	6,171,307	6,297,010	5,643,133	2,177,201	1,544,099
Other households and non-profit institutions serving households	**113,860,325**	***98,724,053***	***989,490***	**23,452,996**	**35,835,784**	**32,308,555**	**6,589,093**	**1,527,115**
Home purchase	92,496,925	*86,862,302*	*446,885*	19,947,918	32,355,366	29,008,911	5,167,844	829,148
Consumer	10,351,891	*4,123,516*	*232,088*	1,367,568	1,234,260	1,144,191	436,496	173,089
Other	11,011,509	*7,738,235*	*310,517*	2,137,510	2,246,158	2,155,453	984,753	524,878
SUBTOTAL	**203,001,837**	***129,971,628***	***7,946,383***	**32,042,243**	**45,243,122**	**41,597,612**	**9,961,600**	**9,073,434**
Less: Provisions for impairment of assets not assigned to specific transactions	**105,637**							
TOTAL	**202,896,200**							
MEMORANDUM ITEMS								
Refinancing, refinanced and restructured transactions	16,629,652	*13,487,804*	*270,856*	2,170,191	2,316,226	2,905,506	2,872,976	3,493,761

1.3. Sovereign risk

Using the same methodology as for the private business sector, exposure to the public sector is analysed and monitored on an ongoing basis.

The Group's position in sovereign debt, concentrated mainly in CAIXABANK and the insurance group, is subject to the Company's general risk-taking policy, which ensures that all positions taken are aligned with the target risk profile.

The position in public and regional debt is subject to the general concentration and country risk limits established. Regular control procedures are in place for both, preventing new positions from being taken that could increase the credit risk on names or countries in which the Company has a high risk concentration unless express approval is given by the pertinent authority.

For fixed-income securities, a framework is in place regulating the solvency, liquidity and geographical location of all of the Group's fixed-income issuances (e.g. bonds, private fixed-income, public debt, preference shares) and any similar transaction implying payment in cash for the buyer and the assumption of the issuer's credit risk or related collateral. This control is exercised during the risk acceptance phase and throughout the life of the position in the portfolio.

The carrying amounts of the main items related to sovereign risk exposure at 31 December 2015 are shown below.

CaixaBank Group, excluding the insurance group

(EUR thousand)

Country	Residual maturity	Financial assets held for trading - debt securities	Financial assets held for trading - short positions	Available-for-sale financial assets	Loans and receivables	Held-to-maturity investments
Spain	Less than 3 months	381,417	0	356,521	1,346,568	102,898
	Between 3 months and 1 year (1)	1,378,601	(346,472)	1,054,186	4,056,199	1,028,459
	Between 1 and 2 years	222,237	(128,526)	1,215,721	585,245	514,230
	Between 2 and 3 years (2)	87,525	(148,744)	548,929	501,447	0
	Between 3 and 5 years	192,649	(727,214)	4,658,262	1,723,869	50,576
	Between 5 and 10 years	196,487	(962,551)	5,128,868	3,973,599	344,631
	Over 10 years	195,044	(269,472)	7,748	1,929,559	0
	Total	2,653,960	(2,582,979)	12,970,235	14,116,486	2,040,794
Italy	Less than 3 months	67,751				
	Between 3 months and 1 year	150,667	(34,136)			
	Between 1 and 2 years	100,363	(18,099)			
	Between 2 and 3 years	8,595	(66,469)			
	Between 3 and 5 years	12,903				
	Between 5 and 10 years	5,917		2,288,619		
	Over 10 years	0				
	Total	346,196	(118,704)	2,288,619	0	0
Other (*)	Less than 3 months	50,025		256,109	36,191	
	Between 3 months and 1 year			561,818		
	Between 1 and 2 years	1,172				
	Between 2 and 3 years					
	Between 3 and 5 years	456				
	Between 5 and 10 years					
	Over 10 years					
	Total	51,653	0	817,927	36,191	0

Total countries	**3,051,809**	**(2,701,683)**	**16,076,781**	**14,152,677**	**2,040,794**

(*) The CaixaBank Group holds no Greek sovereign debt positions.

Insurance group

(EUR thousand)

Country	Residual maturity	Financial assets held for trading - debt	Financial assets held for trading - short	Available-for-sale financial	Loans and	Held-to-maturity s
Spain	Less than 3 months			124,619		
	Between 3 months and 1 year			866,870		
	Between 1 and 2 years			1,098,343		
	Between 2 and 3 years			895,820		
	Between 3 and 5 years			1,153,450		
	Between 5 and 10 years			6,658,815		
	Over 10 years			24,240,000		
	Total	**0**	**0**	**35,037,917**	**0**	**0**
Belgium	Less than 3 months			0		
	Between 3 months and 1 year			551		
	Between 1 and 2 years			147		
	Between 2 and 3 years			3,156		
	Between 3 and 5 years			700		
	Between 5 and 10 years			10,795		
	Over 10 years			121		
	Total	**0**	**0**	**15,470**	**0**	**0**
Ireland	Between 3 and 5 years			1,827		
	Total	**0**	**0**	**1,827**	**0**	**0**
Italy	Less than 3 months			6,306		
	Between 3 months and 1 year			13,109		
	Between 1 and 2 years			22,300		
	Between 2 and 3 years			8,302		
	Between 3 and 5 years			14,769		
	Between 5 and 10 years			182,390		
	Over 10 years			1,303,498		
	Total	**0**	**0**	**1,550,674**	**0**	**0**
Other (*)	Less than 3 months			41		
	Between 3 months and 1 year			1,436		
	Between 1 and 2 years			2,285		
	Between 2 and 3 years			113		
	Between 3 and 5 years			7,352		
	Between 5 and 10 years			5,265		
	Over 10 years			44,407		
	Total	**0**	**0**	**60,899**	**0**	**0**
Total countries		**0**	**0**	**36,666,787**	**0**	**0**
Total Group (CaixaBank + insurance group)		**3,051,809**	**(2,701,683)**	**52,743,568**	**14,152,677**	**2,040,794**

(*) The insurance group holds no Greek sovereign debt positions.

1.4. Counterparty risk generated by treasury operations

The maximum authorised exposure to counterparty credit risk for credit approval purposes is determined using a complex calculation, primarily based on ratings for the entities and on analysis of their financial statements. Monitoring is also carried out of share prices and of CDSs for the counterparties in order to detect any impairment of their solvency.

Practically all exposures arising from the activity of the Treasury Desk were assumed with counterparties located in European countries and the United States.

Counterparty risk is controlled by the CAIXABANK Group through an integrated real-time system that provides information at any given time of the available limit for any counterparty, by product and maturity. Risk is measured both in terms of current market value and future exposure (the value of risk positions in due consideration of future changes to underlying market factors). Moreover, to mitigate settlement risk with a counterparty, delivery-versus-payment (DVP) settlement systems are used, whereby clearing and settlement of a transaction occur simultaneously and inseparably.

1.5. Risk associated with the investee portfolio

The risk relating to the CAIXABANK Group's investee portfolio is the risk associated with the possibility of incurring losses due to changes in market prices and/or losses on the positions composing the investment portfolio at medium to long term.

The most significant risk affecting these positions is credit risk, and the PD/LGD[1] approach is therefore applied. For investments classified as available for sale, the calculation is carried out using the internal Value at Risk model, as the most significant risk is market risk. The Risk in Market Operations Division calculates the risk inherent in market price volatility using a statistical estimate of maximum potential losses by reference to historical data on price changes of the return spread in relation to risk-free interest rates. If the requirements for applying the aforementioned methods are not met, the simple risk-weighting method under Basel III is applied.

The Corporate Global Risk Management Division monitors these indicators on an ongoing basis to ensure that the most appropriate decisions are always taken on the basis of the market performance observed and predicted and of the CAIXABANK Group's strategy.

At 31 December 2015, goodwill impairment connected with the investee portfolio totals EUR 621 million (EUR 674 million at 31 December 2014). *See Section 6.2 of this Registration Document for further information.*

The asset swap with CriteriaCaixa,SAU (Criteria) announced on 3 December 2015 was completed on 30 May 2016. Under the swap agreement, CAIXABANK has transferred to Criteria its shareholding in The Bank of East Asia, Limited (BEA), representing approximately 17.30% of its share capital, and in Grupo Financiero Inbursa, S.A.B. de C.V. (GFI), representing approximately 9.01% of this company's capital. Meanwhile, Criteria has transferred to CAIXABANK a number of the latter's treasury shares representing approximately 9.89% of its share capital and a cash amount set at EUR 678 million. *See Section 5.1.5 of this Registration Document for further information.*

2. MARKET RISK

[1] PD - Probability of default: determined by estimating the probability of default on the basis of historical internal data in such a way as to reflect only the loss incurred of both the status of payments by borrowers in each segment and also of any local or national economic conditions that may correlate to defaults on assets in the segment. To this end, it estimates "Point-in-Time" probabilities of default at the end of each reporting period, with a projection at that date of the observed historical probabilities of default through linear regressions with macroeconomic variables providing an explanation thereof.
LGD – Loss given default: estimated to expressly reflect the present situation, i.e. the loss in the capacity to recover future flows of assets.

The financial activity of credit institutions involves assuming market risk, which includes exposures from various sources: riski in the banking book arising from interest rate and exchange rate fluctuations, the risk caused by taking up treasury positions, and the risk associated with equity investments which form part of he CAIXABANK Group's diversification business. Although in all instances, risk refers to the potential loss of profitability or portfolio value as a result of adverse fluctuations in market rates or prices, below we refer specifically to market risk linked to treasury and trading activities.

There are two concepts which constitute common denominators and market standards for measurement of this risk: sensitivity and Value at Risk (VaR).

These sensitivity analyses provide information concerning the impact on the economic value of positions of a rise in interest rates, exchange rates, prices or volatility, but do not provide any assumptions as to the likelihood of such changes.

In order to standardise risk measurement across the entire portfolio, and to include certain assumptions regarding the extent of changes in market risk factors, VaR methodology (value at risk: statistical estimate of potential losses from historical data on price fluctuations) is used with a one-day time horizon and a statistical confidence level of 99% (i.e. under normal market conditions, 99 out of 100 times, the actual daily losses would be less than the losses estimated under the VaR method).

3. RISKS IN THE BANKING BOOK

3.1. Interest rate risk in the banking book

Interest rate risk in the banking book is managed and controlled directly by CAIXABANK management through the Asset and Liability Committee (ALCO).

At 31 December 2015, CAIXABANK used fair value macro-hedges as a strategy to mitigate its exposure to interest-rate risk and to preserve the economic value of its balance sheet. In 2015, CAIXABANK arranged hedges for new fixed-rate loans. Its objective is to mitigate the interest rate risk associated with these groups, stabilising their balance sheet value by converting to variable rates.

The table below shows, using a static gap, the breakdown of maturities and interest rate resets at 31 December 2015 of sensitive items on the CAIXABANK balance sheet. The sensitivity to interest rates and the expected terms to maturity have been analysed for items without a contractual maturity date (such as demand accounts) on the basis of past experience of customer behaviour, including the possibility that the customer may withdraw the funds invested in this type of products. For other products, in order to define the assumptions for early termination, internal models that capture behavioural variables of customers, own products and seasonal variables are used, and that also consider macro-economic variables to ascertain the future operations of customers.

Matrix of maturities and revaluations of the sensitive balance sheet at 31 December 2015

(EUR thousand)

	1 year	2 years	3 years	4 years	5 years	> 5 years	TOTAL
ASSETS							
Mortgage collateral	106,274,771	14,137,503	1,296,314	1,117,897	1,012,516	7,351,118	131,190,119
Other collateral	45,430,689	2,602,183	1,315,294	990,153	736,158	3,665,609	54,740,086
Debt securities	6,826,688	1,420,866	512,805	4,064,468	228,639	7,674,108	20,727,574
Total assets	**158,532,148**	**18,160,552**	**3,124,413**	**6,172,518**	**1,977,313**	**18,690,835**	**206,657,779**

LIABILITIES							
Customer funds	137,336,311	14,142,716	4,998,893	4,724,156	4,519,827	22,578,027	188,299,930
Issues	13,828,645	3,993,049	4,156,133	2,053,473	1,417,590	12,187,212	37,636,102
Money market, net	(3,842,734)	218,767	18,435,268	90,610	27,727	78,511	15,008,149
Total liabilities	**147,322,222**	**18,354,532**	**27,590,294**	**6,868,239**	**5,965,144**	**34,843,750**	**240,944,181**
Assets less liabilities	**11,209,926**	**(193,980)**	**(24,465,881)**	**(695,721)**	**(3,987,831)**	**(16,152,915)**	**(34,286,402)**
Coverage	**(20,349,230)**	**8,855,252**	**4,746,746**	**1,556,852**	**(282,042)**	**5,472,422**	**0**
Total difference	**(9,139,304)**	**8,661,272**	**(19,719,135)**	**861,131**	**(4,269,873)**	**(10,680,493)**	**(34,286,402)**

The sensitivity of net interest income shows the impact on the review of balance sheet transactions caused by changes in the interest rate curve. The one-year sensitivity of net interest income to sensitive balance sheet assets and liabilities, taking account of scenarios of rising and falling interest rates of 100 basis points each, is approximately +2.4% on the rising scenario and -2.0% on the falling scenario. Given the current level of interest rates, it should be noted that the scenario of a 100 basis-point fall does not imply the application of negative interest rates.

The sensitivity of equity to interest rates measures the effect of interest rate fluctuations on economic value.

Impact of a 1bp increase in the curve

(EUR thousand)

	31/12/2015	**31/12/2014**
Value of future cash flows	3,399	(1,501)

3.2. Exchange rate risk in the banking book

The Executive Finance Division at CAIXABANK is responsible for managing the foreign currency risk arising from balance sheet positions denominated in foreign currency, a task performed through the market risk hedging activity undertaken by the Treasury Area. This risk is managed by applying the principle of minimising the assumed currency risks, which explains why the exposure of the CAIXABANK Group to this market risk is low or virtually nil.

The equivalent euro value of foreign currency assets and liabilities held by CAIXABANK at 31 December 2015 and 2014 is as follows:

(EUR thousand)

	31/12/2015	**31/12/2014**
Total foreign currency assets	**8,854,647**	**6,377,649**
Financial assets and liabilities held for trading	887,446	610,967
Loans and receivables	5,677,647	3,545,885
Loans and advances to credit institutions	*728,022*	*357,841*
Loans and advances to customers	*4,949,625*	*3,188,044*
Investments (1)	2,216,111	2,155,704
Other assets	73,443	65,093
Total foreign currency liabilities	**8,881,586**	**7,223,949**

Financial liabilities measured at amortised cost	7,952,032	6,560,310
Deposits from central banks	*4,818,326*	*3,686,863*
Deposits from credit institutions	*540,634*	*230,051*
Customer deposits	*2,268,619*	*1,884,894*
Marketable debt securities	*233,149*	*595,190*
Other	*91,304*	*163,312*
Other liabilities	929,554	663,639

(1) At 31 December 2015, there was exposure in Hong Kong dollars and Mexican pesos for ownership interests in BEA and Inbursa, respectively.

4. LIQUIDITY RISK

The CAIXABANK Group manages liquidity to maintain sufficient levels so that it can comfortably meet all its payment obligations on time and to prevent its investment activities from being affected by a lack of lendable funds, at all times within the Risk Appetite Framework.

The detail, by contractual term to maturity of the balances of certain items on the CAIXABANK balance sheets at 31 December 2015, excluding in some cases valuation adjustments, in a scenario of normal market conditions, is as follows:

31/12/2015

(EUR million)	**Demand**	**< 1 month**	**1-3 months**	**3-12 months**	**1-5 years**	**> 5 years**	**Total**
Assets							
Cash and deposits at central banks	5,772						5,772
Financial assets held for trading - debt securities		155	350	1,540	755	455	3,255
Trading derivatives		949	75	441	2,950	9,555	13,970
Available-for-sale							
debt securities		348	271	2,014	6,956	7,685	17,274
Loans and receivables:	21,375	12,022	19,759	28,181	54,652	104,842	240,831
Loans and advances to credit institutions	2,728	3,243	195	307	832	119	7,424
Loans and advances to customers	18,647	8,779	19,408	27,866	53,037	104,527	232,264
Debt securities			156	8	783	196	1,143
Held-to-maturity investments		103		2,246	892	579	3,820
Hedging derivatives		24	80	340	1,255	2,232	3,931
Total assets	**27,147**	**13,601**	**20,535**	**34,762**	**67,460**	**125,348**	**288,853**
Liabilities							
Trading derivatives		942	75	432	2,069	10,144	13,662
Financial liabilities at amortised cost:	104,969	28,416	31,688	50,421	37,704	14,863	268,061
Deposits from central banks		643	3,672	1,099	18,320		23,734
Deposits from credit institutions		3,031	3,995	2,316	382	355	10,079
Customer deposits	104,336	23,580	20,227	43,610	7,475	2,570	201,798
Marketable debt							
securities		837	3,113	2,195	11,527	7,494	25,166
Subordinated liabilities				160		4,248	4,408
Other financial liabilities	633	325	681	1,041		196	2,876
Hedging derivatives		8		1	278	469	756

Total liabilities	**104,969**	**29,366**	**31,763**	**50,854**	**40,051**	**25,476**	**282,479**
Assets less liabilities	**(77,822)**	**(15,765)**	**(11,228)**	**(16,092)**	**27,409**	**99,872**	**6,374**

The calculation of the gap in the total balance included in the previous tables projects transaction maturities according to their residual maturity, irrespective of any assumption that the assets and/or liabilities will be renewed.

For the insurance business, liquidity that emerges from commitments (liabilities) arising from insurance contracts, mainly life savings insurance, sold by the CAIXABANK Group through VidaCaixa, is managed through the actuarial financial estimate of cash flows arising from the aforementioned contracts. Financial immunisation techniques are also applied based on estimated actuarial financial maturity, i.e. not necessarily contractual, and the financial assets affected.
In this regard, it should be noted that the liquidity of the consolidated balance sheet is managed separately for the insurance business and other businesses, mainly banking, and for this reason, the maturities of the insurance group's portfolio of financial assets, mainly classified as held for sale, are not presented in the matrix of maturities.

Banking liquidity, as shown by its cash, the net balance of interbank deposits, public debt net of reverse repos and not included in the policy, and the balance that can be drawn on the credit facility with the ECB, amounted to EUR 54,090 million and EUR 56,665 million at 31 December 2015 and 2014, respectively.

Bank liquidity stood at EUR 49,555 million at 31 March 2016, all immediately available. The change seen in the first quarter of 2016 was down to changes in the loan-deposit gap, the non-rollover of institutional issues on maturity, and the maturity and management of collateral under ECB facilities.

The following table presents a breakdown of the CAIXABANK Group's liquid assets at 31 December 2015 and 2014 based on the criteria established for determining high quality liquid assets (HQLA) to calculate the LCR:

Liquid assets (1)

(EUR thousand)	**31/12/2015**		**31/12/2014**	
	Market value	**Applicable weighted amount**	**Market value**	**Applicable weighted amount**
Level 1 assets	39,653,029	39,652,966	37,451,520	37,451,520
Level 2A assets	77,945	66,253	16,632	14,137
Level 2B assets	3,778,867	2,030,134	5,416,865	3,043,536
Total liquid assets	**43,509,840**	**41,749,353**	**42,885,017**	**40,509,193**

(1) Criteria established to determine the LCR (liquidity coverage ratio)

Compliance with the LCR became effective on 1 October 2015. This involves maintaining an adequate level of high-quality liquid assets (HQLA) available to meet liquidity needs for a 30 calendar day stress scenario which considers a combined financial sector-wide and entity-specific crisis. The regulatory limit established is 60% from 1 October 2015, rising to 70% from 1 January 2016, 80% from 1 January 2017 and 100% from 1 January 2018.

CAIXABANK has established a risk appetite and financial target in its current Strategic Plan of maintaining an LCR in excess of 130%. The data for this ratio are:

LCR (*)

(EUR thousand)	31/12/2015	31/12/2014
High quality liquid assets (numerator)	41,749,353	40,509,193
Total net cash outflows (denominator)	24,253,890	23,121,854
Cash outflows	28,293,577	26,437,935
Cash inflows	4,039,687	3,316,081
LCR (%)	**172%**	**175%**

(*) According to Commission Delegated Regulation (EU) 2015/61 of 10 October 2014 to supplement Regulation (EU) No 575/2013 of the European Parliament and of the Council with regard to liquidity coverage requirement for credit institutions.

At 31 March 2016, the LCR stood at 143%.

As part of this approach to managing liquidity risk and to allow it to anticipate potential needs for lendable funds, the CAIXABANK Group's wide variety of financing programmes cover a number of maturity periods. This allows the Group to maintain adequate levels of liquidity at all times.

As another prudent measure to prepare for potential stress on liquid assets or market crises, i.e. to deal with the contingent liquidity risk, CAIXABANK placed a series of guarantee deposits with the European Central Bank (ECB) which it can use to obtain high levels of liquid assets at short notice.

Financing obtained from the European Central Bank through various monetary policy instruments was EUR 18,319 million at 31 December 2015, compared to EUR 6,868 million at 31 December 2014. Both the current drawn balance at 31 December 2015 and that at 31 December 2014 relate to the extraordinary round of TLTRO liquidity auctions (due to mature in September 2018). The increase in financing secured from the European Central Bank is down to the integration of Barclays Bank, SAU (EUR 5,450 million) and the increase in financing transactions (EUR 6,001 million). At 31 March 2016, the balance drawn under the ECB facility remains unchanged.

At year-end 2015, the CAIXABANK Group ensures its long-term access to resources through the renewal of the fixed income securities and promissory notes issue programmes, with the following amounts:

Debt issuance capacity

(EUR thousand)	Total issuance capacity	Nominal used at 31/12/2015
Promissory notes programme (1)	3,000,000	22,793
Fixed-income programme (2)	15,000,000	1,065,000
EMTN (Euro Medium Term Note) programme (3)	10,000,000	0

(1) Promissory notes programme registered with the CNMV on 14/07/2015.

(2) Base prospectus for non-participating securities registered with the CNMV on 28/07/2015.

(3) Registered with the Irish Stock Exchange on 13/06/2016

Covered bond issuance capacity

(EUR thousand)	31/12/2015	31/12/2014
Mortgage covered bond issuance capacity	2,799,489	4,211,018
Public sector covered bond issuance capacity	1,206,060	2,147,365

At 31 March 2016, CAIXABANK has a mortgage covered bond issuance capacity of EUR 5,994 million and a public sector covered bond issuance capacity of EUR 1,531 million.

The CAIXABANK Group's financing policies take into account a balanced distribution of issue maturities, preventing concentrations and diversifying financing instruments. The Group's reliance on wholesale markets is therefore low. Wholesale financing maturities (net of own securities acquired) are as follows:

Wholesale financing maturities (net of treasury shares)

(EUR thousand)	Up to 1 month	1-3 months	3-12 months	1-5 years	> 5 years	Total
Promissory notes	0	0	0	0	0	0
Mortgage covered bonds	0	3,715,089	2,064,200	11,354,389	9,860,302	26,993,980
Public sector covered bonds	0	0	0	87,800	0	87,800
Senior debt	818,900	10,838	60,037	1,681,730	104,022	2,675,527
Subordinated bonds and preference shares	0	0	159,300	0	907,756	1,067,056
Bonds exchangeable	0	0	544,300	0	0	544,300
Total wholesale issuance maturities	**818,900**	**3,725,926**	**2,827,837**	**13,123,920**	**10,872,080**	**31,368,663**

Wholesale maturities unfunded at 31 March 2016 stand at EUR 28,039 million.

5. ACTUARIAL RISK

Actuarial risk is that associated with the various insurance business arms and types. It is managed pursuant to Spanish insurance law, particularly the Regulations on the Organisation and Supervision of Private Insurance ("ROSSP" for its initials in Spanish) and other Directorate-General of Insurance and Pension Funds ("DGSFP" for its initials in Spanish) provisions. Actuarial risk reflects the risk relating to underwriting life and non-life insurance contracts, attending to claims covered and the processes deployed in the exercise of this activity, broken down into mortality, longevity, disability and morbidity risks. This ongoing management is reflected in the actuarial management policies in place, which were revised and brought into line in 2015 with Solvency II rules: underwriting and establishment of reserves and reinsurance.

Handling claims and ensuring the adequacy of the provisions are basic principles of insurance management.

Solvency II brings a transformation of the decision-making and risk management model of insurers. The Omnibus II Directive was approved in 2014, amending the Solvency II Directive and completing the new regulatory and supervisory framework for insurance in the EU, and granted powers to the EIOPA to conclude the Solvency II project. During 2015, legislative developments under discussion (Delegated Acts, Implementing Technical Standards and Guidelines) were completed in Europe, and the entire package of Solvency II rules was transposed into Spanish law.

In preparation for Solvency II until the 1 January 2016 effective date, in 2014 the EIOPA (the European insurance advisor) issued four preparatory guidelines to help insurers gradually incorporate certain aspects of Solvency II until 2016. The Group has worked actively since the start of the project, participating in insurance sector working groups and in quantitative and qualitative impact studies conducted by the supervisors, making the necessary adaptations and improvements to its systems and operation. The Group is preparing to comply with Solvency II when it comes into force on 1 January 2016.

6. CAPITAL ADEQUACY RISK

Solvency risk stems from 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.

The Group's ability to operate and its business strategy are affected by its ability to effectively manage capital. In this regard, management of the Bank's capital is heavily shaped by the prevailing legislative framework.

The CAIXABANK Group has set an objective of maintaining a medium-low risk profile and a comfortable level of capital to strengthen its position as one of the soundest entities in the European banking market.

Capital adequacy to cover eventual unexpected losses is measured from two different perspectives and using different methodologies: regulatory capital and economic capital.

In general, the banking sector mainly uses regulatory capital (increasingly during the financial crisis of the past few years) as this is the metric required by regulators and that which investors and analysts can use to compare financial entities. However, the CAIXABANK Group has developed and uses economic capital as an additional reference as it provides a more accurate view of its risk aggregation and diversification policy.

Regulatory capital

Since 1 January 2014, the capital adequacy of financial corporations has been regulated by Regulation (EU) 575/2013 (CRR) and Directive 2013/36/EU of the European Parliament and of the Council, both dated 26 June 2013, which implement the Basel III regulatory framework (BIS III) in the European Union, and by national laws and Bank of Spain circulars implementing and developing these regulations in Spain.

Additionally, following the transposition to European legislation, the Basel Committee and other relevant bodies published a series of additional rules and documents containing new specifications for the calculation of capital. This means that procedures are constantly being updated, and therefore CAIXABANK continuously adapts its processes and systems to ensure the calculation of the capital charge, calculation of own funds and direct deductions from capital are fully aligned with the new established requirements.

The European Central Bank (ECB) issued CAIXABANK the minimum regulatory capital requirements after analysing the results of the supervisory review and evaluation process (SREP), which requires maintaining a regulatory CET1 ratio of 9.25%. This includes the general minimum CET1 requirement of Pillar I of 4.5% plus 4.75% for the specific requirements of Pillar II and the capital conservation buffer.

CAIXABANK has also received the Bank of Spain's decision on the capital buffer required due its status as an Other Systemically Important Institution (O-SSI) from 1 January 2016 (0.25% to be phased in over a period of four years, to 2019).

Together, these decisions required CAIXABANK to maintain a CET1 ratio of 9.25% (9.3125% in 2016). This requirement, compared to the current CET1 ratio, indicate that the requirements applicable to CAIXABANK would not give rise to any limitation to those referred to in solvency regulations regarding distributions of dividends, variable remuneration and interest to holders of additional Tier 1 capital instruments.

As stipulated in the regulation, the Group is subject to minimum eligible capital and disclosure requirements at individual and sub-consolidated level.

(Thousands of euros)	**Capital requirement**	**Weight of total (%)**
Credit risk	**7,943,623**	**69%**
Standardised approach	*2,968,162*	*26%*
IRB approach	*4,270,514*	*37%*
Securitisations, CVA and DTAs	*704,947*	*6%*
Equity portfolio risk	**2,284,759**	**20%**
Risk relating to the trading portfolio and currency risk	**330,073**	**3%**
Operational risk	**906,477**	**8%**
Total	**11,464,932**	**100%**

The composition of the CAIXABANK Group's eligible own funds is as follows:

(Thousands of euros)	31.12.2015		31.12.2014		31.12.2013 (*)	
	Amount	**%**	**Amount**	**%**	**Amount**	**%**
CET1 Instruments	**23,984,443**		**23,267,499**		**21,079,448**	
Shareholders' equity	23,688,634		23,372,983		26,645,685	
Capital	5,823,990		5,714,956		5,027,610	
Profit/(loss)	814,460		620,020		502,703	
Reserves and other	17,282,937		17,091,622		18,115,371	
Non-controlling interests and valuation adjustments	1,499,314		1,843,320		1,822,216	
Adjustments applied to the eligibility of non-controlling	(916,652)		(1,644,635)		(4,341,323) (***)	
Other adjustments (**)	(286,853)		(304,169)		(47,130)	
Deductions from CET1	**(5,499,031)**		**(5,172564)**		**(3,038,416)**	
Intangible assets	(4,905,186)		(4,879,654)		(2,687,335)	
Financial investments	(238,215)		(131,279)		(178,082)	
Deferred tax assets	(210,748)		0		0	
Other deductions from CET1	(144,882)		(161,631)		(172,999)	
CET1	**18,485,412**	**12.9%**	**18,094,935**	**13.0%**	**18,041,032**	**11.8%**
AT1 instruments	**0**		**0**		**1,885,846**	
Deductions from AT1	**0**		**0**		**(1,885,846)**	
TIER 1	**18,485,412**	**12.9%**	**18,094,935**	**13.0%**	**18,041,032**	**11.8%**
T2 instruments	**4,444,175**		**4,517,344**		**4,403,927**	
Subordinated financing	4,147,222		4,196,824		4,246,927	
General allowances and excess IRB provisions	296,953		320,520		157,000	
Deductions from T2	**(102,092)**		**(162,208)**		**(172,446)**	
TIER 2	**4,342,083**	**3.0%**	**4,355,136**	**3.1%**	**4,231,481**	**2.8%**
TOTAL CAPITAL	**22,827,495**	**15.9%**	**22,450,071**	**16.1%**	**22,272,513**	**14.6%**
Memorandum items: risk-weighted assets	**143,311,653**		**139,729,074**		**152,502,072**	
Credit risk	99,295,288		95,346,300		105,746,667	
Shareholder risk	28,559,485		29,424,130		31,324,808	
Operational risk	11,330,963		11,111,838		11,442,000	
Market risk	4,125,916		3,846,806		4,008,588	

(*) Information recalculated at closing 2013 to include the charge to 2013 reserves corresponding to the new accounting record of the Deposit Guarantee Fund and the update of the criteria used for calculating solvency during the transitional period, according to Bank of Spain Circular 3/2014 (BIS III Criteria)
(**) Mainly forecast of outstanding dividends charged to the financial year
(***) Includes other convertible capital instruments

(EUR million)	March 2016	December 2015	Change
Common Equity Tier 1 (CET1)	17,875	18,485	(610)
Total capital	22,156	22,827	(671)
CET1 ratio	12.8%	12.9%	(0.1)
Total capital ratio	15.9%	15.9%	(0.0)
Minimum CET1 requirements (*)	13,017	13,256	(293.4)
Surplus minimum requirements over CET1	4,858	5,229	(370.6)
Risk weighted assets (RWAs)	139,779	143,312	(3,533)
Leverage ratio	5.8%	5.7%	0.1
Common Equity Tier 1 (CET1) *fully loaded*	11.6%	11.6%	0.0

(*) Minimum CET1 requirements (including Pillar 1 + Pillar 2 + buffers): 9,25% of RWAs in 2015 and 9.3125% of RWAs in 2016

Economic capital

In order to comply with the regulations of Pillar II of Basel II, the CAIXABANK Group developed an economic capital model that, based on its own criteria, measures the group of risks which the Group's activity is subject to.

The economic capital model forms the basis of the internal estimate of capital requirements which acts as a supplement to the regulatory view of capital adequacy. This is an internal estimate which the Bank adjusts according to its level of tolerance to risk, volume, and type of business activity.

Therefore, CAIXABANK's Board of Directors and Management are responsible for ensuring that it has sufficient capital at all times to deal with any incident, with a high level of confidence.

With this objective, CAIXABANK uses the same level of confidence as that used in the Pillar I calculations. 99.9% of Basel II, which allows it to maintain its desired target rating in alignment with best sector practices.

Hence, economic capital is not a substitute for regulatory capital, but a supplement which is used to better offset the actual risk assumed by the CAIXABANK Group and it includes risks that have not been factored in at all or only partially, by the regulatory measures.

In addition to the risks referred to in Pillar I (credit, market and operational risk), it includes interest rate risk in the banking book, liquidity risk and other risks (business, reputational, concentration, concentration and actuarial).

- **Risk of a credit rating downgrade**

Any downgrading of CAIXABANK's credit rating could increase its borrowing costs, restrict access to the capital markets, and negatively affect the sale or marketing of products and involvement in transactions, especially those involving longer terms and derivatives.

This could reduce the Group's liquidity and have an adverse effect on its operating profit and financial position.

At the date of this Registration Document, CAIXABANK has been assigned the following credit ratings:

Agency	Review date	Short-term rating	Long-term rating	Outlook
Standard & Poor's Credit Market Services Europe	22/04/2016	A-2	BBB	Stable

Limited, Sucursal en España				
Moody's Investors Services España, SA	20/04/2016	P-2	Baa2	Negative
Fitch Ratings España, SAU	26/04/2016	F2	BBB	Positive
DBRS	13/04/2016	R-1 (low)	A (low)	Stable

The credit rating agencies are registered with the European Securities and Markets Authority (ESMA) pursuant to Regulation (EC) No 1060/2009 of the European Parliament and of the Council, of 16 September 2009, on credit rating agencies.

RISKS AFFECTING BUSINESS CONTINUITY

7. OPERATIONAL RISK

Operational risk is defined as: "The risk of loss arising from inadequate or failed internal processes, people and systems or from external events, including legal risk". Operational risk includes legal and regulatory risk, but excludes strategic, reputational and business risk. Operational risk management addresses losses relating to credit risk or market risk triggered by operational risk.

The CAIXABANK Group's overall objective is to improve the quality of business management, supplying information on operational risks to allow decisions to be made that ensure long-term continuity within the organisation, improvements to its processes and the quality of both internal and external customer service, in accordance with the regulatory framework established, and the optimisation of capital charges.

In 2015, work has continued on the project to develop operational risk management with a dual objective of implementing best practices in operational risk management, while at the same time developing internal risk-sensitive approaches.

Although the method used to calculate regulatory capital is the standard method, the operational risk measurement and management model used by the Group is designed to support management with risk-sensitive approaches, in line with market best practices. The two main objectives are as follows: the use of an advanced calculation methods and the establishment of an operational risk model based on policies, processes, tools and methodologies that improve operational risk management and ultimately help to reduce operational risk.

The CAIXABANK Group has contracted corporate insurance policy covering the main risks it might face in its activities.

The Group's Business Continuity Plan is part of the Business Continuity Management System. Its aim is to protect the business and therefore the Company against a disaster and/or unforeseen event and re-estabish or continue its operations. The Group's business continuity is covered by the Business Continuity Management System, which is ISO 22301:2012[1] certified.

8. REPUTATIONAL RISK

CAIXABANK's Corporate Social Responsibility and Reputation Area, under the supervision of the CAIXABANK Corporate Reputation Committee, is entrusted with monitoring any reputational risk which, should it arise, could adversely affect CAIXABANK's image, understood to be the stakeholders' perception of and expectations for the Bank.

1 International Organisation for Standardisation. ISO 22301:2012 Societal Security – Business Continuity Management Systems – Requirements.

In 2015, the Group's Reputation Committee was revamped and renamed as the Corporate Responsibility Reputation Committee to adapt to the recommendations of the new Good Governance Code for Listed Companies approved by the CNMV in February 2015.

CAIXABANK's reputation is measured using the Reputation Scorecard which includes various internal and external indicators on the Bank's reputation. The scorecard sets out who CAIXABANK 's stakeholders are and key reputational values, weighting them according to their importance to the Bank. This provides a Global Reputation Index: a global metric enabling data to be compared over time and benchmarked against peers.

9. COMPLIANCE RISK

Compliance risk is defined as risk arising from deficient procedures that generate actions or omissions that are not aligned with the legal, regulatory framework, or with the internal codes and rules, and which could result in administrative sanctions or reputational damage.

The CAIXABANK Group's objective is to minimise the probability of occurrence of compliance risk and, if it occurs, to detect, report and address the weaknesses promptly.

Compliance risk affects the entire Bank. All employees must ensure compliance with prevailing regulations, applying procedures that capture regulations in their activity.

10. LEGAL/REGULATORY RISK

Legal and regulatory risk is associated with a loss or decrease in profitability as a result of changes to the regulatory framework or court rulings that go against the Issuer.

A class action was filed resulting in an injunction on the application of floor causes in certain mortgage loans in the Bank's portfolio.

A judgement was issued on 7 April 2016 rendering null and void the floor clauses in the general terms and conditions of the mortgage loan agreements entered into with consumers that were identical to those affected by the class action, due to a lack of transparency, with banks having to: eliminate said clauses from loan agreements; (ii) stop using them in an non-transparent manner; and (iii) repay to affected consumers the amounts unduly charged as a result of applying the null and void clauses as from the date of the Supreme Court judgement of 9 May 2013, plus any applicable interest payable by law. The Group eliminated these floor clauses in 2015, with an annual impact on net interest income of EUR -220 million. The estimated total amount unduly charged, as stated in said judgement, would be approximately EUR 500 million.

This judgement is not final, as it has been appealed against by several parties and CAIXABANK will also file an appeal. In the appeal, the ADICAE consumer association is calling for reimbursements not to be limited to the amounts collected since 9 May 2013 but include, in each case, all amounts collected since each mortgage loan was arranged. It is deemed unlikely that AIDCAE's appeal will be upheld given the current status of the case proceedings. However, for information purposes only, assuming the Provincial Court of Madrid or the Supreme Court do accept the appeal, the estimated additional expense for the amounts collected would total approximately EUR 750 million.

The Group has a total provision of EUR 515 million to cover the reasonable estimate of the present value of disbursements that could derive from this case (see Section 20.7 of this Registration Document).

Further, exposure to an increasingly complex and variable regulatory and legal environment significantly affects the development of certain businesses, resulting in higher capital requirements and lower profit ratios. As a result, Senior Management is actively and continuously monitoring regulatory changes.

Through the Regulation Committee, created as an offshoot of the Management Committee, Senior Management monitors the regulatory environment, analysing its impacts and determining the strategic positions in relation to the different regulatory proposals and preliminary regulatory proposals, including the management of the representation of the Bank's interests. The aim is to anticipate regulatory changes and facilitate the CAIXABANK Group's adaptation to new requirements.

II. INFORMATION ON THE ISSUER (ANNEX I OF COMMISSION REGULATION (EC) NO. 809/2004 OF 29 APRIL 2004)

1. PERSONS RESPONSIBLE

1.1. Identification of the persons responsible for the share registration document

Mr Jorge Mondéjar López, Executive Director for Financial Accounting, Control and Capital, for and on behalf of CAIXABANK, S.A., ("**CAIXABANK**", the "**Company**" or the "**Issuer**"), by virtue of the resolution adopted by the Board of Directors dated 26 May 2016, assumes responsibility for the content of this registration document (the "**Registration Document**"), the content of which is in line with Annex I of Commission Regulation EC no. 809/2004, of 29 April 2004.

1.2. Declaration by the persons responsible for the share registration document

Mr Jorge Mondéjar López, for and on behalf of CAIXABANK, states that, after acting with reasonable diligence to ensure that this is the case, the information contained in this Registration Document is, to the best of his knowledge, in line with the facts and does not commit any omission that could affect its content.

2. AUDITORS

2.1. Names and addresses of the issuer's auditors for the period covered by the historical financial information (together with their membership in a professional association)

The separate and consolidated financial statements for 2013, 2014 and 2015 were audited by Deloitte, S.L., with registered address at Plaza de Pablo Ruiz Picasso, número 1, Torre Picasso, Madrid. The financial statements have been filed in the corresponding public registers of the CNMV.

Deloitte, S.L. is entered on page M-54.414, sheet 188, volume 13.650, section 8 of the Madrid Companies Register and under number S0692 in the Official Register of Auditors (ROAC).

2.2. If auditors have resigned, been removed or not been re-appointed during the period covered by the historical financial information, indicate details if material

Deloitte, S.L. has not resigned or been removed as auditor of CAIXABANK over the last three years.

Shareholders voted to re-elect Deloitte, S.L. has auditors for 2016 and 2017 at the 23 April 2015 and 28 April 2016 General Meetings, respectively.

3. SELECTED FINANCIAL INFORMATION

3.1. Selected historical financial information regarding the Issuer, presented for each financial year for the period covered by the historical financial information, and any subsequent interim financial period, in the same currency as the financial information

The CAIXABANK Group's key performance indicators at 31 December 2015, 2014 and 2013 are provided hereon. The CAIXABANK Group's financial information for 2015 is based on audited accounting records. The financial information for 2014 and 2013 is presented for comparison purposes only.

The consolidated statement of income statement and balance sheet information has been prepared in accordance with the Commercial Code, International Financial Reporting Standards (IFRS) as adopted by the European Union through EU Regulations, in accordance with Regulation No. 1606/2002 of the European Parliament and of the Council of 19 July 2002 and subsequent amendments, and bearing in mind the provisions of Bank of Spain Circular 4/2004 of 22 December on Public and Confidential Financial Reporting Rules and Formats for Credit Institutions, which constitutes the adaptation of the IFRS adopted by the European Union to Spanish credit institutions.

The accounting policies, principles and criteria specified in Note 2 to the 2015 consolidated financial statements have been applied.

For comparative purposes, it should be noted that Barclays Bank, SAU was included in the scope of consolidation in January 2015 and Banco de Valencia in January 2013 (for further information see Section 5.1.5: *Significant events in the Issuer's business).*

It is also worth mentioning that on applying IFRIC 21 and IAS 8, the 2013 income statement has been restated to show the cost associated with the one-off shortfall of 2013 and early payment of ordinary fund contributions in 2014 and 2013 to the Deposit Guarantee Fund as expenses in 2013 and 2012, respectively. The total impact in 2013 was EUR -187 million, net (EUR -267 million recognised under other operating income and expenses).

Further, equity at 31 December 2013 has been restated as per the aforesaid accounting recognition in the amount of EUR -387 million (*see Section 20 for additional information*).

The capital adequacy and financial ratios have therefore been reestimated, having been affected by said restatement of the Group's 2013 financial statements.

	January - December		
EUR million	2015	2014	2013
INCOME STATEMENT HEADINGS			
Net interest income	4,353	4,155	3,955
Gross income	7,726	6,940	6,365
Recurring pre-impairment income[1]	3,663	3,167	2,685
Pre-impairment income	3,120	3,167	1,579
Profit/(loss) attributable to the Group	814	620	316

EUR million	December 2015	December 2014	December 2013
BALANCE SHEET			
Total assets	344,255	338,623	340,320
Equity	25,205	25,232	23,946
Customer funds	296,599	271,758	258,291
Loans and advances to customers, gross	206,437	197,185	207,231
EFFICIENCY AND PROFITABILITY			
Cost-to-income ratio (total operating expenses / gross income)	59.6%	54.4%	75.2%
Cost-to-income ratio stripping out extraordinary expenses[1]	52.6%	54.4%	59.5%
ROE (attributable profit / average equity)	3.4%	2.7%	1.4%
ROTE (attributable profit / average tangible equity)	4.3%	3.4%	1.7%
ROA (profit / average total assets)	0.2%	0.2%	0.1%
RORWA (profit / risk-weighted assets)	0.7%	0.5%	0.2%
RISK MANAGEMENT			
Non-performing loans	17,100	20,110	25,365
NPL ratio	7.9%	9.7%	11.7%
NPL ratio (non-real estate companies)	6.2%	6.4%	6.8%
Cost of risk	0.7%	1.0%	1.9%
Provisions for non-performing loans	9,512	11,120	15,478
NPL coverage ratio	56%	55%	61%
NPL coverage ratio including collateral	128%	132%	140%
Net foreclosed available for sale real estate assets	7,259	6,719	6,169
Foreclosed available for sale real estate assets coverage ratio	58%	55%	54%
LIQUIDITY			
Liquidity risk	54,090	56,665	60,762
Loan-to-deposit ratio	106.1%	104.3%	109.9%
Liquidity coverage ratio (LCR)	172%	175%	-
SOLVENCY - BIS III			
Common Equity Tier 1 (CET1)	12.9%	13.0%	11.8%
Tier Total	15.9%	16.1%	14.6%
Risk-weighted assets	143,312	139,729	152,502
Leverage ratio	5.7%	5.7%	5.4%
Common Equity Tier 1 (CET1) *fully loaded*	11.6%	12.1%	11.3%
SHARE INFORMATION			
Share price (EUR/share)	3.214	4.361	3.788
Market capitalization	18,702	24,911	19,045
Book value per share - fully diluted (EUR/share)	4.33	4.42	4.36
Tangible book value - fully diluted (EUR/share)	3.47	3.54	3.46
Number of shares - fully diluted *(million)*[2]	5,819	5,712	5,498
Earnings per share (EPS) (EUR/share) (12 months)	0.14	0.11	0.06
Average number of shares - fully diluted *(million)*[2]	5,820	5,712	5,416
P/E (price / profit)	22.97	39.65	64.96
Tangible PBV (Market value/ book value of tangible assets)	0.93	1.23	1.09
COMMERCIAL ACTIVITY AND RESOURCES (number)			
Customers (millions)	13.8	13.4	13.6
CaixaBank Group employees	32,242	31,210	31,948
Branches in Spain	5,211	5,251	5,436
ATMs	9,631	9,544	9,597

(1) 2015: does not include EUR 543 million of non-recurring expenses associated with the integration of Barclays Bank, SAU and the labour agreement. 2013: does not include EUR-267 million for the impact of the new accounting entry for the Deposit Guarantee Fund, or EUR-839 million in Group restructuring costs.

(2) Excluding treasury stock.

NOTE: December 2013 information re-estimated to include the charge against reserves in 2013 corresponding to the new accounting entry for the Deposit Guarantee Fund and revision of the criteria used to calculate capital adequacy during the transition period, in accordance with Bank of Spain Circular 3/2014.

Clarifications on certain indicators or concepts, shown in the previous table, and prepared using management criteria are provided hereon. Also see *Appendix – Alternative performance measures*.

Reconciliation with the consolidated balance sheet included in the consolidated financial statements as per IFRS.

Loans and advances to customers, gross, using management criteria

December 2015 EUR million	
Loans and advances to customers, gross, under management criteria	**206,437**
(+) NPL provisions	(9,163)
(+) Other non-retail financial assets	749
(+) Reverse repurchase agreements (public and private sector)	4,873
Loans and advances to customers (public balance sheet)	**202,896**

Liabilities arising from insurance contracts using management criteria

December 2015 EUR million	
Liabilities arising from insurance contracts (public balance sheet)	**40,575**
(-) Capital gains/ (losses) on insurance assets available for sale	(8,223)
(+) Unit-links [1]	2,075
Liabilities arising from insurance contracts under management criteria	**34,427**

1. Recognised under “Other financial liabilities designated at fair value through income stetement” in the public balance sheet.

Customer funds using management criteria

December 2015 EUR million	
Financial liabilities at amortised cost (public balance sheet)	**253,499**
(-) Non-retail financial liabilities	**(71,094)**
(-) Deposits from central banks	(23,753)
(-) Deposits from credit institutions	(10,509)
(-) Other financial liabilities	(2,790)
(-) Institutional issues [2]	(33,321)
(-) Counterparties and others	(721)
(+) Liabilities under insurance contracts, under management criteria	**34,427**
Total on-balance sheet customer funds under management criteria	**216,832**
(+) Off-balance sheet customer funds ((primarily including pension plans and investment funds, portfolios and SICAVs)	**79,767**
Total customer funds	**296,599**

2. Of those recognised at 31/12/2015: Marketable debt securities (27,056), multi-issuer covered bonds recognised under customer deposits (5,201) and subordinated liabilities (1,064).

Risk management indicators.

Non-performing loan ratio. Ratio of non-performing loans under loans and advances to customers and non-performing contingent liabilities over total gross loans to customer, using management criteria and contingent risks.

Coverage ratio. Ratio of total impairment allowances on loans and advances to customers and provisions for contingent liabilities over non-performing loans under loans and advances to customers and non-performing contingent liabilities.

Coverage ratio including collateral. Coverage ratio considering that any exposure from secured loans is covered by the collateral.

Real estate available for sale foreclosed assets coverage ratio. Difference between cancelled debt (amount of loans cancelled using foreclosed assets) and the net value of the real estate assets, shown as a percentage. It includes any initial write-downs and on-balance sheet provisions reported after taking possession of the real estate assets and initial allowances recognised at the time of foreclosure.

3.2. <u>If selected financial information for interim periods is provided, comparative data from the same period in the prior financial year must also be provided, except that the requirement for comparative balance sheet information is satisfied by presenting the year end balance sheet information</u>

This Registration Document includes interim consolidated financial information for the Group at 31 March 2016 and 31 March 2015 prepared using the Company's internal accounting records and those of the other Group companies. The information contained in this section must be read alongside the consolidated financial information included in Section 20.6 of this Registration Document.

CAIXABANK's quarterly consolidated financial information has not been audited by the Company's auditors.

The following table shows the headline figures on the consolidated statement of income statement items and relating to the Company's business along with other management information for the period from 1 January to 31 March 2016, compared with the income statement figures for the same period a year earlier and compared with the same balance sheet figures at the reporting close of the same period a year earlier.

Translation for information purposes only, in case of discrepancy between this English version and the original Spanish version of the Registration Document, the Spanish version shall prevail.

EUR million	January - March 2016	January - March 2015	Change
INCOME STATEMENT HEADINGS			
Net interest income	1,020	1,138	(10.4%)
Gross income	1,922	1,953	(1.6%)
Recurring pre-impairment income[1]	919	918	0.1%
Pre-impairment income	919	679	35.4%
Profit/(loss) attributable to the Group	273	375	(27.2%)

EUR million	March 2016	December 2015	Change
BALANCE SHEET			
Total assets	341,363	344,255	(0.8%)
Equity	24,971	25,205	(0.9%)
Customer funds	295,716	296,599	(0.3%)
Loans and advances to customers, gross	206,158	206,437	(0.1%)
EFFICIENCY AND PROFITABILITY (last 12 months)			
Cost-to-income ratio (total operating expenses / gross income)	56.3%	59.6%	(3.3)
Cost-to-income ratio stripping out extraordinary expenses[1]	52.4%	52.6%	(0.2)
ROE (attributable profit / average equity)	3.0%	3.4%	(0.4)
ROTE (attributable profit / average tangible equity)	3.7%	4.3%	(0.6)
ROA (profit / average total assets)	0.2%	0.2%	0.0
RORWA (profit / risk-weighted assets)	0.6%	0.7%	(0.1)
RISK MANAGEMENT			
Non-performing loans	16,425	17,100	(675)
NPL ratio	7.6%	7.9%	(0.3)
NPL ratio (non-real estate companies)	6.0%	6.2%	(0.2)
Cost of risk	0.6%	0.7%	(0.1)
Provisions for non-performing loans	9,038	9,512	(474)
NPL coverage ratio	55%	56%	(1)
NPL coverage ratio including collateral	128%	128%	0
Net foreclosed available for sale real estate assets	7,194	7,259	(65)
Foreclosed available for sale real estate assets coverage ratio	58%	58%	0
LIQUIDITY			
Liquidity risk	49,555	54,090	(4,535)
Loan-to-deposit ratio	106.7%	106.1%	0.6
Liquidity coverage ratio (LCR)	143.0%	172%	(29)
SOLVENCY - BIS III			
Common Equity Tier 1 (CET1)	12.8%	12.9%	(0.1)
Tier Total	15.9%	15.9%	
Risk-weighted assets	139,779	143,312	(3,533)
Leverage ratio	5.8%	5.7%	0.1
Common Equity Tier 1 (CET1) *fully loaded*	11.6%	11.6%	0.0
SHARE INFORMATION			
Share price (EUR/share)	2.597	3.214	(0.617)
Market capitalization	15,337	18,702	(3,365)
Book value per share - fully diluted (EUR/share)	4.23	4.33	(0.10)
Tangible book value - fully diluted (EUR/share)	3.39	3.47	(0.08)
Number of shares - fully diluted *(million)*[2]	5,906	5,819	87
Earnings per share (EPS) (EUR/share) (12 months)	0.12	0.14	(0.02)
Average number of shares - fully diluted *(million)*[2]	5,906	5,820	86
P/E (price / profit)	21.53	22.97	(1.44)
Tangible PBV (Market value/ book value of tangible assets)	0.77	0.93	(0.16)
COMMERCIAL ACTIVITY AND RESOURCES (number)			
Customers (millions)	13.8	13.8	0.0
CaixaBank Group employees	32,235	32,242	(7)
Branches in Spain	5,183	5,211	(28)
ATMs	9,601	9,631	(30)

(1) 2015: does not include EUR 239 million of non-recurring expenses associated with the integration of Barclays Bank, SAU.

(2) Excluding treasury stock.

4. RISK FACTORS

See section I (Risk Factors) of this Registration Document.

5. INFORMATION ABOUT THE ISSUER

5.1. History and development of the issuer

5.1.1. Legal and commercial name of the issuer

The complete corporate name of the Issuer is "CAIXABANK, SA", as per Article 1 of its Bylaws.

5.1.2. Place of registration of the issuer and registration number

The Company appears as entry 109 in volume 42.657, folio 33, sheet B-41232 of the Barcelona Companies Register. Its corporate tax ID (CIF) is A-08663619 and it appears as entry 2100 in the Bank of Spain Special Register.

5.1.3. Date of incorporation and length of life of the issuer, except where indefinite

The Company was incorporated for an indefinite term under the name of Grupo de Servicios, SA in a public deed executed on 12 December 1980 before Barcelona notary public Mr. Eduardo Blat Gimeno under number 2,375 of his notary record. It subsequently changed its name to GDS-Grupo de Servicios, SA in a deed attested by Barcelona notary public Mr. Antonio-Carmelo Agustín Torres on 22 December 1983.

The Company amended its Bylaws to comply with the Public Limited Companies Act then in force in a public deed executed on 1 June 1992 before Barcelona notary public Mr. Ladislao Narváez Acero under number 1,124 of his notary record.

On 1 June 2000, GDS-Grupo de Servicios, SA was absorbed by CaixaHolding, SAU, a dormant company, and took the latter's corporate name. This merger was executed in a public deed on 11 July 2000 before Barcelona notary public Mr. Tomás Giménez Duart under number 4,011 of his notary record, registered as entry 35 on the sheet open in the Company's name in the Barcelona Companies Register. In July 2000, Caixa d'Estalvis i Pensions de Barcelona, "la Caixa" contributed almost all its portfolio of investees to the Company to streamline control and management thereof.

The Company then changed its corporate name of "CaixaHolding" to CriteriaCaixaCorp, SA, as decided by its sole shareholder on 19 July 2007. The sole shareholder's decision was executed in a public deed on 2 August 2007 before Barcelona notary public Mr. Tomás Giménez Duart under number 3,511 of his notary record, registered as entry 56 on the sheet open in the Company's name in the Barcelona Companies Register.

In October 2007, the Company's shares were admitted to trading on the Spanish stock exchanges, having carried out an initial public offering.

On 27 January 2011, "la Caixa", the Company (then called CriteriaCaixaCorp, SA) and Microbank de "la Caixa", SAU signed an agreement concerning the reorganisation of the "la Caixa" Group, which involved the following actions to reorganise the "la Caixa" Group: (i) by way of a deed of transfer executed before Barcelona notary public Mr. Tomás Giménez Duart on 27 June 2011, under number 2,617 of his notary record, "la Caixa" transferred to Microbank from "la Caixa", SAU all the assets and liabilities comprising its financial activity; (ii) by way of a swap, "la Caixa" transferred to Criteria all Microbank shares post-spin-off, while Criteria transferred to "la Caixa" a series of equity interests, whereby Criteria took ownership of 100% of Microbank's capital; (iii) by way of a public deed executed before the aforesaid Barcelona notary public on 30 June 2011 under number 2,685 of his notary record, the Company and Microbank de "la Caixa", SAU merged with the former absorbing the latter. The legal entity Microbank de "la Caixa", SAU was wound up without liquidation and all its assets and liabilities were transferred en bloc to the Company. The Company adopted its current name, CAIXABANK, SA. Execution of said public deed was registered as entry 109 on the sheet open in the Company's name in the Barcelona Companies Register.

As a result of these reorganisation actions, the Company became a listed bank through which “la Caixa” indirectly carried on its financial activity.

Irrespective of the aforesaid and in compliance with Transitional Provision One of Law 26/2013, of 27 December, on savings banks and banking foundations, “la Caixa’’, as a savings bank indirectly carrying on its activity as a credit institution through a bank and given its characteristics, had to become a banking foundations before 29 December 2014. Until that time, Law 31/1985, of 2 August, regulating the basic rules of the governing bodies of savings banks and its implementing regulations were in force, along with the applicable provisions of Royal Legislative Decree 11/2010, of 9 July, on the governing bodies and other matters concerning the legal regime of savings banks, including their tax regime, and Article 8.3.d) of Law 13/1985, of 25 May, on investment ratios, capital and reporting obligations for financial intermediaries.

In order to comply with this legal requirement, the “la Caixa” General Assembly held on 22 May 2014 approved the conversion of “la Caixa” into a banking foundations. The deed of conversion of “la Caixa” into a banking foundation was entered in the Foundations Register on 16 June 2014, resulting in the conversion of this entity, and therefore “la Caixa” ceasing to indirectly carry on its activity as a credit institution through CAIXABANK.

“la Caixa” was transformed into a banking foundation as part of the reorganisation of the “la Caixa” Group. This entailed the following operations: (i) the transfer to CriteriaCaixaHolding – a wholly owned subsidiary of the current “la Caixa” Banking Foundation – of the stake previously held by the current “la Caixa” Banking Foundation in CAIXABANK. As result, as of 14 October 2014, the banking foundation’s stake in CAIXABANK is held through Criteria, along with the debt instruments issued by “la Caixa”; and (ii) the dissolution and liquidation of the former “la Caixa” Foundation through the en bloc transfer of its assets and liabilities to the current “la Caixa” Banking Foundation (this liquidation was recorded in the Catalonian Foundations Register on 16 October 2014).

On 7 October 2015, the resolution taken by the Board of Trustees of Fundación Bancaria Caixa d’Estalvis i Pensions de Barcelona, “la Caixa”, modifying the corporate name from CriteriaCaixaHolding, SAU to CriteriaCaixa, SAU (hereinafter, “Criteria” or “CriteriaCaixa”) was signed before a notary public and placed on public record.

With the reorganisation now completed, “la Caixa” Banking Foundation performs the following principal activities: direct management of the welfare projects and, through CriteriaCaixa, the management of its stake in CAIXABANK (56.8% at 31 March 2016) and of investments in non-financial sectors (mainly Gas Natural and Abertis).

This reorganisation means that “la Caixa” is no longer a credit institution (savings bank), although as a banking foundations it is now supervised by the Bank of Spain with regard to its stake in CAIXABANK, as set forth in Law 26/2013.

On 26 May 2016, CriteriaCaixa and “la Caixa” Banking Foundation announced their intention to begin proceedings to fulfil the conditions laid down by the European Central Bank to deconsolidate CAIXABANK from CriteriaCaixa for prudential purposes before the end of 2017. See related information in Section 7.1. *If the Issuer is part of a group, a brief description of the group and the Issuer’s position within it*.

5.1.4. Domicile and legal form of the Issuer, legislation under which the Issuer operates, country of incorporation, and address and telephone number of its registered office (or principal place of business if different from its registered office)

5.1.4.1. <u>Domicile and legal form</u>

CAIXABANK, SA, parent of the CAIXABANK Group, is domiciled at Avenida Diagonal, 621, 08028, Barcelona (contact telephone numbers: 902 223 223 or 0034 93 404 60 00). It is a Spanish commercial enterprise that is a limited company and is therefore subject to the revised text of the Spanish Corporate Enterprises Act (“Corporate Enterprises Act”) approved by Royal Legislative Decree 1/2010 of 2 July.

Since 2007 the shares representing the whole of CAIXABANK's share capital have been admitted to trading on the electronic stock market of the Madrid, Barcelona, Valencia and Bilbao stock exchanges. As a listed company, it is subject to Royal Legislative Decree 4/2015, of 23 October, approving the consolidated text of the Securities Market Act ("Securities Market Act") and its implementing regulations.

CAIXABANK's current majority shareholder is the banking foundation which was Caixa d'Estalvis i Pensions de Barcelona ("la Caixa"), which held 56.8% of CAIXABANK's capital at 31 December 2015 and 31 March 2016 (*see Section 18.1 of this document*).

5.1.4.2. Regulatory framework affecting CAIXABANK's banking business

CAIXABANK is a financial institution subject to special legislation governing credit institutions in general, and the supervision, control and regulations of the European Central Bank and the Bank of Spain, in particular.

5.1.5. Significant events in the Issuer's business

From CAIXABANK's incorporation to date

CAIXABANK resulted from the conversion of CriteriaCaixaCorp, SA as part of the reorganisation of the "la Caixa" Group's activities, which culminated on 30 June 2011 with CAIXABANK being entered in the Bank of Spain's Registry of Banks and Bankers and its listing on the Spanish stock markets – as a financial institution – on the following day, 1 July 2011.

Key events in CAIXABANK's life over the last three years

2013:

- ***Acquisition of Banco de Valencia***

On 28 February 2013 and once all requisite authorisations and approvals had been secured, CAIXABANK formalised the acquisition of the 98.9% stake in Banco de Valencia held by the Fund for Orderly Bank Restructuring (hereinafter, the "FROB"), for EUR 1.

Prior to Banco de Valencia's acquisition by CAIXABANK, the FROB was designated as its Provisional Administrator on 21 November 2011. On the same date, the FROB's Governing Committee approved certain financial aid for the Bank, including a capital contribution of EUR 1,000 million (fully subscribed and paid up at 31 December 2012).

Effective control for accounting purposes was assumed on 1 January 2013.

Prior to the formal transfer of Banco de Valencia shares to CAIXABANK, and in accordance with the terms of the sale and purchase agreement, in December 2012 the FROB subscribed a capital increase of EUR 4,500 million in Banco de Valencia. Also in December 2012, Banco de Valencia moved certain assets to Sociedad de Gestión de Activos Procedentes de la Reestructuración Bancaria (hereinafter, "SAREB"), with a carrying amount of EUR 1,894 million.

The acquisition of Banco de Valencia by CAIXABANK included setting up an Asset Protection Scheme (hereinafter "APS"), whereby the FROB will assume, over a period of 10 years, 72.5% of any losses from Banco de Valencia's SME/self-employed professionals portfolio and contingent liabilities, once all existing provisions covering these assets have been exhausted.

The terms of the acquisition also include detailed guidelines for actively managing hybrid instruments and subordinated debt issued by Banco de Valencia. In accordance with the Memorandum of Understanding signed in July 2012, the FROB implemented burden-sharing mechanisms between ordinary shareholders and holders of subordinated securities and the public sector.

On 11 February 2013, the outstanding balance of Banco de Valencia subordinated bonds and preference shares were repurchased. The repurchase prices for these issues were: 15% of the outstanding balance of the subordinated bond issues, i.e. EUR 52,589,850; and 10% of the outstanding balance of the preference share issue, i.e. EUR 6,530,000.

The total repurchase price was used to subscribe and pay up Banco de Valencia shares, with EUR 14,999,850 million used to subscribe and pay up mandatory convertible and/or exchangeable subordinated bonds into Banco de Valencia shares.

On 4 April 2013, CAIXABANK agreed to present an offer to purchase for 100% of the nominal amount of the bonds, all the mandatory convertible and/or exchangeable subordinated bonds into Banco de Valencia shares for EUR 14,999,850.

On 30 May 2013, CAIXABANK's Board approved CAIXABANK's merger with Banco de Valencia, with the latter being absorbed by the former, under the terms of the merger drawn up and approved by the boards of directors of CAIXABANK and Banco de Valencia at their respective meetings on 4 April 2013.

The merger involved the winding up without liquidation of Banco de Valencia (absorbed company) and the en bloc transfer of its assets and liabilities to CAIXABANK (absorbing company).

The Banco de Valencia acquisition led to increases of 3-5% across the various headings of the Group's income statement, and enabled CAIXABANK to strengthen its foothold in the Spanish market, especially on the south eastern coast area of Spain (Levante). At the balance sheet level, the integration led to growth of approximately 6% in CAIXABANK's total pre-integration assets, affecting all balance sheet headings.

At 31 December 2012, Banco de Valencia's total gross customer lending stood at EUR 12,675 million, while total customer deposits were EUR 10,810 million.

The merger also unlocked synergies and economies of scale, driving up the banking business's profitability.

The share swap ratio was one CAIXABANK share for every four hundred and seventy-nine Banco de Valencia shares. As CAIXABANK completed the swap using treasury shares, the transaction did not entail a capital increase.

As a result of the acquisition of Banco de Valencia, a number of fair value adjustments were made against that entity's equity in respect of its assets and liabilities at 31 December 2012.

All adjustments to Banco de Valencia's equity to determine the fair value of its assets and liabilities and contingent liabilities totalled EUR 113 million, net. The main adjustments comprised a write-down of the loan portfolio, an increase in loan loss provisions, the impact of unrecognised deferred tax assets, institutional burden-sharing and others.

Following recognition of these adjustments against Banco de Valencia's equity, negative goodwill of EUR 2,289 million, net, was generated in respect of the acquisition price.

- ***Acquisition from Caser of its ownership interests in Cajasol Seguros Generales, Cajasol Vida y Pensiones and Caja Canarias Vida y Pensiones, and subsequent formalisation of an agreement between CAIXABANK and Mutua Madrileña to sell the non-life insurance portfolios of Banca Cívica and Banco de Valencia***

As part of the plan to reorganise Banca Cívica's insurance portfolio, in March 2013, CAIXABANK entered into a sale and purchase agreement with CASER to acquire the latter's 50% holdings in the aforesaid three companies.

This move gave CAIXABANK control over these companies, in which it previously held 50% stakes, on 20 March 2013. The total amount paid in the transaction was EUR 216 million. This amount included the costs for breaking the shareholder agreements, which included exclusivity clauses. In the purchase price allocation for Banca Cívica, CAIXABANK had recognised a provision in this connection, which was used in the transaction, for an amount of EUR 63 million.

This business combination did not produce any accounting result, as the previously held interest was acquired at fair value in the business combination with Banca Cívica. The contribution of these businesses to income statement was not significant.

Subsequently, on 26 March 2013, CAIXABANK sold its entire stakes in Cajasol Vida y Pensiones de Seguros y Reaseguros, SA and Caja Canarias Aseguradora de Vida y Pensiones, de Seguros y Reaseguros, SA to VidaCaixa, SA, de Seguros y Reaseguros, for EUR 113 million and EUR 94 million, respectively.

These companies subsequently merged with Cajasol Seguros Generales. This stake was later sold in the sale of the non-life insurance business obtained through the mergers. On 13 December 2013 and havong obtained pertinent regulatory approvals, CAIXABANK formalised the agreement in principle with Mutua Madrileña on 25 July 2013 whereby SegurCaixa Adeslas, SA de Seguros y Reaseguros would acquire the non-life insurance businesses of CaixaBank, SA obtained from Banca Cívica, SA and Banco de Valencia, SA.

An amount of EUR 193 million was paid, resulting in a gross gain at consolidated level of EUR 79 million.

- ***Sale of a stake in Grupo Financiero Inbursa***

On 7 June 2013, CAIXABANK sold 3.7% of GFI's share capital (250 million shares) for EUR 387 million (MXN 26 per share) to Inmobiliaria Carso, S.A.

Subsequently, on 25 June 2013, CAIXABANK placed shares representing approximately 6.4% of GFI's share capital, at a price of MXN 26 per share (EUR 654 million).

Following these sales and exercising of the green shoe purchase option (0.89%) by the placement banks, CAIXABANK was left with a 9.01% stake in GFI at 31 December 2013. A 9.01% stake was held at 31 March 2016.

These transactions resulted in a net gain of EUR 67 million for CAIXABANK.

- ***New applicable refinancing and restructuring criteria***

On 30 April 2013, the Bank of Spain sent a letter to Spanish financial institutions informing them of the criteria adopted by the Bank of Spain Executive Committee on the same date to establish guidelines for due compliance with Circular 4/2004 on refinancing and restructuring policies.

The objective of these criteria was two-fold: to contribute to bolstering refinancing policies in terms of the definition, documentation, monitoring and review thereof, and to standardise the their treatment from one entity to another.

In the first half of 2013, CAIXABANK carried out a review, through individual studies, of the accounting classification of refinanced and restructured portfolios. This resulted in the reclassification of EUR 3,287 million of assets classified as performing to non-performing, and EUR 768 million to substandard. The review led to the recognition of a larger provision for refinancing of EUR 540 million, EUR 375 million of which was charged against profit for the year (*see details of CAIXABANK's refinancing transactions in Section I: Risk factors of this document*).

- ***Acquisition of Servihabitat Gestión Inmobiliaria and subsequent sale of the property management business to a newly created company, owned by the TPG fund (51%) and CAIXABANK (49%)***

On 26 September 2013, the Board of Directors approved the following related-party transactions:

1. Acquisition by CAIXABANK of 100% of the share capital of Servihabitat Gestión Inmobiliaria, SLU (hereinafter, "Servihabitat") for EUR 98 million. This stake was sold by Servihabitat XXI, SAU ("SVH XXI"), subsidiary of CriteriaCaixaHolding, SAU, which in turn is a subsidiary of "la Caixa", CAIXABANK's parent.

ServiHabitat provides real estate services for third parties (management of purchases, development, asset management and marketing), it has no properties on its balance sheet and mainly manages the real estate assets of CAIXABANK and of CriteriaCaixa, the latter owning the "la Caixa" assets that were foreclosed up to February 2011).

As this was a related-party transaction, the procedure set forth in the "la Caixa"-CAIXABANK Internal Relations Protocol was followed. The transaction was appraised by independent financial experts.

2. Sale of the Servihabitat business to a newly created company, 51% owned by the TPG fund and 49% owned by CAIXABANK for an initial consideration of EUR 310 million and a variable price which may rise by EUR 60 million (final price of EUR 370 million) or fall by EUR 60 million (final price of EUR 250 million), to be set depending on the volume of real estate assets belonging to CAIXABANK that are managed by the buyer between 2014 and 2017.

Within the context of this operation, the company owned by TPG and CAIXABANK will carry out exclusive management for a period of 10 years of real estate assets belonging to SVH XXI, CAIXABANK and miscellaneous group subsidiaries.

The sequence of these two operations, viz. purchase of Servihabitat by CAIXABANK from a "la Caixa" subsidiary for subsequent sale of its business by CAIXABANK to the buyer and the various considerations paid out for both operations (EUR 98 million and EUR 310 million with a variable portion) may be explained in that CAIXABANK contains the source of the main economic value of the real estate management business, in due consideration of the considerable volume of managed CAIXABANK assets, the potential to transform a portion of its mortgage portfolio into real estate assets which will be managed by the buyer over the period stipulated, and assistance from CAIXABANK in developing and expanding the business purchased.

The transaction was formalised on 31 October 2013 having obtained the relevant authorisation from the European anti-trust authorities.

As a result of the aforementioned sale, the CAIXABANK Group recognised a total gross gain of EUR 255 million (EUR 179 million, net of the related tax effect), of which EUR 122 million relate to the gain attributable to the ownership interest retained in SGI.

Thereafter, on November 14, 2013, the sole shareholders of Servihabitat XXI, SAU and CriteriaCaixaHolding, SAU, agreed to carry out a merger under the terms stipulated in articles 22 et al of the law governing structural changes in commercial enterprises. The transaction was carried out through the absorption of Criteria (absorbed company) by SVH XXI (absorbing company). The absorbed company was wound up without liquidation and all its assets and liabilities were transferred en bloc to the absorbing company, which acquired the property, rights and obligations of Criteria through universal succession. The transaction was structed as a reverse merger.

The merger was executed in a public deed on 17 December 2013, and filed in the Barcelona Companies' Registry on 18 December 2013. The merger date for accounting purposes was 1 January 2013.

2014:

- ***"la Caixa" Group passed the comprehensive assessment of the ECB with a CET1 capital ratio of 9.3% in the adverse scenario; CaixaBank's ratio would stand at 10.3%***

The "la Caixa" Group comfortably passed the comprehensive assessment conducted by the European Central Bank (ECB), which involved a detailed asset quality review (AQR) and a strict stress test coordinated by the European Banking Authority (EBA).

The European authorities performed the test on the entire “la Caixa” Group, including the industrial stakes and real estate assets of Criteria, and based on the consolidation level at 31 December 2013 in Caja de Ahorros y Pensiones de Barcelona, which became a banking foundation in 2014. Based on this perimeter, the “la Caixa” Group obtained a capital surplus of EUR 6,777 million under the adverse scenario, with a Common Equity Tier 1 (CET1) ratio of 9.3%.

Applying the same methodology and macroeconomic scenario in an internal assessment of CAIXABANK resulted in surplus capital of EUR 7,706 million and a Common Equity Tier 1 (CET1) ratio of 10.3%. Factoring in the conversion into shares of the mandatory convertible bonds in the first half of 2014, CAIXABANK’s CET1 ratio would climb to 11.4% under the adverse scenario – more than double the required minimum, with a surplus of around EUR 9,500 million based on internal estimates.

On the subject of the asset quality review (AQR), the authorities conducted an in-depth analysis of the quality of the assets contained in the portfolios selected by the European watchdog (those comprising SMEs, companies, large companies, corporations, real estate developers and real estate). Together, these account for more than EUR 52,000 million of the risk-weighted assets of the “la Caixa” Group (over 50% of the total).

The process concluded that practically no further provisioning is required, confirming that the Bank comfortably meets its coverage requirements and applies a prudent policy of flagging and provisioning for impaired assets.

In February 2016, the European Banking Authority (EBA) published the final methodology and macroeconomic scenarios for the 2016 stress test, covering 70% of the European banking sector and assessing the ability of the European banks of fulfilling minimum capital requirements in an adverse economic scenario. The ECB plans to publish the results at the beginning of the third quarter of 2016. CAIXABANK participates in the stress test as part of the CriteriaCaixa Group.

- ***Sale of stake in Bolsas y Mercados Españoles***

On 16 January 2014, an accelerated bookbuild of was carried out 4,189,139 shares in Bolsas y Mercados Españoles, Sociedad Holding de Mercados y Sistemas Financieros, SA, representing approximately 5.01% of its share capital and CAIXABANK’s entire holding in said company. All shares were placed with institutional and/or qualified investors.

The placement amounted to EUR 124 million, generating consolidated gross gains of EUR 47 million.

- ***CAIXABANK bolsters its strategic agreement with the Erste Foundation, raising its stake in Erste Group Bank to 9.9%***

On 15 December 2014, a public announcement was made of the renewal of the strategic agreement signed in 2009 with the Erste Foundation, the Erste Group Bank’s main shareholder.

Under the terms of the new agreement, and after receiving the go-ahead from the Austrian market watchdog, CAIXABANK became a stable shareholder of Erste Group Bank, joining a group of Austrian savings banks and a number of their foundations, along with the holding company, WSW. Together, they hold a 30% stake in Erste Group Bank.

In addition, CAIXABANK increased its stake in Erste Group Bank on the same date from 9.1% to 9.9% after acquiring 3.5 million shares from the Erste Foundation. A 9.92% stake was held at 31 March 2016.

At the May 2015 Annual General Meeting of Erste Group Bank, the appointment of a second member of Erste Group Bank's Supervisory Board as approved, as proposed by CAIXABANK.

- ***Purchase of Zurich Insurance Company Ltd's stake in CAN Seguros Generales and its subsequent sale to SegurCaixa Adeslas, SA***

In line with the plan to reorganise Banca Cívica's insurance portfolio, in June 2014, CAIXABANK purchased Zurich Insurance Company Ltd's 50% stake in CAN Seguros Generales and as a result wound up the joint venture held by the two companies.

The total amount paid was EUR 32,000 thousand, including the penalty for early termination specified in the partnership agreements signed with the Zurich insurance group. Further, as part of the purchase price allocation for Banca Cívica, CAIXABANK had previously recognised an accounting provision to cover the aforementioned penalty, which was applied in the transaction.

Immediately after the purchase, and in virtue of the agreements in place between CAIXABANK and the Mutua Madrileña Group, the Company sold 100% of CAN Seguros Generales to SegurCaixa Adeslas, SA de Seguros y Reaseguros for EUR 46,700 thousand.

- ***Stake in The Bank of East Asia, LTD (BEA)***

In 2014, CAIXABANK acquired shares in BEA for EUR 160,075 thousand. Further, as part of the scrip dividend programme carried out by BEA in March 2014, CAIXABANK opted to receive shares for a market value of EUR 23,996 thousand. At 31 December 2014, CAIXABANK's stake in BEA was 18.68% (17.30% at 31 March 2016).

- ***Stake in Repsol, SA***

CAIXABANK elected not to transfer its bonus subscription rights and receive 4,013,062 shares under the Repsol Flexible Dividend programme on 16 June 2014. These shares had a market value of EUR 75,907 thousand. In addition, under the Repsol Flexible Dividend programme of 17 December 2014, CAIXABANK opted to receive the cash payment from the sale of the rights allocated, for EUR 75,767 thousand. At 31 December 2014, CAIXABANK's stake in Repsol was 11.89% (10.21% at 31 March 2016).

2015:

- ***2015-2018 Strategic Plan***

With the 2011-2014 Strategic Plan satisfactorily concluded, CAIXABANK developed a new strategic four-year vision, from 2015 through to 2018. Actions in the coming years will take place against a backdrop of gradual economic recovery, a continuation of very low interest rates, the start-up of the European banking union, and the unstoppable progress of technology and innovation in customer relations. The new Strategic Plan will also take into account the challenge facing the financial system, namely to recover high levels of confidence and reputation. This is a clear opportunity for CAIXABANK.

The CAIXABANK Group defined five strategic lines for 2015-2018:

1. Customer focus: being best-in-class in terms of quality and reputation
2. Attaining recurring returns above the cost of capital
3. Actively managing capital
4. Leading the digitalisation of banking

5. Having the best prepared and most dynamic team possible

The CAIXABANK Group is rolling out the 2015-2018 Strategic Plan: “To lead the pack in trust and profitability” with the objective of being a leading financing group in Spain with a global reach, recognised for its social responsibility, service excellence, financial robustness and ability to innovate.

In order to ensure the organisation is in line with its strategic guidelines, the Bank is implementing various cross-cutting projects and improving key processes with a significant impact on achieving its targets.

- ***Acquisition of Barclays Bank, SAU***

On 31 August 2014, CAIXABANK announced an agreement with Barclays Bank PLC to acquire Barclays Bank, SAU.

On 2 January 2015, CAIXABANK acquired the entire capital of Barclays Bank, SAU, after securing the necessary clearance from the regulatory authorities.

The arrangement embraces the retail banking, wealth management and corporate banking arms of Barclays Bank in Spain, but excludes the investment banking and card businesses.

CAIXABANK paid Barclays Bank PLC EUR 815.7 million for the purchase.

Value of Barclays Bank, SAU’s assets and liabilities

Following the acquisition and provisional allocation of the purchase price, certain adjustments were made to the equity of Barclays Bank, SAU so as to ensure that its assets and liabilities were measured at fair value at 31 December 2014

With these adjustments to Barclays Bank, SAU’s equity now completed (EUR -249 million, net), negative goodwill in respect of the price actually paid stands at EUR 602 million, net.

Inclusion of the assets and liabilities of Barclays Bank, SAU’s business since 1 January 2015 led to growth of approximately 5-6% in CAIXABANK’s total pre-integration assets, affecting all balance sheet headings. The integration of Barclays Bank, SAU led to increases of 4-8% across the various headings of the Group’s income statement.

Approval of take-over merger

On 30 March 2015, the Boards of Directors of CAIXABANK and Barclays Bank, SAU approved the Joint Merger Project between CAIXABANK (absorbing company) and Barclays Bank (absorbed company).

This merger entailed: The winding up of Barclays Bank; and (ii) the transfer en bloc of its assets and liabilities to CAIXABANK, which acquired, by universal succession, all the former’s rights and obligations. The public deed formalising the take-over merger of Barclays Bank, S.A.U. (absorbed company) by CAIXABANK (absorbing company) was placed on record in the Barcelona Companies Register on 14 May 2015.

- ***Agreement to sell the stake in Boursorama and Self Trade Bank***

On 18 June 2015, CAIXABANK announced the sale of its entire stake in Boursorama to the Société Générale Group in a deal worth EUR 218.5 million. The stake accounted for 20.5% of the company’s share capital plus voting rights. The price paid by Société Générale was the same as that offered to the minority shareholders during the simplified takeover bid and squeeze-out procedure of 2014, i.e. EUR 12 per share.

The sale marked an end to the alliance between Société Générale and CAIXABANK, which began in 2006 following the sale of CaixaBank France to Boursorama. It also cancels the shareholder agreement signed in May 2006 and renegotiated in March 2014 by the two institutions.

CAIXABANK also announced the sale to Boursorama of its entire stake in Self Trade Bank, the joint venture that both entities held in Spain. The stake represented 49% of the bank's share capital. The transaction signalled the end of the joint venture and of the agreements signed by Boursorama and CAIXABANK in July 2008.

Consolidated after-tax gains from both deals totalled approximately EUR 38 million and had a 19 basis-point impact on CAIXABANK's fully loaded CET1 ratio. The transactions formed part of the 2015-2018 Strategic Plan to cut the capital charge for the investee portfolio.

- ***Takeover bid launched for ordinary shares of Portuguese bank BPI***

On 17 February 2015 CAIXABANK submitted a notice to the Portuguese stock market regulator, the Comissão do Mercado de Valores Mobiliários (CMVM), announcing its intention to launch a takeover bid for ordinary shares in the Portuguese bank, BPI.

The offer was voluntary and set a cash price of EUR 1.329 per share. The price was the weighted average of the last six months' prices and considered to be fair in accordance with Portuguese regulations. The offer was directed at all BPI's share capital not owned by CAIXABANK and was conditional on: (i) obtaining acceptance from more than 5.9% of the shares issued, so that CAIXABANK, considering its current stake of 44.1%, would go on to hold more than 50% of BPI's share capital after the operation; and (ii) the removal of the 20% restriction on the voting rights held by a single shareholder established in Article 12.4 of BPI's Bylaws at the appropriate Annual General Meeting. For this restriction to be removed, 75% of the share capital attending the BPI Annual General Meeting or represented therein needed to vote in favour of the motion and CAIXABANK could only exercise 20% of the voting rights.

On 18 June 2015, CAIXABANK reported that its Board of Directors had approved a filing to the CMVM requesting the withdrawal of the tender offer for BPI shares announced on 17 February, given that the condition concerning the elimination of the voting cap foreseen in BPI's Bylaws was not fulfilled at the vote during BPI's Annual General Meeting held the day before.

On 18 April 2016, CAIXABANK announced that its Board of Directors had decided to launch a voluntary takeover bid for Banco BPI.

The VTO price is EUR 1.113 per share in cash, and was conditional upon removal of the Banco BPI voting rights restriction, because it would involve more than 50% of BPI's capital, and obtaining the pertinent regulatory approvals. The bid price was the average weighted price of Banco BPI shares for the six months prior to the bid.

Prior to the announcement, CAIXABANK held conversations with the ECB to keep it informed of the situation and requested a suspension of any administrative proceedings against Banco BPI related to its large exposure breach. In response to this request, and as reported by CAIXABANK on 22 June 2016, the Supervisory Board of the ECB decided to grant CAIXABANK a period of four months to solve Banco BPI's large exposure breach. This four-month period would start following the conclusion of the acquisition of BPI by CAIXABANK on the understanding that this will take place before the end of October 2016.

The ECB Supervisory Board also decided to put on hold during this period the on-going sanction proceeding against Banco BPI for the large exposure breach prior to 2015, as reported by BPI in section 3 of its significant event filing of 19 April 2016.

CAIXABANK was informed that the ECB Supervisory Board had taken these decisions in the context of the takeover bid announced and that the decisions were subject to effective acquisition by CAIXABANK of control of BPI.

- ***Stake in The Bank of East Asia, LTD (BEA)***

Change in the stake in The Bank of East Asia from 18.68% to 17.24% at 31 December 2014 and 2015, respectively, as a result of the net impact of an increase on deciding to receive shares by way of two scrip dividends, totalling EUR 53,995 thousand, and the dilution stemming from the private placement of shares by The Bank of East Asia para Sumitomo Bank.

At 31 March 2016, the ownership interest totals 17.30%, having opted to receive shares by way of a scrip dividend, of EUR 26,152 thousand.

2016:

- ***Stake in Repsol, SA and early full redemption of bonds exchangeable for Repsol shares***

In November 2013, CAIXABANK issued bonds exchangeable for Repsol shares named "Unsecured Mandatory Exchangeable Bonds due 2016" for a total nominal amount of EUR 594.3 million (hereinafter, "Exchangeable Bonds").

On 28 January 2016, the CAIXABANK Board agreed to fully redeem the Exchangeable Bonds.

The Exchangeable Bonds were redeemed by delivering the underlying Repsol shares to the bondholders. The redemption date of the Exchangeable Bonds was 3 March 2016, and the underlying shares were delivered on 10 March 2016. Approximately 5,479.45 Repsol shares were delivered for each Exchangeable Bond, along with a cash consideration of EUR 1,340.16 for accrued interest, and a cash consideration of EUR 3,048.90 for a make-whole fee, all in accordance with the terms and conditions of the Exchangeable Bonds.

As a result, after deducting the Exchangeable Bonds held by it, CAIXABANK delivered 29,824,636 shares representing 2.069% of Repsol's share capital and paid an aggregate amount of EUR 23,889,653.58.

The decision to redeem the bonds early by delivering the shares does not detract from CAIXABANK's intention to continue holding a similar stake in Repsol as it has to date, allowing it to exert a significant influence over the company.

At 31 March 2016, the stake in Repsol was 10.21%.

- ***Swap with CriteriaCaixa of stakes in The Bank of East Asia and Grupo Financiero Inbursa for treasury shares and cash***

On 3 December 2015, the Board of Trustees of "la Caixa" Banking Foundation and the Boards of Directors of CAIXABANK and CriteriaCaixa, SAU (Criteria or CriteriaCaixa) entered into a swap arrangement whereby CAIXABANK undertook to deliver to CriteriaCaixa its stakes in The Bank of East Asia and Grupo Financiero Inbursa in exchange for treasury shares and cash.

The asset swap arrangement with Criteria announced on 3 December 2015 was completed on 30 May 2016 after obtaining clearance from all the authorities and complying with the conditions set forth in the swap agreement entered into on said date (the Swap Agreement).

Under the Swap Agreement, CAIXABANK has transferred to Criteria its shareholding in The Bank of East Asia, Limited (BEA), representing approximately 17.30% of its share capital, and in Grupo Financiero Inbursa, S.A.B. de C.V. (GFI), representing approximately 9.01% of this company's capital. Meanwhile, Criteria has transferred to CAIXABANK a number of the latter's treasury shares representing approximately 9.89% of its share capital and a cash amount set at EUR 678 million.

As a result of the Swap Agreement, the shareholder agreements relating to BEA and GFI were amended accordingly in order for Criteria to take over CAIXABANK's position as the new shareholder. CAIXABANK will remain as a banking partner to both banks to continue cooperating with them in commercial activities. If making strategic investments in banks that operate on the American continent and in the Asia-Pacific, CAIXABANK will keep its commitment to make such investments through GFI and BEA, respectively, except in the case of GFI, if that bank decides not to participate in the investment.

The transfers included in the Swap Agreement had a net negative impact of EUR 14 million on CAIXABANK's consolidated result at the reporting close, and an impact on the Level 1 regulatory capital (CET1) ratio of approximately -0.3% (phase-in) and +0.2% (fully loaded). CAIXABANK's pro-forma regulatory CET1 ratio at 31 March 2016 was 12.5% (phase-in) and 11.8% (fully loaded).

The swap arrangement has enabled CAIXABANK to achieve the objective of the 2015-2018 Strategic Plan of reducing by a third the weight of the capital charge of investee portfolios, from 16% at year-end 2014 to below 10% by the end of 2016. Thanks to the deal, the weight of the capital charge of minority holdings comes in at 8% (pro-forma at December 2015).

At CAIXABANK's Annual General Meeting on 28 April 2016, shareholders approved the Board of Directors' resolution to reduce share capital by EUR 584,811,827 by redeeming 584,811,827 treasury shares, equivalent to the number of CAIXABANK shares that were to be subsequently acquired from CriteriaCaixa under the aforesaid Swap Agreement (9.9%). At the CAIXABANK Annual General Meeting, shareholders also authorised the Board of Directors to set the date for carrying out this share capital reduction within a maximum of six months from the acquisition date of the treasury shares under the Swap Agreement. CAIXABANK's shareholders also voted at the Annual General Meeting to authorise the Board of Directors not to carry out the reduction in capital, if, depending on its corporate interests and due to new developments that could affect CAIXABANK, the reduction becomes inadvisable, irrespective of whether or not the necessary authorisations to complete the capital reduction are granted.

- ***Stake in Visa Europe Ltd.***

Visa Inc.'s acquisition of Visa Europe Ltd was completed on 21 June 2016. Given the CAIXABANK Group's stake in Visa Europe Ltd., classified as available-for-sale, this transaction involved recognising a gross gain of approximately EUR 165 million (EUR 115 million, net) in the Group's consolidated income statement for the second quarter of 2016.

5.2. Investments

5.2.1. Description (including the amount) of the Issuer's principal investments for each financial year for the period covered by the historical financial information up to the date of the Registration Document

The most significant equity investments and divestments by the CAIXABANK Group in 2015, 2014 and 2013 are those referred to in the previous section. The most significant transactions and information on property, plant and equipment are included in the following table.

(EUR million)	31/12/2015		31/12/2014		31/12/2013		TOTAL 2013 -2014 -2015	
	Investment	Divestment	Investment	Divestment	Investment	Divestment	Investment	Divestment
The Bank of East Asia	54		184		38		276	
Repsol	101		76				177	
Erste Group Bank			68				68	
GF Inbursa						1,012		1,012
Telefónica	569	470	74	72	66	144	709	686
Bolsas y Mercados Españoles SHMSF				77				77
Treasury shares	39	30	61	57	269	382	369	469
Total listed stakes	**763**	**500**	**463**	**206**	**373**	**1,538**	**1,599**	**2,244**
Boursorama, SA		179						179
Self Trade Bank SA		39						39
Brilliance-Bea Auto Finance	23						23	
GP Brasil Serviços Pagamento	6						6	
Investbya Holding, SL		11						11
GDS-Risk Solutions, Correduria de Seguros SL		4						4
Servihabitat Gestión inmobiliaria					98		98	
Servihabitat Servicios inmobiliarios					15		15	
Real estate management business						80		80
Cajasol Vida y Pensiones					60		60	
Cajasol Seguros Generales					60	109	60	109
Caja Canarias Vida y Pensiones					51		51	
Sareb					32		32	
Inversiones Financieras Agval				69				69
Can Seguros Generales			32	54			32	54
Total non-listed stakes	**29**	**233**	**32**	**123**	**316**	**189**	**377**	**545**
Total stakes	**792**	**733**	**495**	**329**	**689**	**1,727**	**1,976**	**2,789**
Property, plant and equipment for own use (1)	348	140	229	13	361	73	938	226
Investment property (1)	223	188	607	307	28	232	858	727
Total tangible assets	**571**	**328**	**836**	**320**	**388**	**305**	**1,795**	**953**

(1) Net investments include additions, disposals and additions of business combinations in the movement of these balance sheet headings. Do not include transfers of assets from other headings. Divestments shown net of accumulated depreciation.

Goodwill generated from investments in associates shown in the previous table has been as follows:

(EUR million)	31/12/2015	31/12/2014	31/12/2013
The Bank of East Asia		38	6
Other		1	2
Total investments in associates	**0**	**39**	**8**

Pre-tax gains or losses from the most significant divestments have been as follows:

(EUR million)	31/12/2015	31/12/2014	31/12/2013
GF Inbursa (*)			67
Boursorama, SA y Self Trade Bank, SA (*)	38		
Telefónica	99	18	17
Bolsas y Mercados Españoles SHMSF		47	
Inversiones Financieras Agval		26	
Negocio Gestión Inmobiliaria			255
CajaSol Seguros Generales			79
Total	**137**	**91**	**418**

(*) After-tax gain

No individually material equity investments took place in the first quarter of 2016. On the other hand, divestments included that of Repsol following the early fully redemption of bonds exchangeable for Repsol shares, and the divestment of Grupo Financiero Inbursa and The Bank of East Asia.

Moreover, Visa Inc.'s acquisition of Visa Europe Ltd was completed on 21 June 2016. Given the CAIXABANK Group's stake in Visa Europe Ltd., classified as available-for-sale, this transaction involved recognising a gross gain of approximately EUR 165 million (EUR 115 million, net) in the Group's consolidated income statement for the second quarter of 2016.

See details of these transactions in Section *5.1.5 Significant events in the Issuer's business.*

The market value of the most significant holdings at 31 December 2015, 2014 and 2013 is shown below:

(EUR thousand)	31/12/2015		31/12/2014		31/12/2013	
	% own.[1]	Market value	% own.[1]	Market value	% own.[1]	Market value
Repsol, SA [2]	12.14%	1,720,158	11.89%	2,495,322	12.02%	2,867,253
Grupo Financiero Inbursa [2]	9.01%	987,801	9.01%	1,280,346	9.01%	1,227,582
The Bank of East Asia, LTD [2]	17.24%	1,556,516	18.68%	1,454,995	16.51%	1,161,265
Erste Group Bank, AG	9.92%	1,232,556	9.92%	820,070	9.12%	992,831
Banco BPI, SA [2]	44.10%	700,927	44.10%	659,167	46.22%	781,234
Telefónica	5.01%	2,553,453	5.25%	2,912,260	5.37%	2,894,819
Boursorama, SA [3]					20.68%	148,396
Market value		**6,197,958**		**6,709,900**		**7,178,561**

(1) Direct and indirect stakes

(2) See section 5.1.5. Significant events in the Issuer's business

(3) Sold in 2015, see section 5.1.5. Significant events in the Issuer's business. Delisted on 28 May 2014, following squeeze-out offer by Société Générale

5.2.2. Description of the Issuer's principal investments that are in progress, including the geographic distribution of these investments (home and abroad) and the method of financing (internal or external)

At the date of this Registration Document, the principal potential investment in progress at CAIXABANK stems from the takeover bid for Banco BPI described in Section 5.1.5.

5.2.3. Information concerning the Issuer's principal future investments on which its management bodies have already made firm commitments

At the date of this Registration Document, the principal potential investment in progress at CAIXABANK stems from the takeover bid for Banco BPI described in Section 5.1.5.

CAIXABANK has launched a voluntary tender offer (VTO) for all the BPI shares not held at a price of 1.113 EUR/share, subject to the elimination of the voting cap, obtaining more than 50% of share capital after the VTO, and regulatory approvals.

The main expected economic impacts on CAIXABANK after the VTO would be as follows:

Post-takeover ownership interest scenario	Earnings per share impact (Year 3)*	Capital (fully loaded CET 1) impact	Cash payment in takeover (EUR million)
51%	+4.9%	-97 bp (0.97%)	112
70%	+8.9%	-116 bp (1.16%)	420
100%	+15.2%	-146 bp (1.46%)	906

*Pre-funding and based on Bloomberg consensus at 15 April 2016. Year 3 equivalent to 2018E plus full impact of synergies.

After announcing the arrangement, CAIXABANK underlined its objective to maintain a fully-loaded CET1 ratio of 11% and a post-transaction ratio of 12%. CAIXABANK's liquidity stood at EUR 49,555 million at 31 March 2016.

6. BUSINESS OVERVIEW

6.1. Principal activities

6.1.1. Description of, and key factors relating to, the nature of the Issuer's operations and its principal activities, stating the main categories of products sold and/or services performed for each financial year for the period covered by the historical financial information

CAIXABANK's business is founded on a universal banking model based on quality, an accessible and personalised service, with a wide range of products and services that are adapted to customers' various needs and an extensive multi-channel distribution network. It also has holdings in international banking groups and stakes in service-sector companies.

Quantitative information by business segment is provided in Section 6.2 of this document.

a) BANKING AND INSURANCE BUSINESS

This is the CAIXABANK Group's core business and includes the entire banking business (retail banking, business banking, corporate banking, cash management and markets) and insurance business, primarily carried out in Spain through the branch network and the other complementary channels. It encompasses the activity and the profits generated from the Group's 13.8 million customers at December 2015, including individuals, companies and public bodies. It also incorporates the liquidity management and the Asset and Liability Committee (ALCO), and income from the financing of the equity investment business.

CAIXABANK's principal activity is the provision of financial services (receipt of customers' deposits and lending, as well as providing all types of banking and insurance services: payment methods, securities trading, currency exchange, etc.) and insurance services, with commercial management tailored to customer needs.

a. Individual and business banking

Targeted at individuals with net worth of up to EUR 60,000 and at businesses (retail establishments, freelance workers, self-employed professionals, micro-companies and farmers) with annual turnover of up to EUR 2 million. Individual banking has a premium multi-channel platform staffed by teams focused on increasing customer interaction opportunities and boosting sales effectiveness.

With 5,183 branches dedicated to commercial banking, this is CAIXABANK's legacy business, and the bedrock of the rest of its specialised value propositions. It boasted upwards of 13 million customers at the end of 2015.

In 2015, the integration of Barclays Bank, SAU *(see Section 5.1.5)* enabled CAIXABANK to strengthen its leadership and build on its position as a benchmark company, with a share of 28.3% of customers, 24.0% considering those who use CAIXABANK as their main bank (source: FRS Insmark).

The market shares of direct salary deposits – a key customer relationship indicator – rose to 25.0% at 31 March 2016 (source: in-house based on Social Security figures).

b. Premier banking

A new value proposition to continue consolidating our leadership in financial advisory services, thanks to our own financial planning model, professionals with certified training and exclusive conditions for customers.

This division offers made-to-measures solutions for customers with assets of between EUR 60,000 and EUR 500,000 through 1,500 specialist managers and 4,900 branch managers with business portfolios.

c. __Private banking__

This is CAIXABANK's specialist arm that manages asset portfolios of over EUR 500,000. CAIXABANK's value proposition was reinforced when new managers joined from Barclays Bank SAU, helping to consolidate the Bank as one of the best private banking outfits in the country, with 38 private banking centres across Spain, and upwards of 480 specialist private banking managers and centre managers.

CAIXABANK has been selected by Euromoney as the best private banking entity in Spain two years running (2015 and 2016).

d. __Business banking__

This arm provides specialised services to businesses which have a turnover of between EUR 2 million and EUR 200 million through 105 business centres and 1,260 specialists. Customers also receive support through the branch network. As well as being served by business managers, companies are supported by CAIXABANK specialists in finance and services, cash management and foreign trade. These professionals bring experience and know-how in high-added value products for customers.

Some 44.9% of Spanish businesses are CAIXABANK customers (of companies with a turnover of EUR 1-100 million. 2014 penetration rate as per FRS Inmark survey. Financial Behaviour of Companies Study, 2015).

In 2015, CAIXABANK was the first in Europe to obtain the AENOR Conform quality certification for corporate banking advisory services, which certifies an optimal level of management and customer service.

e. __Corporate and institutional banking__

A new business division called Corporate & Institutional Banking (CIB) was launched in October 2015, specialising in major corporates and public entities. It arose from merging Corporate Banking, Institutional Banking and the main specialised products associated with these businesses, such as public, private, real estate and tourism project finance, syndicated loans, mergers and acquisitions, capital markets and transactional banking.

CIB serves over 500 groups of companies with turnovers upwards of EUR 200 million, providing them with a highly specialised, tailor-made service. It has more than 200 senior specialists whose goal is to ensure CAIXABANK is the go-to bank for their customers, providing value propositions and anticipating customers' needs.

f. __Insurance business__

CAIXABANK rounds out its catalogue of banking products and services with a specialised offering of life insurance, pension plans and general insurance products.

The insurance business is run through VidaCaixa, a solely-owned subsidiary of CAIXABANK. The company offers its 4.2 million-plus customers a plethora of life insurance and pension solutions.

It forges relations with its customers through CAIXABANK's branches and other face-to-face channels (brokers and consultants), and through direct, telephone and online communication channels.

VidaCaixa operates in the life business and is a leading shareholder of SegurCaixa Adeslas, which focuses on the non-life business, holding a 49.9% stake (Mutua Madrileña is SegurCaixa Adeslas' controlling shareholder with a 50% stake).

In 2015, VidaCaixa boasted EUR 60,396 million of assets under management – 10.1% higher year on year. Of this amount, EUR 23,156 million comprises pension plans and voluntary pension schemes ("EPSV" for their initials in Spanish), up 16.3%. The remaining EUR 37,230 million comprises life insurance, which has risen 6.5%.

At year-end 2015, VidaCaixa led the Spanish market with a 30.4% share of the life insurance market, 21.5% of pension plans in terms of funds managed, and 22.6% of savings insurance in terms of funds managed (source: Spanish insurance research body, *Investigación Cooperativa entre Entidades Aseguradoras* (ICEA) and Spanish association of collective investment institutions and pension funds, *Asociación de Instituciones de Inversión Colectiva y Fondos de Pensiones* (INVERCO).

In the retail segment, VidaCaixa sells risk-life insurance linked and not linked to bank loans. It also has a wide range of complementary savings products comprising various types of life insurance and a raft of pension plans. Life insurance product offered include: life annuities, individual systematic savings plans ("PIAS" for their initials in Spanish), individual long-term, savings insurance ("SIALP" for their initials in Spanish), and guaranteed pension plans ("PPA" for their initials in Spanish).

VidaCaixa has a specific offering of pension plan and life insurance products for SMEs and self-employed professionals, specifically tailored to their insurance and pension requirements. Lastly, VidaCaixa serves large companies and groups under the VidaCaixa Previsión Social brand, offering a plethora of made-to-measure risk-life insurance, savings-life insurance and pension plans, in accordance with the specific characteristics of each large group.

SegurCaixa Adeslas is the leading health insurance company in Spain, boasting a 28.4% share of the health insurance market. It is the second largest home insurance provider (source: ICEA). In 2015, the company collected premiums of EUR 3,029 million.

g. International business

CAIXABANK supports its international customers and collaborates with businesses through a direct presence in the form of operational branches and representative offices; and through banking investees and through long-term relationships with multilateral bodies and central banks.

- **Operational branches**

CAIXABANK has operational branches in Poland (Warsaw), Morocco (Casablanca and Tangiers) and the UK (London); these offices provide financing and financial services to Spanish companies with interests and activities in those countries and to local businesses with commercial ties with Spain

- **Representative offices**

The representative offices in Europe, located in Italy (Milan), France (Paris) and Germany (Frankfurt), provide advisory services to multinationals with subsidiaries in Spain, with respect to the products and services CAIXABANK can offer them to meet their financing needs in Spain.

Outside the European Union, CAIXABANK has representative offices in China (Beijing and Shanghai), Turkey (Istanbul), Singapore, United Arab Emirates (Dubai), India (Delhi), Egypt (Cairo), Chile (Santiago), Colombia (Bogota), the US (New York) and South Africa (Johannesburg). It is opening offices in Brazil (Sao Paulo), Algeria (Algiers), Hong Kong and Peru (Lima).

The representative offices advise Spanish companies with projects abroad and provide them with information on contract tenders and the requisite procedures. They also serve as a link with local financial institutions and guide customers in their local banking arrangements.

In countries in which CAIXABANK has neither a direct nor an indirect presence (through its associate banks), it has a **network of correspondent banks** – over 3,100 – which help its customers with their business operations abroad.

To reinforce its expansion effort and become more competitive at a global level, CAIXABANK **enters into long-term strategic alliances with multinational institutions** whose areas of influence coincide with its priority growth markets.

In 2015, for example, it stepped up its foreign trade transactions through the International Finance Corporation (World Bank Group). It has also continued backing SMEs under programmes supported by the European Commission through the European Investment Bank and the European Investment Fund.

It has also helped Spanish companies investing abroad by providing co-finance with the European Bank for Reconstruction and Development and the Inter-American Investment Corporation.

h. Business support: Group investees

CAIXABANK's subsidiaries provide operational support to the banking activity, thereby contributing to achieving the entity's commercial targets and ensuring a high level of customer service excellence. The main subsidiaries – split into two groups: those offering specialised financial services and real estate and other service subsidiaries – are listed below, along with details of their activity and the ownership interest held at 31 December 2015:

Specialised financial services and banking

Name	Participation	Activity
CaixaBank Asset Management, SGIIC, SAU	100%	Management of collective investment institutions
CaixaBank Consumer Finance	100%	Consumer finance
Nuevo MicroBank , SAU	100%	Financing of micro-credits
Caixa Card 1 EFC, SA (*)	100%	Management of card business
GestiCaixa, SGFT, SA	100%	Management of securitisation funds
Comercia Global Payments, SL	49%	Management of payment processes in retail outlets through credit cards and card terminals
CaixaBank Electronic Money, EDE, SL	80%	Payment instrument issuer

Real estate and other services

Name	Participation	Activity
BuildingCenter, SAU	100%	Holding and management of real estate assets deriving from lending business
Servihabitat Servicios Inmobiliarios, SL	49%	Administration, management and sales of real estate
Silk Aplicaciones, SL	100%	Management of Group's IT architecture
e-la Caixa, SA (**)	100%	Management of electronic channels
GDS-CUSA, SA	100%	Non-performing loans management and other legal and litigation services
Caixa Emprendedor XXI, SA	100%	Support to innovative start-ups with growth potential

(*) Name changed to CaixaBank Payments on 1 June 2016.
(**) Name changed to CaixaBank Digital Business on 1 April 2016.

b) INVESTEE BUSINESS

At 31 December 2015, CAIXABANK held stakes in a number of international banking groups, service providers and other companies.

- **Banco BPI (44.10% at 31/12/2015)**

BPI is the third largest Portuguese private financial group by turnover, with total assets of approximately EUR 41,000 million and a commercial network of 597 branches in Portugal and 191 in Angola. Its core business is commercial banking targeted at companies, institutions and individuals. Through its investment in Banco Fomento Angola (BFA), this entity is also a leading player in this emerging market *(source: BPI's 2015 financial statements).*

Together with CAIXABANK, BPI provides a specialised service to major groups in Spain and Portugal from shared centres in Madrid and Lisbon. The Iberian Business Solutions service also provides business customers with preferential collection and payment services and conditions, enabling them to operate between Portugal and Spain as if they were performing domestic transactions.

Four members of BPI's board are from CAIXABANK.

See information on the takeover bid for BPI in Section *5.1.5. Significant events in the Issuer's business* and Section *5.2.3. Information concerning the Issuer's principal future investments on which its management bodies have already made firm commitments*

- **Erste Group Bank AG (9.92% at 31/12/2015)**

Erste Group Bank AG is the second-largest banking group in Austria and one of the leaders in Central and Eastern Europe in terms of total assets. It operates in Austria, the Czech Republic, Romania, Slovakia, Hungary, Croatia and Serbia, serving over 16 million customers. It has 2,735 branches and total assets of around EUR 200,000 million *(source: Erste Group Bank's 2015 financial statements).*

On 15 December 2014, CAIXABANK renewed its strategic agreement with Erste Group Bank AG. The agreement enables CAIXABANK to be a stable partner of Erste Group Bank AG, joining a group of Austrian savings banks and a number of their foundations, along with the holding company, Wiener Städtische Wechselseitige Versicherungsverein. As a whole, they hold 30% of Erste Group Bank's capital.

CAIXABANK has two representatives sitting on Erste Group Bank AG's Supervisory Board, as approved at the May 2015 Annual General Meeting of Erste Group Bank AG.

- **The Bank of East Asia -BEA- (17.24% at 31/12/2015)**

Bank of East Asia (BEA) has around EUR 93,000 million in assets, and 263 branches. It is the leading independent private bank in Hong Kong and one of the best positioned foreign banks in China, where its presence dates back to 1920. Through its subsidiary, BEA China, it has a burgeoning network of more than 125 branches in this country. It offers retail, corporate and investment banking services. It also serves the Chinese community abroad through its branches in Southeast Asia, North America and the United Kingdom *(source: BEA's 2015 financial statements).*

The collaboration between CAIXABANK and BEA extends to co-financing projects led by Spanish and Chinese groups, foreign trade operations and fostering the sharing of know-how. Together with car dealer Brilliance, the entities have also set up a joint venture to finance auto loans in China, which started operating in May 2015

The swap with CriteriaCaixa of stakes in The Bank of East Asia and Grupo Financiero Inbursa for treasury shares and cash was completed on 30 May 2016.

For further information on the swap with CriteriaCaixa see Section *5.1.5. Significant events in the Issuer's business*.

- **Grupo Financiero Inbursa -GFI- (9.01% at 31/12/2015)**

Grupo Financiero Inbursa (GFI) is the largest financial group in Mexico in terms of assets under management/custody, number six in terms of total assets (EUR 23,000 million), and one of the best-positioned entities in the insurance segment. It is a leader in commercial banking in the country, with 543 branches *(source: GFI's 2015 financial statements).*

Throughout 2015, CAIXABANK continued to support GFI's retail banking expansion plan for Mexico by providing know-how and sharing best practices in branch office management, the use of sales tools and the implementation of a culture of service excellence service that spurs value creation and enhances customer loyalty.

The swap with CriteriaCaixa of stakes in The Bank of East Asia and Grupo Financiero Inbursa for treasury shares and cash was completed on 30 May 2016.

For further information on the swap with CriteriaCaixa see Section 5.1.5. Significant *events in the Issuer's business*.

- **Repsol (12.14% at 31/12/2015)**

Repsol is an international vertically integrated (exploration & production, refining & marketing) oil and gas company with a presence in more than 40 countries. It has total assets of approximately EUR 63,000 million *(source: Repsol 2015 financial statements and website).*

At 31 March 2016, the stake held reduced to 10.21% basically due to the early full redemption of the bonds exchangeable for Repsol shares. See information in Section *5.1.5. Significant events in the Issuer's business*.

- **Telefónica (5.01% at 31/12/2015)**

Telefónica is an integrated telecommunications operator, with a presence in 17 countries in Europe and Latin America, where it is primarily focusing growth. It generates over 73% of its revenue outside Spain, and is the benchmark carrier in the Spanish- and Portuguese-speaking markets. Its customer base now tops 322 million and it has total assets in excess of EUR 122,000 million *(Source: Telefónica 2015 financial statements and annual report*).

6.1.2. An indication of any significant new products and/or services that have been introduced and, to the extent the development of new products or services has been publicly disclosed, give the status of development

The main products and services sold by CAIXABANK are as follows:

- Equity mutual funds: unsecured funds with an investment ethos of generating a return at maturity, i.e. there is an option tied to an equities index: FonCaixa Valor 97/50 EuroStoxx, FonCaixa Valor 97/50 EuroStoxx 2, FonCaixa Valor 95/30 and FonCaixa Valor 97/20 EuroStoxx.
- FonCaixa Selección Alternativa: global multi-strategy alternative investment fund.
- FonCaixa Renta Fija Subordinada Clase Plus and Platinum: Mixed euro fixed income fund. At least 50% invested in subordinated debt, of which a maximum of 70% comprise exchangeable bonds. Exposure to equities is capped at 15%, which may or may not derive from the conversion of exchangeable bonds.
- FonCaixa Interés 3: Investment fund investing in the public and private fixed income assets of eurozone and OECD issuers.
- FonCaixa Destino 2022, 2030, 2040 and 2050 Clase Estándar and FonCaixa Destino 2022, 2030, 2040 and 2050 Clase Plus: Dynamic investment funds for customers due to retire around 2022, 2030, 2040 and 2050, respectively, which provide an adequate return over these time horizons through a diversified strategy of investing in fixed income, global equities and other alternative assets.
- FonCaixa DP Inflación 2024: Investment fund whose benchmark is the yield on inflation-linked Spanish public sector bonds maturing on 30/11/2024, held from acquisition until maturity, less fees and costs.
- CABK Destino 2022, 2030, 2040 and 2050 Plan de Pensiones and CABK Destino 2022, 2030, 2040 and 2050 Premium Plan de Pensiones.: Individual pension plans for customers due to retire around

2022, 2030, 2040 and 2050, respectively, which provide an adequate return over these time horizons through a diversified strategy of investing in fixed income, global equities and other alternative assets.

- CABK Destino 2022 and 2030 Plan de previsión social individual: Dynamic individual pension plans for customers due to retire around 2022 and 2030, respectively, which provide an adequate return over these time horizons through a diversified strategy of investing in fixed income, global equities and other alternative assets.
- CABK RV USA PP: Individual pension plan that invests 100% of assets in equities, taking positions in listed companies in the US market.
- Renta Vitalicia Inversión Flexible (Flexible Annuity Income Plan): Insurance that guarantees the holder a monthly payment for life on payment of a single premium. Returns are higher than other types of annuity where the death benefit is guaranteed, because both the death benefit and surrender value are linked to the value of the related investments. Premiums are invested in two portfolios with differing investment policies, which constitute the insurance-related investment, and are split into units that are assigned to the policy according to the premium amount.
- PIAS Estrella: comprehensive assured savings plan designed to generate regular savings for the future. Regular monthly contributions must be between EUR 50 and EUR 100. An interest rate of 1% is offered for the first 12 months of the agreement. VidaCaixa Mixed Investment 9: unit-linked comprehensive life insurance in which the holder assumes the investment risk associated with the policy. In the event of the insured party's death, beneficiaries receive additional principal. The customer's contribution is invested in a related portfolio, known as MIXTO 90/10 9 (linked to the worst-performing share in a basket).
- VVidaCaixa Inversión Mixto 10, 11, 12, 13, 14, 15 and 16: unit-linked comprehensive life insurance in which the holder assumes the investment risk associated with the policy. In the event of the insured party's death, beneficiaries receive additional principal. The customer's contribution is invested in a related portfolio, known as MIXTO 90/10 10, 11, 12, 13, 14, 15 and 16 (linked to the worst-performing share in a basket).
- CVO Mixto Protección 90/10 XIII: financial instrument which a customer's investment is remunerated in two tranches: a 90% fixed-rate tranche and a 10% floating-rate tranche.
- CVO Mixto Protección 90/10 Índices I, II, III, IV, V, VI and VII: financial instrument which a customer's investment is remunerated in two tranches: a 90% fixed-rate tranche and a 10% floating-rate tranche.
- CVO Mixto Protección 80/20 V: financial instrument which a customer's investment is remunerated in two tranches: an 80% fixed-rate tranche and a 20% floating-rate tranche.
- CVO Mixto Protección 90/10 Índices I, II, III, IV, V, VI and VII: financial instrument which a customer's investment is remunerated in two tranches: an 80% fixed-rate tranche and a 20% floating-rate tranche.
- Reverse Interés Fijo 2% a 1 año (1Y 2% Reverse Fixed Income): Financial instrument with no guarantee that principal will be reimbursed; product with risk of loss of principal, which a customer can invest in for a period of a year and receive interest annually at a fixed rate.
- Upward-adjusted Structured Note with Eurostoxx 50 Protection (capped maximum return). Issue III, IV and V: Structured note issued by CAIXABANK, the return on which is Eurostoxx 50-linked. On maturity, if the Eurostoxx 50 index is up, the instrument will pay a percentage of the increase in the index from the date on which the initial level is set, with a capped maximum return. If the Eurostoxx 50 falls, a minimum percentage of the initial principal will be refunded.
- Upward-adjusted Structured Note with Eurostoxx 50 Protection. Issue I and II: Structured note issued by CAIXABANK, the return on which is Eurostoxx 50-linked. Product matures after six years. On maturity, if the Eurostoxx 50 index is up, the instrument will pay a percentage of the increase in the index from the date on which the initial level is set. If the Eurostoxx 50 falls, a minimum percentage of the initial principal will be refunded.

- Nota Estructurada Óptimo de Entrada Telefónica (Telefónica Initial Optimum Structured Note): Structured note issued by CAIXABANK, the return on which is linked to an underlying: Telefónica shares, for a period of three years. In initial benchmark is set as the lowest share price in the first three months of the product term. On maturity, if the Telefónica share price is up versus the benchmark, 100% of the share price rise is paid. If the Telefónica share price falls, the return is negative and losses could be incurred.
- Eurostoxx 50 Fixed Income Structured Note: Structured note issued by CAIXABANK, the return on which is Eurostoxx 50-linked. Maximum term of three years, although it may be cancelled early by CAIXABANK. The product pays a fixed rate of 3.00% per annum. On maturity, if the Eurostoxx 50 has fallen, part or all of the initial nominal amount may be lost.
- Altamar Infrastructure Income VC Fund: Venture capital fund of funds, the core objective of which is to invest in the infrastructure sector and make selective investments in the over-the-counter market and co-investments.
- Galdana Ventures I VC Fund: Venture capital fund of funds, the core objective of which is to invest in the international venture capital sector and make selective investments in the over-the-counter market and co-investments.
- Hipoteca Estrella fijo 30 (Estrella Fixed Income Mortgage 30): Mortgage loan. Enables entire principal to be drawn at the start of the arrangement, provided a home is pledged as collateral, to finance the acquisition of a customer's primary residence or second home. A maximum interest rate discount of 1.20% is offered for contracting a variety of products and services. Term of up to 30 years.
- Préstamo Auto Bonificado (Auto Loan with Rebate): personal loan to finance vehicle repairs and/or purchases of new or second-hand vehicles, offering rebates for direct salary deposits. Term of up to 6 years.

6.2. Main markets

Information on the CAIXABANK Group's consolidated income statement by business segment is provided below.

CAIXABANK Group consolidated income statement by business segment (*)

(EUR million)	Banking and insurance			Equity			TOTAL CaixaBank Group		
	2015	2014	2013 (**)	2015	2014	2013 (**)	2015	2014	2013 (**)
Interest income	8,373	8,791	9,301				8,373	8,791	9,301
Interest expense	(3,804)	(4,328)	(4,855)	(216)	(308)	(491)	(4,020)	(4,636)	(5,346)
Net interest income	**4,569**	**4,463**	**4,446**	**(216)**	**(308)**	**(491)**	**4,353**	**4,155**	**3,955**
Dividends and income from investments accounted for under the equ	143	112	76	435	379	370	578	491	446
Net fee and commission income	2,013	1,825	1,760				2,013	1,825	1,760
Gains/(losses) on financial assets and liabilities and other income ar	764	396	198	18	73	6	782	469	204
Gross income	**7,489**	**6,796**	**6,480**	**237**	**144**	**(115)**	**7,726**	**6,940**	**6,365**
Recurring operating expenses	(4,059)	(3,770)	(3,944)	(4)	(3)	(3)	(4,063)	(3,773)	(3,947)
Non-recurring operating expenses	(543)		(839)				(543)		(839)
Pre-impairment income	**2,887**	**3,026**	**1,697**	**233**	**141**	**(118)**	**3,120**	**3,167**	**1,579**
Pre-impairment income stripping out extraordinary expenses	**3,430**	**3,026**	**2,803**	**233**	**141**	**(118)**	**3,663**	**3,167**	**2,685**
Impairment losses on financial assets and others	(2,353)	(2,579)	(4,329)	(163)			(2,516)	(2,579)	(4,329)
Gains/(losses) on disposal of assets and others	(234)	(404)	1,584	268	18	186	34	(386)	1,770
Profit/(loss) before tax from continuing operations	**300**	**43**	**(1,048)**	**338**	**159**	**68**	**638**	**202**	**(980)**
Income tax expense	113	350	1,136	68	68	152	181	418	1,288
Profit/(loss) after tax	**413**	**393**	**88**	**406**	**227**	**220**	**819**	**620**	**308**
Profit/(loss) attributable to minority interests and others	5		(8)				5		(8)
Profit/(loss) attributable to the Group	**408**	**393**	**96**	**406**	**227**	**220**	**814**	**620**	**316**

(*) See further details in 2015 income statement for management purposes in Section 9.2 of this document.
(**) The information shown for 2013, presented for comparison purposes only, has been adjusted to include the changes in criteria for preparation adopted in 2014, as well as the impact of the 2013 restatement on applying IFRIC 21 and IAS 8 in relation to Deposit Guarantee Fund contributions.

In 2015, the allocation of capital to the investee business was brought into line with the Group's new corporate objective of maintaining a Common Equity Tier 1 (CET1) fully loaded ratio of over 11%. The capital allocated to the business takes into account both the consumption of capital by risk-weighted assets of 11% (10% in 2014 and 2013) and all applicable deductions. Therefore, as the CAIXABANK Group's entire capital is distributed, the difference between shareholders' equity and regulatory capital allocated to the investee business is allocated to the banking and insurance business.

Segment operating expenses include both direct and indirect expenses, which are allocated in accordance with internal distribution methods.

a. Banking and insurance business

Total assets of the "Banking and insurance business" at 31 December 2015 amounted to EUR 333,097 million, of which EUR 7,961 million were non-current assets held for sale. Total liabilities stood at EUR 313,304 million, and equity at EUR 19,713 million. Total customer funds using management criteria amounted to EUR 296,599 million, and gross customer loans and advances at EUR 206,437 million. The cost-to-income ratio stripping out extraordinary expenses was 54.2%.

This segment includes the result of the Group's insurance companies, mainly VidaCaixa, whose retail products are distributed to the same customer base and through the CAIXABANK branch network. Net profit for Grupo VidaCaixa in 2015 amounted to EUR 340 million. Key indicators for Grupo VidaCaixa at year-end 2015 included on-balance sheet assets of EUR 59,835 million, mathematical provisions of EUR 37,229 million and premiums earned in the year of EUR 6,936 million.

Total assets of the "Banking and insurance business" at 31 December 2014 amounted to EUR 327,331 million, of which EUR 7,248 million were non-current assets held for sale. Total liabilities stood at EUR 307,584 million, and equity at EUR 19,747 million. Total customer funds using management criteria amounted to EUR 271,758 million, and gross customer loans and advances at EUR 197,185 million. The recurring cost-to-income ratio was 55.5%.

Total assets of the "Banking and insurance business" at 31 December 2013 amounted to EUR 329,459 million, of which EUR 6,215 million were non-current assets held for sale. This business's total liabilities amounted to EUR 309,209 million. Equity stood at EUR 20,250 million. Total customer funds using management criteria amounted to EUR 258,291 million, and gross customer loans and advances at EUR 207,231 million. The recurring cost-to-income ratio was 58.4%.

Information for 2015 for the banking and insurance business is presented separately from the non-core real estate business, as these assets receive special treatment. Since the first quarter of 2015, the non-core real estate activity includes:

- Non-core developer lending. The developer loan management model has been redefined in 2015, with the assignment of a team and centres manned by managers who specialise in the developer loans included in this activity that requiring special monitoring and management.

- Foreclosed real estate assets (available for sale and rental) mainly owned by the real estate subsidiary BuildingCenter.

- Other real estate assets and interests.

Details of the banking and insurance business and its key ratios at the 2015 close are provided hereon:

EUR million	Banking and insurance		
	Exc. non-core real estate	Non-core real estate	Total
Interest income	8,228	145	8,373
Interest expense	(3,570)	(234)	(3,804)
Net interest income	**4,658**	**(89)**	**4,569**
Dividends and income from investments accounted for under the equity method	122	21	143
Net fee and commission income	2,011	2	2,013
Gains/(losses) on financial assets and liabilities and other income and expenses	977	(213)	764
Gross income	**7,768**	**(279)**	**7,489**
Recurring operating expenses	(3,954)	(105)	(4,059)
Non-recurring operating expenses	(543)		(543)
Pre-impairment income	**3,271**	**(384)**	**2,887**
Pre-impairment income stripping out extraordinary expenses	**3,814**	**(384)**	**3,430**
Impairment losses on financial assets and others	(1,698)	(655)	(2,353)
Gains/(losses) on disposal of assets and others	446	(680)	(234)
Profit/(loss) before tax from continuing operations	**2,019**	**(1,719)**	**300**
Income tax expense	(408)	521	113
Profit/(loss) after tax	**1,611**	**(1,198)**	**413**
Profit/(loss) attributable to minority interests and others	5		5
Profit/(loss) attributable to the Group	**1,606**	**(1,198)**	**408**
Total assets	317,780	15,317	333,097
ROTE	10.1%*		2.6%
Recurring cost-to-income ratio	50.9%		54.2%
NPL ratio	6.0%	81.8%	7.9%
NPL coverage ratio	57%	53%	56%

(*) ROTE stripping out non-recurring items related with the acquisition and integration of Barclays Bank, SAU (negative goodwill, €602 million; non-recurring expenses, €-259 million ; asset impairment due to obsolescence, €-64 million) and to the labour agreement (€-284 million).

b. Equity investments business

The gross income of the investee business includes income from the equity accounting of the respective investments and from dividends, net of the related financing charge, equivalent to the opportunity cost of holding the investment over the long term and determined based on a long-term rate plus a credit spread, adapted in 2015 to trends in market conditions.

Total assets of this business at 31 December 2015 amounted to EUR 11,158 million, of which EUR 8,440 million related to investments in companies accounted for using the equity method, which contributed income of EUR 242 million. Capital assigned amounted to EUR 3,976 million.

Total assets of this business at 31 December 2014 amounted to EUR 11,292 million, of which EUR 8,031 million related to investments in companies accounted for using the equity method, which contributed income of EUR 201 million. Assigned equity stood at EUR 3,626 million.

Total assets of the investee business at 31 December 2013 amounted to EUR 10,861 million, of which EUR 7,454 million related to investments in companies accounted for using the equity method, which contributed income of EUR 273 million. Assigned equity stood at EUR 3,009 million.

Information on the Group’s investments and measurement criteria is provided hereon:

– Investments accounted for using the equity method are measured on the basis of the best available estimate of their underlying carrying amount at the date of preparation of the financial statements.

- For listed companies, the latest public figures are used.

- Otherwise, the latest actual or estimated data available at the date of preparation of these notes to the CAIXABANK Group's financial statements is used.

Investments in associates and jointly controlled entities

(EUR thousand)		31/12/2015	31/12/2014	31/12/2013
Listed		9,039,873	8,473,337	8,079,577
	Underlying carrying amount	*7,661,298*	*7,146,459*	*6,798,681*
	Goodwill	*1,378,575*	*1,326,878*	*1,280,896*
Non-listed		1,254,812	1,467,501	1,338,853
	Underlying carrying amount	*953,697*	*1,093,865*	*1,019,701*
	Goodwill	*301,115*	*373,636*	*319,152*
Subtotal		**10,294,685**	**9,940,838**	**9,418,430**
Less:				
	Impairment allowances	(620,991)	(674,441)	(644,760)
Total		**9,673,694**	**9,266,397**	**8,773,670**

The CAIXABANK Group has a methodology in place for performing a quarterly assessment of potential indicators of impairment in the carrying amount of these companies. Specifically, it assesses non-listed investees' business performance and, where applicable, the companies' share prices throughout the period and the target prices published by renowned independent analysts. The Group uses the data to determine the fair value of the investment and, if this exceeds the carrying amount, it considers that there are no indications of impairment.

The CAIXABANK Group carried out impairment tests to assess the recoverable amount of its investments and verify the valuation adjustments recognised.

The analyses carried out at 31 December 2015 showed no need to recognise any significant impairment losses.

The provisions for equity investments at 31 December 2015 amounted to EUR 621 million (EUR 674 million at 31 December 2014). The movements were as follows:

(EUR thousand)	2015	2014
Opening balance	**674,441**	**644,760**
Plus:		
Allowances recognised in profit or loss		26,097
Transfers to reserves and other	91,068	13,397
Less:		
Funds available in prior years	(132,786)	(536)
Amounts used	(11,732)	(9,277)
Closing balance	**620,991**	**674,441**

The following table presents the main listed companies at 31 December 2015, 2014 and 2013 classified under "Investments – Associates":

(EUR thousand)	31/12/2015		31/12/2014		31/12/2013	
	% own.[(1)]	Market value	% own.[(1)]	Market value	% own.[(1)]	Market value
Repsol, SA [(2)]	12.14%	1,720,158	11.89%	2,495,322	12.02%	2,867,253
Grupo Financiero Inbursa [(2)]	9.01%	987,801	9.01%	1,280,346	9.01%	1,227,582
The Bank of East Asia, LTD [(2)]	17.24%	1,556,516	18.68%	1,454,995	16.51%	1,161,265
Erste Group Bank, AG	9.92%	1,232,556	9.92%	820,070	9.12%	992,831
Banco BPI, SA [(2)]	44.10%	700,927	44.10%	659,167	46.22%	781,234
Boursorama, SA [(3)]					20.68%	148,396
Market value		**6,197,958**		**6,709,900**		**7,178,561**

(1) Direct and indirect stakes

(2) See section 5.1.5. Significant events in the Issuer's business

(3) Sold in 2015, see section 5.1.5. Significant events in the Issuer's business. Delisted on 28 May 2014, following squeeze-out offer by Société Générale

The table below presents a breakdown of the percentage of ownership interests and market value of the main listed companies classified as available-for-sale equity instruments as it is considered that the CAIXABANK Group does not exercise significant influence over them.

(EUR thousand)	31/12/2015		31/12/2014		31/12/2013	
Company	% interest	Market value	% interest	Market value	% interest	Market value
Telefónica, SA	5.01%	2,553,453	5.25%	2,912,160	5.37%	2,894,819
Bolsas y Mercados Españoles SHMSF, SA[1]			-	-	5.01%	115,872
Total ordinary income		**2,553,453**		**3,010,691**		**2,652,143**

(1) Sold in 2014, see section 5.1.5. Significant events in the Issuer's business.

Geographical diversification

The income of the CAIXABANK Group for 2015, 2014 and 2013 by segment and geographical area is as follows:

Geographical information: distribution of ordinary income (*)

(EUR million)	Banking and insurance			Investments			TOTAL CaixaBank Group		
	2015	2014	2013	2015	2014	2013	2015	2014	2013
Spain	12,617	12,511	12,929	50	376	88	12,667	12,887	13,017
Other countries	16	15	15	384	(15)	274	400	0	289
Total ordinary income	**12,633**	**12,526**	**12,944**	**434**	**361**	**362**	**13,067**	**12,887**	**13,306**

The information shown for 2013, presented for comparison purposes only, has been adjusted to include the changes in criteria for preparation adopted in 2014, as well as the impact of the 2013 restatement on applying IFRIC 21 and IAS 8.

(*) Corresponds to the following items on the CaixaBank Group consolidated income statement: Interest and similar income, Return on equity instruments, Share of profit/(loss) from entities accounted for using the equity method, Fee and commission income, Gains/(losses) on financial assets and liabilities (net), and Other operating income.

The distribution of CAIXABANK's operational branch network in 2015, 2014 and 2013 is as follows:

	31/12/2015	31/12/2014	31/12/2013 (*)
Autonomous Communities and Cities	No. of branches		
Catalonia	1,380	1,406	1,499
Andalusia	917	917	947
Madrid	637	677	687
Valencia	443	436	447
Canary Islands	258	262	272
Castile-Leon	250	237	248
Balearic Islands	207	207	212
Galicia	199	194	194
Basque Country	188	186	186
Navarre	157	158	160
Castile-La Mancha	153	149	152
Murcia	122	124	128
Aragón	87	87	87
Asturias	70	68	74
Extremadura	64	64	64
Cantabria	47	47	47
La Rioja	26	26	26
Ceuta	4	4	4
Melilla	2	2	2
Total branches in Spain	**5,211**	**5,251**	**5,436**
Representative offices	14	13	14
Operational branches	3	3	3
International branches(**)	**17**	**16**	**17**
Total branches	**5,228**	**5,267**	**5,453**

(*) 2013: includes relocated customer care centres. These are not included in 2014 and 2015.
(**) See information on international business in Section 6.1.1.

The Group actively manages the branch network through openings and mergers, always with the aim of ensuring the best possible service for CAIXABANK customers. Case-by-case analyses are conducted to ensure the best regional coverage and proximity to customers.

CAIXABANK serves 93% of towns and cities with more than 5,000 inhabitants.

6.3. <u>Where the information given pursuant to items 6.1. and 6.2. has been influenced by exceptional factors, mention that fact</u>

The information given in Sections 6.1. and 6.2. has been influenced by:

- The integration of Banco de Valencia in January 2013, which led to growth of approximately 6% in CAIXABANK's total pre-integration assets and the inclusion of 356 branches. The Banco de Valencia acquisition led to increases of 3-5%, across the various headings of the Group's income statement,

- The integration of Barclays Bank, SAU in January 2015, which led to growth of approximately 5-6% in CAIXABANK's total pre-integration assets, affecting all balance sheet headings, and the inclusion of 266 branches. The Barclays Bank, SAU integration led to increases of 4-8% across the various headings of the Group's income statement.

- The CAIXABANK Group has intensively streamlined the branch network in recent years. Consequently and in order to optimise and contain costs, in the first quarter of 2013 a personnel restructuring agreement was reached in CAIXABANK. These streamlining efforts gave rise to restructuring costs of EUR 839 million in 2013. In 2015, non-recurring costs of EUR 259 million were posted in relation to the Barclays Bank, SAU integration, along with EUR 284 million in connection with the labour agreement for the voluntary termination of 700 employment contracts in regions with an oversupply of personnel.

- The non-exceptional factors described in Sections 5.1.5 and 20.1. of this Registration Document.

6.4. If material to the Issuer's business or profitability, give summary information regarding the extent to which the Issuer is dependent on patents or licences, industrial, commercial or financial contracts or new manufacturing processes

The CAIXABANK Group's activities are not dependent on or significantly influenced by patents or licences, industrial contracts, new manufacturing processes or special commercial or financial contracts beyond those disclosed in Section 11 of this Registration Document.

6.5. The basis for any statements made by the Issuer regarding its competitive position

The Issuer always cites the source of any data on its competitive position included in this Registration Document.

7. ORGANISATIONAL STRUCTURE

7.1. If the Issuer is part of a group, a brief description of the group and the Issuer's position within it

CAIXABANK, SA and its subsidiaries compose the CAIXABANK Group (hereinafter "the CAIXABANK Group" or "the Group").

CAIXABANK is a public limited company (*sociedad anónima*) whose shares are admitted to trading on the Barcelona, Madrid, Valencia and Bilbao stock exchanges and on the continuous market, forming part of the IBEX 35 since 4 February 2008.

On 30 June 2011, as part of the restructuring of the Group, "la Caixa" transferred its banking business (except for certain assets, mainly real estate, and certain liabilities) to Criteria, now CAIXABANK, a banking group, and the latter transferred to "la Caixa" part of its industrial shareholdings and newly-issued shares for a total amount of EUR 2,044 million.

CriteriaCaixa is a wholly owned holding company of "la Caixa " Banking Foundation, which manages the Foundation's business assets, comprising its stake in CAIXABANK, as well as its stakes in strategic sectors, including energy, infrastructure, services and real estate.

CAIXABANK is a leader in the Spanish market in both the financial and insurance segments. It has also diversified into complementary activities, with investments in international banks, Telefónica and Repsol.

The welfare projects of "la Caixa" are the essential and unique feature of "la Caixa" Banking Group. Its mission is to channel part of the Group's financial earnings to social projects in order to provide solutions to the new challenges and needs facing communities today. The welfare projects aim to contribute to sustainable social transformation and create opportunities for all.

According to the provisions of Law 26/2013 on savings banks and banking foundations, and following its approval by the "la Caixa" General Assembly held on 22 May 2014, on 16 June 2014, the deed for the transformation of Caixa d'Estalvis i Pensions de Barcelona, "la Caixa", into a banking foundation was filed with the Foundations Registry, giving rise to the transformation of this entity and therefore the termination of the indirect exercise of "la Caixa" banking activities through CaixaBank, SA. The new banking foundation is called Caixa d'Estalvis i Pensions de Barcelona Banking Foundation, "la Caixa", and is subject to the supervision of the Bank of Spain in relation to its stake in CAIXABANK pursuant to the Law on Savings Banks and Banking Foundations.

"la Caixa" was transformed into a banking foundation as part of the reorganisation of the "la Caixa" Group. This entailed the following operations: (i) the transfer to Criteria – a wholly owned subsidiary of the current "la Caixa" Banking Foundation – of the stake previously held by the current "la Caixa" Banking Foundation in CAIXABANK. As result, as of 14 October 2014, the banking foundation's stake in CAIXABANK is held through Criteria, along with the debt instruments issued by "la Caixa"; and (ii) the dissolution and liquidation of the former "la Caixa" Foundation through the en bloc transfer of its assets and liabilities to the current "la Caixa" Banking Foundation (this liquidation was recorded in the Catalonian Foundations Register on 16 October 2014).

With the reorganisation now completed, "la Caixa" Banking Foundation performs the following principal activities: direct management of the welfare projects and, through Criteria, the management of its stake in CAIXABANK and of investments in non-financial sectors (mainly Gas Natural and Abertis).

On 26 May 2016, CriteriaCaixa issued a significant event notice reporting that:

I. At its request, the European Central Bank ("ECB") had informed it of the conditions under which it would be considered CriteriaCaixa would no longer exercise control over CAIXABANK for prudential purposes.

For CriteriaCaixa, the relevant conditions established by the ECB that the market must take into consideration are:

1. The voting and dividend rights of CriteriaCaixa in CAIXABANK must not exceed 40% of all voting and dividend rights. The reduction must allow new investors or new funds to enter the shareholding structure of CAIXABANK.

2. Proprietary directors of CriteriaCaixa at CAIXABANK must not exceed 40% of all directors. This same threshold must also be respected on the relevant Board committees. Any board member proposed by a shareholder that has an agreement with CriteriaCaixa will be considered a proprietary director of Criteria for these purposes. Accordingly, board members proposed by the savings banks (now foundations) formerly comprising Banca Cívica (which was absorbed by CAIXABANK) will be considered proprietary directors of CriteriaCaixa.

3. In relation to appointments of directors elected by the Board itself (co-opted), CriteriaCaixa's proprietary directors may vote only for the directors proposed by CriteriaCaixa and shall abstain in all other cases. With regards to appointments of directors by shareholders at the General Meeting, CriteriaCaixa may not object to the appointments proposed by the Board.

4. A lead director must be appointed from among the independent directors of CAIXABANK. This lead director will have extensive powers, including the authority to liaise with shareholders in corporate governance matters.

5. CAIXABANK may not grant CriteriaCaixa and/or "la Caixa" Banking Foundation financing that exceeds 5% of the eligible own funds at the sub-consolidated level of the CAIXABANK Group in the 12-month period following the deconsolidation, and thereafter the financing must be zero. In addition, indirect financing may not be provided by distributing debt instruments among CAIXABANK's customers.

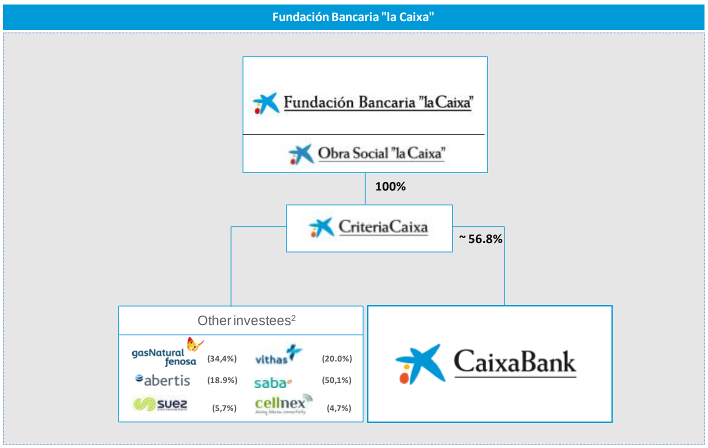
II. If the conditions set by the ECB are met, then the ECB will evaluate the situation of loss of Criteria's control of CAIXABANK. If the ECB confirms that control over CAIXABANK has been relinquished and in the absence of other controlling stakes in other banks, Criteria would cease to be a mixed financial holding company for the purposes of Regulation (EU) No 575/2013, and consequently, CriteriaCaixa's consolidated group would no longer be required to comply with the capital requirements set out in that regulation.

IV. That, in view of the aforementioned conditions, and taking into account the disincentive measures for maintaining control contained in Spanish Law 26/2013 governing savings banks and banking foundations, as well as the likelihood of the European Banking Resolution Authorities to define the scope of resolution at CriteriaCaixa Group level, with point of entry at that entity, which would effectively commit all of the Foundation's net worth to one single investment (CAIXABANK), the Board of Trustees of "la Caixa" Banking

Foundation and CriteriaCaixa's Board of Directors have agreed to place on record their intent to comply, before the end of 2017, with the aforementioned conditions such that the prudential deconsolidation of CriteriaCaixa with respect to the CAIXABANK Group may proceed.

V. CriteriaCaixa understands that, under International Financial Reporting Standards (IFRS 10 *Consolidated Financial Statements*) the fulfilment of the above mentioned conditions (for prudential deconsolidation) would imply the accounting deconsolidation.

The structure of "la Caixa" Banking Foundation at 31 March 2016 is as follows:



(1) 54% fully diluted.

(2) Also includes the stakes in Caixa Capital Risc, Mediterránea Beach and Golf Community, Aigües de Barcelona, Aguas de Valencia and the real estate business. Since 30 May 2016, it also includes the stakes in The Bank of East Asia and Grupo Financiero Inbursa.

CAIXABANK's main investees at 31 March 2016 are as follows:

Main investees at 31 March 2016	
Services	
Telefónica	5.01%
Repsol	10.21%
International banks	
Banco BPI	44.10%
GF Inbursa[1]	9.01%
The Bank of East Asia[1]	17.30%
Erste Group Bank	9.92%
Real estate	
BuildingCenter	100%
ServiHabitat Servicios Inmobiliarios	49.00%
Sareb	12.69%
Insurance	
VidaCaixa	100%
SegurCaixa Adeslas	49.92%
Financial services	
Comercia Global Payments	49.00%
CaixaBank Consumer Finance	100%
CaixaBank Asset Management	100%
Nuevo MicroBank	100%
CaixaCard[2]	100%
GestiCaixa	100%
Other auxiliary services	
SILK Aplicaciones	100%
e-la Caixa[3]	100%
GDS-Cusa	100%

(1) See information on swap with CriteriaCaixa of stakes in The Bank of East Asia and Grupo Financiero Inbursa for treasury shares and cash in Section *5.1.5. Significant events in the Issuer's business*.

(2) Name changed to CaixaBank Payments on 1 June 2016.

(3) Name changed to CaixaBank Digital Business on 1 April 2016.

7.2. A list of the Issuer's significant subsidiaries, including name, country of incorporation or residence, proportion of ownership interest and, if different, proportion of voting power held

A list of the subsidiaries and jointly controlled entities in the CAIXABANK Group at 31 December 2015 is provided hereon.

CaixaBank investments in subsidiaries of the CaixaBank Group

(EUR thousand)

Company name and line of business	Registered office	% interest Direct	% interest Total	Share capital	Reserves	Profit/(loss)	Cost of direct ownership interest (net)
Acuigroup Mare Mar, SL Acquiculture	Port area. Zona de relleno, 3 46520 Sagunto (Valencia)		99.98	58	-27,989	22	-
Aris Rosen, SAU Services	Av. Diagonal, 621-629 08028 Barcelona	100.00	100.00	15	93	2,526	3,999
Arquitrabe activos, SL Holder of property assets	Av. Diagonal, 621-629 08028 Barcelona	100.00	100.00	98,431	52,662	-23,277	129,658
Barclays Factoring, SA, EFC Factoring	C/Mateo Inurria, 15 28036 Madrid	100.00	100.00	5,200	27,418	792	32,618
Barclays Finance Agente de Banca, SA Operating leases	C/Mateo Inurria, 15 28036 Madrid	99.98	99.98	61	161	-	222
Biodiesel Processing, SL Research, creation, development and sale of biofuel manufacturing projects.	Av. Diagonal, 621-629 08028 Barcelona		100.00	100	-4,613	-	-
Bodega Sarría, SA Production and sale of wine	Finca Señorío de Sarría, s/n 31100 Puente la Reina (Navarra)		100.00	5,745	15,014	714	-
BuildingCenter, SAU Real estate services	Provençals, 35 - 37 08019 Barcelona	100.00	100.00	2,000,060	1,954,253	-1,427,470	2,698,713
Caixa Capital Biomed, SCR de Régimen Simplificado Venture capital company	Av. Diagonal, 613 3er A 08028 Barcelona	90.91	90.91	17,000	-4,247	-299	10,505
Caixa Capital Fondos, SCR de Régimen Simplificado, SAU Venture capital company	Av. Diagonal, 613 3er A 08028 Barcelona	100.00	100.00	100,000	-9,259	4,359	98,749
Caixa Capital Micro, SCR de Régimen Simplificado, SAU Venture capital company	Av. Diagonal, 613 3er A 08028 Barcelona	100.00	100.00	6,400	-441	1,061	5,932
Caixa Capital TIC SCR de Régimen Simplificado, SA Venture capital company	Av. Diagonal, 613 3er A 08028 Barcelona	80.65	80.65	20,001	-7,880	-320	11,300
Caixa Card 1 EFC, SA Finance	Gran Via Carles III, 94 entresol - Edifici Trade 08028 Barcelona	100.00	100.00	261,803	46,897	205,878	261,980
Caixa Corp, SA Holding company	Av. Diagonal, 621-629 08028 Barcelona	100.00	100.00	361	360	-11	585
Caixa Emprendedor XXI, SA Development of business and entrepreneurial initiatives	Av. Diagonal, 613 3er B 08028 Barcelona		100.00	20,149	4,816	-927	-
Caixa Preference, SAU Finance	Av. Diagonal, 621-629 08028 Barcelona	100.00	100.00	60	2,077	-23	2,154
CaixaBank Asset Management, SGIIC, SAU Management of collective investment institutions	Av. Diagonal, 621-629 Torre II Pl. 7 08028 Barcelona	100.00	100.00	81,910	41,323	63,023	89,350
CaixaBank Brasil Escritório de representaçao, LTDA Money intermediation	Avenida Macuco, 726, Conjunto 1709 04523-001 Sao Paulo (Brazil)	100.00	100.00	-	-	-	345
CaixaBank Consumer Finance Consumer finance	Gran Via Carles III, 87, baixos 1er. B 08028 Barcelona	100.00	100.00	135,156	45,176	33,958	132,391
CaixaBank Electronic Money, EDE, SL Payment entity	Gran Via Carles III, 84-98 Torre Est, pl. 1ª 08028 Barcelona		80.00	350	1,133	488	-
CaixaRenting, SAU Vehicle and machinery rentals	Gran Via Carles III, 87 08028 Barcelona		100.00	10,518	34,696	9,874	-
Caja Guadalajara participaciones preferentes, SA Finance	Av. Diagonal, 621-629 08028 Barcelona	100.00	100.00	61	247	2	309
Caja San Fernando Finance, SA Finance	Plaza San Francisco, 1 41004 Seville	100.00	100.00	60	24,774	-3,357	21,757
Cajasol participaciones preferentes, SAU Finance	Av. Diagonal, 621-629 08028 Barcelona	100.00	100.00	60	318	-4	159
Cestainmob, SL Property management	Av. República Argentina, 21 3ª planta módulo B 41011 Seville		100.00	120	749	-3	-
Club baloncesto Sevilla, SAD (*) Promotion and development of sports activities	Palacio Municipal De Deportes - C/ Dr. Laffon Soto s/n 41007 Seville	99.99	99.99	819	895	-1,113	-
Corporación Hipotecaria Mutual, EFC, SA Mortgage lending	Av. Diagonal, 621-629 08028 Barcelona	100.00	100.00	3,005	79,384	-1,773	80,666
Credifimo - Unión de crédito para la financiación mobiliaria e immobiliaria, EFC, SA Mortgage lending	Riera de Sant Miquel, 3 1er 08006 Barcelona	100.00	100.00	70,415	-56,463	-10,692	11,722
El monte participaciones preferentes, SA Finance	Av. Diagonal, 621-629 08028 Barcelona	100.00	100.00	60	-	-	-

CaixaBank investments in subsidiaries of the CaixaBank Group

(EUR thousand)

Company name and line of business	Registered office	% interest Direct	% interest Total	Share capital	Reserves	Profit/(loss)	Cost of direct ownership interest (net)
e-la Caixa, SA Management of electronic channels	Provençals, 35 08019 Barcelona	100.00	100.00	13,670	13,584	1,085	21,144
Estugest, SA Administrative activities and services	Av. Diagonal, 611 08028 Barcelona	100.00	100.00	661	1,699	18	2,212
GDS-CUSA, SA Services	Provençals, 39 (Torre Pujades) 08019 Barcelona	100.00	100.00	1,803	13,982	582	9,579
GestiCaixa, SGFT, SA Management of securitisation funds	Pere i Pons, 9-11 9è 3ª Edifici Màsters 08034 Barcelona	91.00	100.00	1,502	300	-320	2,630
Grupo Aluminios de Precisión, SL (*) Smelting	Merindad de Cuesta Urria, 26 09001 Burgos	100.00	100.00	3,000	4,903	-1,247	3,360
Grupo Riberebro Integral, SL (*) Vegetable processing	P.I. La Llaneda 26540 Alfaro (La Rioja)		60.00	-	884	-	-
Guadalcorchos, SA (L) Wood and cork industry	Plaza de Villasis, 2 41003 Seville		100.00	60	-	-	137
Guatazal, SL Real estate development	Av. Diagonal, 621-629 08028 Barcelona		100.00	56	1,758	-1,858	-
HipoteCaixa 2, SL Mortgage loan management company	Av. Diagonal, 621-629 08028 Barcelona	100.00	100.00	3	182,273	1,750	173,843
Hiscan Patrimonio, SAU Holding company	Av. Diagonal, 621-629 08028 Barcelona	100.00	100.00	46,867	481,585	-116,682	437,787
Hodefi, SAS Holding company	176, Avenue Charles de Gaulle 92200 Neuilly-sur-Seine (France)		100.00	136,110	40,434	40,292	-
Holret, SAU Real estate services	Av. Diagonal, 621-629 Torre II Pl. 5 08028 Barcelona	100.00	100.00	156,433	32,551	-11	202,396
Inversiones corporativas digitales, SL Holding company	Av. Diagonal, 621-629 08028 Barcelona		100.00	3	-3,187	77	-
Inversiones Inmobiliarias Oasis Resort, SL Services	Av. Del Mar, s/n (Urb.Costa Teguise) 35509 Teguise-Lanzarote (Las Palmas)	60.00	60.00	8,356	6,287	1,338	9,583
Inversiones Inmobiliarias Teguise Resort, SL Services	Av. Del Jablillo, 1 (Hotel Teguise Playa) 35509 Teguise-Lanzarote (Las Palmas)	60.00	60.00	7,898	12,653	2,356	11,218
Inversiones Valencia Capital, SA Holding company	Av. Diagonal, 621-629 08028 Barcelona	100.00	100.00	10,557	-2,228	1,413	2,105
Inversiones vitivinícolas, SL Production and sale of wine	Av. Carlos III, 8 31002 Pamplona		100.00	3	-365	-40	-
Leucanto Sale and purchase of real estate on own account	Av. Diagonal, 621-629 08028 Barcelona		100.00	7	1,543	-1,507	-
Mediburgos XXI, SAU (L) Property development and services	Av. De la Paz, 22 1º A 09004 Burgos	100.00	100.00	-	-	-	165
MediCaixa, SA Financial services	Av. Diagonal, 621-629 08028 Barcelona	100.00	100.00	120	-	-	144
Negocio de Finanzas e Inversiones II, SL Finance	Av. Diagonal, 621-629 08028 Barcelona	100.00	100.00	6	38,456	-20,943	18,960
Nuevo MicroBank , SAU Financing of micro-credits	Alcalá, 27 28014 Madrid	100.00	100.00	90,186	89,846	29,443	90,186
PromoCaixa, SA Product marketing	Gran Via Carles III, 105 1ª pl. 08028 Barcelona	99.99	100.00	60	1,872	5,332	1,644
Puerto Triana, SA Real estate developer specialised in shopping centres	C/ Gonzalo Jiménez de Quesada, 2 41092 Seville	100.00	100.00	64,290	95,080	-11,872	120,385
Recouvrements Dulud, SA Finance	176, Avenue Charles de Gaulle 92200 Neuilly-sur-Seine (France)		100.00	5,928	1,195	7	-
Río Sevilla 98 promociones inmobiliarias, SL Real estate development	Plaza San Francisco, 1 41011 Seville		51.01	434	-1,186	-34	-
Saldañuela residencial, SL Real estate	Plaza Villasís, 2 41003 Seville	68.60	68.60	26,159	-22,108	-699	1,289
SegurCajasol, SL (L) Advisory and consulting	Av. Diagonal, 621-629 08028 Barcelona		100.00	63	-	-	-
Sercapgu, SL Holding company	Av. Eduardo Guitián, 11 19002 Guadalajara	100.00	100.00	4,230	83	700	632
Servicaican, SAU (L) Property development and services	Av. Carlos III, 8 31002 Pamplona	100.00	100.00	90	-	-	211

CaixaBank investments in subsidiaries of the CaixaBank Group

(EUR thousand)

Company name and line of business	Registered office	% interest Direct	% interest Total	Share capital	Reserves	Profit/(loss)	Cost of direct ownership interest (net)
Servicio de Prevención Mancomunado del Grupo la Caixa, CB Health and safety advisory and prevention service and Development of preventive activities at companies	Gran Via Carles III, 103 08028 Barcelona	70.00	83.33	30	-	-	21
Silc Immobles, SA Real estate management and administration	Av. Diagonal, 615 08028 Barcelona		100.00	40,070	106,571	111	-
Silk Aplicaciones, SL Provision of IT services	Av. Diagonal, 615 08028 Barcelona	100.00	100.00	15,003	100,009	1,574	176,211
Sociedad de Gestión Hotelera de Barcelona Real-estate operations	Av. Diagonal, 621-629 08028 Barcelona		100.00	8,144	9,872	-433	-
Suministros Urbanos y Mantenimientos, SA Project management, maintenance, logistics and procurement	Provençals, 39 (Torre Pujades) 08019 Barcelona	100.00	100.00	1,803	6,758	4,756	2,053
Telefónica Consumer Finance, EFC, SA Consumer financing and financing for commercial transactions	Caleruega,102 planta 9 28033 Madrid		50.00	5,000	21,991	1,804	-
Tenedora de Vehículos, SA Operating leases	Local 3, pl. baixa drta. Edif. Estació de Renfe 08256 Rajadell (Barcelona)		65.00	600	1,156	4	-
VidaCaixa Mediación, Sociedad de Agencia de Seguros Vinculada, SAU Insurance agency	Juan Gris, 2 - 8 08014 Barcelona		100.00	60	2,241	2,000	-
VidaCaixa, SA de Seguros y Reaseguros Sociedad Unipersonal Direct life insurance, reinsurance and pension fund management	Complex Torres Cerdà. Juan Gris, 20 - 26 08014 Barcelona	100.00	100.00	1,347,462	1,476,265	309,667	2,251,712
Vipcartera, SL Property management	Pintor Sorolla, 2-4 46002 Valencia		100.00	4,214	-6,030	1,657	-

(L) Companies in liquidation.

(*) Companies classified as non-current assets held for sale

Note: The information corresponding to non-listed companies is based on the most recent data available (actual or estimated) at the time of preparation of this document.

Data relating to paid up capital, reserves and profit/(loss) have been standardised in the consolidated CaixaBank financial statements in accordance with IFRS.

Appendix 3 – CaixaBank joint ventures (jointly controlled entities)

(EUR thousand)

Company name and line of business	Registered office	% interest Direct	% interest Total	Assets	Liabilities	Ordinary income	Share capital	Reserves	Profit/(loss)	Total comprehensive income	Cost of direct ownership interest (net)	Dividends accrued in the year on total ownership interest
Banco europeo de finanzas, SA Activities of a wholesale or investment bank	Bolsa, 4 Planta Baja 29015 Malaga	39.52	39.52	95,297	298	752	60,702	20,806	77	81	32,057	-
Cartera Perseidas, SL Holding company	Paseo de recoletos, 29 28004 Madrid	40.54	40.54	172,141	23,312	60	59,900	24,255	-57,962	-57,962	23,788	-
Comercia Global Payments, Entidad de Pago, SL Payment entity	Gran vía Carles III, 98 entresol 08028 Barcelona	49	49	303,351	101,816	112,035	4,425	148,415	31,795	29,095	89,148	30,413
Cubican Infema, SL Real estate development	Conxita Supervia, 5 local altillo 08028 Barcelona		50	-	-	-	1,812	-1,812	-	-	-	-
Cubican XXI, SL Real estate development	Sagasta, 4 bajo 26001 Logroño		50	4,754	3,511	2	1,000	-1,000	-77	-77	-	-
Desarrollos Albero, SA Real estate	Plaza Nueva, 8 B 41004 Seville		50	-	-	-	10,000	-10,000	-	-	-	-
Global Payments South America, Brasil – Serviços de Pagamentos, SA (1) Payment methods	Rua dos Pinheiros, 610 - Cj. 83 05422-001 Sao Paulo Brazil	50	50	165,426	156,006	13,106	94,363	-58,557	-26,386	-26,386	2,628	-
Inversiones Alaris, SA Holding company	Av. Carlos III, 8 31002 Pamplona	33.33	66.67	200,676	181,924	72,128	11,879	-	72,128	72,128	-	-
Montealcobendas, SL Real estate	Orense, 23 Local 28004 Madrid		50	-	-	-	10,400	-10,400	-	-	-	-
Numzaan, SL (L) Real estate	Doctor Casas, 20 50008 Zaragoza		21.47	1,407	66,400	-	13,000	-13,000	-	-	-	-
SegurCaixa Adeslas, SA de Seguros Generales y Reaseguros Non-life insurance	Complex Torres Cerdà. Juan Gris, 20 - 26 08014 Barcelona		49.92	3,392,217	2,024,085	2,568,731	469,670	892,446	204,074	173,024	-	74,282
Vivienda protegida y suelo de Andalucía, SA Real estate development	Exposición, 14 - 2 Polígono PISA 41927 Mairena del Aljarafe (Seville)		50	18,831	26,369	37	2,290	-2,217	-57	-57	-	-

(L) Companies in liquidation.

(1) All data except the cost of the stake are in local currency: Brazilian real (thousand).

Note: The information corresponding to non-listed companies is based on the most recent data available (actual or estimated) at the time of preparation of this document.

Data relating to paid up capital, reserves and profit/(loss) have been standardised in the consolidated CaixaBank financial statements in accordance with IFRS.

The swap with CriteriaCaixa of stakes in Grupo Financiero Inbursa and The Bank of East Asia for treasury shares and cash was completed between 31 December 2015 and the date of filing this document. No other material changes have affected the information provided beforehand.

8. PROPERTY, PLANT AND EQUIPMENT

8.1. Information regarding any existing or planned tangible assets, including leased properties, and any major encumbrances thereon

CAIXABANK property, plant and equipment

- Tangible assets in the CAIXABANK Group's consolidated balance sheet, which included tangible assets for own use and investment property, totalled EUR 6,293,319 thousand in 2015 (EUR 6,404,416 thousand in 2014 and EUR 5,517,560 thousand in 2013).

- The properties classified as tangible assets deriving from the integrations were recognised at fair value at their respective business combination dates, calculated by updating available appraisal values and in line with movements in the price of premises and offices according to their location and use.

Details of and changes in "Tangible assets" and of the related accumulated depreciation in 2015, 2014 and 2013 are as follows:

- **Own use and leased out under operating leases**

(Thousands of euros)	2015			2014			2013		
	Land and buildings	Furniture, fittings and others	Total	Land and buildings	Furniture, fittings and others	Total	Land and buildings	Furniture, fittings and others	Total
Cost									
Opening balance	2,813,637	3,679,576	6,493,213	2,878,982	3,570,525	6,449,507	3,027,963	3,543,556	6,571,519
Inclusions due to business combinations	28,808	94,029	122,837			0	128,601	150,273	278,874
Inclusions	52,871	172,338	225,209	47,184	181,687	228,871	37,823	178,530	216,353
Removals	(2,904)	(421,227)	(424,131)	(6,738)	(21,517)	(28,255)	(52,505)	(140,308)	(192,813)
Transfers	(116,467)	(9,948)	(126,415)	(105,791)	(51,119)	(156,910)	(262,900)	(161,526)	(424,426)
Final balance	**2,775,945**	**3,514,768**	**6,290,713**	**2,813,637**	**3,679,576**	**6,493,213**	**2,878,982**	**3,570,525**	**6,449,507**
Accumulated depreciation									
Opening balance	(480,778)	(2,867,616)	(3,348,394)	(477,009)	(2,749,372)	(3,226,381)	(481,217)	(2,710,627)	(3,191,844)
Inclusions due to business combinations	(10,354)	(60,081)	(70,435)			0	(23,138)	(110,801)	(133,939)
Inclusions	(33,590)	(138,669)	(172,259)	(20,069)	(171,531)	(191,600)	(33,308)	(188,249)	(221,557)
Removals	2,626	281,781	284,407	630	14,002	14,632	459	119,085	119,544
Transfers	23,048	32,743	55,791	15,670	39,285	54,955	60,195	141,220	201,415
Final balance	**(499,048)**	**(2,751,842)**	**(3,250,890)**	**(480,778)**	**(2,867,616)**	**(3,348,394)**	**(477,009)**	**(2,749,372)**	**(3,226,381)**
Net own use	**2,276,897**	**762,926**	**3,039,823**	**2,332,859**	**811,960**	**3,144,819**	**2,401,973**	**821,153**	**3,223,126**

Property, plant and equipment for own use, are allocated to the Banking Business cash generating unit (CGU). At 31 December 2015, 2014 and 2013, impairment tests were performed on the net amount of the assets associated with the Banking Business CGU. The results of the tests carried out did not uncover any need to make allowances for the assets included under this heading.

However, the Bank carries out regular valuations of property for own use classified as “Land and buildings”. The market value of these assets at 31 December 2015 did not differ significantly from their carrying amounts.

In 2015 and 2014, property, plant and equipment for own use no longer in use were derecognised, leading to write-offs of EUR 139,244 thousand and EUR 8,392 thousand, respectively, recognised under “Impairment losses on other assets”.

At 31 December 2015, the Group had fully depreciated items of property, plant and equipment for own use amounting to EUR 2,265 million.

The CAIXABANK Group does not have significant commitments to acquire items of property, plant and equipment. Sales made in previous years with sale and leaseback agreements include buy options that may be exercised by CAIXABANK on termination of the lease agreement at the market value of the offices at that date, to be determined where appropriate by independent experts. In such sale and leaseback transactions, prospective monitoring of the transaction takes place, paying special attention to changes in market office rental prices compared to the contractual rents CAIXABANK is required to pay and the condition of the assets sold. The most significant of this type of transaction was in 2012, when 439 branches were sold to Soinmob Inmobiliaria, SAU and simultaneously leased under an operating lease for a mandatory period of 25 years.

At 31 December 2015, of the 5,211 branches in Spain, 61.8% are owned by the Group, 29.5% are leased, and the remaining 8.7% are leased through sale-and-leaseback transactions.

- **Investment property**

(Thousands of euros)	2015			2014			2013		
	Land and buildings	Furniture, fittings and others	Total	Land and buildings	Furniture, fittings and others	Total	Land and buildings	Furniture, fittings and others	Total
Cost									
Opening balance	3,985,455	70,941	4,056,396	2,828,281	165,296	2,993,577	1,358,926	89,868	1,448,794
Inclusions due to business combinations	26,926		26,926			0	7,994		7,994
Inclusions	190,518	6,010	196,528	590,917	15,654	606,571	19,051	2,535	21,586
Removals	(194,061)	(8,709)	(202,770)	(261,988)	(156,812)	(418,800)	(199,945)	(53,508)	(253,453)
Transfers	220,222	(5,403)	214,819	828,245	46,803	875,048	1,642,255	126,401	1,768,656
Final balance	**4,229,060**	**62,839**	**4,291,899**	**3,985,455**	**70,941**	**4,056,396**	**2,828,281**	**165,296**	**2,993,577**
Accumulated depreciation									
Opening balance	(172,640)	(32,398)	(205,038)	(129,605)	(120,285)	(249,890)	(77,605)	(54,669)	(132,274)
Inclusions due to business combinations	(66)		(66)			0	(1,957)		(1,957)
Inclusions	(50,046)	(3,701)	(53,747)	(38,338)	(2,005)	(40,343)	(24,031)	(5,980)	(30,011)
Removals	10,145	4,622	14,767	1,391	110,852	112,243	13,791	8,205	21,996
Transfers	86,503	21,399	107,902	(6,088)	(20,960)	(27,048)	(39,803)	(67,841)	(107,644)
Final balance	**(126,104)**	**(10,078)**	**(136,182)**	**(172,640)**	**(32,398)**	**(205,038)**	**(129,605)**	**(120,285)**	**(249,890)**
Impairment fund									
Opening balance	(590,213)	(1,548)	(591,761)	(411,222)	(38,031)	(449,253)	(147,513)		(147,513)
Inclusions due to business combinations	(11,794)		(11,794)			0			0
Provisions	(488,285)		(488,285)	(257,793)		(257,793)	(146,629)	(38,031)	(184,660)
Availabilities	294,527		294,527	278,497	36,483	314,980	100,000		100,000
Transfers	(180,330)	1,548	(178,782)	(251,430)		(251,430)	(218,464)		(218,464)
Utilisations	73,874		73,874	51,735		51,735	1,384		1,384
Final balance	**(902,221)**	**0**	**(902,221)**	**(590,213)**	**(1,548)**	**(591,761)**	**(411,222)**	**(38,031)**	**(449,253)**
Real estate investment	**3,200,735**	**52,761**	**3,253,496**	**3,222,602**	**36,995**	**3,259,597**	**2,287,454**	**6,980**	**2,294,434**
Total tangible assets	**5,477,632**	**815,687**	**6,293,319**	**5,555,461**	**848,955**	**6,404,416**	**4,689,427**	**828,133**	**5,517,560**

- Investment property is appraised annually using statistical methods, except for those over two years' old and special assets or assets not affected by repeat production. The appraisals led to the recognition of an impairment loss on investment property at 31 December 2015 of EUR -193,758 thousand and a EUR +57,187 thousand reversal of impairment at 31 December 2014, respectively. Additionally, write-offs of EUR 3,356 thousand and EUR 33,554 thousand were made in 2015 and 2014 respectively.

Rental income accrued on the operation of investment property is recognised under "Other operating income" in the income statement, totalling EUR 134 million in 2015, and operating expenses under "Other operating expenses", totalling EUR 75 million in 2015.

The Group's foreclosed real estate assets held for rent, recognised in the balance sheet as investment property, amounted to EUR 2,966 million at 31 December 2015. The occupancy rate of these properties at 31 March 2016 was 92%. Further information on foreclosed assets classified as non-current assets and inventories is provided in Section I (Risk factors) of this document.
The carrying amounts of assets do not differ significantly from their market value.

8.2. Description of any environmental issues that may affect the Issuer's utilisation of the tangible assets

No significant tangible asset items in the Group are affected by environmental issues of any type.

9. OPERATIONAL AND FINANCIAL ANALYSIS

9.1. Financial position

See Sections 3, 10, 20.1 and 20.6 of this Registration Document.

9.2. Operating results

Information on CAIXABANK's operating results

The income statement prepared in accordance with in accordance with applicable International Financial Reporting Standards (IFRS) as per the management format is shown hereon.

Income statement

CAIXABANK's income statement as per the management format is as follows:

EUR million	January - December		Change 2015-14	January - December	Change 2014-13
	2015	**2014**		**2013 (*)**	
Interest income	8,372	8,791	(4.8)	9,301	(5.5)
Interest expense	(4,019)	(4,636)	(13.3)	(5,346)	(13.3)
Net interest income	**4,353**	**4,155**	**4.8**	**3,955**	**5.1**
Dividend income	203	185	9.4	107	73.4
Share of profit/(loss) of entities accounted for using the equity method	375	306	22.7	339	(9.8)
Net fee and commission income	2,013	1,825	10.3	1,760	3.7
Gains/(losses) on financial assets and liabilities and others	867	640	35.5	679	(5.8)
Other operating income and expense	(85)	(171)	(50.4)	(475)	(64.0)
Gross income	**7,726**	**6,940**	**11.3**	**6,365**	**9.0**
Recurring administrative ezpenses, depreciation and amortisation	(4,063)	(3,773)	7.7	(3,947)	(4.4)
Extraordinary expenses	(543)			(839)	
Pre-impairment income	**3,120**	**3,167**	**(1.5)**	**1,579**	**100.5**
Pre-impairment income stripping out extraordinary expenses (**)	***3,663***	***3,167***	**15.7**	***2,685***	**18.0**
Impairment losses on financial assets and other provisions	(2,516)	(2,579)	(2.4)	(4,329)	(40.5)
Gains/(losses) on disposal of assets and others	34	(386)		1,770	
Profit/(loss) before tax	**638**	**202**	**215.6**	**(980)**	
Income tax expense	181	418		1,288	(67.6)
Profit/(loss) after tax	**819**	**620**	**31.7**	**308**	**101.1**
Profit/(loss) attributable to minority interests and others	5			(8)	
Profit/(loss) attributable to the Group	**814**	**620**	**31.4**	**316**	**96.3**

(*) The 2013 income statement has been restated to reflect the new treatment of contributions to the Spanish Deposit Guarantee Fund ushered in by IFRIC 21 and IAS 8.

(**) 2015: does not include EUR 543 million of non-recurring expenses associated with the integration of Barclays Bank, SAU and the labour agreement. 2013: does not include EUR-267 million for the impact of the new accounting entry for the Deposit Guarantee Fund, or EUR-839 million in Group restructuring costs.

The most notable year-on-year changes in 2015 were:

• The inclusion of the results of Barclays Bank, SAU impacted different headings of the year-on-year income statement comparison.

• Net interest income of EUR 4,353 million, +4.8%, largely driven by:

− Lower financing costs on retail savings, especially maturity deposits, which has brought down costs by 67 basis points (0.85% in the fourth quarter of 2015 to 1.52% in the same period of 2014).

− The change in income was down to lower returns on the loan portfolio in response to the drop in market interest rates, the removal of floor clauses from mortgage loan contracts arranged with individual customers, the inclusion of Barclays Bank, SAU, and more muted institutional activity (fixed income).

• Growth in fee and commission income of 10.3% to EUR 2,013 million. This was mainly due to the increase in assets under management in off-balance sheet products.

- Income from the investee portfolio totalled EUR 578 million (+17.7%). In 2015, lower profit attributable to Repsol was posted, while the non-recurring losses attributable to Erste Group Bank had an impact in 2014.

- Gains on financial assets and foreign exchange amounted to EUR 867 million (+35.5%).

- Income generation capacity with an 11.3% rise in gross income to EUR 7,726 million.

- Like-for-like recurring operating expenses (pro-forma including recurring expenses of Barclays Bank, SAU in 2014) fell 1.2%, thanks to cost containment and streamlining measures.

- Total expenses in 2015 include EUR 259 million in costs associated with the integration process of Barclays Bank, SAU and EUR 284 million related to the labour agreement reached in the second quarter.

- Recurring pre-impairment income rose 15.7%. Factoring in non-recurring costs, pre-impairment income stood at EUR 3,120 million (-1.5%).

- Impairment losses on financial and other assets (-2.4%) was affected by the decrease in insolvency allowances (-23.6%) and increase in other charges to provisions.

In 2015, other charges to provisions include the coverage estimated as per prudent criteria of contingencies deriving from legal proceedings in relation to the floor clauses present in some mortgage loans, most of which were originally arranged by investees. Write-downs of other assets are also included.

- Gains/(losses) on disposal of assets and other includes:

− In 2015, the negative goodwill arising from the integration of Barclays Bank, SAU (EUR 602 million) and asset impairment due to obsolescence also associated with the integration process (EUR 64 million).

− Proceeds from the sale of investments and foreclosed assets and other write-downs, mostly real estate.

- With regard to income tax, double taxation avoidance principles are applied to income contributed by investees, with a notable impact following the recognition of the negative goodwill arising from the integration of Barclays Bank, SAU. Non-recurring tax receipts were recognised in 2014 following the approval of the tax reform (EUR 310 million).

- Attributable profit posted by CAIXABANK in 2015 amounted to EUR 814 million (up +31.4% on 2014).

9.2.1 Information regarding significant factors, including unusual or infrequent events or new developments, materially affecting the Issuer's income from operations, indicating the extent to which income was so affected

- **Global and market trends**

The global economy reported sturdy annual growth of 3.1% in 2015, despite losing some momentum (3.4% in 2014) due to a poorer showing by emerging countries. Growth actually picked up pace slightly in developed economies during the year, though this was counteracted by the stunted growth seen in emerging nations.

There was also a mixed bag of results among developed countries. The United States and the United Kingdom enjoyed GDP gains of over 2% in 2015. In contrast, the euro area and Japan are lagging somewhat behind, particularly the latter. Growth within the euro area, while certainly not eye-catching, was nevertheless solid in the latter months of the year (1.5% for 2015 versus the 0.9% reported in 2014). Japan saw a slow but steady improvement (0.5% for 2015 versus -0.1% in 2014).

These differences between developed nations will likely result in different monetary approaches, which will in turn have a significant impact on both domestic economies and the global economy. In the United States, the Fed finally took the plunge after many months of hesitation and hiked the reference rate in December (25 basis points), marking the first raise in practically a decade. The decision was prompted by healthy levels of economic activity and solid job figures, plus the fact that inflation is expected to rise. This was certainly a major step towards full monetary normalisation, a process that first got under way back in 2013 with a set of tapering measures. Although this decision certainly removed one of the uncertainties hanging over the financial markets, risk assets have so far reacted negatively as we move into 2016. To be fair, the US economy was not to blame for this price correction, which was actually sparked by concerns about the speed at which the Chinese economy is slowing. Even so, the decision was reached at the meeting of the Fed held in January to keep a watchful eye on global events. It was announced that further interest rate hikes in 2016 will depend hugely on how the US economy performs and global events pan out. The UK will also hold a referendum on its European Union membership on 23 June. Uncertainty surrounding the possibility of Brexit could affect this country's economic growth. This coupled with global turbulence and low levels of inflation have prompted the governor of the Bank of England to declare that it could considerably delay normalisation of its monetary policy. Therefore, we do not expect to see any interest rate hike before early 2017.

Meanwhile, the monetary easing programmes of both the ECB and the Bank of Japan will continue. In March 2016, the ECB unveiled a new package of measures in response to what it considers a worsening of the macroeconomic outlook for the eurozone: further rate cuts (dropping its refinancing rate to 0.00% and its deposit rate to -0.40%), expanding its bond-buying programme (by a further EUR 20,000 million a month to reach EUR 80,000 million), including corporate debt in its bond-buying programme and four new bank liquidity auctions, which will be at negative rates provided certain conditions are met. These actions were more robust than expected. Taken together they will stimulate the provision of credit, reinforcing expectations of very low rates for a long time to come.

Although the ultimate impact of these measures on growth and inflation may be relatively slight and gradual, they can be expected to impact the corporate debt segment and certain aspects of the financial markets, e.g. affecting the prices of certain assets and bolstering investor confidence.

Turning to the emerging block, there was also a very mixed bag of results between countries. In the case of China, the country managed to post growth of 6.9% in 2015 despite lingering fears of a hard landing. Although certainly down on the 7.3% seen in 2014, growth for the year revealed only a mild economic slowdown following the transformation of the country's production-based model. This fact plus the fact that the Chinese authorities still have considerable room for manoeuvre in terms of economy policy; should help allay any further doubts concerning the health of the nation's economy. A number of key emerging nations, such as Mexico and India, and even Turkey -a country with worrying macroeconomic imbalances- closed out the year with better-than-expected growth. That said, a number of other emerging economies, notably Brazil and Russia, are in the depths of recession and are also facing considerable political (Brazil) and geopolitical (Russia) tensions. On the whole, therefore, emerging risk remains a very real concern, especially when we consider that certain key nations are in an extremely fragile state.

On a global scale, the contrasting economic situation between developed and emerging economies fed through to the stock markets in 2015, with developed markets clearly outperforming their less developed counterparts. In early 2016, asset prices have responded negatively, with prices across both advanced and emerging markets falling sharply, as have oil prices. Since March, however, investor confidence has been on the rise. There is no doubt that the accommodative messages from the Fed, significant expansionary measures by the ECB and the setting of negative interest rates by the Bank of Japan have played a crucial role in this shift. The most influential factor was confirmation that global economic growth continues to accelerate, even in a climate of heightened risk.

- **Performance in the eurozone and Spain**

The eurozone continued its steady economic recovery in 2015 on the back of temporary support factors such as cheaper commodity prices, the depreciation of the euro and the ECB's ongoing quantitative easing programme. Yet within the euro area, countries had a mixed showing, with higher levels of growth seen in those economies that have shown greater commitment to making the structural reforms. Internal demand was the main growth driver and is expected to remain so as we move into 2016.

In Spain, GDP growth stood at 3.2% in 2015, the highest among all the eurozone's main economies. After an extremely notable year in terms of GDP growth, our forecast for 2016 is that growth will slow to 2.8% as the impact of the temporary support factors in 2015, such as the tax cut and falling oil prices begins to fade. Nevertheless, some factors that help to sustain more balanced long-term growth will play a greater role.

Specifically, we expect further improvements in lending conditions, the real estate sector to rebound, and the structural reforms to continue bearing fruits, especially in the labour market.

The recovery of the Spanish economy in 2015 was certainly buoyed by the positive performance of the banking sector. The ECB's expansionary monetary policy and the gradual process of cleaning up bank balance sheets in recent years have put the credit markets back on track. New loans actually picked up pace last year, particularly new loans to households and SMEs (up 19.4% and 5.7% year on year at 31 December). The outstanding balance continues, however, to fall – albeit more slowly – due to the deleveraging of households and businesses (-4.3% year on year in 2015 compared to -7.1% in 2014). It is expected that demand for loans will increase in 2016 seeing as though the deleveraging process is now in an advanced stage.

On the supply side, banks are now better positioned to extend loans than was previously the case, since the bank restructuring and consolidation process has enabled them to improve their capital and liquidity. On a regulatory note, most noteworthy are the change in the treatment of deferred tax assets, removing uncertainty as to the compatibility thereof with EU legislation, and approval of a legislative royal decree regulating commissions for withdrawing cash from other banks' ATMs. The construction of an effective banking union also continues in 2015. European bank recovery and resolution rules were also transposed into Spanish law, enabling more flexible intervention in failing financial institutions with a lower burden on public coffers. Negotiations also commenced on a European bank deposit insurance scheme – the last step towards completion of the banking union.

In short, the Spanish economy is being buoyed by temporary drivers, but it can also be seen that the reforms of recent years have paved the way for more robust and balanced growth. Existing risks have not, however, diminished, especially beyond Spain's borders due to the potential slowdown of emerging economies. Shoring up the foundations is therefore of paramount importance to be prepared for any events that may arise.

- **Key points regarding CAIXABANK's performance**

See Section 5.1.5 *Significant events in the Issuer's business* in 2015.

9.2.2 Where the financial statements disclose material changes in net sales or revenues, provide a narrative discussion of the reasons for such changes

Inclusion of the results of Banco de Valencia's business since 1 January 2013 has led to growth of approximately 6% in CAIXABANK's total pre-integration assets, affecting all balance sheet headings. The integration of Banco de Valencia led to increases of 3-5% across the various headings of the Group's income statement.

The integration of Barclays Bank, SAU in January 2015 led to growth of approximately 5-6% in CAIXABANK's total pre-integration assets, affecting all balance sheet headings. The integration of Barclays Bank, SAU led to increases of 4-8% across the various headings of the Group's income statement.

9.2.3. Information regarding any governmental, economic, fiscal, monetary or political policies or factors that have materially affected, or could materially affect, directly or indirectly, the Issuer's operations

- **Application of IFRIC 21 *Levies***

This interpretation establishes when to recognise a liability for a levy where the timing and amount are certain, which is when the activity that triggers the payment of the levy arises.

The main impacts derived from the early application of this interpretation relate to the recognition of the ordinary and extraordinary shortfalls of the Deposit Guarantee Fund and other levies.

Pursuant to IAS 8, IFRIC 21 will be applied retroactively. This has resulted in the restatement of the 31 December 2013 balance sheet and the 2013 income statement (*for further information, see Section 20 of this Registration Document*).

- **Solvency**

Since 1 January 2014, the capital adequacy of financial corporations has been regulated by Regulation (EU) 575/2013 (CRR) and Directive 2013/36/EU of the European Parliament and of the Council, both dated 26 June 2013, which implement the Basel III regulatory framework (BIS III) in the European Union.

Additionally, following the transposition to European legislation, the Basel Committee and other relevant bodies published a series of additional rules and documents containing new specifications for the calculation of capital. This means that procedures are constantly being updated, and therefore CAIXABANK continuously adapts its processes and systems to ensure the calculation of capital consumption and direct deductions from capital are fully aligned with the new established requirements.

As stipulated in the regulation, the Group is subject to minimum eligible capital and disclosure requirements at individual and sub-consolidated level.

(Thousands of euros)	Capital requirement	Weight of total (%)
Credit risk	**7,943,623**	**69%**
Standardised approach	*2,968,162*	*26%*
IRB approach	*4,270,514*	*37%*
Securitisations, CVA and DTAs	*704,947*	*6%*
Equity portfolio risk	**2,284,759**	**20%**
Risk relating to the trading portfolio and currency risk	**330,073**	**3%**
Operational risk	**906,477**	**8%**
Total	**11,464,932**	**100%**

At 31 December 2015, the CAIXABANK Group had a Common Equity Tier 1 (CET1) ratio of 12.9% (5 basis-point decrease over the year). Total eligible own funds stood at 15.9% of risk-weighted assets.

The trend in CET1 in the year reflects the integration of Barclays Bank, SAU, as well as capital generation through both the Group's earnings and prudent risk management.

Risk-weighted assets (RWA) at 31 December 2015 stood at EUR 143,312 million, up EUR 3,583 million or 2.6% from 31 December 2014, largely on account of the inclusion of Barclays Bank, SAU's risk-weighted assets, which partly offset the deleveraging of the lending portfolio occurring in recent months.

Applying the criteria expected for the end of the transitional period (fully loaded), CAIXABANK had a CET1 ratio of 11.6%.

The European Central Bank (ECB) issued CAIXABANK the minimum regulatory capital requirements after analysing the results of the supervisory review and evaluation process (SREP), which requires maintaining a regulatory CET1 ratio of 9.25%. This includes the general minimum CET1 requirement of Pillar I of 4.5% plus 4.75% for the specific requirements of Pillar II and the capital conservation buffer.

CAIXABANK has also received the Bank of Spain's decision on the capital buffer required due its status as an Other Systemically Important Institution (O-SSI) from 1 January 2016 (0.25% to be phased in over a period of four years, to 2019).

Together, these decisions required CAIXABANK to maintain a CET1 ratio of 9.25% (9.3125% in 2016). This requirement, compared to the current CET1 ratio, indicate that the requirements applicable to CAIXABANK would not give rise to any limitation to those referred to in solvency regulations regarding distributions of dividends, variable remuneration and interest to holders of additional Tier 1 capital instruments.

CAIXABANK is also subject to minimum capital requirements on a non-consolidated basis. CAIXABANK's individual CET1 ratio stood at 13.0%.

The composition of the CAIXABANK Group's eligible own funds is as follows:

(Thousands of euros)	31.12.2015		31.12.2014		31.12.2013	
	Amount	**%**	**Amount**	**%**	**Amount**	**%**
CET1 Instruments	**23,984,443**		**23,267,499**		**21,079,448**	
Shareholders' equity	23,688,634		23,372,983		26,645,685	
Capital	5,823,990		5,714,956		5,027,610	
Profit/(loss)	814,460		620,020		502,703	
Reserves and other	17,282,937		17,091,622		18,115,371	
Non-controlling interests and valuation adjustments	1,499,314		1,843,320		1,822,216	
Adjustments applied to the eligibility of non-controlling	(916,652)		(1,644,635)		(4,341,323) (***)	
Other adjustments (**)	(286,853)		(304,169)		(47,130)	
Deductions from CET1	**(5,499,031)**		**(5,172564)**		**(3,038,416)**	
Intangible assets	(4,905,186)		(4,879,654)		(2,687,335)	
Financial investments	(238,215)		(131,279)		(178,082)	
Deferred tax assets	(210,748)		0		0	
Other deductions from CET1	(144,882)		(161,631)		(172,999)	
CET1	**18,485,412**	**12.9%**	**18,094,935**	**13.0%**	**18,041,032**	**11.8%**
AT1 instruments	**0**		**0**		**1,885,846**	
Deductions from AT1	**0**		**0**		**(1,885,846)**	
TIER 1	**18,485,412**	**12.9%**	**18,094,935**	**13.0%**	**18,041,032**	**11.8%**
T2 instruments	**4,444,175**		**4,517,344**		**4,403,927**	
Subordinated financing	4,147,222		4,196,824		4,246,927	
General allowances and excess IRB provisions	296,953		320,520		157,000	
Deductions from T2	**(102,092)**		**(162,208)**		**(172,446)**	
TIER 2	**4,342,083**	**3.0%**	**4,355,136**	**3.1%**	**4,231,481**	**2.8%**
TOTAL CAPITAL	**22,827,495**	**15.9%**	**22,450,071**	**16.1%**	**22,272,513**	**14.6%**
Memorandum items: risk-weighted assets	**143,311,653**		**139,729,074**		**152,502,072**	
Credit risk	99,295,288		95,346,300		105,746,667	
Shareholder risk	28,559,485		29,424,130		31,324,808	
Operational risk	11,330,963		11,111,838		11,442,000	
Market risk	4,125,916		3,846,806		4,008,588	

(*) Information recalculated at closing 2013 to include the charge to 2013 reserves corresponding to the new accounting record of the Deposit Guarantee Fund and the update of the criteria used for calculating solvency during the transitional period, according to Bank of Spain Circular 3/2014 (BIS III Criteria)

(**) Mainly forecast of outstanding dividends charged to the financial year

(***) Includes other convertible capital instruments

(EUR million)	March 2016	December 2015	Change
Common Equity Tier 1 (CET1)	17,875	18,485	(610)
Total capital	22,156	22,827	(671)
CET1 ratio	12.8%	12.9%	(0.1)
Total capital ratio	15.9%	15.9%	0.0
Minimum CET1 requirements (*)	13,017	13,256	(239.4)
Surplus minimum requirements over CET1	4,858	5,229	(370.6)
Risk weighted assets (RWAs)	139,779	143,312	(3,533)
Leverage ratio	5.8%	5.7%	0.1
Common Equity Tier 1 (CET1) *fully loaded*	11.6%	11.6%	0.0

(*) Minimum CET1 requirements (including Pillar 1 + Pillar 2 + buffers): 9,25% of RWAs in 2015 and 9.3125% of RWAs in 2016

- **Solvency II – Insurance companies**

In 2013, the European authorities set January 1, 2016 as the application date of the Solvency II directive.

The Omnibus II Directive was approved in 2014, amending the Solvency II Directive and completing the new regulatory and supervisory framework for insurance in the EU, and granted powers to the EIOPA to conclude the Solvency II project.

Regulatory developments in Europe under debate (delegated acts, technical standards and guidelines) were completed in 2015. In Spain, the whole set of rules of Solvency II has been transposed into national legislation.

In preparation for Solvency II until the 1 January 2016 effective date, in 2014 the EIOPA (the European insurance advisor) issued four preparatory guidelines to help insurers gradually incorporate certain aspects of Solvency II until 2016. These guidelines cover four areas:

- System of governance.
- Forward-looking assessment of own risks (based on own risk and solvency assessment principles).
- Pre-application of internal models.
- Submission of information to competent national authorities.

In addition to working to comply with the adaptation guidelines, the Group has worked actively on implementing Solvency II since the project began, participating in insurance sector working groups and in quantitative and qualitative impact studies conducted by the supervisors, making the necessary adaptations and improvements to its systems and operation.

The Group is preparing to comply with Solvency II when it comes into force on 1 January 2016.

- **Bank of Spain Circular 4/2016, of 27 April**

On 6 May 2016, Bank of Spain Circular 4/2016, of 27 April, was published in the Official State Gazette, which will come into force on 1 October 2016. The objective of this circular is to update Circular 4/2014 on public and confidential financial reporting rules, primarily Annex IX thereof, to bring it into line with the latest developments in banking regulation, while remaining fully compatible with the IFRS accounting framework. The new circular covers matters such as the policies concerning the approval, amendment, assessment, monitoring and control of transactions, including the accounting classification thereof and estimation of allowances to cover losses from credit risk and impairment of foreclosed assets, establishing the use of internal assessment models by credit institutions. At the date of this document, the Group is working to implement this new circular.

- **Amendment to IFRS 9 *Financial Instruments: Classification and Measurement***

IFRS 9 provides a comprehensive set of accounting requirements for the recognition and measurement of financial assets and financial liabilities (except the part on macro hedging). The date of initial application is 1 January 2018, when it replaces the current International Accounting Standard (IAS) 39 Financial Instruments: Recognition and Measurement. There are some major differences with respect to the current standard regarding financial assets. These include the approval of a new classification model based on only two categories: amortised cost and fair value, entailing the elimination of the current classifications of the held-to-maturity investments and available-for-sale financial assets categories; a single impairment method only for assets carried at amortised cost and the non-separation of embedded derivatives in financial asset contracts.

Regarding the classification and measurement of financial assets, the approach in IFRS 9 considers both the business model within which the assets are held and their contractual cash flows, effectively reducing the number of portfolios and impairment models currently envisaged in IAS 39. Financial assets that give rise to cash flows that are solely payments of principal and interest are measured at amortised cost if they belong to a business model whose objective is to collect the contractual cash flows, but at fair value through other comprehensive income if the objective is to both collect the cash flows and sell the instrument. All other financial assets, including embedded derivatives, must be fully measured at fair value through income statement.

For all assets not measured at fair value through income statement, the entities must recognise expected credit losses, differentiating between assets whose creditworthiness has not deteriorated significantly since initial recognition and those whose creditworthiness has.

Noteworthy differences between the new expected loss model in IFRS 9 and the current incurred loss model of IAS 39 include:

- Upon initial recognition, IFRS 9 requires entities to recognise 12-month expected loss for the typical lending and credit operations originated by the Group, including new loans extended, as well as for fixed income instruments acquired, irrespective of their initial credit rating,

- The degree of judgement required to incorporate forward-looking information and assumptions regarding the behaviour affecting the life of the instruments that should be considered and how the assumptions are incorporated in the measurement of expected losses, increases in the expected-loss model.

- The method used to calculate expected loss is more complex. To some extent it is comparable to the complexity associated with the use of advanced IRB models for capital, using similar items such as probability of default (PD), loss given default (LGD) and exposure at default (EAD).

- There are other factors that could give rise to variability in expected credit losses recognised in the income statement. For instance, changes in probability of default (PDs) would give rise to changes in the total amount of losses to be recognised under the expected-loss approach, but this is not necessarily the case under the incurred-loss approach.

Regarding financial liabilities, the categories set out in IFRS 9 are similar to those currently in IAS 39, and their measurement does not change, only the requirement to recognise changes in fair value related to own credit risk as a component of equity for financial liabilities designated under the fair value option.

For hedge accounting, the granularity in current IAS 39 requirements is replaced with a new model that better reflects internal risk management activities in the financial statements. There are changes with respect to IAS 39 in a number of other areas, such as hedged items, hedging instruments, the accounting of the time value of options and the assessment of effectiveness, which will enable Group entities that carry out financial activities to expand the transactions to which hedge accounting is applied and facilitate the application of hedge accounting, whereas the rest of the entities will benefit mainly from the possibility of hedging non-financial risks.

The effective date of IFRS 9 is pending endorsement by the European authorities, although a favourable opinion has been issued by the European Financial Reporting Advisory Group (EFRAG).

10. FINANCIAL RESOURCES

10.1. Information concerning the Issuer's financial resources

Information on CAIXABANK's funding structure is provided in Section 10.3.

Equity

The movement in equity in 2015, 2014 and 2013 is shown in the statement of total changes in equity (see Section 20.1). The following sections provide key data on certain equity items in 2015, 2014 and 2013.

Equity

(Thousands of euros)	2015	2014	Change 2015-2014	2013	Change 2014-2013
Own funds	**23,688,634**	**23,372,983**	**1%**	**23,258,485**	**0%**
Capital	5,823,990	5,714,956	2%	5,027,610	14%
Share premium	12,032,802	12,032,802	0%	10,583,008	14%
Reserves	5,264,729	5,069,833	4%	5,448,948	-7%
Accumulated reserves (losses)	*4,356,286*	*3,982,602*	9%	*4,131,017*	-4%
Reserves (losses) of entities valued using the equity method	*908,443*	*1,087,231*	-16%	*1,317,931*	-18%
Other capital instruments	5,120	0	100%	1,938,222	-100%
Minus: treasury stock	(19,713)	(11,013)	79%	(22,193)	-50%
Profit/(loss) attributable to the Group	814,460	620,020	31%	315,872	96%
Minus: Dividends and remuneration	(232,754)	(53,615)	334%	(32,982)	63%
Valuation adjustments	**1,480,290**	**1,821,656**	**-19%**	**704,013**	**159%**
Financial assets held for sale	816,586	1,601,142	-49%	994,706	61%
Cash flow cover	85,622	(20,872)	-510%	(4,724)	342%
Exchange rate differences	378,102	174,915	116%	(66,421)	-363%
Entities valued using the equity method	199,980	66,471	201%	(219,548)	-130%
Minority interest	**35,626**	**37,929**	**-6%**	**(15,926)**	**-338%**
Valuation adjustments	530	560	-5%	708	-21%
Rest	35,096	37,369	-6%	(16,634)	-325%
Total Equity	**25,204,550**	**25,232,568**	**0%**	**23,946,572**	**5%**

- **Share capital**

At 31 December 2015, share capital consisted of 5,823,990,317 fully subscribed and paid shares. All the shares are in book-entry form, with a par value of EUR 1 each. At the date of this document, share capital consisted of 5,910,242,684 fully subscribed and paid shares.

CAIXABANK's shares are traded on the four official stock exchanges in Spain and on the continuous electronic trading system, forming part of the Ibex-35. At 31 December 2015, the share's closing price was EUR 3.214 (EUR 4.361 at 31 December 2014).

Changes in CAIXABANK's share capital are covered in more detail in Section 21 of this document.

- **Share premium**

The balance of the share premium was the result of the capital increase carried out on 31 July 2000, for EUR 7,288 million.

The Spanish Corporate Enterprises Act expressly permits use of the share premium account to increase capital and does not establish any restriction as to its use. Therefore, in the following years, approval was given at the Annual General Meetings to charge dividends payments to the share premium following the total or partial sale of the investments contributed during the process of incorporating the Company.

There were no changes in the share premium in 2015.

- **Other equity Instruments**

This item includes the accrued portion of the value of shares included in variable share-based remuneration plans not delivered, which stands at EUR 5,120 thousand.

- **Treasury shares**

Details of treasury shares are provided in Section 21.1.3 of this document.

10.2. Explanation of the sources and amounts of, and a narrative description of, the Issuer's cash flows

(see section 20.1)

In 2015, CAIXABANK's cash increased by a net EUR 1,615 million, due basically to the use of EUR 2,260 million of cash in operating activities, the generation of EUR 4,764 million of cash from investing activities, and the use of EUR 5,412 million of cash in financing activities.

The following terms are used in the presentation of the statement of cash flows:

Operating activities

The indirect method is used to present cash flows from operating activities, which are the principal revenue-producing activities of the entity and other activities that are not investing or financing activities.

Investing activities

The acquisition, sale or other disposal of long-term assets, such as equity investments and strategic investments, and other investments not included in cash and cash equivalents.

Financing activities

Activities that result in changes in the size and composition of equity and liabilities that do not form part of operating activities, such as subordinated financial liabilities. The issuances launched by the CAIXABANK Group and placed on the institutional market are classified as financing activities, whereas the issuances placed on the Spanish retail market are classified as operating activities.

10.3. Information on the borrowing requirements and funding structure of the Issuer

The table below shows the Group's funding structure:

Group funding structure

(EUR thousand)

	2015	2014	2013	2015-2014 change	2014-2013 change

Cost-bearing funds	250,708,875	243,435,675	259,141,297	3%	-6%
Shareholders' equity	23,688,634	23,372,983	23,258,485	1%	0%
Total	**274,397,509**	**266,808,658**	**282,399,782**	**3%**	**-6%**

NOTE: Financial liabilities measured at amortised cost, excluding other financial liabilities and equity. Does not include valuation adjustments or minority interests in equity.

Funding primarily comprises borrowings, accounting for 91.4% of total funds in 2015. The remaining 8.6% comprises funding from shareholders' equity.

COST-BEARING FUNDS

The breakdown of this item in the balance sheet, by type of financial instrument, is as follows:

(EUR thousand)	**2015**	**2014**	**2013**	**2015-2014 change**	**2014-2013 change**
Deposits from central banks	23,753,214	12,156,872	20,049,617	95%	-39%
Deposits from credit institutions	10,509,238	13,762,059	21,182,596	-24%	-35%
Customer deposits	184,031,637	180,200,450	175,161,631	2%	3%
Marketable debt securities	28,069,587	32,920,219	37,938,304	-15%	-13%
Subordinated liabilities	4,345,199	4,396,075	4,809,149	-1%	-9%
Total	**250,708,875**	**243,435,675**	**259,141,297**	**3%**	**-6%**

At 31 December 2015, "**Deposits from central banks**" included EUR 18,319 million of long-term finance (TLTRO) from the European Central Bank (31 December 2014: EUR 6,868 million).

The average effective interest rate on financial liabilities under "**Deposits from credit institutions**" was 0.90% in 2015. It was 1.10% in 2014 and 1.32% in 2013. This rate is the result of interest accrued in the year and does not include adjustments costs arising from hedging transactions.

The average effective interest rate on financial liabilities under "**Customer deposits**" was 0.73%, 1.23% and 1.66% in 2015, 2014 and 2013, respectively. This rate is the result of interest accrued in the year and does not include adjustments costs arising from hedging transactions.

- **Marketable debt securities**

The detail of this heading in the accompanying consolidated balance sheet excluding valuation adjustments is as follows:

(EUR thousand)	**2015**	**2014**	**2013**	**2015-2014 change**	**2014-2013 change**
Mortgage covered bonds	21,266,734	23,141,373	26,815,146	-8%	-14%

Public sector covered bonds	50,000	50,000	50,000	0%	0%
Plain vanilla bonds	2,602,854	6,606,218	7,461,539	-61%	-11%
Securitisation bonds	2,749,260	1,532,306	1,776,250	79%	-14%
Hybrid instruments	893,600	819,750	939,750	9%	-13%
Structured notes	*349,300*	*255,450*	*345,450*	37%	-26%
Bonds exchangeable for Repsol, SA shares	*544,300*	*564,300*	*594,300*	-4%	-5%
Promissory notes	37,184	226,958	288,437	-84%	-21%
Total	**27,599,632**	**32,376,605**	**37,331,122**	**-15%**	**-13%**

The average effective interest rate on financial liabilities under "**Marketable debt securities**" was 3.16%, 3.73% and 3.86% in 2015, 2014 and 2013, respectively. This rate is the result of interest accrued in the year and does not include adjustments costs arising from hedging transactions.

- **Bonds exchangeable for Repsol, SA shares**

In November 2013, CAIXABANK issued bonds exchangeable for Repsol shares among institutional and qualified investors for a total nominal amount of EUR 594.3 million and maturing on 22 November 2016 at the latest.

In order to redeem the bond, CAIXABANK may redeem the nominal amount in cash or deliver a number of shares to the bondholders calculated by dividing the nominal amount of the bonds by the exchange price, which will be between the maximum and minimum price depending on the market value of Repsol shares. The minimum exchange price was set at EUR 18.25 and the maximum price at EUR 22.8125.

In this regard, this issuance includes a combination of embedded derivatives to ensure a maximum and minimum exchange price which, in accordance with that established in paragraph 11 of IAS 39, must be separated from the host contract. The issuance is therefore treated as a hybrid financial instrument for accounting purposes, with the combination of embedded derivatives and the financial liability treated separately. The costs directly attributable to the issuance are recognised in the income statement using the effective interest rate method in accordance with applicable legislation.

The combination of embedded derivatives in the issuance was estimated using valuation techniques that were appropriate given the characteristics thereof and maximising the use of relevant observable input data. Within the range of values obtained, the Bank considered the difference between the fair value of the hybrid instrument and the fair value of the host contract to be the most representative value.

In 2015 and 2014, EUR 118.9 million and EUR 19.1 million, respectively, were charged to "Valuation adjustments – Cash flow hedges" under equity in relation to this hedge.

On 28 January 2016, the CAIXABANK Board resolved to fully redeem the Exchangeable Bonds.

The Exchangeable Bonds were redeemed by delivering the underlying Repsol shares to the bondholders. The redemption date of the Exchangeable Bonds was 3 March 2016, and the underlying shares were delivered on 10 March 2016. Approximately 5,479.45 Repsol shares were delivered for each Exchangeable Bond, along with a cash consideration of EUR 1,340.16 for accrued interest, and a cash consideration of EUR 3,048.90 for a make-whole fee, all in accordance with the terms and conditions of the Exchangeable Bonds.

As a result, after deducting the Exchangeable Bonds held by it, CAIXABANK delivered 29,824,636 shares representing 2.069% of Repsol's share capital and paid an aggregate amount of EUR 23,889,653.58.

- **Subordinated liabilities**

The detail of this heading in the accompanying consolidated balance sheet excluding valuation adjustments is as follows:

Breakdown of issuances

(EUR thousand)

	Outstanding amount				
	2015	2014	2013	2015-2014 change	2014-2013 change
Preference shares	30,871	32,246	45,058	-4%	-28%
Subordinated debt	4,376,718	4,436,927	4,848,235	-1%	-8%
Total	**4,407,589**	**4,469,173**	**4,893,293**	**-1%**	**-9%**

Details of **preference share** issuances are as follows:

Preference shares

(EUR thousand)

Issuance date	Maturity	Nominal amount	Nominal interest rate	Current interest rate	Outstanding amount 2015	2014	2013
June 2007 (1)	Perpetual	20,000	E6M+1.750%	1.710%	20,000	20,000	20,000
December 2007 (1)	Perpetual	30,000	E6M+3.000 %	2.960%	30,000	30,000	30,000
May 2009	Perpetual	1,897,586	E3M+3.500 %				38,298
August 2009 (2)	Perpetual	938	E3M+5.85 %				938
December 2009 (2)	Perpetual	2,876	Fixed			2,876	2,876
February 2011 (2)	Perpetual	2,099	E6M+6.74	6.725%	2,099	2,099	2,099
Issued by CaixaBank					**52,099**	**54,975**	**94,211**
June 1999 (3)	Perpetual	1,000,000	E3M+0.060 %				11,605
May 2000 (3)	Perpetual	2,000,000	E3M+0.060 %				27,876
July 2001 (4)	Perpetual	4,368	E6M+0.250 %				4,368
August 2000 (4)	Perpetual	3,902	E12M+0.400 %				3,902
June 2006 (4)	Perpetual	723	E12M+0.550 %				723
October 2009 (4)	Perpetual	8,940	E3M+6.100%(min.7%)				8,940
December 2006 (4)	Perpetual	20,000	E3M+1.400 %	1.332%	20,000	20,000	20,000
Issued by other companies					**20,000**	**20,000**	**77,414**
Total issued					**72,099**	**74,975**	**171,625**
Own subordinated debt bought					**(41,228)**	**(42,729)**	**(126,567)**
Total					**30,871**	**32,246**	**45,058**

(1) Issues from merger with Caja de Ahorros de Girona.
(2) Issues from merger with Banca Cívica.
(3) Issued by Caixa Preference, S.A.U.
(4) Issued by companies pertaining to the now defunct Banca Cívica Group.

Details of **subordinated debt** issuances are as follows:

Subordinated debt

(EUR thousand)

Issuance date	Maturity	Nominal amount	Nominal interest rate	Current interest rate	Outstanding amount 2015	2014	2013
01/12/1990	PERPETUAL	18,030	--		18,030	18,030	18,030
29/06/1994	29/06/2093	15,025	--		15,025	15,025	15,025
04/06/2006	04/06/2019	30,000	E12M+0.200%				30,000
04/11/2005	04/11/2015	53,700	E3M+0.340%			53,700	53,700

28/11/2005		28/11/2015	3,500	E6M+0.300%			3,500	3,500
01/12/2005		PERPETUAL	148,900	E3M+1.100%	0.98%	148,900	148,900	148,900
16/06/2004		16/06/2016	85,300	E3M+0.890%	0.76%	85,300	85,300	85,300
21/09/2006		21/09/2016	100,000	E3M+0.980%	0.85%	100,000	100,000	100,000
08/11/2006		08/11/2016	60,000	E3M+0.457%	0.37%	60,000	60,000	60,000
30/06/2009		30/06/2019	250,000	E3M+3.000%				250,000
30/12/2009	(2)	30/12/2019	8,500	E6M+5.500%			8,500	8,500
09/02/2012	(1)	09/02/2022	2,072,363	Fixed	4.00%	2,072,363	2,072,363	2,072,363
09/02/2012	(1)	09/02/2022	1,301,502	Fixed	5.00%	1,301,502	1,301,502	1,301,502
14/11/2013		14/11/2023	750,000	Fixed	5.00%	750,000	750,000	750,000
Issued by CaixaBank						**4,551,120**	**4,616,820**	**4,896,820**
14/12/2014		PERPETUAL	146,000	3.46%				146,000
Issued by VidaCaixa						**0**	**0**	**146,000**
Total issued						**4,551,120**	**4,616,820**	**5,042,820**
Own subordinated debt bought						**(174,402)**	**(179,893)**	**(194,585)**
Total						**4,376,718**	**4,436,927**	**4,848,235**

(1) Issuances made to cover the repurchase and cancellation of preference shares.

(2) Early redemption on 30/06/2015.

10.4. Information regarding any restrictions on the use of capital resources that have materially affected, or could materially affect, directly or indirectly, the Issuer's operations

See Section 9.2.3 on capital adequacy in this document.

10.5. Information regarding the anticipated sources of funds needed to fulfil commitments referred to in Sections 5.2.3. and 8.1

No sources of funds other than those used in the Bank's ordinary business are expected to be obtained to fulfil the investment commitments described in Sections 5.2.3 and 8.1.

11. RESEARCH AND DEVELOPMENT, PATENTS AND LICENCES.

As a result of the cessation of the indirect exercise of financial activity by CAIXABANK, it (as licensee), entered into a new licence agreement with Fundación Bancaria Caixa d'Estalvis i Pensions de Barcelona, "la Caixa", (as licensor) for the use of certain trademarks and the assignment of domain names on the internet. Among the licensed trademarks are the "la Caixa" trademark and the star logo. The new trademark licence was granted in accordance with the principles established in the Protocol for the management of the financial stake of Fundación Caixa d'Estalvis i Pensions de Barcelona "la Caixa" in CAIXABANK, S.A. The new trademark licence has an indefinite duration. However, it may be terminated by withdrawal or complaint by the licensor after 15 years have passed since signing or in the event the stake held by Fundación Caixa d'Estalvis i Pensions de Barcelona "la Caixa" in Caixabank is less than 30 per cent of the share capital and the voting rights of Caixabank or in the event there is a shareholder with a stake in the share capital or voting rights of Caixabank that is greater than the one directly or indirectly hold by the Banking Foundation. In exchange for the licence, CAIXABANK will pay the Banking Foundation an annual fee that will be reviewed each year.

By virtue of the Protocol mentioned above, Fundación Bancaria Caixa d'Estalvis i Pensions de Barcelona "la Caixa" assigned the trademarks corresponding to its corporate names, the trademarks related to the banking, financial, investment and insurance products and services to CAIXABANK and the companies in the CaixaBank Group free of charge, except for those that contain the "Miró Star" (*Estrella de Miró*) graphic design or the denominative sign "la Caixa" which are covered by the licence. It also assigned the domain names used that correspond to the same company names of CAIXABANK and the companies in the CaixaBank Group.

Electronic banking: Internet, mobile and social networks

Digital channels allow CaixaBank, in close partnership with the CaixaBank Group branch network, to offer its clients an innovative, high-quality, accessible, and readily available form of banking anywhere and anytime. These new channels stem from the entity's continuous drive towards innovation, with heavy reliance on technology to permanently improve the quality of its services, allow for closer and more personal relationships with customers, and free up time and resources at the branches themselves, thus enabling them to focus more on addressing customer needs by making the commercial relationship with customers more personal. In 2015, more than 90% of total CaixaBank transactions were carried out remotely while 63% of these were completed over the Internet, via mobile banking, or at ATMs.

Online banking

- 900 different operations permitted
- 23 languages
- 4.8 million customers using Línea Abierta
- 11.2 million customers with Línea Abierta contracts
- 2,537 million transactions

CaixaBank was once again the leading player in online banking in Spain. It is ranked first in terms of its share of the domestic market (31.9% in 2015 according to ComScore) and it also tops the international table in relation to user penetration of banking services in each country. Moreover, and now for the sixth year running, AQmetrix named CaixaBank best bank for service quality.

To enhance the multi-channel model, in 2015 the Bank continued to expand the range of products available through Ready-to-Buy, a tool allowing customers to use Línea Abierta online banking to arrange products offered to them personally by their manager, without having to pay a visit to their branch.

A further highlight for the year was the work undertaken to further improve digital ties by personalising digital environments, with this extending to both the communication channels and range of products on offer. This ongoing management of the digital customer and the multi-channel model has led to new functionalities that now provide a 360º view of the customer. With the Prior Appointment service, customers can arrange an appointment with their manager/branch by simply stating the reason.

The year 2015 saw the launch of HolaBank, a programme aimed at foreign customers that customises the portal to their needs with a range of specific products and services. It includes multi-channel communication tools such as El Muro (The Wall) so that customers can speak directly to the manager over the Internet. The Wall was already up and running for the CaixaNegocios, CaixaBank Empresas, Banca Privada and Premier segments.

In 2015, the Bank continued to devise new online and multi-device services to make banking easier and more sophisticated. To further complement ReciBox (over 1.6 million users) and CardBox (upwards of one million users), it launched the Mis Finanzas (My Finances) personal finance manager. This new service features a cutting-edge graphic interface, making the information even easier to understand, and offers advanced yet simple and intuitive functions for managing income and spending at a glance and with a depth of 24 months. Up to three different profiles can be set up, allowing users to manage their personal, family and work-related finances separately. At 31 December 2015, Mis Finanzas already had more than 1.7 million users.

In the corporate realm, improvements were made to three key products for the segment. In foreign trade, CaixaBank leads the way when it comes to online exchange rate hedging. The service has been available since 2014 and can be arranged in three simple steps, providing access to an interactive simulator. As of 2015, users can view all the hedges they have arranged, plus a full array of relevant information organised with commercial utility and usability firmly in mind. These include hedges arranged manually with specialists operating outside the branch network.

For tax payments, the user experience has been enhanced as they are now guided through the process from start to finish. Users now access the service via one entry point and further options have been added for paying taxes and bills.

Last but not least, the flagship project for the year was the complete overhaul of the online broker and the launch of the new Bolsa Abierta (online trading). Featuring a brand new interface, the service is now more visually appealing, agile and customisable and provides all the information needed to make the right investment decisions.

<u>Products and services through mobile banking</u>

- 2.8 million active customers of Línea Abierta Mobile
- 1,490 million transactions
- 2.7 million app downloads a year
- 27 million alerts sent

CAIXABANK's mobile banking platform is a sector frontrunner in Spain and an international benchmark. In 2015, CAIXABANK's mobile banking service was voted best in the world for the first time by Forrester. It was also named Innovation of the Year in Mobile Payments at the Retail Bankers International Awards. CaixaBank also tops the list in the AQmetrix ranking, which assesses the quality of services rendered.

In 2015, the Entity launched a new version of the CAIXABANK app for both smartphones and tablets, making it more commercial and user-friendly and updating its design. It also added new innovative touches with biometric log-ons to the mobile banking service and push messaging.

The Bank also launched the CaixaBank Pay app in 2015. Available for all devices, the app provides a mobile payment solution featuring NFC technology, and a host of additional services for financial card transactions, such as the option to stagger payments. Other new services include MailBox, Mis Finanzas, HolaBank, CaixaNegocios and the Wall.

Last but not least, and in response to the relentless levels of innovation in mobility and the increasing popularity of smartwatches, we have developed a branch finder for Apple Watch and a Bolsa Abierta (online trading) app for Android Wear. On the subject of technologies based on the Internet, CAIXABANK were the first financial institution to have developed a mobile app that can be connected to Ford vehicles, allowing users to locate branches in their vicinity.

In late 2015, the new CaixaMovil Store on the Caixa website featured more than 60 free proprietary apps, available for all mobile types

Continuing the traditional search for young talent, the 5th edition of the FinappsParty as held in 2015. This year, the Millennial Finapps Party 2015, Maker Edition, had 110 participants from seven different countries. The idea this year round was to ask the 27 teams taking part to create new financial services through a mobile app that connects to objects, with the teams free to develop their app for conventional wearables or for any other device. The so-called “Internet of Things” and the huge possibilities for new digital services of being able to connect to objects are one of the key R&D lines at CaixaBank. To connect things to the Internet, the teams were handed a maker kit containing a microcontroller, sensors, actuators and connectors.

Turning to social networks, CaixaBank already had five social communities set up in 2015, with upwards of 170,000 registered users. CaixaNegocisCommunity has undergone a complete redesign. Club Ahora is intended for elderly citizens while StockTactics is aimed at stock market traders and enthusiasts. EnFamilia multiEstrella and the Finapps Community were both launched in 2015.

EnFamilia multiEstrella is a family-based social network open to both customers and non-customers, who can invite close friends and family to their own private and secure space to share images, experiences and memories. In April 2015, EnFamilia was handed the EFMA Award for most innovative community.

ATMs

- 9,631 ATMs
- Upwards of 250 services available
- 16 languages
- 620 million transactions
- Market share measured by number of terminals in Spain: 19%

The Bank continued to modernise and upgrade its ATM network in 2015, which involved enhancements to global ATM functionality. In many cases, envelope-based payment units were replaced for cash payment units. Thanks to these upgrades, more than 70% of CaixaBank branches now feature the automatic deposit functionality. Furthermore, customers can now customise the ATM menus to ensure the machine is ideally set up for them. Customisation makes using ATMs a breeze, with features such as “My regular transactions”. Users can also choose the size of bank note they would like when making cash withdrawals. Our ATMs also feature menus in sign language, high-contrast letters for the visually impaired and voiced instructions and guidance for the blind. They also offer simplified “Caixafácil” menus for those users unaccustomed to cash machines.

Another focal point in 2015 was cash recycling at ATMs. In a bid to retain its leader status in banknote recycling in Spain, CaixaBank consolidated its final solution in 2015 with further improvements to branch procedure and tracing of counterfeit notes. Recycling allows for greater operational efficiency at branches and less cash in transit.

We have also added a new service whereby users can use their Android mobile phone with NFC technology to take out cash on debit or credit at the ATM. This functionality is extremely secure and allows customers to use their mobile phone at the ATM as if they were using a contactless card.

Last but not least, our ATMs can be used to communicate with our customers and the terminals can even display videos presenting the institutional campaigns of CaixaBank and Welfare Projects.

imaginBank, Fintech experience for millennials

In January 2016, CaixaBank launched imaginBank, the first mobile only bank that uses mobile phones as the means of interacting with customers. The model proposed by imaginBank is a bold, innovative proposal, based on the possibilities offered by advances in technology and the widespread use of smartphones, especially among young people, which centralises the entire service on apps for mobiles and social networks, which represents a bid that is unique globally and different to the apps of other banks.

Due to its characteristics, imaginBank is particularly attractive for young targets, aged between 18 and 35, with a profile characterised by the almost exclusive use of smartphones, that is, a “digital native” who is accustomed to using technological tools for the day-to-day management of all kinds of personal matters.

imaginBank has analysed this client profile (millennial), has carried out a co-creation exercise and defined a service proposal based on the most relevant elements for this segment of the public: digitalisation, innovation, mobility, simplicity, main services free of charge, tools for personal management of finances and a guarantee of security. It also uses very simple, clear language, which facilitates communication with customers. Moreover, the imaginBank app allows identification via fingerprint on those mobiles that have this capability.

Based on a very simple and intuitive design, created for the mobile environment, the app offers a full range of products and services: intelligent personal finance management services based on big data, means of payment using the latest technological advances (different card formats, both physical and virtual, P2P service,...), availability of cash via the network of CaixaBank ATMs, financing (one-click consumer loans), leisure and shopping discount programme and operability via social networks (Facebook app allows operation without exiting Facebook).

12. TREND INFORMATION

12.1. The most significant recent trends in production, sales and inventory, and costs and selling prices since the end of the last financial year to the date of the registration document

Since 31 December 2015, date of the last published audited annual accounts, there have been no significant changes in the Issuer's outlook, except for the impacts regarding the execution of the asset swap with CriteriaCaixa (see section 5.1.5 *Important events in the development of the issuer's business*) and the provisions of section 20.6 of this Registration Document, which describe the most recent results published by the Group at 31 March 2016.

12.2. Information on any known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the issuer's prospects for at least the current financial year

- **Global and market trends**

Following the financial instability of January and much of February, with an abrupt downward adjustment, the climate for investment became more favourable towards the end of the first quarter of 2016. Stock market and corporate bond prices recovered somewhat and the volatility of financial assets decreased notably in a short period of time. This improvement in financial confidence was largely a result of slightly more positive than expected macroeconomic data, from the US in particular, the support of the central banks, especially the Federal Reserve (Fed) and the European Central Bank (ECB), and an upturn in petrol prices, which increased by almost 50% on their January minimums. Therefore, overall, the first quarter of 2016 was a financially turbulent period, albeit one that ended better than it started.

It is expected that this financial uncertainty will have quite a limited impact in terms of global growth, which we envisage will be 3.3% in 2016, a figure that is higher than that recorded in 2015. Despite this benign scenario, it must be stressed that significant risks of a downturn persist, including a hypothetical worsening of the financial uncertainty, difficulties to ensure the soft landing of the Chinese economy or additional deterioration of the situation in emerging economies such as Brazil, Russia, South Africa or Turkey.

As for the evolution of the US economy, it is important to note the difficult dilemma faced by the Fed. On the one hand, apart from short-term wobbles, US growth reached a cruising speed of 2% year-on-year in the second half of 2015, and we foresee it remaining there or thereabouts for much of 2016. A key factor in explaining this dynamic is the solidity of the labour market, which has been able to create more than 12 million jobs since the start of the recovery and as reduced the unemployment rate to 5.0%. In this context, inflation, still relatively contained, is set to rise in the coming months thanks to the recovery of oil prices, greater salary pressure and the strength of internal demand.

Faced with this panorama, the path of monetary normalisation that the Fed embarked on in December makes perfect sense. However, the accommodative stance in the first quarter and much of the second, even taking into account the recent financial turbulence and the uncertainty surrounding global growth, was more pronounced that investors expected. It seems that, faced with the dilemma of giving priority to immediate action in view of the maturity of the cycle or waiting to see whether external questions were resolved, the Fed opted for the latter. However, there was a notable change of tone in its last bulletin, meaning that the monetary normalisation process will in all likelihood continue in the second half of 2016.

- **Evolution of the Eurozone and Spain**

As for the Spanish economy, even though GDP growth this year, forecast to be 2.8% per annum, will be just under the 2015 figure (3.2%), it will be supported by a more balanced advance in economic activity. In any event, in the first quarter, the growth rate remained high, posting 0.8% quarter-on-quarter.

Judging by the bullish consumption indicators, internal demand, stimulated by job creation, continued to be the main driving force behind consumption. Moreover, this year the external sector is expected to contribute positively to growth, albeit little by little and at a moderate level, thanks to the strong increase in exports and, to a lesser degree, the slight slowdown in imports. Less growth, ultimately, but of better quality at least as far as sustainability is concerned. In particular, the greater prominence of the external sector, whose contribution is set to grow in 2016, is a positive development. The same can be said of the recovery of the real estate sector, the growth of bank credit and labour market improvement applies, three trends that represent continued progress towards full economic normalisation in Spain. Meanwhile, the public debt figures were less encouraging, reaching 5.0% of GDP in 2015, 0.8 percentage points higher than the objective agreed with Brussels (4.2%).

Meanwhile, on 23 June 2016 the citizens of the United Kingdom voted in a referendum to leave the European Union (Brexit). The victory of Brexit was a considerable shock in terms of uncertainty, with shockwaves felt on securities and currency markets, as well as in the macroeconomic evolution of the United Kingdom and the rest of European Union member states. The positions on the balance sheet of CaixaBank exposed to risks of deterioration directly linked to Brexit are not significant.

13. PROFIT FORECASTS OR ESTIMATES

The issuer opts not to include a profit forecast.

14. ADMINISTRATIVE, MANAGEMENT, AND SUPERVISORY BODIES AND SENIOR MANAGEMENT

14.1. Names, business addresses and functions in the issuer of the following persons and an indication of the principal activities performed by them outside that issuer where these are significant with respect to that issuer:

a) Members of the administrative, management or supervisory bodies;

Members of the management bodies of CAIXABANK

The members of the Board of Directors of the Company at the date of this Registration Document, their posts on the Board and the nature of said posts and their respective professional addresses are set out below:

Name	Post	Shareholder represented	Professional address
Mr Jordi Gual Solé (*)	Chairman (Proprietary)	Fundación Bancaria "la Caixa"	Avenida Diagonal 621-629 Barcelona
Mr Antonio Massanell Lavilla	Vice-chairman (Executive Office)	Fundación Bancaria "la Caixa"	Avenida Diagonal 621-629 Barcelona
Mr Gonzalo Gortázar Rotaeche	Managing Director (Executive Office)	--	Avenida Diagonal 621-629 Barcelona
Fundación Cajasol represented by	Director	Fundación Bancaria Caja Navarra,	Plaza San Francisco, 1

Name	Post	Shareholder represented	Professional address
Guillermo Sierra Molina	(Proprietary)	Fundación Cajasol, Fundación Caja Canarias y Fundación Caja de Burgos, Fundación Bancaria	Sevilla
Fundación Bancaria Caja Navarra represented by Mr Juan Franco Pueyo	Director (Proprietary)	Fundación Bancaria Caja Navarra, Fundación Cajasol, Fundación Caja Canarias y Fundación Caja de Burgos, Fundación Bancaria.	Avenida Carlos III, 8 Pamplona
Ms Eva Aurín Pardo	Director (Proprietary)	Fundación Bancaria "la Caixa"	Avenida Diagonal 621-629 Barcelona
Ms María Teresa Bassons Boncompte	Director (Proprietary)	Fundación Bancaria "la Caixa"	Avenida Diagonal 621-629 Barcelona
Ms María Verónica Fisas Vergés	Director (Independent)		Avenida Diagonal 621-629 Barcelona
Mr Salvador Gabarró Serra	Director (Proprietary)	Fundación Bancaria "la Caixa"	Avenida Diagonal 621-629 Barcelona
Mr Javier Ibarz Alegría	Director (Proprietary)	Fundación Bancaria "la Caixa"	Avenida Diagonal 621-629 Barcelona
Mr Alain Minc	Director (Independent)	-	10 Avenue George V 75008 Paris
Ms María Amparo Moraleda Martínez	Director (Independent)	-	Avenida Diagonal 621-629 Barcelona
Mr John S. Reed	Director (Independent)	-	425 Park Avenue 3rd Floor New York, New York 10022
Mr Juan Rosell Lastortras	Director (Independent)	-	Ronda General Mitre 126 Barcelona
Mr Antonio Sáinz de Vicuña y Barroso	Director (Independent)	-	Avenida Diagonal 621-629 Barcelona
Mr José Serna Masiá (*)	Director (Proprietary)	Fundación Bancaria "la Caixa"	Avenida Diagonal 621-629 Barcelona
Ms Koro Usarraga Unsain (*)	Director (Independent)	-	Avenida Diagonal 621-629 Barcelona
Mr Francesc Xavier Vives Torrents	Director (Independent)	-	Avenida Pearson, 21 Barcelona
Mr Alejandro García-Bragado Dalmau	Non-director Secretary	-	Avenida Diagonal 621-629 Barcelona
Mr Oscar Calderón de Oya	1st Non-director Vice-secretary	-	Avenida Diagonal 621-629 Barcelona
Mr Adolfo Feijóo Rey	2nd Non-director Vice-secretary	-	Avenida Diagonal 621-629 Barcelona

(*) Appointment subject to approval of European Central Bank and acceptance of the office.

During 2015 the Board of Directors of CAIXABANK met on 15 occasions and up to the date of this document, the Board of Directors had met on 10 occasions.

On 18 June 2015, special Fundación Monte San Fernando was removed, having been absorbed byFundaciónFundación Monte de Piedad y Caja de Ahorros de San Fernando de Huelva, Jerez y Sevilla (Fundación Fundación Cajasol)

On 8 July 2015, Mr Leopoldo Rodés Castañe was removed, having passed away on this date.

On 19 November 2015 the Board of Directors resolved to appoint Fundación Monte de Piedad y Caja de Ahorros de San Fernando de Huelva, Jerez y Sevilla (Fundación Cajasol), as a proprietary member of the Board of Directors by co-optation to cover the vacancy following the removal of special Fundación Monte San Fernando, having been absorbed by the Fundación Cajasol, and until the next General Meeting was held.

On 31 December 2015, CAIXABANK reported that Mr Arthur K.C. Li had presented his resignation as member of the Board of Directors effective as of that date.

On 31 December 2015, the Board of Directors was comprised of 19 members (with 2 vacancies).

The Ordinary General Meeting of Shareholders held on 28 April 2016 approved the establishment of the number of members of the Board of Directors at eighteen (18) and the ratification and appointment of Fundación Monte de Piedad y Caja de Ahorros de San Fernando de Huelva, Jerez y Sevilla (Fundación Cajasol) as a proprietary director and Ms María Verónica Fisas Vergés as independent director.

On 30 June 2016 Mr Isidro Fainé Casas, Mr Juan José López Burniol and Ms Dolors Llobet María resigned as members of the Board of Directors. The following persons were appointed directors, **subject verification of their suitability by the European Central Bank**, Mr Jordi Gual Solé, as proprietary director, Mr José Serna Masiá, as proprietary director, and Ms Koro Usarraga Unsain, as independent director.

The Board also resolved to appoint Mr Jordi Gual Solé as Chairman of the Board of Directors, with non-executive status, pursuant to the proposal of the Appointments Committee and subject to the effectiveness of his appointment as director and the evaluation of suitability for the post of Chairman by the European Central bank.

It was decided to appoint the recently appointed Chairman of the Board, Mr Jordi Gual Solé, when his appointment to said post takes effect, as member of the Executive Commission of the Board of Directors of CaixaBank. The vacancies on the Executive Commission (2) and the Risks Committee (1) will be filled shortly.

CAIXABANK MANAGEMENT AND SUPERVISORY BODIES

Executive Commission		
Name	**Post**	**Date of first appointment as member of this Commission**
Mr Jordi Gual Solé	Chairman	(1)
Mr Antonio Massanell Lavilla	Member	17 July 2014(3)
Mr Gonzalo Gortázar Rotaeche	Member	30 June 2014(3)
Mr Javier Ibarz Alegría	Member	26 June 2012
Ms María Amparo Moraleda Martínez	Member	24 April 2014
Mr Antonio Sáinz de Vicuña y Barroso	Member	1 March 2014(2)
Mr Alejandro García-Bragado Dalmau	Non-member Secretary	26 May 2009
Mr Oscar Calderón de Oya	1st Non-member Vice-secretary	27 June 2011
Mr Adolfo Feijóo Rey	2nd Non-member Vice-secretary	27 June 2011

(1) When the appointment is effective, subject to of European Central Bank and acceptance of the office.
(2) Re-appointed on 24 April 2014.
(3) Re-appointed on 23 April 2015.

During the course of 2015 the Executive Commission of CAIXABANK met on 22 occasions and up to the date of this document, it has met on 12 occasions.

As for the Appointments Committee, Remuneration Committee, Audit and Control Committee and Risks Committee, see the breakdown in section 16.3 of this document.

b) Partners with unlimited liability, in the case of a limited partnership with a share capital

Not applicable, the issuer is a public limited company.

c) Founders, if the issuer has been established for fewer than five years

Not applicable, as the issuer was incorporated over five years ago.

d) Any senior manager who is relevant to establishing that the issuer has the appropriate expertise and experience for the management of the issuer's business

CAIXABANK has a Management Commission that is comprised at present of the Managing Director and the heads of the different areas of activity set out below:

Name	Post
Mr Gonzalo Gortázar Rotaeche	Managing Director
Mr Juan Antonio Alcaraz García	Chief Business Officer
Mr Francesc Xavier Coll Escursell	General Manager Human Resources and Organization
Mr Pablo Forero Calderón	Chief Risks Officer
Mr Tomás Muniesa Arantegui	Chief Insurance and Asset Management Officer
Mr Joaquín Vilar Barrabeig	Deputy General Manager Audit
Mr Jorge Fontanals Curiel	Head of Resources
Ms María Luisa Martínez Gistau	Executive Director for Communication, Institutional Relations, Brand and CSR
Ms María Victoria Matía Agell	Head of International Banking
Ms Jorge Mondéjar López	Head of Financial Accounting, Control and Capital
Mr Javier Pano Riera	Head of Financel
Mr Óscar Calderón de Oya	General Secretary

The nature of any family relationship between any of those persons

It is stated for the record that there is no family relationship of any kind between the members of the administrative, management and supervisory bodies and the members of the Executive Committee.

<u>Details of the relevant management expertise and experience of the members of the Board of Directors</u>

Mr Jordi Gual Solé

Chairman

(Appointment subject to verification of the European Central Bank and acceptance of office)

Jordi Gual 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 joined the “la Caixa” group in 2005. He is executive director of Strategic Planning and Studies for CaixaBank and Director General of Planning and Strategic Development for CriteriaCaixa.
He has served as an economics advisor for European Commission’s Directorate-General for Economic and Financial Affairs in Brussels and as a visiting professor at the University of California at Berkeley.

He is currently a member of the *International Advisory Council* of the ”la Caixa” Group, of the *Economics Council* of OXERA and the Market Monitoring Group of the Institute of International Finance (IIF).
He is also a member of the Board of the European Corporate Governance Institute, Vice President of the Círculo de Economía and serves on the board of the CEDE Foundation. He is the vice-chairman of the Financial Studies Foundation.
He is the author of several books and articles on the banking system, regulation and competition, job creation and European integration. His recent publications include: *Unión Bancaria: ¿de hormigón o de paja?* (Papeles de Economía Española, 2013); *European Integration at the Crossroads* (Banco de España, 2012) and *Building a Dynamic Europe (Cambridge University Press, 2004)*.
He has been a consultant for major industrial and financial companies, and numerous foundations and international bodies. In 1999 he received the Research Award of the European Investment Bank.

Mr Antonio Massanell Lavilla
Vice-chairman

Antonio Massanell, born in Vilafranca del Penedés in 1954, has been Deputy Chairman of CaixaBank since June 2014.
With a degree in Business and Economics from the Universidad de Barcelona, he served as General Manager of Resources at CaixaBank until his appointment as Deputy Chairman in June 2014. From 1971 to June 2011, he held a number of positions in Caja de Ahorros y de Pensiones de Barcelona, ”la Caixa”, being the last of them, the position of General Manager of Resources at CaixaBank.
He has been the non-executive Chairman of Cecabank since 2013. He also serves on the Board of Telefónica, S.A. since 1995, Vice-chairman of Mediterranea Beach & Golf Community, S.A. since 2009, Director of SAREB (The Management Company for Assets Arising from the Banking Sector Reorganisation) since 2012, and a member of the Supervisory Board of Erste Group Bank since 2015.
In 2015, he was appointed Vice-chairman of the Board of Trustees of COTEC (the Foundation for Technological Innovation) and Chairman of the Barcelona Centre Financer Europeu association. He has also been a member of ERPB (Euro Retail Payments Board) representing ESBG (the European Savings and Retail Banking Group) since 2014, a plenary member of the Barcelona Chamber of Commerce since 2010.

Mr Gonzalo Gortázar Rotaeche
CEO

Gonzalo Gortázar, born in Madrid in 1965, has been CEO of CaixaBank since June 2014.
Mr. Gortázar holds a dual degree in Law and Business from Universidad Pontificia de Comillas (ICADE) and an MBA with distinction from the INSEAD Business School.
He is currently Chairman of VidaCaixa and a Director of Grupo Financiero Inbursa, Repsol and Erste Bank.
Mr. Gortázar served as CaixaBank's Chief Financial Officer prior to being appointed CEO in June 2014. Before then, he was CEO of Criteria CaixaCorp between 2009 and June 2011. From 1993 to 2009, he worked at Morgan Stanley in London and Madrid, holding several posts in the investment banking division and leading the European Financial Institutions Group until he joined Criteria in mid-2009.
Previously, he held various corporate banking and investment banking positions at Bank of America.

Ms Eva Aurín Pardo
Director

Eva Aurín Pardo born in Barcelona in 1972, has been a member of the Board of Directors of CaixaBank since 2012 and of VidaCaixa, S.A. de Seguros y Reaseguros since July 2014. She has been Director General of Caja de Ahorros y Pensiones de Barcelona (”la Caixa”) since 2009, member of the Board of Directors of ”la Caixa” until June 2014 and member of the Board of Trustees of the "la Caixa" Foundation from 2012 until June 2014.

She holds a degree in Chemical Science – Faculty of Physical and Chemical Sciences (Universidad de Barcelona 1992 - 1997). International Master Business Administration (MBA) – La Salle BES, Universidad Ramón Llull (Barcelona 2012 – 2014). Seminar American Business, Executive MBA - Saint Mary's College of California (San Francisco 2013).
An expert in project management, among other things, she has completed a higher programme on strategic leadership and courses on personal and commercial excellence.
Since October 2014, she is the head of Centro Tecnológico SAP IS-U comprising more than 100 consultants in Barcelona and Salamanca. This Centre offers services to a variety of clients in the supply sector, both nationally and internationally. (INSA-IBM)
Since October 2014 she is a Professor of the M.A. on eHealth (application of IT to Healthcare Management), at the "la Salle" business school.
In 2014, she was head of the IT service (SAP, laboratory, radiology, etc.) of the main hospitals in Cataluña (Vall d'Hebron, Bellvitge, Germans Trias i Pujol, Doctor Josep Trueta, etc.) 2014 INSA-IBM.
Previously, she was Project Manager at ETIC Sistemes informàtics S.L. (Barcelona) where she led functional analysis, project management and the development, implementation and maintenance of IT applications, as well as communication projects for patient referrals for all primary care centres in Cataluña.
Prior to that, she was Project Manager at Expectra S.L. (Barcelona) and MB Sistemes Informàtics S.L. (Barcelona) and Senior Programmer at Getrònics Group (Barcelona).
She is the co-author of the work "*Implementación de la educación Grupal en la cartera de servicios de la atención primaria, una herramienta de gestión*", co-author of the communication poster: "*Sobre complejidad. ¿Y tú qué haces?*" and co-author of the article: "*A program of nurse algorithm-guided care for adult patients with acute minor illnesses in primary care*". BiomedCentral (May 2013).

Ms Maria Teresa Bassons Boncompte
Director

Maria Teresa Bassons Boncompte (Cervelló 1957) has served on the Board of Directors of CaixaBank since June 2012. She is a member of Fundación Bancaria Caixa d'Estalvis i Pensions de Barcelona's Board of Trustees and a member of the Advisory Committee of Caixa Capital Risc.
She holds a B.A. in Pharmacy Studies from the University of Barcelona (1980) with a specialisation in hospital pharmacy. She is a holder of a pharmacy licence.
Ms Bassons has been a member of the Barcelona Chamber of Commerce's Executive Committee since 2002, and the Chair of its Enterprise Commission for the Health Sector.
She is a member of the Oncolliga Scientific Committee and of the Board of Directors of Bassline, S.L. and Director of TERBAS XXI, S.L.
She served on the Board of Directors of Criteria CaixaHolding from July 2011 to May 2012.
She is also served as Vice-President of the Barcelona College of Pharmacists (1997-2004) and as Secretary-General to the Board of Colleges of Pharmacists of Catalonia (2004-2008).
She was a member of the Advisory Board on Smoking of the Catalonia Health Department (1997-2006) and of the Catalonia Bioethics Advisory Committee (2005-2008).
She was Director of the 1995 and 1997 INFARMA international medical & pharmaceutical trade fairs at Fira de Barcelona, and Director of the "Circular Farmacéutica" and l'Informatiu del COFB" journals for 12 years.
The General Board of the Spanish Colleges of Pharmacists gave her the Professional Merit Award in 2008.

Ms Maria Verónica Fisas Vergés
Director

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 is 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. In 2012 she was named Vice Chair of Stanpa and Chair of the Association's Committee of Professional Aesthetics. In 2013 she was appointed member of the Board of Directors of Feed Your Skin.
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.

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Mr Juan F. Franco Pueyo
Representative of the Caja Navarra Banking Foundation

Juan Franco, born in Zaragoza in 1962, has been the Caja Navarra Banking Foundation's representative on the CaixaBank Board of Directors since January 2013.
He is holder of a BA in business and economics in 1987 from the University of Zaragoza, an M.A. in Economics from Boston College in 1992 and a PhD in Economics and Business from the Public University of Navarre in 1994. "Premio Extraordinario" outstanding award for a PhD thesis.
Tenured professor of the Business Management Organization Department at the Public University of Navarre since 1996. Research assistant at Harvard University's Russian Research Center and Sheffield University's School of Management and Economic Studies.
Appointed Vice-Rector of Institutional and International Relations at the Public University of Navarre in July 1999, a position he held until July 2003. Appointed Dean of the Economics and Business Administration Faculty of the Public University of Navarre in February 2004, and Advisor for International Relations at ANECA, the National Agency for Quality Assessment and Accreditation of Spain
Appointed Director-General for International Development by the Government of Navarre, a member of the Transfers Commission, the representative for Navarre on the Commission of Coordinators in European Affairs of the Conference on Issues Related with European Communities (Conferencia para Asuntos Relacionados con las Comunidades Europeas - CARCE) in September 2007. He is also the representative for Navarre on the Coordination Committee of the Pyrenees Working Community and on the Executive Committee of the Community's Consortium.
Joined the boards of AUDENASA, ANAIN and CNAI and was appointed Vice Chairman of the Board of Directors of START UP in October 2007. Appointed a member of the Jorge Oteiza Museum's Board of Trustees in May 2008 and a member of the Navarre Immigration Council in October 2009.
Director-General for Budget of the Navarre government since May 2011. Appointed a member of the board of Corporación Pública Empresarial de Navarra in 2011 and Chairman of Caja Navarra's Management Committee in 2013.
In August 2015, he returned to his post as tenured professor at the Business Administration Department of the Public University of Navarre.

Mr Salvador Gabarró Serra
Director

Salvador Gabarró (Sant Guim de Freixenet 1935) has served on the Board of Directors of CaixaBank since 2003 and is third Vice-chairman of CriteriaCaixa. He was first Vice-chairman of Caja de Ahorros y Pensiones de Barcelona, "la Caixa", from 2003 until 2014 and Vice-chairman of the Board of Trustees of the "la Caixa" Foundation until 2014.
He holds a doctorate in Industrial Engineering from Barcelona Polytechnic University and is Chairman of Gas Natural Fenosa.

From 1974 to 2000 he served as manager of Corporación Roca, and he played a leading role in its expansion. He also held the post of President of the Círculo de Economía (1999-2002).
He has served on the boards of Enagás and Indra Sistemas.

Mr Javier Ibarz Alegría
Director

Javier Ibarz Alegría (Barcelona 1953) has been a member of the Board of Directors of CaixaBank since 2012. He was a general director and member of the Board of Directors of Caja de Ahorros y Pensiones de Barcelona (”la Caixa”) until June 2014 and a trustee of the “la Caixa” Foundation until October 2014. Since 2014 he has been a member of the Board of Directors of VidaCaixa.
He graduated in industrial engineering from the Terrassa Technical School of Industrial Engineers. Since 2013 he has been accredited as a qualified technician in preparing self-protection plans. In 2002, he obtained the title of Environmental System Manager from the European Organization for Quality and he has taken multiple postgraduate courses in construction, structures, industrial facilities, urbanisation and infrastructure. He has given various courses on training of board members. He is an internationally-recognised expert on Solar Protection technology.
He has worked widely as an industrial engineer since 1982. From 1993 until late 2013 he was, successively, Director of Product Area, of r+D+I, and of the Operations Area, before holding a position equivalent to that of General Director at a leading international solar protection company
Since 2013, he has been the General Director and a charter member of EIGMA, S.L., a company that specialises in industrial consultancy, infrastructure and urbanisation, environmental management and packaging. Since 1994 he has been Teatre Fortuny de Reus’s Safety and Facilities and Emergency Plan Manager.
He has published various articles and given conferences on the influence of solar protection and energy savings on solar protection systems, as well as talks on the environment and environmental management.

Mr Alain Minc
Director
Born in Paris in 1949, Alain Minc has been a Member of the CaixaBank Board of Directors since 2007. He is Chairman and CEO of his own consultancy firm, AM Conseill and is a graduate from the École des Mines de Paris and the École Nationale d’Administration (ENA) in Paris. In 1991, he founded his own consultancy firm, AM Conseil.
He has been Chairman of the Supervisory Board of French newspaper Le Monde, Deputy Chairman of Compagnie Industriali Riunite International and General Manager of Cerus (Compagnies Européennes Réunies).
He was also a finance inspector and CFO at Saint-Gobain.
He is currently Chairman of Sanef and a Director at Prisa.
He has been named Commandeur de la Légion d' Honneur, Commander of British Empire and Gran Cruz de la Orden del Mérito Civil.
He has written more than 30 books since 1978, many of them best-sellers, including: Rapport sur l'informatisation de la société; La Machine égalitaire; Les vengeances des Nations; Le Nouveau Moyen-âge; Rapport sur la France de l'an 2000; www.capitalisme.fr; Epître á nos nouveaux maîtres (2003); Les Prophétes du bonheur: historie personnelle de la pensée économique (2004); Ce monde qui vient (2004); Le Crépuscule des petits dieux (2006); Une sorte de Diable, les vies de John M. Keynes (December 2006); Une histoire de France (2008); Dix jours qui ébranleront le monde (2009); Une historie politique des intellectuels (2011); Un petit coin de paradis, L'Âme des Nations (2012); L' Homme aux deux visage (2013), Vive l'Allemagne (2013), Le mal français n' est plus ce qu'il était (2014) and Un Français de tant de souches 2015.

Ms María Amparo Moraleda Martínez
Director

Born in Madrid in 1964, María Amparo Moraleda has been a member of the CaixaBank 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: Faurecia, S.A. (since 2012), Solvay, S.A. (since 2013) and Airbus Group, S.E. (since 2015).
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 KPMG España (since 2012) and SAP Ibérica (since 2013).
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 Ms Moraleda Martínez was General Manager of INSA (a subsidiary of IBM Global Services). From 1995 to 1997 she was HR Director for EMEA at IBM Global Services and from 1988 to 1995 held various professional 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 the Instituto de Empresa.
In 2005 she was inducted into the Women in Technology International (WITI) organisation's Hall of Fame, established to recognise, honour, and promote the outstanding contributions women make to the scientific and technological communities that improve and evolve society, while 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).

Mr Antonio Sáinz de Vicuña y Barroso
Director

Born in Barcelona in 1948, Antonio Sainz de Vicuña y Barroso has been a member of the CaixaBank Board of Directors since 2014.
He is a graduate in Law and Economic and Commercial Science from Madrid's Complutense University (1971), and then studied a postgraduate course with a final dissertation on European and International Law. He also holds a Diploma in International Law from Pembroke College, Cambridge University. He was awarded a grant from the Juan March Foundation.
In 1974, he became a State Attorney acting as a legal advisor to the Ministries of Finance, Economy and Foreign Affairs between 1974 and 1989. From September 1989 to November 1994 he was the Chief International Legal Counsel of Banco Español de Crédito in Madrid. Between November 1994 and June 1998, he was General Counsel at the European Monetary Institute (EMI) in Frankfurt, the body entrusted with the preparatory work for the launch of the euro. In June 1998, he moved to the European Central Bank where he was General Counsel and Director of the Legal Services, before retiring at 65 in November 2013.
He is also a founder member of and sat on the first Board of Directors of Asociación para el Estudio del Derecho Europeo (1982-1986); a founder member of the Corte Civil y Mercantil de Arbitraje (1989-1994); founder member and member of Supervisory Board of the Institute for Law and Finance, Wolfgang Goethe Universität, Frankfurt (2000-2013); founder member and member of the Advisory Board of PRIME Finance (2011-2013); and a member the Advisory Board of the European Capital Markets Institute (2000-2013).
He has participated in several finance conferences as speaker and also published a monographical work on "*La contratación exterior del Estado*" Ministry of Foreign Affairs, 1986) and some 30 legal articles in specialist publications. He was awarded the *Encomienda de Isabel la Católica* (1987) for services rendered in Spain's accession to the European Community and the Order of Civil Merit (2014).

Mr José Serna Masiá
Director
(Appointment subject to verification of the European Central Bank and acceptance of office)

Law graduate (Universidad Complutense de Madrid, 1964)
Legal Advisor in Butano, S.A. (1969-1971).
State Lawyer (1971).

Postings:

- Salamanca state lawyer corps.
- Assistant Technical Secretary General at the Ministry of Education and Science.
- Legal Advisor to the Technical Secretariat General of the Ministry of Finance. Madrid High Court (formerly called the Territorial Court): Judicial Review Chamber.

On voluntary leave since 1983.
Legal Advisor at the Madrid Stock Exchange (1983-1987).
Member of the Madrid Bar Association (practicing from 1983-1987).
Stockbroker (1987-2000).
Secretary of the Union Board, Barcelona Stock Exchange (1987-1989).
Chairman of the Promoter of the new Barcelona Stock Exchange (1988-1989).
Chairman of the Barcelona Stock Exchange (1989-1993). Chairman of the Spanish Stock Market Body (1992).
Member of the Consultative Committee of the newly created National Securities Market Commission (1989-1990).
Vice-Chairman MEFFSA (Mercados y Futuros Financieros, S. A) (1990-1993). Vice-Chairman of Fundación Barcelona Centro Financiero (1992-1993). Vice-chairman and Director of Interdealers, Sociedad de Bolsa (later Societe Generale Valores) (1992-1994).
Endesa, S.A.:

- Director (2000-2007).
- Member of the Audit and Control Committee (2000-2006).
- Chairman of the Audit and Control Committee (2007).
- Director of Endesa Europa (2002-2008).
- Director of Endesa Diversificación (2000-2003).

Notary Public in Barcelona (2000-2013).

Mr John Shepard Reed

Director

Born in Chicago in 1939, John Reed has been a member of the Board of Directors of CaixaBank since 2011.

He was raised in Argentina and Brazil and completed his university studies in the United States. In 1961, he earned a degree in Philosophy and Letters and Science 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 in MIT to study a Master in Science. John Reed worked for Citibank/Citicorp and Citigroup for over 35 years, holding the position of President for the last 16 before retiring in April 2000.

From September 2003 to April 2005, he went back to work as the Chairman of the New York Stock Exchange and was Chairman of the MIT Corporation (2010-2014).

Mr Reed is a member of the Board of Directors of MDRC, the Isabella Stewart Gardner Museum, the Boston Athenaeum and the NBER as well as Supervisor of the Boston Symphony Orchestra. He is also a fellow of both the American Academy of Arts and Sciences and of the American Philosophical Society and Director of the Social Science Research Council.

Mr Guillermo Sierra Molina

Representative of Fundación Cajasol

Guillermo Sierra Molina, born in Melilla in 1946, has served as the representative of the Fundación Cajasol on the CaixaBank Board of Directors since November 2015 and before, as representative of the Fundación Monte San Fernando, from September 2012 to June 2015.

Mr Sierra completed university studies in certified public accountancy and holds a degree in Economics from the Complutense University of Madrid. He was awarded a Doctorate in Economics by the University of

Seville, where he was assistant professor in Corporate Accounting and Cost Statistics and, later, the university chair of Accounting and Financial Economics.

He is currently the Dean of the School of Economics of Seville, and the economic and financial advisor and a member of the Board for a number of companies.

Having passed a public examination, Mr Sierra formed part of the Ministry of Defence's Corps of Comptrollers, as well as being a member of the ad-hoc Water Savings Committee created by the Ministry for the Environment. He has been a non-practising member of the Institute of Chartered Accountants of Spain (ICJCE) and is registered with the Federation of Accountants and Auditors (Registro de Economistas Auditores).

At the University of Seville, Mr Sierra has also served as Vice-Rector for Economic Affairs and Director of the Accounting and Financial Economics Department.

He has served as Chairman and Deputy Chairman of the Andalusia Council of Economists, Chairman of the Control Committee of CAJASOL and General Manager of CECOFAR.

Mr Sierra currently oversees the Masters programme in Finance and Financial Administration and in Business Administration at the Instituto de Estudios Cajasol.

He has written more than 10 books on accounting and finance, and published over 30 articles. He has directed doctoral theses for more than 35 students, and formed part of countless committees to evaluate doctoral theses and other academic research papers.

Mr Juan Rosell Lastortras
Director

Born in Barcelona in 1957, Juan Rosell Lastortras has been a member of the CaixaBank Board of Directors since 2007.
He holds a degree in Industrial Engineering from Barcelona Polytechnic University and studied Political Science at the Complutense University of Madrid. He is Chairman of Congost Plastic.
During his career he has served as Managing Director of Juguetes Congost and has been Chairman of Enher (1996-1999), Fecsa-Enher (1999-2002) and Corporación Unliand (2005-2006). He has also been a board member of Gas Natural, S.D.G, S.A., Agbar, Endesa, Endesa Italia S.p.A., Siemens España and Applus Servicios Tecnológicos.
He currently sits on the Board of Gas Natural.
In addition, he is Chairman of the Spanish Confederation of Business Organisations (CEOE), a member of the Mont Pelerin Society, and Deputy Chairman of Business Europe.
Mr. Rosell has received numerous decorations including the Gold Medal of Merit of the International Trade Fair of Barcelona and the Silver Medal of the Barcelona Chamber of Commerce; was named a Commander of the Order Merit of the Italian Republic; he was given the Keys to the City of Barcelona and the Tiepolo Prize.

Ms Koro Ussaraga Unsain
Director
(Appointment subject to verification of the European Central Bank and acceptance of appointment)

Academic training
IESE Barcelona (1999/2000)
- P.A.D.E. 2000- Executive Company Management Programme.

ESADE Barcelona
- Graduate in Business Administration and M.A. in Business Management (1981).

Auditor – Chartered Accountant 26 November 1993.

Professional experience
June 2015 — Present
NH Hotel Group, S.A.- Independent director, member of the appointments, remuneration and corporate governance committee and chairwoman of the audit and control committee.
2005 — Present
2005 KP Inversiones, S.L.- Shareholder (50%) and Joint and Several Director.

Company devoted to direct investment in companies and management consultancy. She is currently the owner of:

- 100% of Vehicle Testing Equipment, S.L., manufacturer of equipment for vehicle road testing, with a turnover of 5.7 million euros.
- Other minority investments in industrial firms.

Her functions include defining the strategy of companies and direct, close-up monitoring of operations. All companies have their own management team.
Grupo Bravo. Management-level advice and director of the Mexican affiliate.
Leading firm in the sector of aluminium casting and machining for the manufacture of car parts.
2003 — 2004 Grupo Renta Corporación. General Manager.
A group in the real estate sector, specialising the acquisition, rehabilitation and sale of buildings in prime locations in major cities.
2001 — 2003 Grupo Occidental Hoteles. Corporate General Manager in charge of the areas of finance, administration, management control, IT systems and human resources.
International hotel group. With a majority of hotels in the holiday market.
1981 — 2001 Arthur Andersen Barcelona. She joined after graduating from university. Audit partner since 1993, specialising in the Industry and service company sector.
In the audit and financial consulting division.

Mr Xavier Vives Torrents
Director

Born in Barcelona in 1955, Xavier Vives Torrents has been a member of the CaixaBank Board of Directors since 2008.
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 also Professor of European Studies at the INSEAD Business School in 2001-2005; Director of the Institute of Economic Analysis at the Spanish High Council for Scientific Research in 1991-2001; and a visiting lecturer at the universities of California (Berkeley), Harvard, and New York (King Juan Carlos I Chair 1999-2000), 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 Competition Commissioner, Joaquín Almunia). He is also a member of CARE (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 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 Director of the Aula Escola Europea, a member of the European Academy of Sciences and Arts; Research Fellow of the CESifo and the Center for Economic Policy Research; Fellow of the European Economic Association since 2004 and Fellow of the Econometric Society since 1992.
He has published numerous articles in international journals and directed the publication of various books. Mr Vives Torrents has also received several awards including the King Juan Carlos I Prize for Research into Social Sciences in 1988; the Catalan Society for Economics prize in 1996; the Narcís Monturiol Medal from the Catalonian regional government in 2002; and the Catalonia Economics Prize in 2005, in addition to the IEF Award for academic excellence for his professional career in 2012. He is also the recipient of a European Research Council Advanced Grant in 2009-2013 and was awarded the King Jaime I Award for economics in 2013.

Details of the relevant management expertise and experience of the members of the Executive Committee

Pursuant to Bank of Spain Circular 4/2004, “key administrative and management personnel” at CaixaBank, understood as those persons with the authority and responsibility for planning, directing and controlling the activities of the Entity, directly and indirectly, comprises the members of the Board of Directors and Senior Management. Due to their posts, this members of this collective are considered "related parties" and, as such, are subject to certain information requirements.
Therefore, the members of the Executive Committee are considered the Senior Management of CaixaBank.
Also in accordance with the terms of Article 9 of RD 1333/2005 of 11 November, according to which the CNMV is sent Notifications of Voting Rights of their operations involving CaixaBank shares, being considered Senior Management.

Mr Juan Antonio Alcaraz
Chief Business Officer

A graduate in Economic and Business Sciences from the Cunef (Universidad Complutense de Madrid) and M. A. in Business Management from the IESE.
He joined ”la Caixa” in December 2007 and is currently Business Chief Executive Officer responsible for the areas of ”la Caixa”'s business: Commercial Banking (Network of Offices, Personal Banking, Private Banking) and Wholesale Banking (Corporate and Investment Banking).
In his lengthy professional career, he was General Manager of Banco Sabadell (2003 – 2007) responsible for the Business Network, International Network and Wholesale Banking (Corporate and Investment Banking) of said entity and, prior to that, Assistant General Manager of Santander y Central Hispano (1990-2003), responsible during this period of the Commercial Banking Network and Business Banking in Cataluña (1998-2003); for the Aragón Territorial Area (1995-1998) and for the creation of the Business Office Network (1990-1995).

Mr Francesc Xavier Coll Escursell
Chief Human Resources and Organisation Officer

A Doctor of Medicine from the Universidad de Barcelona and M.A. in Business Administration (MBA) from the University of Chicago and in Public Health (MPH) from the Johns Hopkins University. He was a beneficiary of the “la Caixa” Fulbright grant.
He has worked in the international health sector for over 25 years, in multilateral development banking and in the financial sector.
He has worked in the United States, Luxembourg and Spain.
He is currently Chief Human Resources and Organisation Officer and member of the Executive Committee of CaixaBank. Previously, he was Assistant Chief Human Resources and Organisation Officer and Head of Human Resources.
Before that, he worked at the Work Bank as Director of the Cabinet of the Chairman and Vice-Chairman of Human Resources and, at the European Investment Bank, Head of Human Resources. He has also worked for American Medical International (AMI) and in Strategic Planning (International Department).

Mr Pablo Forero Calderón
Chief Risks Officer

Economy graduate from the Universidad Autónoma de Madrid, specialising in Macroeconomics.
He is currently Risk General Manager of CaixaBank and a member of the Management Commission.
He worked as Assistant General Manager of Treasury and Capital Markets of CAIXABANK until 3 April 2013, and Head of Asset Management of ”la Caixa” from 2009 until July 2011.
Prior to that he was team manager in the Audit Department of Arthur Andersen & CO (1981-1984), Head of Markets at Manufacturers Hanover Trust CO (1984-1990), from 1990 to 1997 he was Head of Asset Management at GP Morgan España and from 1998 to 2009 he held the post of Deputy Global Head of Equity & Balanced Accounts while a member of the Investment Committee and the Global Asset Management Operating Committee of JP Morgan Asset Management in London.

Mr Tomás Muniesa Arantegui
Chief Insurance and Asset Management Officer

He holds a degree in Business Science and an M.A. in Business Administration from the ESADE.
In 1976 he joined ”la Caixa”, being appointed Assistant General Manager in 1992 and General Manager of CaixaBank in 2011. He is also Executive Vice-Chairman-CEO of VidaCaixa de Seguros y Reaseguros, Vice-Chairman of SegurCaixa Adeslas, de Seguros y Reaseguros, Second Vice-chairman of UNESPA, Director of the Insurance Compensation Consortium, of VITHAS Sanidad, S.L., Substitute Director of Grupo Financiero Inbursa in Mexico and member of the Board of Trustees of ESADE Fundación.
Prior to that, he was Chairman of MEFF (Managing Company for Derivatives) and Vice-chairman of BME (the Spanish Stock Exchange Body).

Mr Joaquim Vilar Barrabeig
Deputy General Manager of Internal Audit

Born in Barcelona in 1960, he graduated in Business Science and holds an M.A. in Business Administration and Management from the ESADE (1979-1984).
He has been the Deputy Audit General Manager since 2011 and a member of the Executive Committee of CaixaBank since 2004.
He jointed ”la Caixa” in 1996 as Management and Control Manager. He has held the posts of Controller General and Chief Financial Officer.
Between 1985 and 1996 he was auditor and advisor of financial institutions with Arthur Andersen.

Mr Jorge Fontanals Curiel
Head of Resources.

He holds a Diploma in Business Administration and Management (ESADE) and AMP – Advanced Management Program (ESADE).
From 2011 until his appointment of Head of Resources, he was Corporate Head of IT Services at CaixaBank and before that Head of the Multi-channel Information Systems Area.
Previously he was Assistant General Manager of Architecture and Infrastructures and Director of IT Architecture at SILK.
He was also head of Architecture, Head of the Office Channel and Head of the Channel Information Systems Area and also held a variety of positions in the technical area, including Departmental Head at “la Caixa” in different periods.
He was the General Manager at e-CT MultiCaixa, Head of Organisation and Systems at e-laCaixa and Head of Accounts at EDS España and TecnoCaixa.
He is currently a member of the following Boards of Directors: RedSys (Redsys Servicios de Procesamiento S.L.), SILK Aplicaciones and SILC Immobles, S.A.

Ms María Luisa Martínez Gistau
Executive Director for Communication, Institutional Relations, Brand and CSR

A Contemporary History graduate from the Universidad de Barcelona with a degree in Information Science from the Universidad Autónoma de Barcelona, also having completed the Executive Business Management Programme (PADE) at IESE.
She joined ”la Caixa” in 2001 in order to manage media relations. In 2008, she was appointed Head of Communication, responsible for corporate communication and institutional management with the media. Since 2014, she is Communication, Institutional Relations, Brand and CSR Corporate General Manager at CaixaBank.
María Luisa Martínez Gistau is also the chairwoman of Dircom Cataluña, a professional association for managers and business communication professionals, institutions and consultants.

Ms María Victoria Matía
Head of International Banking

A graduate in Economic Science from the Universidad de Barcelona in 1986, she joined “la Caixa” in 1985 and has held different posts, being appointed Head of International Banking in 2015.
She has also discharged a variety of duties during her professional career in different entities: CaixaCard and M2P – Chairwoman (2012-2015) an currently Director of CaixaCard; e-la Caixa (affiliate of CaixaBank Channels) - Chairwoman (2005-actualidad); Comercia (Joint Venture with Global Payments) – Director (2010-present); Comercia Global Payments Brazil (Joint Venture with Global Payments) - Director (2013-present)

Mr Jorge Mondéjar López
Head of Financial Accounting, Control and Capital

A Graduate of Economic and Business Science (1986-1991) from the Universidad de Barcelona, specialising in Business Economics.
Auditor registered with the Official Registry of Auditors of the Accounting and Auditing Institute.
He joined “la Caixa” in 2000. He has been Management Control Corporate Manager in CaixaBank and prior to that at Caja de Ahorros y Pensiones de Barcelona, “la Caixa”. He is responsible for: budgetary planning, internal financial reporting, preparation of financial information for management of the Commercial Network, Monitoring the financial management of the Group's business and relations with the rating agencies.
He is a Director and member of the audit committee of CaixaBank Asset Management, S.G.I.I.C., S.A.U.
He has been a Director and member of the audit committee of Barclays Bank, S.A.U. since 2 January 2015 until its merger with CaixaBank, S.A. on 14 May 2015.
Between 1991 and 2000 he worked at Arthur Andersen y Cia S. Com., performing audit activities, specialising the sector of regulated and financial institutions.

Mr Javier Pano
Chief Financial Officer.

A Graduate in Business Science and holder of an M.A. Business Administration from ESADE, since July 2014 he is the Chief Financial Officer (CFO) of CaixaBank and member of its Executive Committee. He is responsible for the creation of bond and derivatives markets (Trading books), for ALM/banking books: Chairman of the ALCO and liquidity management, of Investor Relations and Market Analysis.
Before that he held broad responsibilities in different entities: Croissant Express (1985 – 1987); Gesindex, SGIIC - Director General (1987 – 1993); “la Caixa” (now CaixaBank) – Head of Wealth Management (1993 – 1996) and GesCaixa/InverCaixa, SGIIC: Head of Investments (1996 – 2004) and from 2004 to July 2014 Head of Treasury and Capital Markets in CaixaBank.

Mr Óscar Calderón de Oya
General Secretary and First Vice-secretary to the Board

Born in Barcelona in 1971 and General Secretary of CaixaBank since May 2014. Non-director First Vice-secretary of the Board of Directors de CaixaBank since June 2011. He is also Secretary of the Board of Trustees of Fundación Bancaria Caja de Ahorros y Pensiones de Barcelona, “la Caixa”.
A Law Graduate from the Universidad de Barcelona (1994). State Lawyer (1998).
He has been the State Lawyer at the High Court in Cataluña, responsible for representing and defending the State in the civil, criminal, labour and judicial review jurisdictions. Member of the Provincial Compulsory Expropriation Jury (1999-2002). State Lawyer Secretary to the Regional Economic-Administrative Court of Cataluña (2002-2003). Lawyer for the General Secretary of Caja de Ahorros y Pensiones de Barcelona (”la Caixa”) (2004), Vice-secretary of the Board of Directors of Inmobiliaria Colonial, SA (2005-2006), Secretary of the Board of Banco de Valencia (March to July 2013) and Vice-Secretary of the Board of Directors of Caja de Ahorros y Pensiones de Barcelona (”la Caixa”) until June 2014. He was also a member of the Board of Trustees and Vice-Secretary of the “la Caixa” Foundation until its dissolution in 2014.
Óscar Calderón de Oya member of the Board of Trustees and Secretary to the Board of the Museo de Arte Contemporáneo de Barcelona (MACBA) Foundations.

In the case of each member of the administrative, management or supervisory bodies of the issuer and of each person mentioned in points (b) and (d) of the first subparagraph, details of that person’s relevant management expertise and experience and the following information:

a) the names of all companies and partnerships of which such person has been a member of the administrative, management or supervisory bodies or partner at any time in the previous five years, indicating whether or not the individual is still a member of the administrative, management or supervisory bodies or partner. It is not necessary to list all the subsidiaries of an issuer of which the person is also a member of the administrative, management or supervisory bodies

Attached is information sent by the members of the Board of Directors on the companies and associations of which they have been a member of the management, administrative or supervisory body at any time in the preceding five years, with the exception of (i) those companies that are purely holding or family companies; (ii) all the affiliates of an issuer of which they are also a member of the management, administrative or supervisory body; or (iii) companies belonging to the “la Caixa” Group.

Director	Company	Post	Represented Company	Period or up to date
Mr Antonio	MEDITERRANEA BEACH&GOLF COMMUNITY	Vice-chairman		Up to date

Massanell Lavilla	PORT AVENTURA ENTERTAINMENT, S.A. (MULTIGRUPO)	Chairman	-	December 2009 – December 2012
	CECABANK, S.A.	Chairman	-	Up to date
	TELEFÓNICA, S.A.	Director	-	Up to date
	SOCIEDAD DE GESTIÓN DE ACTIVOS PROCEDENTES DE LA REESTRUCTURACIÓN BANCARIA, S.A. (SAREB)	Director		Up to date
	IT NOW, S.A. (ANTES SERVEIS INFORMÀTICS "LA CAIXA", S.A. (SILK) (MULTIGRUPO)	Director	-	May 2008 – December 2011
	ERSTE BANK (Erste Group Bank, AG)	Member of the Supervisory Board		Up to date
	BOURSORAMA, S.A.	Director	Fundación Bancaria Caixa d'Estalvis i Pensions de Barcelona	2008 – June 2015
Mr Gonzalo Gortázar Rotaeche	GRUPO FINANCIERO INBURSA	Director	-	Up to date
	REPSOL, YPF, S.A.	Director		Up to date
	ERSTE BANK (Erste Group Bank, AG)	Member of the Supervisory Board		Up to date
	SEGURCAIXA ADESLAS, S.A. DE SEGUROS Y REASEGUROS (MULTIGRUPO)	Director	-	September 2009 – July 2014
	HISUSA-HOLDING DE INFRAESTRUCTURAS Y SERVICIOS URBANOS, S.A.	Director	-	June 2010 – November 2013
	ABERTIS INFRAESTRUCTURAS, S.A.	Director	-	May 2011 – February 2013
	PORT AVENTURA ENTERTAINMENT, S.A. (MULTIGRUPO)	Director	-	December 2009 – July 2011
	BOURSORAMA, S.A.	Director	CaixaBank, S.A.	July 2009 - January 2012
	SABA INFRAESTRUCTURAS, S.A.	Director	-	December 2011 – September 2012
Fundación Bancaria Caja Navarra	CAMINOS DEL REYNO, S.L.	Director		April 2012 – December 2014
	OJER PHARMA, S.L.	Director		April 2012 – May 2016
	FROM DESIGN TO DEVELOPEMENT, S.L.	Director		May 2012 – May 2016
	PLAYING FOR LEARNING, S.L.	Director		November 2011 – September 2014
	SCRIPTA CONTENIDOS, S.L.	Director		November 2011 – September 2013
	TEMPOLIOS, S.L.	Director		April 2012 – May 2016
	3P BIOPHARMACEUTICALS, S.L.	Director		December 2012 – September 2014
	SIESTA SYSTEMS, S.L.	Director		July 2012 – May 2016

	FORMUNE, S.L.	Director		August 2012 – April 2016
	VERDURAS DEL REYNO, S.L.	Director		November 2012 – October 2015
Ms María Teresa Bassons Boncompte	BASSLINE, S.L.	Director	-	Up to date
	TERBASS XXI, S.L.	Administrator		Up to date
Ms Maria Verónica Fisas Vergés	NATURA BISSÉ Int. S.A. (España)	Managing Director		Up to date
	NATURA BISSÉ Inc. Dallas (USA)	Chairman and Secretary of the Board of Directors		Up to date
	NATURA BISSÉ Int. S.A. de CV (México)	Chairman of the Board of Directors		Up to date
	NATURA BISSÉ Int. Ltd. (UK)	Director		Up to date
	NATURA BISSÉ Int. FZE (Dubai) (Dubai Airport Free Zone)	Director		Up to date
	Feed your Skin, S.L. (España)	Director		Up to date
	Stanpa (Asociación Nacional de Perfumería y Cosmética)	Vice-chairman and member of the Executive Board		Up to date
Mr Salvador Gabarró Serra	GAS NATURAL, S.D.G., S.A.	Chairman	-	Up to date
Mr Javier Ibarz Alegría	EIGMA, S.L.	Sole Administrator	-	Up to date
	LLANZA, S.A.	Similar to the Chief Executive Officer	-	August 2013 – October 2013
Mr Alain Minc	AM CONSEIL	Chairman and member of the Board of Directors	-	Up to date
	PROMOTORA DE INFORMACIONES, S.A. – PRISA	Director and member of the Executive Committee and the Audit Committee	-	Up to date
	FNAC	Director	-	October 1994 - April 2012
	DIRECT ENERGIE	Director	-	May 2008 – February 2015
	SANEF	Chairman of the Board of Directors (and member of the Strategy Committee)	-	Up to date
Ms María Amparo Moraleda Martínez	MELIÁ HOTELS INTERNACIONAL, S.A.	Director	-	February 2009 – June 2015
	CORPORACIÓN FINANCIERA ALBA	Director	-	March 2012 – November 2014
	FAURECIA, S.A.	Director	-	Up to date
	ALSTOM, S.A.	Director	-	July 2013 – June 2015
	SOLVAY, S.A.	Director	-	Up to date
	AIRBUS GROUP, N.V.	Director		Up to date
Mr John S. Reed	MASSACHUSETTS INSTITUTE OF TECHNOLOGY	Chairman of the Corporation	-	2010-2014

Mr Juan Rosell Lastortras	GAS NATURAL, S.A.	Director	-	Up to date
	PORT AVENTURA ENTERTAINMENT, S.A.	Director	-	December 2009 – October 2014
	CONGOST PLASTIC, S.A.	Chairman	-	Up to date
	OMB SISTEMAS INTEGRADOS PARA LA HIGIENE URBANA, S.A.	Chairman	-	July 2000 – April 2012
	MIURA PRIVATE EQUITY SGECR, S.A.	Chairman of the Investments Committee	-	2009 – March 2014
	ECOAROME ALIMENTARIA, S.A.	Director	-	September 1996 - July 2011
	CEOE	Chairman	-	Up to date
Mr Xavier Vives Torrents	AULA ESCUELA EUROPEA, S.A.	Director	-	Up to date

With regard to the members of the Management Commission of the companies of which they have been members of the management, administrative or supervisory body, or direct shareholders, at any time in the last five years, with the exception of (i) those companies that are purely holding or family companies; (ii) shareholding packages in listed companies which are not relevant stakes; (iii) companies belonging to the "la Caixa" Group and (iv) any others that are not relevant for the purposes of the Company's activity.

Member of the Management Commission	Company	Post	Represented Company	Period or up to date
Mr Pablo Forero Calderón	BOLSAS Y MERCADOS ESPAÑOLES	Director	-	April 2013 - January 2014
	LENOX INVERSIONES	Shareholder	-	Up to date
Mr Joaquim Villar Barrabeig	INSTITUTO DE AUDITORES INTERNOS	Member of the Executive Committee	-	Up to date
Mr Jordi Fontanals Curiel	REDSYS SERVICIOS DE PROCESAMIENTO, S.L.	Director		June 2012 – April 2016
	IT NOW	Natural person representing Web Gestión 1	Web Gestión 1	April 2014 – March 2015
Mr Tomás Muniesa Arantegui	BOLSAS Y MERCADOS ESPAÑOLES, SOCIEDAD HOLDING DE MERCADOS Y SISTEMAS FINANCIEROS, S.A.	Vice-chairman	-	April 2005 – January 2014
	CONSORCIO DE COMPENSACIÓN DE SEGUROS	Director and Chairman of the Audit Commission	-	Up to date
	GDS RISK SOLUTIONS, CORREDURÍA DE SEGUROS, S.L.	Director	-	January 2012 – February 2015
	GRUPO FINANCIERO INBURSA	Alternate Director	-	Up to date
	MEFF SOCIEDAD RECTORA DE PRODUCTOS DERIVADOS, S.A.U.	Chairman	-	June 2005 – January 2014
	MEFF EUROSERVICES, S.V. S.A.U.	Chairman	-	June 2005 – January 2014

	SEGURCAIXA ADESLAS, S.A. DE SEGUROS Y REASEGUROS (MULTIGRUPO)	Vice-chairman		Up to date
	VITHAS SANIDAD, S.L	Director	-	Up to date
	BOURSORAMA, S.A.	Director	CAIXABANK, S.A.	January 2012 – June 2015
	ESADE CREÀPOLIS	Director		February 2014 – November 2015
	UNESPA	2nd Vice-chairman		Up to date
Ms María Victoria Matía	COMERCIA GLOBAL PAYMENTS, ENTIDAD DE PAGO, S.L.	Director		Up to date
	SELF BANK, S.A.	Director		February 2009 – June 2015
	SERVIRED, SOCIEDAD ESPAÑOLA DE MEDIOS DE PAGO, S.A.	Director		Up to date
	COMERCIA GLOBAL PAYMENTS, ENTIDAD DE PAGO (BRASIL)	Director		Up to date

b) any convictions in relation to fraudulent offences for at least the previous five years

According to the information supplied to the Company, none of the members of the Board of Directors or of the Management Commission of the Company has been convicted of fraud in the five years preceding the date of this Registration Document.

c) details of any bankruptcies, receiverships or liquidations with which a person described in (a) and (d) of the first subparagraph who was acting in the capacity of any of the positions set out in (a) and (d) of the first subparagraph was associated for at least the previous five years

According to the information supplied to the Company, none of the members of the Board of Directors or of the Management Commission is involved, in his/her capacity as member of the Board of Directors or of the Management Commission of the Company, with the bankruptcy, suspension of payments, insolvency or liquidation of any commercial company in the five years preceding the date of this Registration Document.

d) details of any official public incrimination and/or sanctions of such person by statutory or regulatory authorities (including designated professional bodies) and whether such person has ever been disqualified by a court from acting as a member of the administrative, management or supervisory bodies of an issuer or from acting in the management or conduct of the affairs of any issuer for at least the previous five years

According to the information supplied to the Company, none of the members of the Board of Directors or of the Management Commission of the Company has been criminally convicted or administratively sanctioned by the statutory or regulatory authorities or disqualified by a court acting as a member of the administrative, management or supervisory bodies of an issuer, or from acting in the management or conduct of the affairs of any issuer in the five years preceding the date of this Registration Document.

14.2 <u>Administrative, Management, and Supervisory bodies' and Senior Management conflicts of interests</u>

14.2.1. Potential conflicts of interests between any duties to the issuer, of the persons referred to in item 14.1 and their private interests and or other duties must be clearly stated.

Article 28 of the Regulations of the Board of Directors of the Company regulates the non-compete duty of the members of the Board of Directors.

Article 29 of the Regulations of the Board of Directors of the Company regulates the conflict situations applicable to all directors, establishing that the director must avoid situations that could represent a conflict of interest between the Company and the Director or its related persons, adopting the measures necessary in this regard. In any event, the Director must abstain from:

a) directly or indirectly carry out transactions with the Company unless they are ordinary operations made in standard conditions for all clients and with little relevance;

b) use the Company's name or invoke their status as Director in order to unduly influence the carrying out private transactions;

c) use the Company's assets or avail themselves of their position at the Company to obtain an economic advantage or for any private aims;

d) use for their own benefit a business opportunity of the Company, understanding as business opportunity any possibility to carry out an investment or commercial transaction that has arisen and has been discovered in connection with the Director's performance of his duties, or by using means and information of the Company, or under any such circumstances that it is reasonable to believe that a third party offer was in fact intended for the Company;

e) obtain advantages or remunerations from third parties different from the Company and its group, related to the development of its position, except when these are mere courtesy attentions; and from

f) developing activities on its own account of for third parties that in any case position them in permanent conflict of interests with the Company..

The Text of the Regulations of the Board of Directors is publicly available on the Caixabank website, in the "Corporate Governance and Remuneration Policy" section:

https://www.caixabank.com/deployedfiles/caixabank/Estaticos/PDFs/Informacion_accionistas_inversores/Gobierno_corporativo/ReglamentoConsejo_en.pdf

The above provisions will also apply in the event the beneficiary of the prohibited acts or activities is a person related to the Director, according to the definition of this term pursuant to the law (***Related Parties***).

In any event, the Directors will notify the Board of Directors of any conflict situations, direct or indirect, that they or their Related Parties may have with regard to the Company's interests.

The Company will only provide dispensation from the prohibitions contained in this article in unique cases according to the procedures and restrictions established by the current legislation.

The situations of conflict of interests in which the Directors are involved will be reported in the annual report.

This regime on the duty of loyalty and responsibility for infringement of the same is imperative. Any provisions of the by-laws that limit or contravene it will not be valid.

The terms of the foregoing section notwithstanding, the company may grant dispensation from the prohibitions contained in the foregoing article in special cases, authorising a director or a related party to perform a particular transaction with the Company, to use certain corporate assets, to take advantage of a specific business opportunity, to obtain an advantage or remuneration from a third party.

The authorisation will necessarily be granted by the general meeting when it involves dispensation from the prohibition to obtain an advantage or remuneration from third parties, or affects a transaction whose value exceeds ten per cent of the corporate assets. In all other cases, the authorisation can also be granted by the management body provided the independence of the members granting it with respect to the director granted dispensation is guaranteed. Moreover, it will be necessary to ensure that the authorised transaction is not harmful for the Company's wealth or, if applicable, that it is being carried out on an arm's length basis and that the transparency of the process is guaranteed.

The obligation not to compete with the Company can only be dispensed with in the event no harm is expected to be caused to the Company or that which is expected will be set off by the benefits envisaged to be obtained from the dispensation. The dispensation will be granted by means of an express, separate resolution of the general meeting.

In any event, at the request of any shareholder, the general meeting will decide on the dismissal of a director who performs competing activities when the risk of damage to the Company has become relevant.

In relation to the dispensation of the obligation not to compete with the Company envisaged in Article 230 of the Spanish Companies Act and in accordance with the terms of Article 229 of said Act as currently in force, it is stated for the record that Director Arthur K.C. Li was appointed as member of the company's Board of Directors on 20 November 2014. He held this post until 31 December 2015. During his tenure, Arthur K.C. Li was Deputy Chairman of the Board of Directors of the Hong Kong bank The Bank of East Asia Limited, in which he stated that he held a stake at December 2015. In addition, during that period, affiliates of Arthur K.C. Li held posts and carried out duties at, and had stakes in The Bank of East Asia Limited. During Arthur K.C. Li's term of office, CaixaBank held a significant stake in the share capital of The Bank of East Asia Limited and several partnership agreements with that entity, with the two entities operating directly in geographic areas that did not overlap, but rather complement each other. The discharge of duties and functions at The Bank of East Asia Limited did not imply effective competition with the company at that time. Nevertheless, as the wording of Article 229 of the Spanish Companies Act refers to "potential" competition and, therefore, a broad interpretation was required to prevent the risk of non-compliance with the terms of the act and, as this was unlikely to cause any damage to the Company, a proposal was submitted for approval at the Annual General Meeting held 23 April 2015 to grant Arthur K.C. Li dispensation to perform duties and hold positions and stakes in the Hong Kong bank, The Bank of East Asia. The proposal was approved by majority vote. Prior to that, the General Meeting held in May 2011 resolved, in this regard, to authorise the members of the Board of Directors of the Company to hold stakes and offices and perform duties in companies whose main or accessory activity is the holding of securities, where it does not constitute effective competition with the Company. Moreover, proprietary and executive Directors of the Company were authorised to hold offices and perform duties, for and on behalf of the Company or "la Caixa", in investee entities of the "la Caixa" Group with the same, an analogous or a supplementary type of activity to that which constitutes the Company's corporate object.

In the case of loans to members of the Board of Directors who are employees of CaixaBank, and to Senior Management the policy is governed by the collective agreement for the savings bank sector and the internal labour regulations implementing it. Loans to members the Board of Directors who are not CaixaBank employees are granted on an arm's length basis.

In addition, by virtue of Article 30 of said Regulations, directors are subject, with regard to use of any non-public information of the Company, to the duties of diligence, loyalty, confidentiality, and secrecy inherent to their position, and must refrain from using said information for their own benefit or for the benefit of third parties, in violation of the duties referred to above.

The contents of this article are deemed as notwithstanding the obligations that correspond to the Directors regarding insider information and significant information of the Company, in accordance with the terms set forth in laws governing the securities market.

Meanwhile, Section VI of the Internal Code of Conduct in relation to the securities markets regulates the conflict of interest situations, establishing the obligation to inform the Compliance Office of the conflict of interest situations of a director or his/her related parties.

Article 229.3 of the Spanish Companies Act, amended by Act 31/2014 of 3 December, which amends the Spanish Companies Act in order to improve corporate governance, in force since 24 December 2014, introduces, among other directors' duties, the duty to notify the Board of Directors of the company of any situation of direct or indirect conflict of interest that each of the Directors or their related parties may have with the Company.

In this regard, the members of the Board of Directors of the Company have reported the following information, at 31 December 2015:

Director	**Conflict of interest**
Isidre Fainé Casas	- Abstention from deliberation and voting on the loan contract between C12, SA (lender) and Criteria Caixa, SAU (borrower). - Abstention from the agreement to transfer the stake in Caixa Innvierte SCR, SA to Criteria Caixa, SAU or its fully consolidated subsidiary, Criteria Venture Capital, SA. - Abstention from attending the deliberation and voting on the swap agreement with Criteria Caixa, SAU under which CaixaBank transferred to Criteria Caixa, SAU its stakes in The Bank of East Asia and Grupo Financiero Inbursa in exchange for own shares and cash.
Antonio Massanell Lavilla	- Abstention from the deliberation and voting on the resolution regarding the extension of financing to a related party. - Abstention from the deliberation and voting on resolutions regarding the termination of his Senior Management employment contract, the service level agreement for the performance of executive duties of the Deputy Chairman of the Board of Directors and the terms of his remuneration for 2015 as Executive Director. - Abstention from the agreement to transfer the stake in Caixa Innvierte SCR, SA to Criteria Caixa, SAU or its fully consolidated subsidiary, Criteria Venture Capital, SA - Abstention from attending the deliberation and voting on the swap agreement with Criteria Caixa, SAU under which CaixaBank transferred to Criteria Caixa, SAU its stakes in The Bank of East Asia and Grupo Financiero Inbursa in exchange for own shares and cash.
Gonzalo Gortázar Rotaeche	- Abstention from the deliberation and voting on the resolution on the suitability report for his proposed re-election as Chief Executive Officer. - Abstention from the deliberation and voting on resolutions regarding the service level agreement for the position of Chief Executive Officer and the terms of his remuneration for 2015 as Executive Director.
Mª Teresa Bassons Boncompte	- Abstention from the deliberation and voting on resolutions regarding reverse factoring and trade risk lines, and working capital financing with a related party. - Abstention from attending the deliberation and voting on the swap agreement with Criteria Caixa, SAU under which CaixaBank transferred to Criteria Caixa, SAU its stakes in The Bank of East Asia and Grupo Financiero Inbursa in exchange for own shares and cash.

Director	**Conflict of interest**
Salvador Gabarró Serra	- Abstention from the deliberation and voting on the resolution on the suitability report for his proposed re-election as Director. - Abstention from attending the deliberation and voting on the swap agreement with Criteria Caixa, SAU under which CaixaBank transferred to Criteria Caixa, SAU its stakes in The Bank of East Asia and Grupo Financiero Inbursa in exchange for own shares and cash.
Juan Franco Pueyo (natural person representative of Caja Navarra Banking Foundation)	- Abstention from the deliberation and voting on the resolution with the Caja Navarra Banking Foundation to revoke the right to use a floor of a building in Pamplona.
Xavier Ibarz Alegría	- Abstention from the deliberation and voting on resolution regarding renting arrangements with a related party. - Abstention from the agreement to transfer the stake in Caixa Innvierte SCR, SA to Criteria Caixa, SAU or its fully consolidated subsidiary, Criteria Venture Capital, SA. - Abstention from attending the deliberation and voting on the swap agreement with Criteria Caixa, SAU under which CaixaBank transferred to Criteria Caixa, SAU its stakes in The Bank of East Asia and Grupo Financiero Inbursa in exchange for own shares and cash.
Eva Aurín Pardo	- Abstention from attending the deliberation and voting on the swap agreement with Criteria Caixa, SAU under which CaixaBank transferred to Criteria Caixa, SAU its stakes in The Bank of East Asia and Grupo Financiero Inbursa in exchange for own shares and cash.
Juan Rosell Lastortras	- Abstention from the deliberation and voting on resolutions regarding the extension of financing and execution of renting arrangements with a related party.
Arthur K.C. Li (Director until 31.12.2015)	- Abstention from the deliberation and voting on the resolution on the suitability report for his proposed re-election as Director. - Abstention from attending the deliberation and voting on the swap agreement with Criteria Caixa, SAU under which CaixaBank transferred to Criteria Caixa, SAU its stakes in The Bank of East Asia and Grupo Financiero Inbursa in exchange for own shares and cash.
Juan José López Burniol	- Abstention from deliberation and voting on the resolution to approve loan contract between CaixaBank, S.A. (lender) and Criteria Caixa, S.A.U. (borrower). - Abstention from the agreement to transfer the stake in Caixa Innvierte SCR, SA to Criteria Caixa, SAU or its fully consolidated subsidiary, Criteria Venture Capital, SA. - Abstention from attending the deliberation and voting on the swap agreement with Criteria Caixa, SAU under which CaixaBank transferred to Criteria Caixa, SAU its stakes in The Bank of East Asia and Grupo Financiero Inbursa in exchange for own shares and cash.
María Dolors Llobet María	- Abstention from the deliberation and voting on resolutions regarding the extension of financing and lines of guarantees and the execution of renting arrangements with trade associations and unions and training and employment foundations. - Abstention from the deliberation and voting on the resolution regarding the extension of financing to a related parties. - Abstention from the agreement to transfer the stake in Caixa Innvierte SCR, SA to Criteria Caixa, SAU or its fully consolidated subsidiary, Criteria Venture Capital, SA. - Abstention from attending the deliberation and voting on the swap agreement with Criteria Caixa, SAU under which CaixaBank transferred to Criteria Caixa, SAU its stakes in The Bank of East Asia and Grupo Financiero Inbursa in exchange for own shares and cash.

From 1 January 2016 to the date this Document is signed, there is no record of the existence of related-party transactions or conflicts of interest with directors and managers of the Company, except where set out below:

Director	Conflict of interest
Mr Gonzalo Gortázar Rotaeche	Abstention from the voting on resolutions on loan transactions and credit accounts as they were related-party transactions.
Ms María Dolors Llobet María	Abstention from the voting on resolutions on bond transactions, bond lines, credit accounts, personal loans and factoring transactions, as they were transactions linked to CCOO or other related parties.
Mr Juan Rosell Lastortras	Abstention from the voting on resolutions on trading risks line and working capital financing transactions as well as on a credit account transaction as they were related-party transactions.
Mr Juan José López Burniol	Abstention from the voting on a resolution on a credit account transaction as it was a related-party transaction.
Ms María Verónica Fisas Vergés	Abstention from the voting on a resolution on her own eligibility report as well as on the proposal to be submitted to the General Shareholders' Meeting with respect to her ratification and appointment.
Mr Isidro Fainé Casas, Mr Antonio Massanell Lavilla, Mr Salvador Gabarró Serra, Ms Eva Aurín Pardo, Ms Mª. Teresa Bassons Boncompte, Ms Dolors Llobet Maria, Mr Xavier Ibarz Alegría and Mr Juan José López Burniol	Abstention from the voting on resolutions on the approval of the agreement between CaixaBank and Slim family on Grupo Financiero Inbursa.

14.2.2. Any arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any person referred to in item 14.1 was selected as a member of the administrative, management or supervisory bodies or member of senior management.

Following the merger by absorption of Banca Cívica by CaixaBank, on 1 August 2012, the shareholders: "la Caixa" Banking Foundation, Caja Navarra (currently Caja Navarra Banking Foundation), Cajasol (currently Fundación Cajasol), Caja Canarias (currently Fundación Caja Canarias) and Caja de Burgos (currently Fundación Caja de Burgos, Banking Foundation), (hereinafter "the Foundations") entered into an agreement which regulates the relations of "the Foundations" and "la Caixa" Banking Foundation as shareholders of CaixaBank, and their reciprocal relations of cooperation as well as with CaixaBank, with the aim of strengthening their respective actions in respect of the latter and supporting "la Caixa" Banking Foundation with their control.

The share capital affected by the Shareholder Agreement reported to the Company was 80.597%. This percentage was that represented by the shares of CaixaBank held by: Caja Navarra (currently the Caja Navarra Banking Foundation), Cajasol (currently the Fundación Cajasol), Caja Canarias (currently the Caja Canarias Foundation) and Caja de Burgos (currently the Caja de Burgos Foundation), (the "Foundations") and the "la Caixa" Banking Foundation, at 1 August 2012, the date the Agreement was signed.

This data is not up to date, as the signatories of the Agreement include two of the foundations that have never been members of the Board of Directors of CaixaBank (namely: the Caja Canarias Foundation and the

Caja de Burgos Foundation) and are therefore not legally obliged to publicly and promptly disclose their stake in CaixaBank in the same way as the members of the Board of listed companies (such as the other foundations that signed the Agreement, whose updated stakes are available on the websites of the CNMV and CaixaBank), meaning that the percentage mentioned above is the last consolidated data available to the Company.

Moreover, the undertaking was established for the “la Caixa” Banking Foundation to vote in favour of the appointment of 2 members of the Board of Directors of CaixaBank proposed by the "Foundations" and, with a view to ensuring the stability of their stake in the share capital of CaixaBank, the "Foundations" assumed an undertaking not to dispose of their stake for a term of four years, as well as an acquisition right undertaking for two years in favour of the Foundations, first of all, and subsidiarily for the “la Caixa” Banking Foundation in the event any of the "Foundations" should wish to transfer all or part of their stake, after the end of the lock-up period.

At the date of this Registration Document there are two directors proposed by the "Foundations”.

Except where mentioned above and the posts on the administrative bodies and management posts that members of the Board of Directors and Senior Executives hold in Companies in the “la Caixa” Group, there are no agreements or understandings with clients, suppliers or anyone else, by virtue of which any person mentioned in section 14.1 would have been appointed a member of the administrative, management or supervisory bodies or senior executive.

14.2.3. Details of any restrictions agreed by the persons referred to in item 14.1 on the disposal within a certain period of time of their holdings in the issuer’s securities.

Except in the case of the Vice-chairman and CEO and of the members of the Executive Committee in relation only to the shares they receive as part of their variable remuneration in accordance with the resolutions of the General Meetings of the Company as part of the **“Remuneration Policy of the Board of Directors**” and the “Remuneration Policy for professionals belonging to the Identified Collective” (which establish an undertaking not to transfer the shares received in this regard, for a term of 1 year as of the date of receipt thereof) for the other members of the Board, there are no restrictions on disposal of their possible stake in the capital of the Issuer within a certain period of time.

The **“Remuneration Policy of the Board of Directors**” establishes that shares delivered as variable remuneration in the form of a bonus*,* which form part of the variable components of the remuneration of Executive Directors, will be subject to a disposal limitation period of one year as of delivery of the shares. During the disposal limitation period, the shareholder rights will be exercised by the Executive Director, as holder of the shares.

Moreover, in the context of the **“Remuneration Policy for professionals belonging to the Identified Collective”** the policy of deferral, payment and withholding policy applicable to the variable remuneration in the form of a bonus in CaixaBank and the section on “Deferred payment of variable remuneration” establish that all shares delivered will entail a disposal limitation period of one year as of delivery. During the disposal limitation period, the shareholder rights will be exercised by the professional, as holder of the shares.

15. REMUNERATION AND BENEFITS

In relation to the last full financial year, for the persons mentioned in a) and d) of the first paragraph of point 14.1.

15.1 The amount of remuneration paid (including any contingent or deferred compensation), and benefits in kind granted to such persons by the issuer and its subsidiaries for services in all capacities to the issuer and its subsidiaries by any person

The remuneration policy of CAIXABANK, S.A. has been developed in accordance with the terms of the By-laws and the Board Regulations.

According to Article 4.4 of the Regulations, the Board meeting in plenary session, is responsible for approving, within the system envisaged in the By-laws, the decisions on the remuneration of Directors, within the framework of the By-laws and the remunerations policy approved by the General Meeting. This is a non-delegable duty.

Meanwhile, Article 14 of the Regulations establish the responsibility of the Remunerations Committee to propose the system an amounts of annual remuneration for Directors and Senior Executives to the Board of Directors, as well as the individual remuneration of the Executive Directors and the rest of their contract conditions and the basic conditions of the contracts of Senior Executives.

Article 14.3 of the Regulations:

“The Remuneration Committee:

Notwithstanding other duties which may be assigned thereto by the Board of Directors, the Remuneration Committee shall have the following basic responsibilities:

(i) Draft the resolutions related to remunerations and, particularly, report and propose 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 and unconnected with the retributive aspect.

(ii) Ensure compliance with the remuneration policy for Directors and Senior Managers as well as report the basic conditions established in the contracts of these and compliance of the contracts.

(iii) Report and prepare the general remuneration policy of the Company and in particular the policies relating to the categories of staff whose professional activities have a significant impact on the risk profile of the Company and those that are intended to prevent or manage conflicts of interest with the Company's customers.

(iv) Analyse, formulate and periodically review the remuneration programs, weighing their adequacy and performance and ensuring compliance.

(v) Propose to the Board the approval of the remuneration reports or policies that it has to submit to the General Shareholders Meeting as well as informing the Board concerning the proposals relating to remuneration that, where applicable, it will propose to the General Meeting.

(vi) Consider the suggestions posed thereto by the Chairman, the Board members, officers or shareholders of the Company”

The criteria on which the remuneration formulas for the Board of Directors of CAIXABANK, S.A. are based can be found in Article 23 of the Board Regulations:

1.

The Board of Directors will determine the remuneration corresponding to each Director, in their condition as such, and, when applicable, for the development of executive functions, in accordance with the provisions of the by-laws and the remuneration policy approved by the General Meeting and in accordance, if applicable, with the indications of the Remuneration Committee. With the exception of the remuneration expressly approved by the General Shareholders Meeting..

2. he Board of Directors will strive to ensure that remuneration is moderate and commensurate with market conditions. In all cases, the remuneration of the directors should keep a reasonable proportion with the

importance of the Company, the economic situation at any given time, and market standards of comparable companies. The established remuneration system should be aimed at promoting longterm profitability and sustainability of the Company and incorporate the necessary caution to avoid the excessive assumption of risks and the reward of favourable results..

3. In particular, the Board of Directors will adopt all measures within its means to ensure that remuneration of Directors, in their condition as such, including any remuneration they receive as members of the Committees, conforms to the following guidelines:

(a) Directors must be remunerated according to their effective dedication and of the functions and responsibilities attributed to them; and

(b) the remuneration amount of Directors, in their condition as such, must be calculated such that it offers incentives for dedication without undermining their independence.

4. The Board of Directors will determine the remuneration of the Directors developing executive functions as well as the terms and conditions of their contracts according to the current regulation and remunerations policy.5. The Company General Meeting will approve, at least every three (3) years and as a separate point of the agenda, the remuneration policy of the directors, that will adapt, as appropriate, to the remuneration policy included in the By-laws, in the legally foreseen terms. The proposal of the mentioned remuneration policy should be accompanied by a report from the Remuneration Committee.

Additionally, the remuneration policy will be annually subject to an internal, central and independent evaluation in order to verify if it complies with the guidelines and remuneration procedures approved by the Board of Directors.

The Board of Directors of the Company will periodically adopt and review the general principles of the remunerations policy and will be responsible for supervising its application.

6. The Board of Directors must prepare and annually publish a report on the remunerations of the Directors including what they perceive or should perceive in their condition as such, and if applicable, for the development of executive functions, under the terms provided for in law. This report will be made available to the shareholders when the General Shareholders' Meeting is called and will be brought to an advisory vote of the Meeting, as a separate item on the agenda, in addition to the proposal for the remuneration policy proposed, when appropriate, to the General Shareholders Meeting for approval.

If the annual report on the Directors' remunerations is rejected during the advisory vote in the Ordinary General Meeting, the applicable remuneration policy for the following year should be submitted for the approval of the General Shareholders Meeting prior to its application, even when the mentioned period of there (3) years has not passed.

And Article 34 of the By-laws regulates:

1. The position of Director shall be remunerated.

2. The remuneration shall consist of a fixed annual sum with a maximum amount determined by the General Meeting of Shareholders, and which shall remain in force until the General Meeting resolves to amend it.

3. The amount established by the General Shareholders' Meeting shall be used to remunerate all the Directors in their capacity as such, and shall be distributed as deemed appropriate by the Board of Directors, following the proposal of the Remuneration Committee, both in terms of remuneration to members, especially the Chairperson, according to the responsibilities, duties and position of each member and to the positions they hold in the Delegated Committees, and of the other objective circumstances considered relevant –which may imply different remuneration amounts among the Board members-.

4. Likewise, within the maximum limit determined by the General Meeting, as specified in paragraphs 2 and 3 above, Directors may be remunerated with Company shares or shares in another publicly traded Group company, options or other share-based instruments or of remunerations referenced to value of the shares.

This remuneration must be approved by the General Meeting of Shareholders. The resolution will specify, if applicable, the maximum number of shares that can be assigned in each year to this remuneration system, the strike price for the options or the system for calculating the year price of the share options, and the price of the shares, if applicable, taken as reference and the term for duration of the plan.

5. Independently of the remuneration set forth above, the Directors carrying out executive duties at the Company, whatever the nature of their legal relationship, will be entitled to receive remuneration for these duties, as determined by the Board of Directors following the proposal of the Remuneration Committee, and may be either a fixed amount, a variable amount in addition to incentive schemes and benefits which may include pension plans and insurance and, where appropriate, social security payments. In addition, providing executive functions could be remunerated by means of granting shares of the Company or any other indexed Group company, granting options over the same or by other remunerations referenced to the value of the same. In the event of departure not caused by a breach of their functions, Directors may be entitled to compensation. The relationships with the Directors that have received executive functions should be established in a contract between the Director and the company regulating the mentioned relationships and specially their remunerations for all the concepts, including the insurance premiums or contribution to saving systems as well as eventual clauses for compensation for anticipated dismissal, exclusivity agreements, non post-contractual concurrence and/or permanence or loyalty, as well as the parameters for fixing the variable components. The mentioned contract should be in accordance to the remunerations policy approved by the General Meeting and should be approved by the Board of Directors with the favourable vote of two thirds of its members, being incorporated as an annex to the minutes.

6. In addition, the Company will take out civil liability insurance for its Directors

Structure of the system of remuneration

The remuneration structure of the Directors, envisaged in the By-laws and the Board Regulations, is in line with the basic rules on the remuneration of directors established by the Spanish Companies Act in Articles 217, 218 y 219.

Remuneration paid to the members of the Board of Directors of the Company in 2015

The remuneration and other benefits accrued in 2015 in favour of the persons comprising the Board of Directors of CAIXABANK, in their capacity as directors, is set out below on an individual basis. Further details can be found in the Annual Report on the Remuneration of Directors of CaixaBank for 2015 (IARC 2015), which is included in this Registration Document by referral: http://www.caixabank.com/informacionparaaccionistaseinversores/gobiernocorporativo/remuneracionesdelosconsejeros_en.html

Name	Remuneration accrued in the Company				Remuneration accrued in group companies				Total		
	Total remuneration in cash	Monetary amount of shares granted	Gross gain on options exercised	Total 2015 company	Total remuneration in cash	Monetary amount of shares granted	Gross gain on options exercised	Total 2015 group	Total 2015	Total 2014	Contribution to saving schemes in the year
Isidro Fainé Casas	1,158	0	0	1,158	0	0	0	0	1,158	1,108	0
Antonio Massanell Lavilla	1,380	58	0	1,438	0	0	0	0	1,438	658	103
Gonzalo Gortázar Rotaeche	1.488	193	0	1,681	894	0	0	894	2,575	1,162	255
Eva Aurín Pardo	95	0	0	95	90	0	0	90	185	126	0
Maria Teresa Bassons Boncompte	125	0	0	125	0	0	0	0	125	108	0

Salvador Gabarró Serra	175	0	0	175	0	0	0	0	175	115	0
Javier Ibarz Alegría	195	0	0	195	90	0	0	90	285	160	0
Maria Dolors Llobet Maria	145	0	0	145	105	0	0	105	250	246	0
Juan-José López Burniol	195	0	0	195	0	0	0	0	195	115	0
Alain Minc	180	0	0	180	0	0	0	0	180	108	0
María Amparo Moraleda Martínez	261	0	0	261	0	0	0	0	261	106	0
John S. Reed	94	0	0	94	0	0	0	0	94	81	0
Juan Rosell Lastortras	145	0	0	145	0	0	0	0	145	88	0
Antonio Sáinz De Vicuña Y Barroso	241	0	0	241	0	0	0	0	241	120	0
Francesc Xavier Vives Torrents	148	0	0	148	0	0	0	0	148	108	0
Fundación Bancaria Caja Navarra	93	0	0	93	0	0	0	0	93	81	0
Fundación Cajasol	8	0	0	8	0	0	0	0	8	0	0
Fundación De Carácter Especial Monte San Fernando	42	0	0	42	0	0	0	0	42	81	0
Leopoldo Rodés Castañé	62	0	0	62	0	0	0	0	62	88	0
Arthur K. C. Li	94	0	0	94	0	0	0	0	94	0	0
TOTAL	**6,324**	**251**	**0**	**6,575**	**1,179**	**0**	**0**	**1,179**	**7,754**	**4,659**	**358**

The directors' remuneration in the 2015 financial year indicated above took into account the following aspects:

- On 31 December 2015, the Board of Directors was comprised of 19 members (with 2 vacancies).
- On 18 June 2015 special Foundation Monte San Fernando was removed, having been absorbed by Fundación Monte de Piedad y Caja de Ahorros de San Fernando de Huelva, Jerez y Sevilla (Fundación Cajasol)
- On 8 July 2015, Mr Leopoldo Rodés Castañe was removed, having passed away on this date.
- On 19 November 2015 the Board of Directors resolved to appoint Fundación Monte de Piedad y Caja de Ahorros de San Fernando de Huelva, Jerez y Sevilla (Fundación Cajasol), as a proprietary member of the Board of Directors by co-optation to cover the vacancy following the removal of special Foundation Monte San Fernando, having been absorbed by the Fundación Cajasol, and until the next General Meeting was held
- On 31 December 2015, CAIXABANK reported that Mr Arthur K.C. Li had presented his resignation as member of the Board of Directors effective as of that date.

The remuneration figure for the Board of Directors does not include the amount of contributions to the savings system during the financial year, which amounts to 358 thousand euros or the life insurance premiums paid in the year, totalling 76 thousand euros.

Fixed components of Non-executive Directors' remuneration in 2016.

At its meeting on 18 December 2014, and based on a proposal by the Remuneration Committee, the Board of Directors approved a new Director remuneration framework which entered into force on 1 January 2015. Under this proposal, CaixaBank, as one of Spain's leading credit institutions, remained the one where the non-executive Directors were paid the least, as their remuneration did not exceed the annual amount approved at the 2014 Annual General Meeting (EUR 3,800,000 for the remuneration of the Board, excluding the remuneration of the Executive Directors). The proposal that was approved and executed during 2015 was the following:

- To return to the remuneration levels established in 2012 for members of the Board of Directors, i.e. EUR 90,000 per annum, and for members of the Appointments Committee and the Remuneration Committee, i.e. EUR 30,000 per annum (we would note that in mid-2012 the Board resolved to reduce remuneration by 10%, leaving these amounts at EUR 81,000 and EUR 27,000 respectively).

- To establish remuneration for members of the Executive Committee, the Audit and Control Committee and the Risks Committee, for their responsibilities and the requirement of dedication involved, of 50,000 euros per annum per member.

- Remuneration paid to committee Chairmen shall, in all cases, be 20% higher than that paid to committee members;

- Remuneration paid to the Chairman of the Board of Directors shall remain at EUR 1,000,000 per annum.

Fixed components of Executive Directors' remuneration in 2016.

Fixed remuneration to be paid in cash to current Executive Directors in 2016 is as follows:

- Mr Gonzalo Gortázar Rotaeche - Chief Executive Officer - 2,149,000 euros

- Mr Antonio Massanell Lavilla - Deputy Chairman - 1,520,000 euros

Estimated remuneration for positions held at Group companies, based on the positions held at 26 February 2016, is 1,328,260 euros for Gonzalo Gortázar Rotaeche and 508,506 euros for Antonio Massanell Lavilla, thereby putting the estimated net amounts to be paid by CaixaBank in 2016 at 820,740 euros and 1,011,494 euros respectively.

Remuneration to be paid to both as members of the Board of Directors and as members of Board Committees, is estimated at 140,000 euros for 2016, and deducted from the fixed amount paid for carrying out Executive Director duties.

See Section A.5 of IARC 2015 for information on remuneration corresponding to fixed contributions to pension schemes

Fixed components of remuneration planned for Directors for future years.

With regard to Non-executive Directors, remuneration for future years shall be adapted to the prevailing By-law-stipulated system at all times, and the maximum remuneration amount set at the General Meeting. As a result, this Remuneration Policy shall be deemed to have been amended with particular regard to the remuneration for non-executive Directors whenever the General Meeting approves a maximum amount other than that established in Section A.3 of IARC 2015.

Any future proposals for remuneration based on By-law-stipulated systems shall be approved by the CaixaBank Board of Directors pursuant to the Spanish Companies Act and the Bylaws. Share-based payments shall require approval from the General Meeting.

Additional remuneration paid to the Chairman may vary in 2016, within the maximum overall limit set by the General Meeting for that year, as a result of any changes which may arise following the conclusion of the transition phase established in Transitional Provision 2 of the Savings Banks and Banking Foundations Act.

Fixed remuneration for Executive Directors shall be set, in the case of new Executive Directors, or modified pursuant to the methodology described in section A.3 of IARC 2015.

Long-term savings schemes for non-executive Directors.

CaixaBank's Remuneration Policy does not contemplate setting up a long-term savings scheme for Non-executive Directors.

Long-term savings schemes for executive Directors in 2016.

Executive Directors who hold an employment contract may be eligible for a complementary pension scheme as are CaixaBank employees. If they hold a commercial contract, they may be eligible for specific pension schemes equivalent to the complementary pension scheme.

Executive Directors can choose a combined defined-contribution plan (for retirement, disability or death) and an optional defined-benefit (for disability and death) plan. These additional commitments are externalised through group life insurance policies subscribed by the Entity.

- Non-discretionary.

The contributions regime for the pension scheme applicable to executive Directors cannot be considered a discretionary benefit. As a result, the pension scheme for executive Directors must be applied objectively according to when the individual became an executive Director or similar circumstances which entail changes to their remuneration, taking the form of a lump sum or an amount benchmarked to fixed remuneration, according to their respective contracts.

Therefore, the amount of contributions or the degree of coverage of the benefits (i) must be set at the beginning of the year and be suitably defined in the corresponding contracts; (ii) may not originate from variable parameters (such as attaining targets, achieving milestones, etc.); (iii) may not take the form of extraordinary contributions (e.g. bonuses, awards or extraordinary contributions made in the years leading up to retirement or departure); and (iv) may not be related to substantial changes in the retirement conditions, including any changes arising from merger processes or business combinations.

- Elimination of duplications.

The contributions made to pension schemes by CaixaBank shall be less the amount of any contributions made to equivalent instruments or policies which may be established as a result of positions held in Group companies or other companies in the interest of CaixaBank; therefore these contributions must be adjusted to avoid duplications.

- Consolidation of rights.

The pension scheme for executive Directors recognises the consolidation of economic rights in the event that the professional relationship is terminated or rescinded before the date the covered contingencies occur, unless this termination is due to lawful disciplinary dismissal or a justified cause in the case of commercial contracts, as defined in section A.4, or for any other specific causes which may be expressly included in the contracts.

- Compatibility with payments for early termination of contracts.

Payments made for early termination of contracts of executive Directors shall be less the amount in their favour through complementary pension schemes, both during the time they have served as executive Director and any period preceding in the event that they had previously held managerial posts at the CaixaBank Group.

Long-term savings schemes for executive Directors in 2016.

Gonzalo Gortázar Rotaeche:

In 2016, a total contribution of EUR 255,000 shall be made to an insurance policy in order to cover retirement, death or total, absolute or serious permanent disability.

In addition to the above, another policy will be arranged to include coverage in the event of death or total, absolute or serious permanent disability in the amount of two annual payments of fixed remuneration at the time the event occurs. We have estimated that the premium for this coverage for 2016 is approximately EUR 33,000.

Mr Antonio Massanell Lavilla:

In 2016, a total contribution of EUR 100,000 shall be made to an insurance policy in order to cover retirement, death or total, absolute or serious permanent disability.

In addition to the above, another policy will be arranged to provide coverage in the event of death or total, absolute or serious permanent disability. In the event of death, the amount shall be 1 times the annual fixed remuneration plus the amount of the annual defined contribution to the pension scheme described in this section. In the event of total or absolute permanent disability, the amount shall be 1.5 times this amount, and 3 times this amount in the event of serious permanent disability. We have estimated that the premium for this coverage for 2015 is approximately EUR 40,200.

Long-term savings schemes planned for Directors for future years.

Any change to the amount or the structure of the long-term savings schemes for Directors for future years shall be made according to the Credit Institution Organisation, Supervision and Solvency Act (*Ley 10/2014, de 26 de junio, de ordenación, supervisión y solvencia de entidades de crédito* - "**LOSS**").

Variable components of remuneration systems:

Variable components of remuneration for executive Directors in 2016.

i. Variable remuneration in the form of bonuses.

Mr Gonzalo Gortázar Rotaeche:

The target bonus for 2016 is set at EUR 500,000. The degree of fulfilment shall be measured according to a 50% weighting of corporate targets and 50% of individual targets.

Corporate targets (50%) comprise the following parameters:

- ROTE, with a weighting of 15% and a minimum degree of fulfilment of 80% and a maximum of 120%.

- Variation of recurring Operating Expenses, with a weighting of 10% and a minimum degree of fulfilment of 80% and a maximum of 120%.

- Risk Appetite Framework, with a weighting of 15% and a minimum degree of fulfilment of 80% and a maximum of 120%.

- CaixaBank Quality, with a weighting of 10% and a minimum degree of fulfilment of 80% and a maximum of 100%.

The degree of fulfilment will be obtained from the level of compliance with the preceding indicators, depending on certain scales of fulfilment approved by the Board of Directors at the proposal of the Remuneration Committee.

The payment range for the corporate targets has an established minimum of 80% and a maximum of 120%, except in the Quality target whose maximum is 100%.

The part of individual targets (50%) shall have a minimum degree of fulfilment of 60% and a maximum of 120%, and shall be distributed over targets linked to CaixaBank's strategy. The final valuation carried out by the Remuneration Committee, based on consultations with the Chairman, may vary +/-25% with regard to the target evaluation of individual targets, in order to include the quantitative evaluation of the executive Director's performance. Any exceptional achievements during the year, and which were not contemplated at the beginning, shall also be taken into account.

In all cases, should the minimum degree of fulfilment not be attained, a zero bonus shall be accrued for each of the indicators or individual targets.

Mr Antonio Massanell Lavilla:

The target bonus for 2016 is set at EUR 150,000. The degree of fulfilment shall be measured according to a 50% weighting of corporate targets and 50% of individual targets

Corporate targets (50%) comprise the following parameters:

- ROTE, with a weighting of 15% and a minimum degree of fulfilment of 80% and a maximum of 120%.

- Variation of recurring Operating Expenses, with a weighting of 10% and a minimum degree of fulfilment of 80% and a maximum of 120%.

- Risk Appetite Framework, with a weighting of 15% and a minimum degree of fulfilment of 80% and a maximum of 120%.

- CaixaBank Quality, with a weighting of 10% and a minimum degree of fulfilment of 80% and a maximum of 100%.

The degree of fulfilment will be obtained from the level of compliance with the preceding indicators, depending on certain scales of fulfilment approved by the Board of Directors at the proposal of the Remuneration Committee.

The payment range for the corporate targets has an established minimum of 80% and a maximum of 120%, except in the Quality target whose maximum is 100%.

The part of individual targets (50%) shall have a minimum degree of fulfilment of 60% and a maximum of 120%, and shall be distributed over targets linked to CaixaBank's strategy. The final valuation carried out by the Remuneration Committee, based on consultations with the Chairman, may vary +/-25% with regard to the target evaluation of individual targets, in order to include the quantitative evaluation of the executive

Director's performance. Any exceptional achievements during the year, and which were not contemplated at the beginning, shall also be taken into account.

Should the minimum degree of fulfilment not be attained, a zero bonus shall be accrued for each of the indicators or individual targets.

ii. ILP

The Target Amount for the executive Directors during the entire 2015-2018 plan is set at EUR 800,000 for Gonzalo Gortázar Rotaeche and EUR 500,000 for Antonio Massanell Lavilla.

d) Variable components of remuneration planned for Directors for future years

We cannot rule out changes in future years to the proportion of variable remuneration in the form of bonuses compared to fixed components. In any case, any change to the amount or the structure of the variable components of Director remuneration in future years shall be made according to the LOSS.

Remuneration paid to the members of the Management Commission of the Company

Remuneration of Senior Management

CaixaBank's Senior Management at 31 December 2015 comprised 10 people (10 people at 31 December 2014), holding the following positions: General Managers (4), Deputy General Managers (1), Executive Managers (4) and General Secretary (1).

Total remuneration received by members of CaixaBank's Senior Management in 2015 and 2014 is shown below. This remuneration is recognised in "Personnel expenses" in CaixaBank's income statement.

(Thousands of euros)	**2015**	**2014**
Salary (*)	8,340	9,504
Post-employment benefits	1,033	1,080
Other long-term benefits	65	363
Total	**9,438**	**10,947**

(*)Includes total non-variable remuneration, remuneration in kind and variable remuneration received by Senior Management, in cash or shares, as well as the part of the deferred variable remuneration (cash and shares) receivable on a straight-line basis over the next three years. It also includes the portion received under the long-term share-based variable remuneration scheme approved at the General Shareholders' Meeting of 23 April 2015.

NOTE: To ensure a correct comparison of the remuneration received by Senior Management in 2015 and 2014, the differences in the composition of this body must be taken into account.

The remuneration paid in 2015 to Senior Management at CaixaBank in connection with their activities as representatives of the Parent on the Boards of listed companies and other companies in which it has a significant presence or representation and that are CaixaBank consolidated companies was EUR 577 thousand (EUR 363 thousand in 2014), recognised in the profit and loss accounts of these companies.

There are agreements with members of the Executive Committee regarding termination benefits for early termination or rescission of contracts.

Finally, at the last General Meeting held on de 28 April 2016 the following resolution was adopted:

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

Approval of the variable remuneration bonus paid to the sixteen (16) employees mentioned in the Board of Directors' explanatory report on the proposal for approval of the upper limit of the bonus paid to employees whose work has a significant impact on the Company's risk profile being up to two hundred percent (200%) of the fixed component of the total remuneration, all by virtue of and subject to the provisions of Article 34 of Law 10/2014.

15.2 Total amounts saved or accumulated by the issuer or its affiliates for pension, retirement or other benefits

The total defined contribution, post-employment commitment amounts accumulated, with regard to the Directors and Senior Management of "la Caixa", CaixaBank and Criteria at 31 December 2015 total 42,264 thousand euros.

Attached is a breakdown of the long-term savings scheme for Executive Directors in the last two years:

Name	Contribution of the year by the company (thousands of euros)		Amount of the accumulated funds (thousands of euros	
	Year 2015	Year 2014	Year 2015	Year 2014
Gonzalo Gortázar Rotaeche	255	129	2.316	1.925
Antonio Massanell Lavilla	103	50	12.934	12.442

Remuneration in kind for Directors.

According to the Remuneration Policy, at present Directors shall be entitled to remuneration in kind due to the civil liability policy for Directors and executives covering the whole "la Caixa" Group.

Remuneration in kind for Executive Directors.

Executive Directors may receive remuneration in kind in the form of health insurance for themselves and their immediate family, the use of a vehicle or a dwelling, or any other similar benefits which are common in the sector and appropriate to their professional status.

Remuneration in kind for Executive Directors in 2016.

Executive Directors' contracts contain a health insurance for themselves, their spouse and children under 25. In 2016, these are valued at EUR 5,256 for Gonzalo Gortázar and EUR 2,102 for Antonio Massanell.

Remuneration in kind for Directors in future years.

Any allocation of remuneration in kind for Directors for future years shall be applied in accordance with the principles of the Remuneration Policy.

16. BOARD PRACTICES

16.1. Date of expiration of the current term of office, if applicable, and the period during which the person has served in that post

The Company directors have held their posts for the periods set out below:

Director	Date of initial appointment in the Company	Date of last appointment	Date of expiry of the appointment
Mr Antonio Massanell Lavilla	30.06.2014	23.04.2015	23.04.2019
Mr Gonzalo Gortázar Rotaeche	30.06.2014	23.04.2015	23.04.2019
Fundación Caja Navarra, represented by Juan Franco Pueyo	20.09.2012	25.04.2013	25.04.2019
Fundación Cajasol, represented by Guillermo Sierra Molina	20.09.2012	28.04.2016	28.04.2020
Ms Eva Aurín Pardo	26.06.2012	26.06.2012	26.06.2018
Ms Maria Teresa Bassons Boncompte	26.06.2012	26.06.2012	26.06.2018
Ms Maria Verónica Fisas Vergés	25.02.2016	28.04.2016	28.04.2020
Mr Salvador Gabarró Serra	06.06.2003	23.04.2015	23.04.2019
Mr Javier Ibarz Alegría	26.06.2012	26.06.2012	26.06.2018
Mr Alain Minc	06.09.2007	24.04.2014	24.04.2020
Ms María Amparo Moraleda Martínez	24.04.2014	24.04.2014	24.04.2020
Mr Antonio Sáinz de Vicuña y Barroso	01.03.2014	24.04.2014	24.04.2020
Mr John S. Reed	03.11.2011	19.04.2012	19.04.2018
Mr Joan Rosell Lastortras	06.09.2007	24.04.2014	24.04.2020
Mr Francesc Xavier Vives Torrents	05.06.2008	23.04.2015	23.04.2019

On 30 June 2016, Mr Isidro Fainé Casas, Mr Juan José López Burniol and Ms Mª Dolors Llobet María resigned from the Board of Directors. Moreover, Mr Jordi Gual Solé, as proprietary director, Mr José Serna Masiá, as proprietary director and Ms Koro Usarraga Unsain, as independent director, were appointed **subject to verification of their suitability by the European Central Bank**.

According to new Article 33 of the By-laws, directors will remain in their posts for a term of four (4) years [1], and may be re-elected one or more times for periods of equal length. Directors designated by co-option will hold their posts until the date of the next General Meeting or until the legal deadline for holding the General Meeting to approve the accounts for the previous financial year has elapsed, but if the vacancy was produced after having called the General Meeting and before it, the appointment by the Board to cover the mentioned vacancy will be effective until the celebration of the next General Meeting.

Directors may resign from their posts, the posts may be revoked, and Directors may be re-elected one or more times for terms of equal length.

Likewise, in accordance with the terms of Article 19 of the Board Regulations, Directors shall remain in their posts for the term of office stipulated in the By-laws while the General Meeting resolves to remove them or they resign from the position, and may be re-elected one or more times for periods of equal length. Nevertheless, independent Directors will not stay on as such for a continuous period of more than twelve (12) years.

16.2. Information about members of the administrative, management or supervisory bodies' service contracts with the issuer or any of its subsidiaries providing for benefits upon termination of employment, or an appropriate negative statement

There are agreements of this kind in the Entity envisaged for the termination of the provision of services for certain persons. These agreements are always established by the person involved and the Company, depending on multiple factors and the circumstances of each relationship, with determination thereof being

[1] Appointments made prior to 23 April 2015 will have a mandate of 6 years

affected by the responsibilities held, the duties discharged, the position held, the legal nature of the relationship between the parties, etc.

Number of beneficiaries: 55

Type of beneficiary:

2 executive Directors, 11 Executive Committee members, 13 executives/ 29 employees - specialists and middle management

Description of the Resolution:

2 executive Directors

As per the Remuneration Policy for the Board of Directors approved at the General Shareholders' Meeting of 23 April 2015, CaixaBank executive Directors are entitled to receive two times the total of the gross annual fixed components of remuneration (fixed remuneration and an annual contribution to the complementary pension scheme) after deducting the cumulative amount in the employee's favour in the policy governing pension benefit obligations or other long-term savings plans for any of the following reasons:

- Unilateral termination by the Director due to a serious breach by the Company of its contractual obligations,

- Unilateral termination by the Company where no just cause is found;

- Removal from or non-renewal of their post as a Director of the Company and their executive duties with no due cause;

or

- A change of control at CaixaBank by an entity other than "la Caixa" pursuant to article 42 of the Commercial Code, or the transfer of all or a relevant part of its activity or its assets and liabilities to a third party or its integration into another business group thereby obtaining control of the Company

11 members of the Executive Committee:

Members of the Executive Committee are entitled to receive 2-7 annual payments comprising fixed remuneration or fixed and variable remuneration, depending on contractual conditions, after deducting the cumulative amount in the employee's favour in the policy governing pension benefit obligations or other long-term savings plans for any of the following reasons:

- Termination without cause by CaixaBank, of their employment contract without prior notice;
- Substantial changes by the Company to the working conditions which seriously jeopardise their professional training, which undermine their dignity, or which are decided in serious breach of good faith;
- Continuous delays or failure to pay the agreed salary;
- Any other serious breach by the Company of contractual obligations, other than those arising as a result of force majeure which prevent the payment of compensation;
- The succession of the Company or any significant changes to its ownership which entail a change to the governing bodies or the content or scope of its primary activity, providing the termination occurs in the three months following any change.

13 Officers:

2-3.5 annual payments comprising fixed remuneration or fixed and variable remuneration depending on contractual conditions, in the event of unfair early removal or rescission after deducting the cumulative amount in the employee's favour in the policy governing pension benefit obligations or other long-term savings plans.

Group of 29 employees – specialists and middle management:

0.25-2.4 annual payments (fixed remuneration or fixed and non-fixed remuneration, depending on contractual conditions). Some middle managers have compensation clauses in the event of unfair dismissal, the amounts of which are calculated based on their individual professional and wage conditions.

Mr Gonzalo Gortázar Rotaeche

- Payments for early termination.

In all termination scenarios other than just cause or voluntary resignation of Mr Gonzalo Gortázar, he will be entitled to indemnification.

The indemnification to be received by Mr Gonzalo Gortázar is an equivalent to two times the total of the gross annual fixed components of remuneration, that is the amount of annual fixed remuneration described in section A.3 of the IARC 2015 and the annual contribution to the complementary pension scheme described in section A.5 of the IARC 2015 in the amounts applicable at the date the contract is terminated.

The amount of compensation due shall be less the cumulative amount of funds in favour of Gonzalo Gortázar by virtue of the contributions made by CaixaBank to the new executive policy as per the contract and those contributions made to the policy as per the senior management contract in force prior to his appointment as Chief Executive Officer.

Likewise, the amount of compensation shall be reduced by any of the amounts received from the companies where he holds positions in the interest of CaixaBank for any item of compensation, payment for termination or compensation for post-contractual non-competition compensation.

Should these deductions result in a negative amount, compensation shall be zero.

The resulting compensation after deductions is subject to any reductions in payments for early termination at all times as stipulated in the Remuneration Policy.

The positive amount of the resulting compensation shall be paid in the manner and under the terms and conditions stipulated at all times in the Remuneration Policy regarding payments for early termination, including the rules on reducing payments and on the retention of equity instruments delivered as payment.

Gonzalo Gortázar's right to receive compensation is conditional upon him simultaneously resigning from all positions held in other companies in the interest of CaixaBank.

D. Antonio Massanell Lavilla

- Payments for early termination.

In all cases of termination without just cause or voluntary termination by Antonio Massanell, compensation in his favour shall be determined.

Compensation payable to Antonio Massanell shall be equivalent to two times the total of the gross annual fixed components of remuneration, that is the amount of annual fixed remuneration described in section A.3 of the IARC 2015 and the annual contribution to the complementary pension scheme described in section A.5 of the IARC 2015, in the amounts applicable at the date the contract is terminated.

The amount of compensation due shall be less the amount in favour of Antonio Massanell by virtue of the contributions to the executive policy, for both the pension scheme described in the prevailing contract and that described in the aforementioned senior management contract.

Likewise, the amount of compensation shall be reduced by any of the amounts received from the companies where he holds positions in the interest of CaixaBank for any item of compensation, payment for termination or compensation for post-contractual non-competition compensation.

Should these deductions result in a negative amount, compensation shall be zero.

The resulting compensation after deductions is subject to any reductions in payments for early termination at all times as stipulated in the Remuneration Policy.

The positive amount of the resulting compensation shall be paid in the manner and under the terms and conditions stipulated at all times in the Remuneration Policy regarding payments for early termination, including the rules on reducing payments and on the retention of equity instruments delivered as payment.

Antonio Massanell's right to receive compensation is conditional upon him simultaneously resigning from all positions held in other companies in the interest of CaixaBank.

At present, the resulting compensation after applying the above mentioned deductions would be EUR 0 as amount the in his favour in the pension scheme is higher than the agreed compensation.

16.3. Information about the issuer's Audit Committee and Remuneration Committee, including the names of committee members and a summary of the terms of reference under which the committee operates

Audit and Control Committee

Article 40 of the By-laws and Article 13 of the Regulations of the Board of Directors regulate the composition, powers and rules of operation of the Audit and Control Committee. It will be comprised exclusively of Non-executive Directors, the number being determined by the Board of Directors, between a minimum of three (3) and a maximum of seven (7). At least two (2) of the members of the Audit and Control Committee will be independent and one (1) of them will be appointed on the basis of knowledge and experience of accounting or auditing, or both. See the information on the new version of the By-laws approved at the 2016 AGM, in section 21.2.2 of this Document.

Composition of the Audit and Control Committee

Members:

Name	Post	Nature	Date of appointment
Alain Minc	Chairman	Independent	20 September 2007(1)
Salvador Gabarró Serra	Member	Proprietary	12 May 2011(2)
Xavier Vives Torrents	Member	Independent	12 May 2011(3)
Alejandro García-Bragado Dalmau	Non-member Secretary	-	27 June 2011
Óscar Calderón de Oya	1st Non-member Vice-secretary	-	27 June 2011
Adolfo Feijóo Rey	2nd Non-member Vice-secretary	-	27 June 2011

[(1)] Re-appointed on 24 April 2014. Appointed as Chairman on 21 May 2015.

[(2)] Re-appointed on 23 April 2015.

[(3)] Appointed as member on 25 May 2015.

Operating rules of the Audit and Control Committee

The Audit and Control Committee shall meet, ordinarily on a quarterly basis, in order to review the required financial information to be submitted to the stock market authorities as well as the information which the Board of Directors must approve and include within its annual public documentation.

This Committee prepares an annual report on their operation, highlighting the principal incidents arising, if any, in relation to the functions characteristic thereof that will serve as a base, among others, and if applicable, for the evaluation that the Board of Directors will make of the Committees functions. Furthermore, if the Committee in question considers it appropriate it will include in that report suggestions for improvement.

The Audit and Control Committee shall appoint a Chairman from among its

independent members. The Chairman must be replaced every four (4) years and may be re-elected once a period of one (1) year from his departure has transpired. It shall also appoint a Secretary and may appoint a Vice Secretary, both of whom need not be members thereof. In the event that such appointments are not made, the Secretary of the Board shall act as Secretary.

The members of the Company's management team or personnel shall be required to attend the meeting of the Audit and Control Committee and to provide it with their collaboration and access to the information available to them when the Committee so requests. The Committee may also request the attendance at its meetings of the Company's auditorss.

The Committee shall meet, the above notwithstanding, as often as necessary to fulfil its duties and shall be convened by the Chair of the Committee, either on his/her own initiative or at the request of the Chair of the Board of Directors or of two (2) members of the Committee itself. The meeting notice shall be given by letter, telegram, fax, e-mail, or any other means which leaves a record of receipt.

The Secretary will be responsible for convening the same and for filing the minutes and documents submitted to the Committee.

It shall be validly constituted with the attendance in person or represented by proxy of the majority of its members and resolutions shall be adopted by a majority of members who attend in person or by proxy and minutes of the resolutions adopted at each meeting shall be drawn up and such resolutions shall be reported to the Board as a plenary body, submitting or delivering a copy of the minutes to all Board members.

The Committee will inform the Board of its activities and work performed via its Chairperson in the meetings scheduled for this purpose, or immediately afterwards when the Chair deems necessary.

It shall prepare an annual report on their operation, highlighting the principal incidents arising, if any, in relation to the functions characteristic thereof that will serve as a base, among others, and if applicable, for the evaluation that the Board of Directors will make of the Committees functions. Furthermore, if the Committee in question considers it appropriate it will include in that report suggestions for improvement.

During 2015 the Audit and Control Committee met on 12 occasions and to date in 2016 it has met on 8 occasions.

Functions the Audit and Control Committee

(i) to report to the General Shareholders' Meeting about matters posed by shareholders that are competence of the Committee.

(ii) to supervise the effectiveness of the Company's internal control systems, internal audit and risk management system; and to discuss with auditors any significant weaknesses in the internal control system identified during the course of the audit.

(iii) to oversee the process for preparing and submitting required financial information.

(iv) to submit to the Board of Directors the proposals for selection, appointment, re-election and replacement of the auditor, in accordance with regulations applicable to the Company, as well as the contract conditions thereof, and regularly gather information from the external auditor on the audit plan and its execution as well as preserving its independence in the exercise of its duties.

(v) to establish appropriate relationships with the external auditor in order to receive information, for examination by the Audit and Control Committee, on matters which may threaten the independence of said auditor and any other matters relating to the audit process, and any other communications provided for in audit legislation and audit regulations.

(vi) In any event, 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 related to it directly or indirectly, in addition to detailed, personalised information on additional services of any kind rendered to these entities and the corresponding fees received by the aforementioned auditors or persons or entities related to them as stipulated by the regulations governing auditing activity.

(vii) the Audit and Control Committee will issue annually, prior to the issuance of the audit report, a report containing an opinion regarding whether the independence of the auditor has been compromised. This report must address, in all cases, the reasoned evaluation of the provision of each and all of the additional services referred to in the preceding paragraph, individually and collectively considered, different form the legal audit and related to the degree of independence or to the regulations governing auditing activity.

(viii) to report to the Board of Directors in advance on any matters envisaged in the law, the By-laws and the Board Regulations, and in particular on:

A. the financial information that the Company must publish on a periodic basis,

B. the creation or acquisition of stakes in special purpose entities domiciled in countries or territories considered to be tax havens, and

C. related-party transactions.

Risk Committee

Article 40 of the By-laws and Article 13 of the Board Regulations regulate the composition, competences and rules of operation of the Risk Committee.

<u>Composition of the Risk Committee.</u>
The By-laws and the Regulations of the Board of Directors envisaged that the Risks Committee shall comprise exclusively non-executive Directors and that have the opportune knowledge, capability and experience to fully understand and control the risk strategy and risk propensity of the entity, in the amount considered by the Board of Directors, with a minimum of three (3) and a maximum of six (6) members. At least a third of these members shall be independent Directors.

At present, the Risk Committee is comprised of:

Name	Post	Nature	Date of first appointment
Antonio Sáinz de Vicuña y Barroso	Chairman	Independent	25 September 2014
Javier Ibarz Alegría	Member	Proprietary	25 September 2014
María Amparo Moraleda Martínez	Member	Independent	25 September 2014
Juan Rosell Lastortras	Member	Independent	25 September 2014
Alejandro García-Bragado Dalmau	Non-member Secretary	-	25 September 2014
Óscar Calderón de Oya	1st Non-member Vice-secretary	-	25 September 2014
Adolfo Feijóo Rey	2nd Non-member Vice-secretary	-	25 September 2014

Rules of operation of the Risk Committee.

The Risks Committee shall meet, the above notwithstanding, as often as necessary to fulfil its duties and shall be convened by the Chair of the Committee, either on his/her own initiative or at the request of the Chair of the Board of Directors or of two (2) members of the Committee itself. The meeting notice shall be given by letter, telegram, fax, e-mail, or any other means which allows keeping a record of its receipt.

The Secretary will be responsible for convening the same and for filing the minutes and documents submitted to the Committee.

It shall be validly formed when the majority of its members concur in person or by proxy. Resolutions shall be adopted by a majority of the members attending in person or by proxy and minutes of the resolutions adopted at each meeting shall be drawn up and such resolutions shall be reported to the Board as a plenary body, submitting or delivering a copy of the minutes to all Board members.

During 2015 the Risks Committee met on 14 occasions and to date in 2016 it has met on 8 occasions.

Functions of the Risks Committee.

Notwithstanding the other functions attributed to it by law, the By-laws, the Board Regulations, or others that may be assigned by the Board of Directors, the Risks Committee will have the following basic responsibilities:

(i) To assess the Board of Directors about the current and future global propensity to risk of the Company and its strategy in this field, reporting about the risk appetite, assisting in ensuring the application of that strategy, making sure that the Group actions are consistent with the level of tolerance of the previously decided risk and monitoring the suitability level of the assumed risks to the established profile.

(ii) To propose to the Group Risks Policy to the Board, which should particularly identify:

- The different types of risk (operational, technological, financial, legal an reputational, among others) which the Company faces, including the contingent liabilities and others not in the balance.;
- The information and internal control systems that will be used to control and manage these risks;
- The level of risk that the Company considers acceptable; and
- The planned measures to mitigate the impact of the identified risks in the event that they materialise.

(iii) Ensure that price policy of assets and liabilities offered to the clients fully takes into account the business model and risk strategy of the Company, Otherwise, the Risk Committee will present to the Board of Directors a plan for tackling it.

(iv) Determine, together with the Board of Directors, the nature, quantity, format, and frequency of the information about risks that the Board of Directors should receive and establish that to be received by the Committee.

(v) Regularly revise expositions with main clients, economic activity sectors, geographical areas and types of risk.

(vi) Examine the information and risk control processes as well as the information system and indicators that should allow:

- the suitability of the structure and operation of risk management in the entire Group;
- knowing the risk exposition in the Group to evaluate if it adapts to the profile decided by the institution;
- have sufficient information for precisely knowing about the risk exposition for taking decisions, and
- adequate operation of the policies and procedures mitigating operational risks.

(vii) Evaluate the regulatory compliance risk in the field of application and decision, understanding how risk management of legal or regulatory sanctions, financial, material ort reputational losses that the Company may sustain as a result of non-compliance of laws, regulations, ruling standards and codes of conduct, detecting any risk of non-compliance and, monitoring the same and examining possible deficiencies with deontology principles.

(viii) Report about new products and services or of significant changes in the existing ones, in order to determine:

- The risks faced by the Company with the emission of the same and their commercialization on the markets, as well as the significant changes in already existing ones;
- The information and internal control systems for managing and controlling these risks;
- The corrective measures to limit impact of the identified risks, in the case that they materialize; and
- The adequate means and channels for their commercialization in order to minimize reputational and defective commercialization
- risks .

(ix) Collaborate with the Remuneration Committee to establish rational remuneration policies and practices. To this effect, the Risk Committee will examine, notwithstanding the functions of the Remuneration Committee, if the policy for incentives foreseen in the remuneration systems take into consideration the risk, capital and liquidity and the probability and opportunity of the benefits.

In order to properly exercise its functions, the delegate Risks Committee may access the information on the Company's risk situation and, if necessary, the specialist external advice, including external auditors and regulatory bodies.

Appointments Committee

Article 40 of the By-laws and Article 14 of the Regulations of the Board of Directors establish the composition, powers and rules of operation of the Appointment Committee and the Remuneration Committee of the Company.

Both the Appointments Committee and the Remuneration Committee:

May regulate their own operation, they shall elect their Chairperson among the independent Directors forming part of each of them and they may also appoint a Secretary and in the absence of a specific appointment by the Committee, the Secretary of the Board shall act as the same or, failing that, any of the Deputy Secretaries.

They shall whenever considered appropriate for the proper performance of their duties and the meetings will be called by their Chairperson, either on his/her own initiative, or when required by two (2) members of the Committee itself, and must do so whenever the Board or its Chair requests the issuance of a report or the adoption of a proposal.

The meeting notice shall be given by letter, telegram, fax, e-mail or any other means which leaves a record of receipt.

The Secretary of each of the Committees will be responsible for calling the meetings and for filing the minutes and documentation presented to the Committee.

Minutes will be prepared of the resolutions adopted at each meeting, which shall be reported to the Board and the minutes will be available to all members of the Board in the Board Secretariat, but shall not be sent or delivered for reasons of discretion, unless the Chair of the Committee decides otherwise

The Committees shall be validly constituted with the attendance in person or represented by proxy of the majority of its members and resolutions shall be adopted by a majority of members who attend in person or by proxy.

They will prepare an annual report on about their operation highlighting the main incidents occurred, if any, related to their duties, that will be the base, among others, and if applicable, for the evaluation carried out by the Board of Directors. In addition, when the relevant Committee deems it appropriate, it will include suggestions for improvement in that report.

<u>Composition of the Appointments Committee</u>

The By-laws and the Regulations of the Board of Directors envisage that the Appointments Committee will be made up of the number of non-executive Directors determined by the Board of Directors, from a minimum of three (3) to a maximum of five (5) members. At least one third of its members should be independent Directors, and in no event shall the number of independent Directors be less than two (2).

The Committee itself from among the independent Directors forming part of the same will designate the Chair of the Appointments Committee.

The amount of members, powers and rules of operation of said Committee are set out in the Regulations of the Board of Directors, and should favour the independence of its operation.

At present, the Appointments Committee is comprised of:

Name	Post	Nature	Date of first appointment
Antonio Sáinz de	Chairman	Independent	01 March 2014 [1]

Vicuña y Barroso			
María Teresa Bassons Boncompte	Member	Proprietary	12 December 2013
María Amparo Moraleda Martínez	Member	Independent	24 April 2014
Alejandro García-Bragado Dalmau	Non-member Secretary	-	30 July 2009
Óscar Calderón de Oya	1st Non-member Vice-secretary	-	27 June 2011
Adolfo Feijóo Rey	2nd Non-member Vice-secretary	-	27 June 2011

(1) Re-appointed and appointed as Chairman on 24 April 2014

<u>Rules of Operation of the Appointments Committee</u>

The Appointments Committee shall be validly formed when the majority are concurrent in person or by representation.

The agreements taken by the mentioned Committee will be adopted by the majority of the concurrent members, present or represented.

The Appointments Committee will prepare a report about its activity during the year that will serve as a base among others, as the case may be, for evaluation of the Board of Directors.

During 2015 the Appointments Committee met on 14 occasions and to date in 2016 it has met on 15 occasions.

<u>Functions of the Appointments Committee</u>

Notwithstanding other duties which may be assigned thereto by the Board of Directors, the Appointments Committee shall have the following basic responsibilities:

(i) Evaluate and propose to the Board of Directors the evaluation of the necessary powers, knowledge, diversity and experience of the Board of Directors members and the key personnel of the Company.

(ii) Propose to the Board of Directors the appointment of independent Directors for their designation by co-option of for their submission to the General Shareholders Meeting, as well as the proposals for re-election or separation of the mentioned characters by the General Meeting..

(iii) Report the proposals for appointment of the remaining Directors for their designation by co-option of for their submission to the decision of General Shareholders Meeting as well as the proposals for their re-election or separation by the General Shareholders Meeting.

(iv) Report the proposals for appointment and, if applicable, dismissal of the Secretary and of the Vice-secretaries for their submission for the approval of the Board of Director.

(v) Evaluate the profile of the most suitable persons to form part of the different Committees according to the knowledge, aptitudes, experience of the same, and present the corresponding proposals to the Board.

(vi) Report the proposals for appointment or separation of the senior management, being able to make the mentioned directly when this is for senior Directors that due to their functions either for control, either for support to the Board or its Committees, the Committees consider that it should take the mentioned initiative. Propose, if it considers opportune, basic conditions in the contracts of senior Directors, outside of the remunerative aspects, and report them when it is established.

(vii) Examine and organize, in collaboration with the Chair of the Board of Directors, the succession of this latter as well as that of the first executive of the Company and, if applicable, prepare proposals to the Board of Directors so that the mentioned succession is produced in an orderly and planned manner.

(viii) Notify the Board about the questions of diversity of gender, ensuring that the selection procedures of its members favour the diversity of experiences, knowledge, and facilitates the selections of female Directors, and establish an objective of representation of the gender less represented in the Board of Directors as well as preparing the guidelines of how that objective should be reached.

(ix) Periodically evaluate, and at least once a year, the structure, the size, the composition and action of the Board of Directors and of its Committees, its Chair, Executive Director and Secretary, making recommendations to the same about possible changes. Evaluate the composition of Board of Directors, as well as its tables of replacements for an adequate prevision of the transactions.

(x) Periodically evaluate, and at least once a year the suitability of the diverse members of the Board of Directors and of this latter as a group, and consequently notify the Board of Directors,

(xi) Periodically revise the Board of Directors policies regarding the selection and appointment of senior management members and make recommendations.

(xii) Consider the suggestions it receives from the Chair, the members of the Board, the Directors or shareholders of the Company.

(xiii) Supervise and control the good performance of the corporate governance system of the Company, making, if applicable, any proposals it considers necessary.

(xiv) Supervise the independency of the independent Directors.

(xv) Propose to the Board of Directors the Annual Corporate Governance Report.

(xvi) Supervise the action of the Company related to the corporate social responsibility and present to the Board the proposals it considers opportune in this matter.

(xvii) Evaluate the balance of knowledge, powers, capabilities, diversity and experience of the Board of Directors and define the necessary functions and aptitudes to cover each vacancy, evaluating the specific time and dedication needed to develop the position efficiently.

The Appointments Committee can use the resources it considers appropriate to perform its duties, including external assessment and can have adequate funds for these purposes.

Remuneration Committee

Article 40 of the By-laws and Article 14 of the Regulations of the Board of Directors establish the composition, powers and rules of operation of the Remuneration Committee of the Company.

Composition of the Remuneration Committee.

The By-laws and the Regulations of the Board of Directors envisage that the Remuneration Committee will be made up of the number of non-executive Directors determined by the Board of Directors, from a minimum of three (3) to a maximum of five (5) members. At least one third of their members should be independent Directors, and in no event shall the number of independent Directors be less than two (2).

At present, the Remuneration Committee is comprised of:

Name	Post	Nature	Date of first appointment
María Amparo Moraleda Martínez	Chairman	Independent	25 September 2014
Salvador Gabarró Serra	Member	Proprietary	25 September 2014[(1)]
Alain Minc	Member	Independent	18 December 2014
Alejandro García-Bragado Dalmau	Non-member Secretary	-	25 September 2014
Óscar Calderón de Oya	1st Non-member Vice-secretary	-	25 September 2014
Adolfo Feijóo Rey	2nd Non-member Vice-secretary	-	25 September 2014

(1) Re-appointed on 23 April 2015.

Rules of operation of the Remuneration Committee

The Chairman of the Remunerations Committee will be appointed from among the independent Directors forming part of such Committee.

The amount of members, powers and rules of operation of the Committee will be implemented in the Regulations of the Board of Directors and will favour its independent operation.

The Remuneration Committee will be validly formed when the majority of its members concur in person or by representation.

The agreements taken by the mentioned Committee will be adopted by the majority of the concurrent members, present or represented.

The Remuneration Committee will prepare a report about its activity during the year that will serve as a base among others, as the case may be, for evaluation of the Board of Directors.

During 2015 the Remuneration Committee met on 9 occasions and to date in 2016 it has met on 5 occasions.

Functions of the Remuneration Committee.

Notwithstanding other duties which may be assigned thereto by the Board of Directors, the Remuneration Committee shall have the following basic responsibilities:

(i) Prepare the decisions related to the remunerations and, particularly, report and propose to the Board of Directors the remunerations policy, the system and amounts of the yearly remunerations of the Directors and Senior Directors as well as the individual remuneration of the executive Directors and Senior Directors, and the other conditions of their contracts, especially of economic type and notwithstanding the powers of the Appointments Committee in that referring to the conditions that this latter had proposed and outside of the remuneration aspect, understanding as Senior Directors for the effects of these By-laws, the general Directors or whoever develop senior management functions under direct dependency of the Board, of Executive Committees or of the Executive Director and, in all cases, the internal auditor of the Company..

(ii) Ensure by observance of the remunerations policy of Directors and Senior Directors as well as reporting about the basic conditions established in the contracts subscribed with these.

(iii) Report and prepare the general remunerations policy of the Company and especially the policies referring to the categories of personnel whose professional activities significantly affect the Company risk profile, and to those who have the objective of avoiding or managing conflictive interests with Company clients.

(iv) Analyze, prepare and revise the remuneration programmes weighing-up their adaptation and their performance and ensuring they are observed.

(v) Propose to the Board the approval of the reports or remuneration policies that this latter has to submit to the General Shareholders Meeting as well as reporting to the Board about the proposals related to remuneration that if applicable this latter will propose to the General Meeting.

(vi) Consider the suggestions it receives from the Chair, the members of the Board, the Directors or the Company shareholders.

16.4. A statement as to whether or not the issuer complies with its country's of incorporation corporate governance regime(s). In the event that the issuer does not comply with such a regime, a statement to that effect must be included together with an explanation regarding why the issuer does not comply with such regime

The system of governance of the Company complies with and follows, in all material respects, the Corporate Governance guidelines, recommendations and practices of the Code of Good Governance for listed companies approved by the Spanish Securities Market Commission, dated 18 February 2015.

The 2015 Annual Corporate Governance Report, which is included in this Registration Document by referral and can be consulted on the website of CaixaBank and the website of the CNMV (www.cnmv.es), shows that the Company complies with said recommendations of the Code of Good Governance.

Of the 64 Recommendations, CaixaBank COMPLIES IN FULL with 56 (fifty-six) and PARTIALLY with 4 (four). The latter are:

Recommendation 10, as the voting rules for a possible proposed resolution at the General Meeting of Shareholders (AGM) formulated by shareholders are not the same as for proposals made by the Board.

Recommendation 27, because the delegations for votes on the Board, when they exist, are made without specific instructions because it is considered best practice.

Recommendation 31, because CaixaBank does not differentiate between the members of the Board when establishing requirements to include a new proposal on the agenda for its meetings.

Recommendation 36, as in the self-evaluation of the Board, the performance of each director is not assessed individually.

Meanwhile, 2 (two) Recommendations ARE NOT COMPLIED WITH: 13, because the Board has a larger number of members than suggested, given its background and particularities and the regulatory provisions that apply to it; and 62, because the shares delivered to the executive directors as part of their annual bonus, are subject to a 12-month withholding, and no other requirements after that period.

Finally, 2 (two) Recommendations DO NOT APPLY to CaixaBank, as the bank is the only listed entity of the CaixaBank Group and the Company does not have a Coordinator Director.

The Recommendations that the Company DOES NOT COMPLY WITH (GROUP 1), PARTIALLY COMPLIES WITH (GROUP 2) OR THAT ARE NOT APPLICABLE (GROUP 3) are set out in greater detail below:

Group 1: Recommendations that the company does not comply with.

Recommendation 13

"The Board of Directors should have an optimal size to promote its efficient operation and maximise participation. The recommended range is accordingly between five and fifteen members."

At closing of the financial year, the Board of Directors was comprised by 19 members (two vacancies).

The composition of the Board is deemed to be suitable to ensure maximum effectiveness and participation with a wide variety of opinions.

The size of the Board is also deemed to be suitable given the Bank's history, namely that it was previously a savings bank with a 21-member board.

The current size and composition of the Board of Directors is also justified by the need to include a certain number of independent Directors and to comply with the shareholder agreement stemming from the merger with Banca Cívica. This agreement calls for the inclusion of two additional Board members representing the savings banks (currently banking foundations) acquired as a result of the merger.

In addition, and owing to the interest held in The Bank of East Asia (BEA)—the largest independent bank in Hong Kong and one of the best-positioned foreign banks in China—it was deemed appropriate to include a person from the Board of BEA. For this reason, at CaixaBank, this person held the position of Other External Director until their departure on 31 December 2015.

Finally, and in compliance with new legal requirements, as the Entity has five board committees it requires a sufficient number of Directors to avoid, in so far as possible, duplications therein. Therefore, despite the Entity exceeding the recommended number of Directors, it considers this number to be appropriate as it ensures maximum effectiveness and participation of both the Board and its committees.

Recommendation 62

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.

The above condition will not apply to any shares that the Director must dispose of to defray costs related to their acquisition.

The shares delivered as settlement of the annual bonus, and which are deferred over 3 years, are subject to a 12-month lock-up period after delivery and no minimum amount must be held once this period has concluded.

Group 2: Recommendations that the company complies with partially.

Recommendation 10

"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."

This Recommendation is complied with partially because pursuant to the provisions of the Regulations of the General Meeting of Shareholders, different voting rules are applied when an accredited shareholder submits new proposals and when the Board of Directors submits new proposals.

The difference is that those shareholders who were present at the beginning of the General Meeting can leave without having to notify this and then vote using any of the channels set up for this purpose.

In these situations, and to avoid these shareholders having to vote one by one (if there are many shareholders this could complicate the voting) votes may be pooled. As it is not possible to assign opposing votes to the same shareholder, it shall be assumed that they intend to vote in favour of the motions tabled by the Board of Directors given that they were able to given prior notice of their absence so their vote is not counted and as they are also able to cast their votes in advance of the meeting using the duly-established channels.

Recommendation 27

"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."

Absences occur in those cases in which it is impossible to attend, and when powers of representation are given, generally speaking, there are no specific instructions so that the representative can take into account the outcome of the debate on the Board.

This is also in line with the law on the powers of the Chairperson of the Board, who is attributed that of stimulating debate and ensuring the active participation of directors during meetings, guaranteeing that they can freely adopt the position they see fit.

Recommendation 31

The agendas of Board meetings should clearly indicate on which points Directors must arrive at a decision, so they can study the matter beforehand or gather together the material they need.

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 minuted, of the majority of Directors present.

The Chairman or any other Director, regardless of their position or category, are subject to the same rules for proposing the addition of initially unscheduled items. Therefore, this Recommendation may contradict the provisions of Recommendation 26.

Recommendation 36

The Board in full should conduct an annual evaluation, adopting, where necessary, an action plan to correct weakness detected in:

The quality and efficiency of the Board's operation.

The performance and membership of its committees.

The diversity of Board membership and competences.

The performance of the Chairperson of the Board of Directors and the company's Chief Executive.

The performance and contribution of individual Directors, with particular attention to the Chairpersons of Board committees.

The evaluation of Board committees should start from the reports they send the Board of Directors, while that of the Board itself should start from the report of the nomination committee.

Every three years, the Board of Directors should engage an external facilitator to aid in the evaluation process. This facilitator's independence should be verified by the nomination committee.

Any business dealings that the facilitator or members of its corporate group maintain with the company or members of its corporate group should be detailed in the Annual Corporate Governance Report.

The process followed and areas evaluated should be detailed in the Annual Corporate Governance Report.

Once a year, the Board in plenary session evaluates the quality and efficiency of the Board's operation, the diversity in its composition, its powers as a collegiate body, the performance of the Chairperson and the Chief Executive Officer and the performance and membership of its committees. However, no individual evaluation is carried out on the contribution of each Director to assess their performance or contribution to the Board or the Company. Therefore, the Company is only partially compliant with this recommendation.

Group 3: Recommendations that are not applicable to the Company.

Recommendation 2

When a dominant and a subsidiary company are stock market listed, the two should provide detailed disclosure on:

The type of activity they engage in, and any business dealings between them, as well as between the subsidiary and other group companies;

The mechanisms in place to resolve possible conflicts of interest.

This does not apply to CaixaBank, as the bank is the only listed entity in the CaixaBank Group.

Recommendation 34

When a lead independent Director has been appointed, the By-laws or Regulations of the Board of Directors should grant him or her the following powers over and above those conferred by law: chair the Board of Directors in the absence of the Chairperson or Vice Chairperson give voice to the concerns of non-executive Directors; maintain contacts 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; and coordinate the Chairperson's succession plan.

This does not apply to CaixaBank, as there is no Coordinator Director in the Company.

With regard to the changes occurring since the last General Meeting, it is worth mentioning the changes on the Board of Directors. During 2015, 3 members of the Board of Directors resigned (Mr Leopoldo Rodés Castañé, Mr Arthur K. C. Li and the Fundación Monte San Fernando), the Board was informed of the reasons, and the Fundación Cajasol was appointed proprietary director by co-optation in order to fill the vacancy left by the Fundación Monte San Fernando.

Moreover, in February 2016 Ms María Victoria Fisas Vergés was appointed independent director in order to fill the vacancy left by Mr Leopoldo Rodés Castañé. It was stated for the record that the proposed resolutions for this General Meeting included that of setting the number of members of the Board of Directors at eighteen (18).

In the last financial year, different policies were approved, including the policy on communication and contacts with shareholders, institutional investors and voting advisors and the RSC policy that are available on the Company's corporate website.

With regard to the expectation, expressed at the 2015 General Meeting, that the Company would be in a position to comply with the new Recommendations of the Code of Good Governance in the course of 2015, this provision can be said to have been confirmed practically in its entirety. Recommendation 31 and Recommendation 36 are COMPLIED WITH partially and the only recommendation with which the Company is still not fully compliant is Recommendation 62, the other new recommendations are complied with in their entirety.

17. EMPLOYEES

17.1. Either the number of employees at the end of the period or the average for each financial year for the period covered by the historical financial information up to the date of the registration document (and changes in such numbers, if material) and, if possible and material, a breakdown of persons employed by main category of activity and geographic location. If the issuer employs a significant number of temporary employees, include disclosure of the number of temporary employees on average during the most recent financial year

The following table shows the number of employees of the CaixaBank Group at closing for the financial years in question, broken down by main category of activity:

	2015	**2014**	**2013**
CAIXABANK individual	29,972	28,984	29,780
Senior Management[1]	*195*	*184*	*175*
Middle managers	*5,623*	*5,677*	*5,860*
Technicians and specialists	*12,273*	*12,430*	*12,455*
Assistants	*11,881*	*10,693*	*11,290*
Insurance Group	450	639	635
Securities Companies and collective investment	174	149	151
Specialized Financing Companies	864	730	697
Real Estate Services Companies	207	172	152
SILK Aplicaciones, S.L.	219	202	168
CBK Digital Business	97	98	91
Other companies (including Banca Cívica investees)	259	236	274
Total Staff CAIXABANK Group:	**32,242**	**31,210**	**31.948**
Female percentage CAIXABANK Group:	**52.3%**	**51.4%**	**50.7%**

[1] For these purposes, Senior Management are deemed members of the Executive Committee as well as any other executive officers of CaixaBank.

Geographical distribution of the current personnel of CaixaBank individually (data valid at 31 December 2015):

Álava	121
Albacete	85
Alicante	680
Almería	172
Asturias	266
Ávila	44
Badajoz	178
Baleares	947
Barcelona	7,879
Burgos	497
Cáceres	90
Cádiz	820
Cantabria	214
Castellón	222
Ceuta	19
Ciudad Real	134
Córdoba	338
Cuenca	38
Gerona	941
Granada	360
Guadalajara	195
Guipúzcoa	215
Huelva	517
Huesca	65
Jaén	256
La Coruña	382
La Rioja	133

Las Palmas	454
León	154
Lérida	499
Lugo	67
Madrid	3,841
Málaga	520
Melilla	9
Murcia	560
Navarra	857
Orense	63
Palencia	66
Pontevedra	276
Salamanca	87
Segovia	40
Sevilla	1,990
Soria	22
Sta. Cruz Tenerife	951
Tarragona	840
Teruel	25
Toledo	210
Valencia	1,338
Valladolid	200
Vizcaya	567
Zamora	32
Zaragoza	416
Subtotal	29,892
Abroad	80
Total	**29,972**

The following table shows the main personnel variations in the course of the 2015 financial year:

2015	Hirings	Departures	Total change
CAIXABANK individual	2,925	1,937	988
Companies CAIXABANK Group	451	407	44
Total CAIXABANK Group	**Net Change**		**1,032**

At closing in 2015, the current personnel of CaixaBank individually was 29,972 persons. An increase of 988 persons on the previous year. In the month of May, 1,434 professionals from Barclays Bank SAU were incorporated.

A 31 March 2016, the number of personnel of the CaixaBank Group was 32,235 employees.
For CaixaBank individually, the figure on that same date was 29,915 employees.

17.2. Shareholdings and stock options

Below is the table of stakes in the Company that members of the Board of Directors and members of the Management Commissions of the Company own or control and their percentage of the capital of the Company, at the date of this document, in accordance with the information available to CAIXABANK:

Director	No shares			Percentage over capital
	Direct	Indirect	Total	
Mr Antonio Massanell Lavilla	105,448	0	105,448	0.00%
Mr Gonzalo Gortázar Rotaeche	561,204	0	561,204	0.01%
Ms Eva Aurín Pardo	1,502	0	1,502	0.00%
Ms Mª Teresa Bassons Boncompte	19,104	0	19,104	0.00%
Fundación Bancaria Caja Navarra	53,600,000	0	53,600,000	0.91%
Fundación Cajasol	54,412,911	0	54,412,911	0.92%
Ms Mª Victoria Fisas Vergés	0	0	0	0.00%
Mr Salvador Gabarró Serra	8,929	0	8,929	0.00%
Mr Javier Ibarz Alegría	7,660	0	7,660	0.00%
Mr Alain Minc	12,755	0	12,755	0.00%
Ms Amparo Moraleda Martínez	0	0	0	0.00%
Mr John S. Reed	12,392	0	12,392	0.00%
Mr Joan Rosell Lastortras[(1)]	0	41,782	41,782	0.00%
Mr Antonio Sainz de Vicuña y Barroso	601	0	601	0.00%
Mr Francesc Xavier Vives Torrents	3,300	0	3,300	0.00%
TOTAL	**108,745,806**	**41,782**	**108,787,588**	**1.84%**

[(1)]Mr Rosell holds his stake, equally, through the controlled companies: Civislar S.A. and Congost, S.A.

On 30 June, Mr Isidro Fainé Casas, Mr Juan José López Burniol and Ms Mª Dolors Llobet María ceased to be members of the Board of Directors. Moreover, the following directors were appointed, subject to the verification of their suitability by the European Central Bank: Mr Jordi Gual Solé, as proprietary director, Mr José Serna Masiá, as proprietary director, and Ms Koro Usarraga Unsain, as independent director.

The Board also resolved to appoint Mr Jordi Gual Solé as Chairman of the Board of Directors, on a non-executive basis, at the proposal of the Appointments Committee and subject to his appointment as director taking effect and the assessment of its suitability by the European Central Bank.

It was resolved to appoint the recently designated Chairman of the Board, Mr Jordi Gual Solé, when his appointment takes effect, member of the Executive Committee of the Board of Directors of CaixaBank. The vacancies remaining on the Executive Committee (2) and the Risks Committee (1) will be filled shortly.

Senior Management non-members of the Board of Directors				
Name	**No shares**			**Percentage over capital**
	Direct	**Indirect**	**Total**	
				5,910,242,684
Mr Juan Antonio Alcaraz	79,651	0	79,651	0.00%
Mr Francesc Xavier Coll	30,681	0	30,681	0.00%
Mr Pablo Forero	39,000	0	39,000	0.00%
Mr Tomás Muniesa	112,614	0	112,614	0.00%
Mr Joaquín Vilar(1)	43,964	4,416	48,380	0.00%
Mr Jordi Fontanals	14,564	0	14,564	0.00%
Ms Mª Luisa Martínez	3,657	0	3,657	0.00%
Ms Mª Victoria Matía	27,171	0	27,171	0.00%
Mr Jorge Mondéjar	34,831	0	34,831	0.00%
Mr Javier Pano(2)	35,279	880	36,159	0.00%
Mr Óscar Calderón	13,359	0	13,359	0.00%
TOTAL	**324,439**	**5,296**	**440,067**	**0.01%**

(1) Mr Vilar holds his indirect participation through his spouse.

(2) Mr Pano holds his indirect participation through his spouse.

17.3. <u>Description of any arrangements for involving the employees in the capital of the issuer</u>

At present in CaixaBank there are two schemes by virtue of which the Executive Directors, the Senior Managers and certain key employees can receive shares in the Entity; a long-term variable remuneration plan based on shares and the risk-adjusted variable remuneration scheme for the Identified Collective of the CaixaBank Group. Both are described in detail below:

Long-term share-based variable remuneration plan for Executive Directors, members of the Executive Committee and the rest of the management team and key employees of the Group.

The General Meeting of Shareholders of 23 April 2015 approved, in accordance with the terms of Article 219 of the Spanish Companies Act, Article 34 of the By-laws and in accordance with the remuneration plan for Directors, a long-term variable remuneration plan for Executive Directors, members of the Executive Committee and the rest of the management team and key employees of the CaixaBank Group.

The Plan, linked to CaixaBank's 2015-2018 Strategic Plan, was approved with the following basic characteristics, to be implemented in the Regulations on the Long-Term Variable Remuneration Plan approved by the Board of Directors:

1.- Description and object of the Plan

The Plan will allow its beneficiaries to receive, after a specified period of time, a given number of ordinary shares of CaixaBank, provided that certain strategic objectives of the Company are met, the requirements for which are set out in the Plan Regulations.

The Plan consists of the granting, free of charge, of a given number of units to each Beneficiary (hereinafter, the "**Units**") which will provide the basis for deciding, depending on the degree of compliance with certain objectives, the number of CaixaBank shares to be granted, where appropriate, to each Beneficiary of the Plan.

The Plan does not confer the status of shareholder of the Company to the Beneficiaries, therefore, the Units do not involve granting economic or political rights regarding shares of the Company or any other rights related to shareholder status.

Also, the rights granted shall take the character of *intuitu personae* and, consequently, shall not be transferable except in special cases that are provided for, where appropriate, in the Regulations to be approved by the Board of Directors of the Company.

2.- Beneficiaries

The beneficiaries of the Plan will be the members of the Management Committee and the rest of the management team and key employees of CaixaBank who are expressly invited by the Board of Directors, at the proposal of the Remuneration Committee, as well as the Members of the Board of Directors who have executive functions. Moreover, the Board of Directors of the Entity may, acting in CaixaBank's interests, identify certain key employees of companies in the CaixaBank Group to be included as Beneficiaries of the Plan under the same conditions as the CaixaBank Beneficiaries.

The maximum estimated number of beneficiaries of the Plan approved under this resolution amounts to eighty (80).

It is agreed to designate as Beneficiaries of the Plan the following Executive Directors:

Mr. Gonzalo Gortázar Rotaeche – CEO

Mr Antonio Massanell Lavilla – Vice Chairman

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3.- Duration and settlement of the Plan

The measurement period of the Plan will begin on 1 January 2015 and will end on 31 December 2018 2018.

The Plan will end on 31 December 2018 without prejudice to the effective settlement of the Plan, which will occur prior to June 2019.

4.- Determination of the number of Units for each Beneficiary

In order to determine the Units to be assigned to each Beneficiary (which will be notified to each one in a Letter of Invitation), the following will be taken into account (i) a reference "target" amount, which will be determined on the basis of the professional function of the Beneficiary, and (ii) the arithmetic mean price rounded to the third decimal place of the closing price of the CaixaBank share in the corresponding stock market sessions in the month of February 2015. The Units to be assigned to each Beneficiary will be determined using the following formula:

$$\boxed{N.U. = IT/PMA}$$

Where:

N.U. = Number of Units to be allocated to each Beneficiary, rounded up to the nearest integer.

IT = Beneficiary Reference "target" amount based on their professional category.

PMA = Arithmetic average price, rounded to three decimal places, of the closing prices of the CaixaBank stock for the trading sessions corresponding to February 2015.

The Board of Directors, at the proposal of the Remuneration Committee, may assign new Units, incorporate new Beneficiaries or increase the number of Units initially granted to the Beneficiaries, once a year, during the month of January, except in the case of members of the Board of Directors, for whom it will be the General Shareholders Meeting who assign, if applicable, any new Units.

The IT for Executive Directors is set at 800,000 euros for Mr. Gonzalo Gortázar Rotaeche and 500,000 euros for Mr. Antonio Massanell Lavilla.

5.- Determination of the number of shares to be awarded at the time of the settlement of the Plan

The total number of shares awarded to each Beneficiary on the Settlement Date will be determined according to the following formula:

$$\boxed{N.S. = N.U. \times GCI}$$

Where:

N.S. = Number of shares of the Company to be awarded to each Beneficiary on the Settlement Date of the Plan, rounded up to the nearest integer.

N.U. = Number of Units assigned to the Beneficiary.

DAI = Level of Achievement of the Incentive, depending on the degree of fulfilment of the objectives to which the Plan is linked and which is determined in accordance with the provisions of section 8 below.

The maximum amount of shares herein authorised also takes into account the shares necessary to be able to award new Units to new Beneficiaries or for granting new Units to existing Beneficiaries. In this case it will be necessary to be agreed by the Board of Directors of the Company, with a prior favourable report from the Remuneration Committee, except in the case of Executive Directors whose allocation must be approved by the General Shareholders Meeting.

6.- Maximum number of shares to be delivered

Depending on that provided for in the preceding paragraphs, it is estimated that the maximum number of shares awarded as a result of the Plan to all of the Beneficiaries is 3,943,275, of which 261,578 correspond to Mr. Gonzalo Gortázar Rotaeche and 163,486 to Mr. Antonio Massanell Lavilla. The allocation of the shares is planned for the first half of 2019. Notwithstanding the above, given the possibility that the Plan may be paid early, the award may occur in any of the years prior to 2019, with the same maximum annual limit as that anticipated for the entire duration and settlement of the Plan and in no case will the sum of the allocations exceed the maximum limit set.

This maximum number contains the possible number of shares to be awarded in the event of the application of the maximum coefficients for achievement of objectives.

7.- Value of the shares to be taken as a reference

The value of the shares that will serve as a reference for the Plan will be the arithmetic average price, rounded to three decimal places, of the closing prices of the CaixaBank stock for the trading sessions corresponding to February 2015.

8.- Metrics

The Level of Achievement of the Incentive will depend on the degree of fulfilment of the objectives to which the Plan is linked.

The actual number of shares of CaixaBank to be awarded to each Beneficiary on the Settlement Date, should the conditions established in this regard be met, shall be based on (i) the evolution of the Total Shareholder Return of the Company (hereinafter "**TSR**") compared with the same indicator for the other nineteen (19) banks of computable reference (twenty (20) banks in total including CaixaBank), (ii) the evolution of the Return on Tangible Equity (hereinafter "**ROTE**") and (iii) the evolution of the Efficiency Ratio (hereinafter "**RE**"), all metrics of the Company.

- TSR: difference (expressed as a percentage) between the final value of the investment in ordinary shares and the initial vale of that investment, taking into account that for the calculation of said final value, dividends and other similar items (such as scrip dividends) received by the shareholder on said investment during the corresponding period of time will be used.

A coefficient of between 0 and 1.5 will be used depending on the position that CaixaBank occupies in the ranking of a sample of 20 selected comparable banks:

If CaixaBank's position in the TSR is between the 1st and 3rd position, the TSR coefficient = 1.5.
If CaixaBank's position in the TSR is between the 4th and 6th position, the TSR coefficient = 1.2.
If CaixaBank's position in the TSR is between the 7th and 9th position, the TSR coefficient = 1.
If CaixaBank's position in the TSR is between the 10th and 12th position, the TSR coefficient = 0.5.
If CaixaBank's position in the TSR is between the 13th and 20th position, the TSR coefficient = 0.

The reference banks taken into consideration in relation to the TSR, for the purposes of this Plan (the Comparison Group) are Santander, BNP, BBVA, ING Groep NV-CVA, Intesa Sanpaolo, Deutsche Bank AGRegistered, Unicredit SPA, Credit Agricole SA, Societe General SA, KBC Groep NV, Natixis, Commerzbank AG, Bank of Ireland, Banco Sabadell SA, Erste Group Bank AG, Banco Popular Español, Mediobanca SPA, Bankinter SA and Bankia SA.

- With a view to avoiding atypical movements in the indicator, the reference values used, both on the date immediately preceding the start of the Measurement Period (31 December 2014) and on the end date of the Measurement Period (31 December 2018), will be the arithmetic mean price rounded to three decimal places of the closing prices of the shares of 31 stock market sessions. These 31 sessions will contain, in addition to that of 31 December, the 15 preceding that date and subsequent 15. ROTE: return on tangible equity during the Measurement Period. This formula does not include intangible assets or goodwill as part of the capital of the Company.

For the ROTE indicator, a coefficient of between 0 and 1.2 will be established in line with a scale of ROTE targets set in advance:

If the 2018 ROTE is > 12: ROTE Coefficient = 1.2
If the 2018 ROTE is = 12: ROTE Coefficient = 1
If the 2018 ROTE is = 10: ROTE Coefficient = 0.8
If the 2018 ROTE is < 10: ROTE Coefficient = 0.

The degree of achievement of the incentive derived from the ROTE objective will be calculated, following the above table, by linear interpolation.

For the ROTE indicator, the average of said metric between closing at 31 December 2017 and 31 December 2018 will be calculated.

- RE: percentage of income consumed by expenditure. It is calculated as a percentage of ordinary operating income to expenditure.

For the RE indicator a coefficient of between 0 and 1.2 will be established using the following scale:

If the 2018 ER < 43: RE Coefficient = 1.2
If the 2018 ER = 45: RE Coefficient = 1
If the 2018 ER = 47: RE Coefficient = 0.8
If the 2018 ER > 47: RE Coefficient = 0.

The degree of achievement of the incentive derived from the RE target will be calculated, following the above table, by linear interpolation.

For the RE indicator, the result of said metric at 31 December 2018 will be used.

The Level of Achievement of the Incentive is determined by the following formula, with the weightings included within it:

$$GCI = C_{TSR} \text{ x } 34\% + C_{ROTE} \text{ x } 33\% + C_{RE} \text{ x } 33\%$$

Where:

GCI = Level of Achievement of the Incentive expressed as a percentage.

CTSR = Coefficient achieved in relation to the TSR objective, according to the scale established for the TSR objective in this section.

CROTE = Coefficient achieved in relation to the ROTE objective, according to the scale established for the ROTE objective in this section.

CRE = Coefficient achieved in relation to the RE objective, according to the scale established for the RE objective in this section.

The TSR metric will be calculated at the end of the Plan by an independent expert of recognised prestige at the request of the Entity. The ROTE and RE metrics are determined by the Entity itself, being subject to the appropriate audit of the financial statements of the Entity.

9.- Requirements for obtaining the shares

The requirements for the Beneficiary to be able to receive the shares derived from the Plan are as follows:

1.

1. The objectives to which the Plan is linked, under the terms and conditions described must be fulfilled.

2. The Beneficiary must remain in the Company until the End Date of the Plan, except in special circumstances such as death, permanent disability, retirement and other circumstances set out in the Regulations and which shall be approved by the Board of Directors of the Company. In the event of voluntary resignation or dismissal, the Beneficiary will therefore lose the right to receive shares under this Plan.

Shares will be awarded in all cases on the general date established for the Beneficiaries of the Plan and in accordance with the requirements and procedures established in general for beneficiaries of the Plan.

In any event, the Plan will only be settled and the shares will only be awarded if it is sustainable in accordance with the situation of CaixaBank and justified on the basis of the results of the Company. The shares resulting from the settlement of this Plan, if there are any, will not under any circumstances be awarded to the Beneficiaries, who will lose any right to receive them, if CaixaBank has negative results, does not pay dividends or does not pass the bank stress tests required by the European Banking Authority in the year corresponding to the End Date or Settlement Date of the Plan

10.- Award of shares and availability system

The shares that may be derived from the settlement of the Plan will be awarded to the Beneficiary via direct account credit or by stock exchange procedures which may be applicable, in the corresponding securities account.

The shares received by means of this Plan will be fully paid up, unlisted, free of any charge or encumbrance and their holders will not be subject to limitations or restrictions which are not applicable to the majority of shareholders of the Company, either by contractual or statutory provisions.

The Beneficiaries will not be ale to perform any kind of cover operations on the shares that, if applicable, may come under this Plan.

The settlement of the Plan, the procedure for delivering the shares resulting from this Plan and the requirements for their subsequent transfer will be subject to and dependent on the conditions and requirements regarding payment of the variable remuneration to Executive Board Members, senior executives and members of the Identified Collective established by the LOSS and its development regulations, the Bank of Spain,the European Banking Authority or any other competent body. These limitations could include the obligation to maintain the received shares (net of the corresponding income to personal income tax) for a period of three years from their award. The Beneficiary may dispose of the shares in thirds, starting from the year after their award.

11.- Cases of early settlement or modification of the Plan

The Plan may provide for cases of early settlement or modification in the event of takeover or change in management in the Company or in cases which significantly affect the Plan as determined by the Board of Directors.

12.- Reduction and recovery clause

The variable remuneration of the Plan which is object of this agreement will be subject to, in relation to the Executive Board Members and remaining Beneficiaries of the Plan which are part of the Identified Collective of the Company, the same cases of reduction and recovery as established for the variable remuneration in the remuneration policy applicable at each moment in time.

13.- Adaptation to the regulatory requirements:

The Board of Directors has the authority to make the relevant decisions for the correct management and administration of the Plan, at the proposal of the Remunerations Committee. More specifically, it will be able to modify the Plan conditions when it is must be adapted in order to comply with the requirements of legal regulations or interpretations or requirements regarding future or current regulations which could affect any competent authority and, specifically, but without limitation to, the Bank of Spain or the European Banking Authority.

Risk-adjusted variable remuneration for the Identified Collective in the CaixaBank Group.

Following the approval of the LOSS, CAIXABANK revised and adapted its remuneration polices to the new regulatory provisions, aligning itself with the trends observed internationally.
Pursuant to the above, the Board of Directors of CaixaBank approved the Remuneration Policy for the Identified Collective in the CaixaBank Group and the General Meeting of Shareholders of 23 April 2015 approved the Remuneration Policy of the Board of Directors of CaixaBank. Both documents contain the risk-adjusted variable remuneration system for Executive Directors, Senior Management and the personnel categories whose professional activities have a significant effect on the risk profile of an Entity, according to Commission Delegated Regulation (EU) No. 604/2014, of 4 March 2014.

The risk-adjustment of the variable remuneration and the deferral system has the following main objectives:

- To adjust the amount of variable remuneration to the risks assumed by professionals in achieving the objectives set and the global results of CaixaBank.
- To adjust the variable remuneration amounts assigned to each professional in the event the risks assumed by CaixaBank materialise.
- By means of the delivery of shares, if applicable, contribute to the participation of professionals in CaixaBank.

This system is linked to the existing variable remuneration programmes and does not constitute an additional remuneration mechanism, instead it modifies the manner in which the amount to be received is valued and the settlement method, replacing the payment in cash of part of the variable remuneration with the deferred and conditional delivery of shares.

For the collective of Senior Management and the Executive Directors, the bonus deferral and share delivery mechanism takes the following form:

- Direct payment: settlement of 50% of each variable remuneration element (in cash and shares) will be paid before the end of the month of February. In the case of the Executive Directors, the non-deferred remuneration percentage is reduced to 40%.
- Deferral: settlement of 50% of each variable remuneration element (in cash and shares) will be deferred for 3 years and paid a third at a time, respectively. In the case of Executive Directors, the deferred remuneration percentage will be increased to 60%.
- For each variable remuneration payment, settlement will be 50% in cash and 50% in shares, once the corresponding taxes (or withholdings) have been paid.
- A series of scenarios are established which in certain cases can reduce, cancel or even lead to recovery of the deferred variable remuneration.
- All shares delivered will be subject to a lock-up period preventing sale for one year after acquisition of the right.

Based on the above, the General Meeting of Shareholders approved the following resolutions:

- General Meeting of Shareholders held on 28 April 2016: the maximum distributable amount in shares for the Executive Directors and senior managers as a whole in 2017 and the following three years, as a result of the 2016 variable remuneration, is estimated at 1,347,000 euros, after deduction of tax and withholdings, considering that said collective and the target bonus amount are unchanged.

The maximum number of shares to be delivered, after the deduction of tax and withholdings, will be the quotient of said maximum estimated amount by the listed price of the Company share at closing on 15 February 2017 or, if applicable, the preceding business day on the stock markets.

The resolution of the General Meeting of Shareholders held on 28 April 2016 contains a delegation in favour of the Board of Directors.

- General Meeting of Shareholders held on 23 April 2015: the maximum distributable amount in shares for the Executive Directors and senior managers as a whole in 2016 and the following three years, as a result of the 2015 variable remuneration, is estimated at 1,277,400 euros, euros, after deduction of tax and withholdings, considering that said collective and the target bonus amount are unchanged.

The maximum number of shares to be delivered, after the deduction of tax and withholdings, of said maximum estimated amount and the listed price of the Company share at closing on 15 February 2016 or, if applicable, the preceding business day on the stock markets. The price was set at 2.577 euros (closing on 15 February 2016), therefore the maximum number of shares following the above calculation is 495,693 shares.

- General Meeting of Shareholders held on 24 April 2014: the maximum distributable amount in shares for the Executive Directors and senior managers as a whole in 2015 and the following three years, as a result of the 2014 variable remuneration, is estimated at 1,347,600 euros, euros, after deduction of tax and withholdings, considering that said collective and the target bonus amount are unchanged.

The maximum number of shares to be delivered, after the deduction of tax and withholdings, of said maximum estimated amount and the listed price of the Company share at closing on 15 February 2015 or, if applicable, the preceding business day on the stock markets. The price was set at 4.117 euros (closing on 13 February 2015), por therefore the maximum number of shares following the above calculation is 327,325 shares.

- General Meeting of Shareholders held on 25 April 2013: the maximum distributable amount in shares for the Executive Directors and senior managers as a whole in 2014 and the following three years, as a result of the 2013 variable remuneration, is estimated at 1,195,800 euros, euros, after deduction of tax and withholdings, considering that said collective and the target bonus amount are unchanged.

The maximum number of shares to be delivered, after the deduction of tax and withholdings, of said maximum estimated amount and the listed price of the Company share at closing on 15 February 2014 or, if applicable, the preceding business day on the stock markets. The price was set at 4.742 euros (closing on 14 February 2014), therefore the maximum number of shares following the above calculation is 252,172 shares.

- General Meeting of Shareholders held on 19 April 2012: the maximum distributable amount in shares for the Executive Directors and senior managers as a whole in 2013 and the following three years, as a result of the 2012 variable remuneration, is estimated at 1,080,000 euros, euros, after deduction of tax and withholdings, considering that said collective and the target bonus amount are unchanged.

The maximum number of shares to be delivered, after the deduction of tax and withholdings, of said maximum estimated amount and the listed price of the Company share at closing on 15 February 2013 or, if applicable, the preceding business day on the stock markets. The price was set at 2.94 euros (closing on 15 February 2013), therefore the maximum number of shares following the above calculation is 367,346 shares.

With regard to the variable remuneration programme of the members that formed part of the Executive Committee in the 2012, 2013, 2014 and 2015 financial years, during 2016 and to date, it materialised as follows:

Plan 2012		Plan 2013		Plan 2014		Plan 2015	
Net No. of shares delivered	Deferred 2012 pending delivery	Net No. of shares granted	Deferred 2013 pending delivery	Net No. of shares delivered	Deferred 2014 pending delivery	Net No. of shares delivered	Deferred 2015 pending delivery
166,948	0	87,649	32,543	73,678	69,180	93,364	176,843

The number of shares currently held by the members of the Executive Committee is set out in section 17.2 of this document.

18. MAIN SHAREHOLDERS

18.1. In so far as is known to the issuer, the name of any person other than a member of the administrative, management or supervisory bodies who, directly or indirectly, has an interest in the issuer's capital or voting rights which is notifiable under the issuer's national law, together with the amount of each such person's interest or, if there are no such persons, an appropriate negative statement

Name or corporate name of the shareholder	Number of direct voting rights	Number of indirect voting rights	% over total voting rights
FUNDACIÓN BANCARIA LA CAIXA	0	2,772,375,355	46.908%
INVESCO LIMITED	0	58,429,063	1.00%

Name or corporate name of the indirect holder of the participation	Through: Name or corporate name of the direct holder of the participation	Number of voting rights
FUNDACIÓN BANCARIA LA CAIXA	CRITERIA CAIXA, S.A.U.	2,772,375,355
INVESCO LIMITED	INVESCO ASSET MANAGEMENT LIMITED	52,428,870
INVESCO LIMITED	OTHER ENTITIES TOTAL STAKE (INDIVIDUALLY ADMITTED TO TRADING UNDER SECTION 10)	6,000,193

Fundación Bancaria Caixa d'Estalvis i Pensions de Barcelona, "la Caixa" controls Criteria Caixa, S.A.U.

According to the conditions established by the European Central Bank, Criteria Caixa, S.A.U. is considered to control CaixaBank, S.A. for prudential purposes.

A) Regarding the controlling shareholders:

As mentioned earlier, the "la Caixa" Banking Foundation is the controlling shareholder of CaixaBank, under the terms of article 5 of the Securities Market Act, as its stake in CaixaBank is held through Criteria Caixa, S.A.U., a wholly owned investee of the "la Caixa" Banking Foundation.

In order to strengthen transparency and good governance at the Company, and in line with recommendation 2 of the Unified Code of Good Governance, CaixaBank and "la Caixa" Banking Foundation, as its controlling shareholder, signed an Internal Relations Protocol which has been novated on various occasions to reflect the changes in the Group's structure. The most recent was on 16 June 2014 to adapt it to the new situation whereby Caja de Ahorros y Pensiones de Barcelona "la Caixa" no longer indirectly carries out its financial activity through CaixaBank and the former's transformation into "la Caixa" Banking Foundation.

The initial Protocol which was signed when the Company, previously known as Criteria CaixaCorp, was listed on the stock market was replaced by a new Protocol when a number of reorganisation transactions were carried out at the "la Caixa" Group, as a result of which CaixaBank became the bank through which "la Caixa" indirectly carried on its financial activity.

Thereafter, following the merger and absorption of Banca Cívica by CaixaBank and as a result of the transfer of Monte de Piedad's activity to CaixaBank, the Protocol was amended by means of a novation agreement to remove reference to the exceptionality of Monte de Piedad's indirect activity.

The purpose of the Protocol was to develop the basic principles governing relations between "la Caixa" and CaixaBank; define the main areas of activity of CaixaBank, bearing in mind that CaixaBank is the vehicle via which the financial activity of "la Caixa" is carried on; demarcate the general parameters governing any mutual business or social dealings between CaixaBank and its Group and "la Caixa" and other "la Caixa" group companies; and to ensure an adequate flow of information to allow "la Caixa" and CaixaBank to prepare financial statements and meet their periodic reporting and supervision obligations with the Bank of Spain, the CNMV and other regulatory bodies.

As a result of the entry into force of Law 26/2013 of 27 December on Savings Banks and Banking Foundations, inasmuch as Caja de Ahorros y Pensiones de Barcelona "la Caixa" owned over 10% of the share capital and voting rights of CaixaBank, the former must become a banking foundation. The primary activity of the banking foundation shall be to manage and carry out welfare projects and appropriately manage its stake in CaixaBank. Consequently, this extinguishes the arrangement whereby Caja de Ahorros y Pensiones de Barcelona "la Caixa" indirectly carries out its financial activity through CaixaBank.

Once the "la Caixa" Banking Foundation was registered in the Foundations Registry, the "la Caixa" Banking Foundation immediately ceased to carry out its financial activity indirectly through CaixaBank, therefore rendering the Protocol ineffective. It was therefore necessary to amend the Protocol to extend its validity for all matters which are not related to the indirect exercise of the Caja de Ahorros y Pensiones de Barcelona "la Caixa" Banking Foundation's financial activity until a new Internal Relations Protocol is signed outlining the "la Caixa" Group's new structure.

By virtue of the foregoing, the Parties entered into a novation agreement amending the Protocol on 16 June 2014, duly informing the CNMV the following day.

The Savings Banks and Banking Foundations Act requires banking foundations to approve, within two months from their creation a Protocol for managing its ownership interest in the financial institution. This Protocol must establish, at a minimum, the strategic criteria for managing the interest, the relations between the Board of Trustees and the governing bodies of the bank, specifying the criteria for proposing Director appointments and the general criteria for carrying out operations between the bank foundation and the investee credit institution, and the mechanisms to avoid potential conflicts of interest. The "la Caixa" Banking Foundation signed its Protocol for managing its ownership interest in the CaixaBank on 24 July 2014. The CNMV was notified on 9 December 2014 following Bank of Spain approval.

In accordance with the terms of Article 43 of the Savings Banks and Banking Foundations Act, rule three of Bank of Spain Circular 6/2015, of 17 November, and Articles 18.1.f) and 27 of the By-laws of the "la Caixa"

Banking Foundation, on 18 February 2016, the members of the Board of Trustees of "la Caixa" Banking Foundation signed a new Protocol for managing the financial ownership in CaixaBank, S.A., which resulted in the adaptation of the protocol approved by the Board of Trustees on 24 July 2014 to the content of Circular 6/2015.

The Board of Trustees of the "la Caixa" Banking Foundation will promote the signing of a protocol with CaixaBank and Criteria, which replaces the internal protocol on relations signed on 1 July 2011 by Caixa d'Estalvis i Pensions de Barcelona ("la Caixa") and by CaixaBank, as novated and amended on 1 August 2012 and 16 June 2014, and that contains the aspects of the Management Protocol that require the participation of CaixaBank as counterparty of the "la Caixa" Banking Foundation and of Criteria.

B) Regarding the controlling shareholder agreement:

Following the merger by absorption of Banca Cívica by CaixaBank, the shareholders: the then Caixa d'Estalvis i Pensions de Barcelona, now converted into a Banking Foundation, ("la Caixa"), the Caja Navarra Banking Foundation, the Fundación Cajasol, the Caja Canarias Foundation and the Caja de Burgos Foundation, (the "Foundations") entered into a the Shareholder Agreement on 1 August 2012 (reported in a Relevant Event dated 3 August 2012 and published on the CNMV website) which regulates the relations of the "Foundations" and "la Caixa" Banking Foundation as shareholders of CaixaBank, and their reciprocal relations of cooperation as well as with CaixaBank, with the aim of strengthening their respective actions in respect of the latter and supporting "la Caixa" with their control.

Likewise, it was agreed to appoint 2 members of the Board of Directors of CAIXABANK at the proposal of the "Foundations" and, with a view to stabilising their stake in the share capital of CAIXABANK, the "Foundations" gave an undertaking not to sell their stake for four years, as well as an acquisition right undertaking for two years in favour of the other Foundations, first of all, and subsidiarily in favour of "la Caixa", in the event that any of the "Foundations" should wish to sell all or part of its stake, after the end of the period of non-disposal. When signing the Shareholder Agreement, "la Caixa" and the "Foundations" held an aggregate stake of 80.597% in the share capital of CAIXABANK.

18.2. Whether the issuer's major shareholders have different voting rights, or an appropriate negative statement

Fundación Bancaria Caixa d'Estalvis i Pensions de Barcelona, majority shareholder of the issuer, does not have different voting rights to the rest of Company shareholders. All shares representing the capital of the Company have the same economic and political rights. Each share grants one vote, and there are no preferred shares. Likewise, see section 18.1 above.

18.3. To the extent known to the issuer, state whether the issuer is directly or indirectly owned or controlled and by whom and describe the nature of such control and describe the measures in place to ensure that such control is not abused

See 18.1 of this Registration Document.

18.4. A description of any arrangements, known to the issuer, the operation of which may at a subsequent date result in a change in control of the issuer

See 18.1 of this Registration Document

19. RELATED PARTY TRANSACTIONS

CAIXABANK's key management personnel and executives are those persons having authority and responsibility for planning, directing and controlling the activities of the Bank, directly or indirectly, including all (executive and non-executive) members of the Board of Directors and Senior Management. Given their posts, each member of key management personnel is a "related party" of CAIXABANK. Therefore, CAIXABANK must disclose, among other transactions, the information provided in this point.

Also considered CAIXABANK related parties are family members close to "key management personnel" and companies over which key personnel or their close family members exercise control, joint control or significant influence, or have, directly or indirectly, significant voting power.

According to the Regulations of the Board of Directors, transactions between Directors and their related parties must be authorised by the Board of Directors, subject to a report by the Audit and Control Committee, except if they meet the following three conditions: (i) they are performed pursuant to contracts with standardised conditions and applied en masse to a large number of clients; (ii) they are performed at market prices or rates, generally established by the party acting as the provider of the relevant good or service; and (iii) their amount does not exceed one per cent (1%) of the annual revenue of the Company.

Notwithstanding the above, according to prevailing legislation, express authorisation by the Bank of Spain is required for the grant of loans, credits or guarantees to the Chairman, Deputy Chairman, and other Directors and General Managers and similar.

The approval policy for loans to members of the Board of Directors who are employees of CAIXABANK and Senior Management is governed by the provisions of the collective bargaining agreement for the savings bank industry and the internal employment regulations which implement this agreement.

All other loan and deposit transactions or financial services arranged by CAIXABANK with key management personnel (Board of Directors and Senior Management), which are not subject to employment regulations, were approved under normal market conditions. None of these transactions involves any material amounts affecting the correct interpretation of the annual financial statements.

CAIXABANK also has service level agreements with related parties. These agreements form part of its ordinary course of business and are carried out under normal market conditions. None of them individually is for a significant amount.

Details of the most significant balances in 2015, 2014 and 2013 are as follows:

2015

(EUR thousand)

	With the majority shareholder, "la Caixa" Banking Foundation and its Group (1)	Associates and jointly controlled entities	Directors and Senior Management (2)	Other related parties (3)
ASSETS				
Loans and advances to credit institutions		209		
Loans and receivables	4,030,765	627,087	11,326	54,505
Reverse repurchase agreement				
Mortgage loans	*443,233*	*14,897*	*10,876*	*34,246*
Other (4)	*3,587,532*	*612,190*	*450*	*20,259*
Of which: Credit loss provisions		*(126,362)*		
Total	**4,030,765**	**627,296**	**11,326**	**54,505**
LIABILITIES				
Deposits from credit institutions	10,450	33,014	15,923	
Customer deposits (5)	1,276,440	848,508	66,535	88,016
Off-balance sheet liabilities (6)			82,383	31,211
Total	**1,286,890**	**881,522**	**164,841**	**119,227**
INCOME STATEMENT				
Interest expense and similar charges (7)	(16,040)	(2,515)	(703)	(1,605)
Interest and similar income	50,609	10,536	106	922
Total	**34,569**	**8,021**	**(597)**	**(683)**
OTHER				
Contingent liabilities - Guarantees and other	277,851	129,713	3,559	1,500
Contingent commitments - Drawable by third parties and	1,726,924	572,046	9,475	18,789

others (8)				
Accrued defined benefit post-employment obligations			45,696	
Total	**2,004,775**	**701,759**	**58,730**	**20,289**

(1) Includes transactions with “la Caixa” Banking Foundation and its Group companies, jointly controlled entities and associates.

(2) Directors and Senior Management of “la Caixa” Banking Foundation, CAIXABANK and Criteria.

(3) Family members and entities related to members of the Boards of Directors and Senior Management of “la Caixa”, CAIXABANK and Criteria and other related parties such as the employee pension plan.

(4) Includes other loans, credits and debt securities.

(5) Includes deposits, marketable debt securities and subordinated debt.

(6) Includes mutual funds, insurance contracts, pension funds and post-employment obligations contributed.

(7) Does not include the finance cost relating to off-balance sheet liabilities.

(8) Includes amounts drawable against commercial risk lines and reverse factoring transactions.

2014

(EUR thousand)	**With the majority shareholder “la Caixa” and its Group (1)**	**Associates and jointly controlled entities**	**Directors and Senior Management (2)**	**Other related parties (3)**
ASSETS				
Loans and advances to credit institutions		72,555		
Loans and receivables	4,399,571	787,726	11,460	70,453
Reverse repurchase agreement				
Mortgage loans	*465,603*	*16,862*	*10,543*	*44,438*
Other (4)	*3,933,968*	*770,864*	*917*	*26,015*
Of which: Credit loss provisions		*(92,777)*		
Total	**4,399,571**	**860,281**	**11,460**	**70,453**
LIABILITIES				
Deposits from credit institutions	69,998	49,846	54,052	
Customer deposits (5)	2,565,977	794,295	47,534	171,634
Off-balance sheet liabilities (6)			11,387	35,623
Total	**2,635,975**	**844,141**	**112,973**	**207,257**
INCOME STATEMENT				
Interest expense and similar charges (7)	(24,508)	(13,826)	(1,658)	(2,767)
Interest and similar income	35,605	16,788	140	1,473
Total	**11,097**	**2,962**	**(1,518)**	**(1,294)**
OTHER				
Contingent liabilities - Guarantees and other	380,947	116,881	3,565	1,807
Contingent commitments - Drawable by third parties and others (8)	1,805,888	392,385	10,018	14,370
Accrued defined benefit post-employment obligations			42,264	
Total	**2,186,835**	**509,266**	**55,847**	**16,177**

(1) Includes transactions with “la Caixa”, and its Group entities, jointly controlled entities and associates.
(2) Directors and Senior Management of “la Caixa”, CAIXABANK and Criteria.
(3) Family members and entities related to members of the Boards of Directors and Senior Management of “la Caixa”, CAIXABANK and Criteria, the Control Committee of “la Caixa” and other related parties, such as the employee pension plan.
(4) Includes other loans, credits and debt securities.
(5) Includes deposits, marketable debt securities and subordinated debt.
(6) Includes mutual funds, insurance contracts, pension funds and post-employment obligations contributed.
(7) Does not include the finance cost relating to off-balance sheet liabilities.
(8) Includes amounts drawable against commercial risk lines and reverse factoring transactions.

2013

(EUR thousand)	With the majority shareholder "la Caixa" and its Group (1)	Associates and jointly controlled entities	Directors and Senior Management (2)	Other related parties (3)
ASSETS				
Loans and advances to credit institutions	130,982	123,373		
Loans and receivables	3,497,621	675,072	10,748	75,322
Reverse repurchase agreement				
Mortgage loans	*262,488*	*66,547*	*10,250*	*53,732*
Other (4)	*3,235,133*	*608,525*	*498*	*21,590*
Total	**3,628,603**	**798,445**	**10,748**	**75,322**
LIABILITIES				
Deposits from credit institutions	878,206	75,576		
Customer deposits (5)	2,604,599	1,060,071	165,155	211,524
Off-balance sheet liabilities (6)			30,321	48,444
Total	**3,482,805**	**1,135,647**	**195,476**	**259,968**
INCOME STATEMENT				
Interest expense and similar charges (7)	(36,023)	(21,243)	(2,929)	(2,739)
Interest and similar income	83,830	26,477	171	9,959
Total	**47,807**	**5,234**	**(2,758)**	**7,220**
OTHER				
Contingent liabilities - Guarantees and other	363,222	116,438	487	32,316
Contingent commitments - Drawable by third parties and others (8)	1,964,970	359,637	6,439	74,863
Accrued defined benefit post-employment obligations			47,301	
Total	**2,328,192**	**476,075**	**54,227**	**107,179**

(1) Includes transactions with "la Caixa", and its Group entities, jointly controlled entities and associates.

(2) Directors and Senior Management of "la Caixa", CAIXABANK and Criteria.

(3) Family members and entities related to members of the Boards of Directors and Senior Management of "la Caixa", CaixaBank and Criteria, the Control Committee of "la Caixa" and other related parties, such as the employee pension plan.

(4) Includes other loans, credits and debt securities.

(5) Includes deposits, marketable debt securities and subordinated debt.

(6) Includes mutual funds, insurance contracts, pension funds and post-employment obligations contributed.

(7) Does not include the finance cost relating to off-balance sheet liabilities.

(8) Includes amounts drawable against commercial risk lines and reverse factoring transactions.

The most significant balances and transactions in 2015 were as follows:

- The balance at 31 December 2015 of financing provided by CAIXABANK to "la Caixa" Banking Foundation stood at EUR 100 million (EUR 100 million at 31 December 2014). These loans correspond to financing provided by the Council of Europe Bank to "la Caixa" Banking Foundation, channelled through CAIXABANK.
- In the first half of 2014, CAIXABANK provided financing to "la Caixa" in the form of a loan for EUR 650 million, which formed part of the assets and liabilities spun off to Criteria in 2014. This balance remains at 31 December 2015. In addition, Criteria signed a credit facility agreement for EUR 750 million, which was not drawn down at 31 December 2015.
- In 2015, Criteria made full early redemption of the bond issuance placed in 2012, which was fully acquired by CAIXABANK. The balance at 31 December 2014 stood at EUR 999 million.

- In September 2015, CAIXABANK granted a EUR 550 million loan to Criteria maturing on 30 September 2022 and bearing interest at the Euribor + 1.50%

- CAIXABANK had an account receivable of EUR 54 million for income tax from Criteria in 2014 that was settled in 2015.

- Financing granted to CriteriaCaixa's real estate subsidiaries totalled EUR 657 million at 31 December 2015 and EUR 1,662 million at 31 December 2014 (including the plain vanilla bonds of EUR 999 million mentioned above).

- Criteria has time and demand deposits at CAIXABANK amounting to EUR 80 million (EUR 347 million at 31 December 2014).

- "la Caixa" Banking Foundation holds demand and deposits with agreed maturity at CAIXABANK amounting to EUR 7 million (EUR 70 million at 31 December 2014).

- "la Caixa" Banking Foundation had a receivable for income tax, of EUR 162 million at 31 December 2014, from the head of the tax group, CAIXABANK. This balance was settled in January 2015.

- Criteria arranged derivatives with CAIXABANK to hedge interest rates on bilateral loans for a nominal amount of EUR 800 million at 31 December 2014, rising to EUR 1,900 million at 31 December 2015. The fair value of the outstanding derivatives at 31 December 2015 was a positive EUR 9 million (positive EUR 3 million at 31 December 2014).

- Gas Natural, a jointly controlled entity of the Criteria Group, holds time deposits and current accounts at CAIXABANK for the amount of EUR 599 million (EUR 1,651 million at 31 December 2014). The amount held by Abertis Infraestructuras, an associate of the Criteria Group, totals EUR 283 million (EUR 356 million at 31 December 2014).

- VidaCaixa has invested in fixed-income securities of Abertis Infraestructuras, a Criteria Group associate, for EUR 786 million.

Transactions between Group companies form part of the ordinary course of business and are carried out under normal market conditions. The most significant transactions between Group companies in 2015 were as follows:

- In January 2015, CaixaBank Asset Management acquired Barclays Bank, SAU's asset management business for EUR 60 million.

- In April 2015, SegurCaixa Adeslas and CAIXABANK, based on an addendum to the agency contract signed between them in 2011, agreed the payment by SegurCaixa Adeslas of an amount of EUR 47 million as the fee for the commercial brokerage activities performed by CAIXABANK selling insurance products to customers from Barclays Bank branch network.

- In May 2015, CAIXABANK acquired the factoring and reverse factoring business carried out by Barclays Bank, SAU through its subsidiary Barclays Factoring, SA EFC. The transaction price was EUR 33 million.

- In May 2015, Caixa Card 1 EFC, SA acquired Barclays Bank, SAU's card management business for EUR 80 million. In addition, Comercia Global Payments, Entidad de Pago, SL acquired Barclays Bank, SAU's merchant business for EUR 0.5 million.

At 31 December 2015 and 2014, there was no evidence of impairment to the value of the financial assets or the guarantees or contingent commitments held with key management personnel and executives.

The balances of loans at 31 December 2015 and 2014 arranged with Directors and Senior Management at these two dates had an average maturity of 22.70 and 23.84 years, respectively, bearing interest at an average rate of 0.79% and 1.07%, respectively.

Financing provided in 2015 to serving Directors and Senior Management at 31 December 2015 and 2014 amounted to EUR 3,133 thousand and EUR 4,625 thousand, with an average maturity period of 4.01 and 7.05 years, earning interest at an average rate of 1.74% and 1.68%, respectively.

Description of the relationship between “la Caixa” Banking Foundation and CAIXABANK

In order to strengthen the Group’s transparency, autonomy and good governance, as well as to limit and regulate conflicts of interest, “la Caixa” and CAIXABANK signed an internal relations protocol on 1 July 2011. According to the Protocol, any new intragroup service or transaction shall always be made in writing and shall be governed by the general principles contained therein.

As a result of its transformation into a banking foundation and the conclusion of the indirect exercise of banking activity through CAIXABANK, and in accordance with the provisions of Law 26/2013, of 27 December, governing savings banks and banking foundations, on 24 July 2014, the foundation’s Board of Trustees approved a protocol for managing its ownership interest in the financial corporation which primarily regulates the following aspects:

- The basic strategic lines governing “la Caixa” Banking Foundation’s management of its stake in CAIXABANK .
- Relations between the Board of Trustees and CAIXABANK’s governing bodies.
- The general criteria governing transactions between “la Caixa” Banking Foundation and CAIXABANK, and the mechanisms to be introduced to prevent potential conflicts of interest.
- The mechanisms to avoid the emergence of conflicts of interest
- The basic criteria relating to the assignment and use of distinctive signs and domain names owned by “la Caixa” Banking Foundation by CAIXABANK and the companies in its Group
- The provision for “la Caixa” Banking Foundation to have a right of pre-emptive acquisition in the event of transfer by CAIXABANK of Monte de Piedad, which it owns
- The basic principles for a possible collaboration so that (a) CAIXABANK may implement corporate social responsibility policies through “la Caixa” Banking Foundation, and, at the same time (b) “la Caixa” Banking Foundation may disseminate its welfare projects through the CaixaBank branch network, and where appropriate, through other material means
- The flow of adequate information to allow “la Caixa” Banking Foundation and CAIXABANK to prepare their financial statements and to comply with periodic reporting and supervisory duties with the Bank of Spain and other regulatory bodies

Under the framework of this management protocol, “la Caixa” and CAIXABANK agreed to renew the Internal Relations Protocol between the two under all the terms and conditions that were not affected by “la Caixa” ceasing to operate indirectly as a credit institution through CAIXABANK until the new relations protocol is adopted.

Criteria’s Board of Directors took note of the aforementioned management protocol at its meeting on 18 December 2014.

On 18 February 2016, the Board of Trustees of “la Caixa” Banking Foundation approved a new protocol for managing the banking stake, pursuant to Bank of Spain Circular 6/2015.

20. FINANCIAL INFORMATION CONCERNING THE ISSUER’S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES

The CAIXABANK Group’s financial information for 2015, 2014 and 2013 is based on audited accounting records. The financial information for 2014 and 2013 is presented for comparison purposes only.

The Group’s consolidated financial statements, incorporated herein by reference, have been prepared in accordance with the Commercial Code, International Financial Reporting Standards (IFRS) as adopted by the European Union through EU Regulations, in accordance with Regulation No. 1606/2002 of the European

Parliament and of the Council of 19 July 2002 and subsequent amendments, and bearing in mind the provisions of Bank of Spain Circular 4/2004 of 22 December on Public and Confidential Financial Reporting Rules and Formats for Credit Institutions, which constitutes the adaptation of the IFRS adopted by the European Union to Spanish credit institutions.

For comparative purposes, it should be noted that Barclays Bank was included in the scope of consolidation in January 2015 (for further information see Section 5.1.5: *Significant events in the Issuer's business).*

It is also worth mentioning that on applying IFRIC 21, the 2013 income statement has been restated to show the cost associated with the one-off shortfall of 2013 and early payment of ordinary fund contributions in 2014 to the Deposit Guarantee Fund as expenses in 2013. The total impact in 2013 was EUR -187 million, net (EUR -267 million, gross, recognised under other operating income and expenses).

Further, equity at 31 December 2013 has been restated as per the aforesaid accounting recognition in the amount of EUR -387 million.

The capital adequacy and financial ratios have therefore been reestimated, having been affected by said restatement of the Group's 2013 financial statements.

20.1. Trend Information

A) CONSOLIDATED BALANCE SHEETS

BALANCE SHEET

31 December 2015, 2014 and 2013 in thousands of euros

Assets

	2015	2014	Change 2015-2014	2013	Change 2014-2013
Cash and deposits at central banks	**5,771,567**	**4,156,781**	**38.8%**	**6,967,808**	**-40.3%**
Financial assets held for trading	**13,532,064**	**12,256,760**	**10.4%**	**10,002,443**	**22.5%**
Debt securities	3,255,486	2.049.774	58.8%	3,593,411	-43.0%
Equity instruments	470,387	32.616	1342.2%	95,756	-65.9%
Trading derivatives	9,806,191	10.174.370	-3.6%	6,313,276	61.2%
Memorandum items: Loaned or advanced as collateral	*305,946*			*188,079*	-100.0%
Other financial assets at fair value through profit or loss	**1,565,960**	**937,043**	**67.1%**	**450,206**	**108.1%**
Debt securities	969,076	549,070	76.5%	212,118	158.9%
Equity instruments	596,884	387,973	53.8%	238,088	63.0%
Available-for-sale financial assets	**62,997,235**	**71,100,537**	**-11.4%**	**56,450,038**	**26.0%**
Debt securities	59,617,962	67,205,087	-11.3%	52,117,173	28.9%
Equity instruments	3,379,273	3,895,450	-13.3%	4,332,865	-10.1%
Memorandum items: Loaned or advanced as collateral	*416,679*	*3,049,202*	-86.3%	*2,706,820*	12.6%
Loans and receivables	**211,317,005**	**195,731,456**	**8.0%**	**206,846,199**	**-5.4%**
Loans and advances to credit institutions	7,493,150	4,377,197	71.2%	5,891,260	-25.7%
Loans and advances to customers	202,896,200	188,761,864	7.5%	198,078,812	-4.7%
Debt securities	927,655	2,592,395	-64.2%	2,876,127	-9.9%
Memorandum items: Loaned or advanced as collateral	*64,393,412*	*59,642,121*	8.0%	*7,818,220*	662.9%
Held-to-maturity investments	**3,820,114**	**9,608,489**	**-60.2%**	**17,830,752**	**-46.1%**
Memorandum items: Loaned or advanced as collateral		*299,878*	-100.0%	*1,859,850*	-83.9%
Adjustments to financial assets - macro-hedges	**3,279**	**138,812**	**-97.6%**	**80,001**	**73.5%**
Hedging derivatives	**3,917,462**	**5,155,973**	**-24.0%**	**4,572,762**	**12.8%**
Non-current assets held for sale	**7,960,663**	**7,247,941**	**9.8%**	**6,214,572**	**16.6%**
Investments	**9,673,694**	**9,266,397**	**4.4%**	**8,773,670**	**5.6%**
Associates	8,530,921	8,110,608	5.2%	7,612,488	6.5%
Jointly controlled entities	1,142,773	1,155,789	-1.1%	1,161,182	-0.5%
Reinsurance assets	**391,225**	**451,652**	-13.4%	**519,312**	-13,0%
Tangible assets	**6,293,319**	**6,404,416**	**-1.7%**	**5,517,560**	**16.1%**
Property, plant and equipment	3,039,823	3,144,819	-3.3%	3,223,126	-2.4%
For own use	*3,039,823*	*3,144,819*	-3.3%	*3,223,126*	-2.4%
Real estate investments	3,253,496	3,259,597	-0.2%	2,294,434	42.1%
Intangible assets	**3,671,588**	**3,634,566**	**1.0%**	**3,629,300**	**0.1%**
Goodwill	3,050,845	3,050,845	0,0%	3,047,216	0.1%
Other intangible assets	620,743	583,721	6.3%	582,084	0.3%
Tax assets	**11,123,143**	**10,097,557**	**10.2%**	**9,764,598**	**3.4%**
Current	1,029,933	707,311	45.6%	180,693	291,4%
Deferred	10,093,210	9,390,246	7.5%	9,583,905	-2.0%
Other assets	**2,217,157**	**2,435,069**	**-8.9%**	**2,700,918**	**-9.8%**
Stock	1,135,337	1,197,035	-5.2%	1,455,156	-17.7%
Other	1,081,820	1,238,034	-12.6%	1,245,762	-0.6%
Total Assets	**344,255,475**	**338,623,449**	**1.7%**	**340,320,139**	**-0.5%**
Memorandum items					
Contingent liabilities	10,650,071	10,241,836	4.0%	10,298,594	-0.6%
Contingent commitments	58,028,933	50,706,226	14.4%	53,813,179	-5.8%

BALANCE SHEET

31 December 2015, 2014 and 2013 in thousands of euros

Liabilities and Equity

	2015	2014	Change 2015-2014	2013	Change 2014-2013
Liabilities					
Financial liabilities held for trading	**12,200,290**	**11,974,880**	**1,9%**	**7,890,643**	**51.8%**
Trading derivatives	9,498,607	10,105,414	-6,0%	6,269,225	61.2%
Short positions	2,701,683	1,869,466	44.5%	1,621,418	15.3%
Other financial liabilities at fair value through profit or loss	**2,075,402**	**1,442,391**	**43.9%**	**1,252,065**	**15.2%**
Customer deposits	2,075,402	1,442,391	43.9%	1,252,065	15.2%
Financial liabilities at amortised cost	**253,498,820**	**247,538,656**	**2.4%**	**263,201,003**	**-6.0%**
Deposits from central banks	23,753,214	12,156,872	95.4%	20,049,617	-39.4%
Deposits from credit institutions	10,509,238	13,762,059	-23.6%	21,182,596	-35.0%
Customer deposits	184,031,637	180,200,450	2,1%	175,161,631	2.9%
Marketable debt securities	28,069,587	32,920,219	-14,7%	37,938,304	-13.2%
Subordinated liabilities	4,345,199	4,396,075	-1.2%	4,809,149	-8.6%
Other financial liabilities	2,789,945	4,102,981	-32.0%	4,059,706	1.1%
Adjustments to financial liabilities - macro-hedges	**2,213,205**	**3,242,925**	**-31.8%**	**2,195,517**	**47.7%**
Hedging derivatives	**756,163**	**876,116**	**-13.7%**	**1,487,432**	**-41.1%**
Liabilities associated with non-current assets held for sale	**79,059**				
Liabilities under insurance contracts	**40,574,638**	**40,434,093**	**0.3%**	**32,028,006**	**26.2%**
Provisions	**4,597,740**	**4,370,507**	**5.2%**	**4,321,261**	**1.1%**
Provisions for pensions and similar obligations	2,858,645	2,964,457	-3.6%	2,788,010	6.3%
Provisions for taxes and other legal contingencies	514,206	396,589	29.7%	461,317	-14.0%
Provisions for contingent liabilities and commitments	381,477	563,597	-32.3%	528,990	6.5%
Other provisions	843,412	445,864	89.2%	542,944	-17.9%
Tax liabilities	**1,555,970**	**1,671,832**	**-6.9%**	**2,352,815**	**-28.9%**
Current	379	265	43.0%	27,893	-99.0%
Deferred	1,555,591	1,671,567	-6.9%	2,324,922	-28.1%
Other liabilities	**1,499,638**	**1,839,481**	**-18.5%**	**1,644,825**	**11.8%**
Total Liabilities	**319,050,925**	**313,390,881**	**1.8%**	**316,373,567**	**-0.9%**
Equity					
Own funds	**23,688,634**	**23,372,983**	**1.4%**	**23,258,485**	**0.5%**
Capital	5,823,990	5,714,956	1.9%	5,027,610	13.7%
Issue premium	12,032,802	12,032,802	0.0%	10,583,008	13.7%
Reserves	5,264,729	5,069,833	3.8%	5,448,948	-7.0%
Accumulated reserves/(losses)	*4,356,286*	*3,982,602*	9.4%	*4,131,017*	-3.6%
Reserves/(losses) of entities accounted for using the equity method	*908,443*	*1,087,231*	-16.4%	*1,317,931*	-17.5%
Other equity instruments	5,120	0		1,938,222	-100.0%
Minus: Treasury stock	(19,713)	(11,013)	79.0%	(22,193)	-50.4%
Group earnings	814,460	620,020	31.4%	315,872	96.3%
Minus: Dividends and remuneration	(232,754)	(53,615)	334.1%	(32,982)	62.6%
Valuation adjustments	**1,480,290**	**1,821,656**	**-18.7%**	**704,013**	**158.8%**
Available-for-sale financial assets	816,586	1,601,142	-49.0%	994,706	61.0%
Cash flow hedges	85,622	(20,872)	-510.2%	(4,724)	341.8%
Exchange differences	378,102	174,915	116.2%	(66,421)	-363.3%
Entities accounted for using the equity method	199,980	66,471	200.9%	(219,548)	-130.3%
Minority interest	**35,626**	**37,929**	**-6.1%**	**(15,926)**	**-338.2%**
Valuation adjustments	530	560	-5.4%	708	-20.9%
Other	35,096	37,369	-6.1%	(16,634)	-324.7%
Total Equity	**25,204,550**	**25,232,568**	**-0.1%**	**23,946,572**	**5.4%**
Total Liabilities and Equity	**344,255,475**	**338,623,449**	**1.7%**	**340,320,139**	**-0.5%**

• The integration for accounting purposes of Banco de Valencia on 1 January 2013 led to growth of approximately 6% in CAIXABANK's total pre-integration assets, affecting all balance sheet headings.

• The integration for accounting purposes of Barclays on 2 January 2015 led to growth of approximately 5-6% in CAIXABANK's total pre-integration assets, affecting all balance sheet headings.

At 31 December 2015, total assets stood at EUR 344,255 million. The most notable year-on-year changes were:

• The most notable changes in assets and liabilities associated with the retail business were as follows:

- Customer funds (basically deposits, subordinated liabilities and marketable debt securities sold to customers) using management criteria totalled EUR 181,118 million, up by EUR 8,567 million or 5.0% (+0.1% stripping out the impact of the balance sheet items from Barclays Bank, SAU incorporated at 1 January 2015).

  Liabilities under insurance contracts rose 6.7% (excluding the impact of the change in value of associated financial assets).

- Gross customer loans and advances totalled EUR 206,437 million, up 4.7% in 2015 (-4.0% stripping out the impact of the balance sheet items from Barclays Bank, SAU incorporated at 1 January 2015). The change is mainly due to the reduction in exposure to the real estate development sector.

• Market interest rate and exchange rate fluctuations affected the performance of asset and liability trading derivatives (trading portfolio).

• The variation in on-balance sheet assets (rest of the trading portfolio and available-for-sale financial assets) and liabilities (rest of the trading portfolio) associated with cash management and ALM is shaped by:

- The management of on-balance sheet, fixed-income assets.

- In 2015, a further EUR 11,451 million in funding was obtained from the ECB, with EUR 5,450 million in financing taken up by Barclays Bank, SAU.

- Lower wholesale funding (marketable debt securities) basically due to non-rollover of matured issues and

- changes in investment securities held-to-maturity, primarily as a result of natural maturities over the period.

Movement in available-for-sale debt securities and liabilities under insurance contracts stemmed from the increase in business and changes in the value of these portfolios.

• Movement in share capital in 2015 resulted from the share issues deriving from the scrip dividend programme:

- In March 2015: 53,331,614 shares with a par value of EUR 1 each.

- In September 2015: 55,702,803 shares with a par value of EUR 1 each.

B) INCOME STATEMENTS

PROFIT AND LOSS ACCOUNT

31 December 2015, 2014 and 2013, thousands of euros

	2015	2014	Change 2015-2014	2013 Restated	Change 2014-2013
Interest and similar income	**8,373,068**	**8,791,327**	**-4.8%**	**9,300,809**	**-5.5%**
Interest expense and similar charges	**(4,020,418)**	**(4,636,761)**	**-13.3%**	**(5,346,052)**	**-13.3%**
NET INTEREST INCOME	**4,352,650**	**4,154,566**	**4.8%**	**3,954,757**	**5.1%**
Return on equity instruments	**202,719**	**185,374**	**9.4%**	**106,882**	**73.4%**
Share of profit/(loss) of entities accounted for using the equity method	**375,135**	**305,705**	**22.7%**	**338,838**	**-9.8%**
Fee and commission income	**2,156,832**	**1,973,488**	**9.3%**	**1,912,333**	**3.2%**
Fee and commission expense	**(143,395)**	**(148,328)**	**-3.3%**	**(152,368)**	**-2.7%**
Gains/(losses) on financial assets and liabilities (net)	**742,625**	**573,596**	**29.5%**	**674,311**	**-14.9%**
Financial assets and liabilities held for trading	58,779	(41,767)	-240,7%	195,414	-121.4%
Other financial instruments not measured at fair value through profit or loss	670,611	452,787	48.1%	272,811	66.0%
Other	13,235	162,576	-91.9%	206,086	-21.1%
Exchange rate differences (net)	**123,824**	**65,990**	**87.6%**	**4,666**	**1314.3%**
Other operating income	**1,216,738**	**1,057,288**	**15.1%**	**972,905**	**8.7%**
Income from insurance and reinsurance contracts	735,197	637,237	15.4%	574,651	10.9%
Sales and income from provision of non-financial services	154,977	129,516	19.7%	146,039	-11.3%
Other operating income	326,564	290,535	12.4%	252,215	15.2%
Other operating expenses	**(1,301,510)**	**(1,228,074)**	**6.0%**	**(1,447,470)**	**-15.2%**
Expenses from insurance and reinsurance contracts	(520,702)	(488,501)	6.6%	(475,231)	2.8%
Changes in inventories	(131,740)	(124,519)	5.8%	(124,629)	-0.1%
Other operating expenses	(649,068)	(615,054)	5.5%	(847,610)	-27.4%
GROSS INCOME	**7,725,618**	**6,939,605**	**11.3%**	**6,364,854**	**9.0%**
Administrative expenses	**(4,239,792)**	**(3,423,442)**	**23.8%**	**(4,365,655)**	**-21.6%**
Personnel expenses	(3,178,805)	(2,577,893)	23,3%	(3,421,549)	-24.7%
Other general administrative expenses	(1,060,987)	(845,549)	25.5%	(944,106)	-10.4%
Depreciation and amortisation	**(365,923)**	**(349,811)**	**4.6%**	**(419,882)**	**-16.7%**
Provisions (net)	**(422,315)**	**(384,874)**	**9.7%**	**(135,066)**	**185.0%**
Impairment losses on financial assets (net)	**(2,094,068)**	**(2,193,370)**	**-4.5%**	**(4,193,601)**	**-47.7%**
Loans and receivables	(1,655,348)	(2,053,803)	-19.4%	(3,973,549)	-48.3%
Other financial instruments not measured at fair value through profit or loss	(438,720)	(139,567)	214.3%	(220,052)	-36.6%
NET OPERATING INCOME/(LOSS)	**603,520**	**588,108**	**2.6%**	**(2,749,350)**	**-121.4%**
Impairment losses on other assets (net)	**(322,762)**	**(48,809)**	**561.3%**	**(276.551)**	**-82.4%**
Goodwill and other intangible assets	(48,076)	(14.119)	240.5%	(41.184)	-65.7%
Other assets	(274,686)	(34.690)	691.8%	(235.367)	-85.3%
Gains/(losses) on disposal of assets not classified as non-current assets held for sale	**33,795**	**(28,149)**	**-220.1%**	**363.377**	**-107.7%**
Negative goodwill in business combinations	**602,183**			**2.289.074**	**-100.0%**
Gains/(losses) on non-current assets held for sale not classified as discontinued operations	**(278,632)**	**(308,977)**	**-9.8%**	**(606.303)**	**-49.0%**
PROFIT/(LOSS) BEFORE TAX	**638,104**	**202,173**	**215.6%**	**(979.753)**	**-120.6%**
Tax on earnings	**180,758**	**417,752**	**-56.7%**	**1.288.358**	**-67.6%**
PROFIT/(LOSS) FOR THE PERIOD FROM CONTINUING OPERATIONS	**818,862**	**619,925**	**32.1%**	**308.605**	**100.9%**
Profit/(loss) from discontinued operations (net)	**(2,360)**				
CONSOLIDATED PROFIT/(LOSS) FOR THE PERIOD	**816,502**	**619,925**	**31.7%**	**308.605**	**100.9%**
Profit/(loss) attributable to the Parent	**814,460**	**620.020**	**31.4%**	**315.872**	**96.3%**
Profit/(loss) attributable to non-controlling interests	**2,042**	**(95)**	**-2249.5%**	**(7.267)**	**-98.7%**

Comments on movements in the 2014 statement of profit and loss are provided in Section 9.2 of this Registration Document.

C) STATEMENTS OF TOTAL CHANGES IN EQUITY

Statement showing all changes in equity or changes in equity that do not stem from capital transactions with owners or distributions to owners.

CONSOLIDATED STATEMENT OF TOTAL CHANGES IN EQUITY

for the years ended 31 December 2015 and 2014, in thousands of euros

	Equity attributable to the parent										
	Shareholders' equity										
2015	**Capital**	**Share premium**	**Accumulated reserves/(losses)**	**Other equity instruments**	**Less: Treasury shares**	**Profit/(loss) attributable to the Parent**	**Less: Dividends and remuneration**	**Total shareholders' equity**	**Valuation adjustments**	**Non-controlling interests**	**Total equity**
Opening balance at 31/12/2014	**5,714,956**	**12,032,802**	**5,069,833**	**0**	**(11,013)**	**620,020**	**(53,615)**	**23,372,983**	**1,821,656**	**37,929**	**25,232,568**
Adjustments due to changes in accounting policy								0			0
Adjustments made to correct errors								0			0
Adjusted opening balance	**5,714,956**	**12,032,802**	**5,069,833**	**0**	**(11,013)**	**620,020**	**(53,615)**	**23,372,983**	**1,821,656**	**37,929**	**25,232,568**
Total comprehensive income						**814,460**		**814,460**	**(341,366)**	**2,012**	**475,106**
Other changes in equity	**109,034**	**0**	**194,896**	**5,120**	**(8,700)**	**(620,020)**	**(179,139)**	**(498,809)**	**0**	**(4,315)**	**(503,124)**
Capital increases	109,034		(109,034)					0			0
Conversion of financial liabilities into capital								0			0
Increase in other equity instruments								0			0
Payment of dividends/remuneration to shareholders			(264,955)				(232,754)	(497,709)		(205)	(497,914)
Transactions with own equity instruments (net)			72		(8,700)			(8,628)			(8,628)
Transfers between equity items			566,405			(620,020)	53,615	0			0
Increases/(decreases) due to business combinations								0			0
Other increases/(decreases) in equity			2,408	5,120				7,528		(4,110)	3,418
Final balance at 31/12/2015	**5,823,990**	**12,032,802**	**5,264,729**	**5,120**	**(19,713)**	**814,460**	**(232,754)**	**23,688,634**	**1,480,290**	**35,626**	**25,204,550**

CONSOLIDATED STATEMENT OF TOTAL CHANGES IN EQUITY

for the years ended 31 December 2015 and 2014, in thousands of euros

	Equity attributable to the parent										
	Shareholders' equity										
2014	**Capital**	**Share premium**	**Accumulated reserves/(losses)**	**Other equity instruments**	**Less: Treasury shares**	**Profit/(loss) attributable to the Parent**	**Less: Dividends and remuneration**	**Total shareholders' equity**	**Valuation adjustments**	**Non-controlling interests**	**Total equity**
Opening balance at 31/12/2013 (*)	**5,027,610**	**10,583,008**	**5,649,317**	**1,938,222**	**(22,193)**	**502,703**	**(32,982)**	**23,645,685**	**704,013**	**(15,926)**	**24,333,772**
Adjustments due to changes in accounting policy			(200,369)			(186,831)		(387,200)			(387,200)
Adjustments made to correct errors								0			0
Adjusted opening balance	**5,027,610**	**10,583,008**	**5,448,948**	**1,938,222**	**(22,193)**	**315,872**	**(32,982)**	**23,258,485**	**704,013**	**(15,926)**	**23,946,572**
Total comprehensive income						**620,020**		**620,020**	**1,117,643**	**(243)**	**1,737,420**
Other changes in equity	**687,346**	**1,449,794**	**(379,115)**	**(1,938,222)**	**11,180**	**(315,872)**	**(20,633)**	**(505,522)**	**0**	**54,098**	**(451,424)**
Capital increases	214,715		(214,715)					0			0
Conversion of financial liabilities into capital								0			0
Increase in other equity instruments			(33,224)					(33,224)			(33,224)
Payment of dividends/remuneration to shareholders			(85,694)				(53,615)	(139,309)		(17)	(139,326)
Transactions with own equity instruments (net)			3,205		(3,820)			(615)			(615)
Transfers between equity items	472,631	1,449,794	282,890	(1,937,425)	15,000	(315,872)	32,982	0			0
Increases/(decreases) due to business combinations								0			0
Other increases/(decreases) in equity			(331,577)	(797)				(332,374)		54,115	(278,259)
Final balance at 31/12/2014	**5,714,956**	**12,032,802**	**5,069,833**	**0**	**(11,013)**	**620,020**	**(53,615)**	**23,372,983**	**1,821,656**	**37,929**	**25,232,568**

Information on the Issuer's financial resources is provided in Section 10.1 of this Registration Document.

D) STATEMENTS OF CASH FLOWS

CASH FLOW STATEMENT

31 December 2015, 2014 and 2013, Thousands of euros

	2015	2014	Change 2015-2014	2013 Restated	Change 2014-2013
A. CASH FLOWS FROM/(USED IN) OPERATING ACTIVITIES	**2,259,995**	**(4,890,969)**	**-146.2%**	**(2,870,636)**	**70.4%**
Consolidated profit/(loss) for the period	**816,502**	**619,925**	**31.7%**	**308,605**	**100.9%**
Adjustments to obtain cash flows from operating activities	**5,444,288**	**4,697,092**	**15.9%**	**4,974,913**	**-5.6%**
Depreciation and amortisation	365,923	349,811	4,6%	419,882	-16.7%
Other adjustments	5,078,365	4,347,281	16.8%	4,555,031	-4.6%
Net increase/(decrease) in operating assets	**6,203,284**	**(11,182,867)**	**-155.5%**	**6,825,551**	**-263.8%**
Financial assets held for trading	(1,271,690)	(2,063,317)	-38.4%	(2,799,255)	-26.3%
Other financial assets at fair value through profit or loss	(628,917)	(486,838)	29.2%	(117,345)	314.9%
Available-for-sale financial assets	7,697,526	(14,283,045)	-153.9%	(4,571,522)	212.4%
Loans and receivables	507,624	7,271,064	-93.0%	13,183,387	-44.8%
Other operating assets	(101,259)	(1,620,731)	-93.8%	1,130,286	-243.4%
Net increase/(decrease) in operating liabilities	**(9,935,272)**	**1,343,463**	**-839.5%**	**(14,796,098)**	**-109.1%**
Financial liabilities held for trading	217,024	4,084,237	-94.7%	676,758	503.5%
Other financial liabilities at fair value through profit or loss	633,010	190,327	232.6%	232,359	-18.1%
Financial liabilities at amortised cost	(5,964,461)	(7,882,629)	-24.3%	(20,188,291)	-61.0%
Other operating liabilities	(4,820,845)	4,951,528	-197.4%	4,483,076	10.4%
Tax on earnings paid/received	**(268,807)**	**(368,582)**	**-27.1%**	**(183,607)**	**100.7%**
B. CASH FLOWS FROM/(USED IN) INVESTING ACTIVITIES	**4,764,308**	**9,142,944**	**-47.9%**	**5,829,525**	**56.8%**
Payments	**(2,294,023)**	**(1,350,555)**	**69.9%**	**(539,416)**	**150.4%**
Tangible assets	(421,803)	(835,442)	-49.5%	(379,872)	119.9%
Intangible assets	(136,163)	(136,543)	-0.3%	(62,960)	116.9%
Stakes	(757,842)	(273,971)	176.6%	(66,408)	312.6%
Subsidiaries and other business units	(815,703)				
Non-current assets and associated liabilities held for sale	(162,512)	(104,599)		(30,176)	**246.6%**
Proceeds	**7,058,331**	**10,493,499**	**-32.7%**	**6,368,941**	**64.8%**
Tangible assets	158,185	267,271	-40.8%	272,063	-1.8%
Intangible assets	600				
Stakes	852,203	157,771	440.2%	1,339,343	-88.2%
Subsidiaries and other business units	0	0		415,300	-100.0%
Non-current assets and associated liabilities held for sale	303,445	1,457,484	-79.2%	1,821,001	-20.0%
Held-to-maturity investments	5,616,376	8,610,973	-34.8%	2,521,234	241.5%
Other proceeds related to investing activities	127,522				
C. CASH FLOWS FROM/(USED IN) FINANCING ACTIVITIES	**(5,411,793)**	**(7,065,463)**	**-23.4%**	**(3,845,189)**	**83.7%**
Payments	**(7,423,752)**	**(8,472,512)**	**-12.4%**	**(9,166,561)**	**-7.6%**
Dividends	(497,709)	(139,309)	257.3%	(69,748)	99.7%
Subordinated liabilities	(48,600)			(977,000)	-100.0%
Redemption of own equity instruments		(797)	-100.0%		
Acquisition of own equity instruments	(38,587)	(60,772)	-36.5%	(268,769)	-77.4%
Other payments related to financing activities	(6,838,856)	(8,271,634)	-17.3%	(7,851,044)	5.4%
Proceeds	**2,011,959**	**1,407,049**	**43.0%**	**5,321,372**	**-73.6%**
Subordinated liabilities				750,000	**-100.0%**
Disposal of own equity instruments	29,959	71,952	-58.4%	355,972	-79.8%
Other proceeds related to financing activities	1,982,000	1,335,097	48.5%	4,215,400	-68.3%
D. EFFECT OF EXCHANGE RATE CHANGES	**2,276**	**2,461**	**-7.5%**	**(1,108)**	**-322.1%**
E. NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C+D)	**1,614,786**	**(2,811,027)**	**-157.4%**	**(887,408)**	**216.8%**
F. CASH AND CASH EQUIVALENTS AT 1 JANUARY	**4,156,781**	**6,967,808**	**-40.3%**	**7,855,216**	**-11.3%**
G. CASH AND CASH EQUIVALENTS AT 31 DECEMBER	**5,771,567**	**4,156,781**	**38.8%**	**6,967,808**	**-40.3%**

Memorandum items

COMPONENTS OF CASH AND CASH EQUIVALENTS AT 31 DECEMBER					
Cash	1,796,141	1,721,313	4.3%	1,508,864	14.1%
Cash equivalents at central banks	3,975,426	2,435,468	63.2%	5,458,944	-55.4%
TOTAL CASH AND CASH EQUIVALENTS AT 31 DECEMBER	**5,771,567**	**4,156,781**	**38.8%**	**6,967,808**	**-40.3%**

A narrative description of the Issuer’s cash flows is provided in Section 10.2 of this Registration Document.

E) ACCOUNTING POLICIES ADOPTED AND DISCLOSURES

The accounting policies, principles and criteria specified in Note 2 to the 2015 consolidated financial statements have been applied.

The information provided was prepared from the accounting records of CAIXABANK and the other Group companies, and include certain adjustments and reclassifications required to apply the policies and criteria used by the Group companies on a consistent basis with those of CAIXABANK.

Further information on these balance sheet items is provided in the CAIXABANK Group's financial statements, available on the CAIXABANK and CNMV websites**.**

20.2. Pro forma financial information

Not applicable.

20.3. Financial statements

The Issuer prepares the consolidated financial statements shown in Section 20.1 above.

20.4. Auditing of historical annual financial information

20.4.1. Statement that the historical financial information has been audited If the statutory auditors' audit reports on the historical financial information contain an adverse opinion, qualifications, limitation on scope or disclaimer of opinion, the adverse opinion, qualifications, limitation on scope or disclaimer of opinion must be presented along with an explanation of the reasons thereof.

The separate and consolidated financial statements for 2013, 2014 and 2015 were audited by Deloitte, S.L. The audit reports thereon contained no adverse opinions or qualifications.

20.4.2 Other information in the Registration Document which has been audited by the auditors

Not applicable.

20.4.3. Where financial data in the registration document has not been taken from the Issuer's audited financial statements, the Issuer must state the source of the data and that the data is unaudited

Unaudited interim financial information for the first quarter of 2016 is provided in Section 20.6..

20.5. Age of latest financial information

The audited financial information included in this Registration Document is as at and for the first year ended 31 December 2015. It therefore does not precede the date of approval of this Registration Document by more than 18 months Unaudited interim financial information for the first quarter of 2016 is provided in Section 20.6.

20.6. Interim and other financial information

20.6.1. If the Issuer has published quarterly or half yearly financial information since the date of its last audited financial statements, these must be included in the Registration Document. If the quarterly or half yearly financial information has been reviewed or audited, the audit or review report must also be included. If the quarterly or half yearly financial information is unaudited or has not been reviewed state that fact.

The CAIXABANK Group's interim financial information, published in the Activities and Results Report (filed with the CNMV on 28 April 2016) for the first quarter of 2016 is provided below. This information has not been audited.

EUR million	January - March		% change
	2016	2015	
Interest income	1,699	2,360	(28.0)
Interest expense	(679)	(1,222)	(44.4)
Net interest income	**1,020**	**1,138**	**(10.4)**
Dividend income	5	2	191.4
Share of profit/(loss) of entities accounted for using the equity method	132	178	(25.6)
Net fee and commission income	465	513	(9.4)
Gains/(losses) on financial assets and liabilities and others	291	129	125.0
Other operating income and expense	9	(7)	
Gross income	**1,922**	**1,953**	**(1.6)**
Recurring administrative ezpenses, depreciation and amortisation	(1,003)	(1,035)	(3.1)
Extraordinary expenses		(239)	
Pre-impairment income	**919**	**679**	**35.4**
Pre-impairment income stripping out extraordinary expenses	**919**	**918**	**0.1**
Impairment losses on financial assets and other provisions	(410)	(748)	(45.2)
Gains/(losses) on disposal of assets and others	(133)	280	
Profit/(loss) before tax	**376**	**211**	**78.7**
Income tax expense	(101)	164	
Profit/(loss) after tax	**275**	**375**	**(26.9)**
Profit/(loss) attributable to minority interests and others	2	0	
Profit/(loss) attributable to the Group	**273**	**375**	**(27.2)**

CAIXABANK's results for the first quarter of 2016 were affected by the following factors:

• Net interest income of EUR 1,020 million, -10.4%, largely driven by:

- Lower financing costs on retail savings, especially maturity deposits, which have fallen from 1.21% in the first quarter of 2015 to 0.69% (-52 basis points), plus the lower cost of institutional financing (lower volume and rate).

- The change in income was down to lower returns on the loan portfolio in response to the drop in market interest rates, the removal of floor clauses from mortgage loan contracts arranged with individual customers, and the lower volume of the fixed income portfolio.

• Fee and commission income stood at EUR 465 million (-9.4%). The change was largely in response to market volatility and the income from one-off transactions recognised in the first half of 2015.

• Income from equity investments totalled EUR 137 million (-23.6%).

• Gains on financial assets and exchange gains amounted to EUR 291 million (+125.0%).

- High levels of Income – gross income totalled EUR 1,922 million (-1.6%).

- A 3.1% decrease in recurring operating expenses off the back of ongoing cost containment and streamlining measures. In the first quarter of 2015, EUR 239 million in costs associated was recognised associated with the process of integrating Barclays Bank, SAU.

- Pre-impairment income totalled EUR 919 million (+35.4% and +0.1% excluding the extraordinary expenses reported in 2015).

- Reduction in impairment losses on financial assets and other assets of 45.2% following the improvements in the quality of the loan portfolio. Further, other charges to provisions primarily reflects the current estimation of coverage needs for future contingencies and other asset impairment allowances.

- Gains/(losses) on disposal of assets and others includes, among other items, the proceeds from the sale of assets and other write-downs, mostly real estate. In 2016, includes losses from sales of real estate assets and early redemption of the bond issue exchangeable for Repsol shares (*See Section 5.1.5 Significant events in the Issuer's business*).

In 2015, primarily includes the negative goodwill arising from the integration of Barclays Bank, SAU (EUR 602 million) and asset impairment due to obsolescence also associated with the integration process (EUR 64 million).

- With regard to income tax, double taxation avoidance principles are applied to income contributed by investees, with a notable impact, in the first quarter of 2015, following the recognition of the negative goodwill arising from the integration of Barclays Bank, SAU.

- CAIXABANK's attributable profit in the first half of 2016 amounted to EUR 273 million.

Segment reporting

EUR million	Banking and insurance			Non-core real estate activity			Investments		
	January - March		% change	January - March		% change	January - March		% change
	2016	2015		2016	2015		2016	2015	
Net interest income	**1,082**	**1,211**	**(10.7)**	**(10)**	**(27)**	**(61.9)**	**(52)**	**(46)**	**13.2**
Dividends and share of profit/(loss) of entities accounted for using the equity method	27	25	8.4	3	3	(10.6)	107	152	(29.1)
Net fee and commission income	465	512	(9.2)		1				
Gains/(losses) on financial assets and liabilities and other operating income and expense	388	204	90.2	(89)	(82)	8.4	1		
Gross income	**1,962**	**1,952**	**0.5**	**(96)**	**(105)**	**(8.6)**	**56**	**106**	**(46.7)**
Recurring administrative expenses, depreciation and amortisation	(975)	(1,009)	(3.3)	(27)	(25)	7.8	(1)	(1)	
Extraordinary expenses		(239)							
Pre-impairment income	**987**	**704**	**40.0**	**(123)**	**(130)**	**(5.4)**	**55**	**105**	**(47.1)**
Pre-impairment income stripping out extraordinary expenses	**987**	**943**	**4.7**	**(123)**	**(130)**	**(5.4)**	**55**	**105**	**(47.1)**
Impairment losses on financial assets and other provisions	(224)	(282)	(20.6)	(22)	(466)	(95.3)	(164)		
Gains/(losses) on disposal of assets and others		482		(53)	(202)	(73.8)	(80)		
Profit/(loss) before tax	**763**	**904**	**(15.7)**	**(198)**	**(798)**	**(75.2)**	**(189)**	**105**	
Income tax expense	(217)	(91)		54	241	(77.4)	62	14	
Profit/(loss) after tax	**546**	**813**	**(32.9)**	**(144)**	**(557)**	**(74.1)**	**(127)**	**119**	
Profit/(loss) attributable to minority interests and others	2								
Profit/(loss) attributable to the Group	**544**	**813**	**(33.2)**	**(144)**	**(557)**	**(74.1)**	**(127)**	**119**	

During the first quarter of 2015, the developer loan management model was redefined by setting up a team and centres manned by managers who specialise in developer loans that require special management. Based on this model, the results of the non-core real estate business started to be reported separately within the banking and insurance business from the start of 2015.

This management model is now fully in place a year after it was introduced. In order to reflect the true nature of management and avail of the information needed to present like-for-like interannual comparisons, the results by business segment are now therefore presented for three different businesses:

• **Banking and insurance**: includes banking income (retail, corporate and institutional banking, cash management and markets), the insurance business, liquidity management and ALCO, and income from the financing of the other businesses.

• **Non-core real estate business**: includes the results, net of the related financing charge, of non-core real estate assets, which include:

- Non-core developer lending.

- Foreclosed real estate assets (available for sale and rental) mainly owned by the real estate subsidiary BuildingCenter.

- Other real estate assets and holdings.

• **Investee business**: includes international banking stakes (Erste Group Bank, Banco BPI, The Bank of East Asia and Grupo Financiero Inbursa) and stakes in Repsol and Telefónica. It also encompasses other significant stakes in other sectors, included following the Group's latest acquisitions.

The business includes dividend income and/or income from investments accounted for using the equity method, net of financing costs.

The allocation of capital to the non-core real estate and investments businesses is in line with the corporate objective of maintaining a Common Equity Tier 1 (CET1) fully loaded ratio of more than 11%, taking into account both the 11% weighting applied to risk-weighted assets and any applicable deductions.

The difference between total Group equity and the capital assigned to these businesses is attributed to the banking and insurance business.

Segment operating expenses include both direct and indirect expenses, which are allocated in accordance with internal distribution methods.

CAIXABANK Group consolidated balance sheet

EUR million	31/03/2016	31/12/2015	Absolute annual change	%
Cash and deposits at central banks	4,385	5,772	(1,387)	(24.0)
Financial assets and liabilities held for trading	14,769	13,532	1,237	9.1
Available-for-sale financial assets	65,997	62,997	3,000	4.8
Loans and receivables	207,334	211,317	(3,983)	(1.9)
Loans and advances to credit institutions	7,130	7,493	(363)	(4.8)
Loans and advances to customers	199,265	202,896	(3,631)	(1.8)
Debt securities	939	928	11	1.2
Held-to-maturity investments	3,831	3,820	11	0.3
Non-current assets held for sale	7,760	7,961	(201)	(2.5)
Investments	9,148	9,674	(526)	(5.4)
Tangible assets	6,303	6,293	10	0.2
Intangible assets	3,660	3,672	(12)	(0.3)
Other assets	18,176	19,217	(1,041)	(5.4)
Total assets	**341,363**	**344,255**	**(2,892)**	**(0.8)**
Liabilities	**316,392**	**319,050**	**(2,658)**	**(0.8)**
Financial assets and liabilities held for trading	12,147	12,200	(53)	(0.4)
Financial liabilities measured at amortised cost	248,050	253,499	(5,449)	(2.1)
Deposits from central banks and credit institutions	32,127	34,262	(2,135)	(6.2)
Customer deposits	183,262	184,032	(770)	(0.4)
Marketable debt securities	25,190	28,070	(2,880)	(10.3)
Subordinated liabilities	4,356	4,345	11	0.3
Other financial liabilities	3,115	2,790	325	11.6
Liabilities under insurance contracts	43,515	40,575	2,940	7.2
Provisions	4,564	4,598	(34)	(0.7)
Other liabilities	8,116	8,178	(62)	(0.8)
Equity	**24,971**	**25,205**	**(234)**	**(0.9)**
Shareholders' equity	23,969	23,689	280	1.2
Profit/(loss) attributable to the Group	*273*	*814*		
Minority interests and valuation adjustments	1,002	1,516	(514)	(33.9)
Total equity and liabilities	**341,363**	**344,255**	**(2,892)**	**(0.8)**

Total assets amounted to EUR 341,363 million at 31 March 2016 (-0.8%).

The most notable changes in assets and liabilities associated with the retail business were as follows:

- Customer funds (basically deposits, subordinated liabilities and marketable debt securities sold to customers) totalled EUR 180,463 million (-0.4%) in the first quarter of 2016. Rollovers and the management of mark-ups in the context of minimum interest rates are noteworthy.

  Liabilities under insurance contracts rose 4.2% (excluding the impact of the change in value of associated financial assets) following the success of marketing campaigns.

- Gross customer loans and advances using management criteria totalled EUR 206,158 million, remaining practically the same in the first quarter of 2016 (-0.1 %). The performing portfolio grew 0.2 %, demonstrating improvements in new loan approvals.

Further, movement in loans and advances to customers in the public balance sheet in the first quarter of 2016 primarily derives from reverse repos (EUR-3,472 million) not classified under the retail business.

- The retail funding structure remains robust, with a loan-to-deposits ratio of 106.7%.

Assets were also affected by: a decrease in cash and deposits at central banks (-24%); growth in the trading portfolio (+9.1%), basically due to movements in the derivatives portfolio; and an increase in available-for-sale financial assets (+4.8%), primarily off the back of changes in the fixed income portfolio associated with the insurance business.

The movement in liabilities was also affected by the decrease in deposits from central banks and credit institutions (-6.2%), the non-rollover of plain vanilla bonds and mortgage covered bonds under the marketable securities heading, and the 7.2% rise in liabilities under insurance contracts.

Solvency

At 31 March 2016, CAIXABANK had a fully-loaded Common Equity Tier 1 ratio (CET1) of 11.6%. In the first quarter, the fully-loaded CET1 ratio improved by 9 basis points.

Total capital fully-loaded amounted to 14.8%, while the leverage ratio stood at 5.3%.

According to the criteria in force in 2016 for the phased-in implementation, regulatory capital and leverage amounted to: 12.8% CET1 and 15.9% total capital, with a leverage ratio of 5.8%. When analysing these regulatory ratios, the impact of the change in year in the phase-in schedule (decrease in CET1 of approximately 20 basis points) should be factored in.

Regulatory risk-weighted assets (RWA) amounted to EUR 139,779 million, down EUR 3,533 million in the quarter. This reduction includes the effect of the release of capital requirements for the January 2016 synthetic securitisation and other market movements.

The European Central Bank (ECB) and the national supervisor require CAIXABANK to maintain a regulatory CET1 ratio of 9.3125 % at 31 March 2016 (including capital conservation and systemic risk buffers). This requirement, compared to the current CET1 ratio, indicate that the requirements applicable to CAIXABANK would not give rise to any limitation to those referred to in solvency regulations regarding distributions of dividends, variable remuneration and interest to holders of additional Tier 1 capital instruments.

Risk management

Ongoing drop in non-performing loans (EUR-5,170 million in the past twelve months). NPL ratio of 7.6% (6.0% excluding the real estate developer segment).

NPL portfolio coverage ratio of 55% (EUR 9,038 million in provisions).

The portfolio of net foreclosed assets available for sale shrank to EUR 7,194 million (not including foreclosure rights of EUR 596 million, net, as ownership of the properties has not been taken). Coverage amounts of 57.5%, including initial write-downs and subsequent accounting provisions reported after taking possession of the foreclosed properties.

Net foreclosed assets held for rent amounted to EUR 3,022 million, with an occupancy ratio of 92%.

Properties rented or sold over the last twelve months generated EUR 1,960 million, with gains generated from property sales for the second quarter running.

20.6.2 If the Registration Document is dated more than nine months after the end of the last audited financial year, it must contain interim financial information, which may be unaudited, covering at least the first six months of the financial year (this fact must be stated where applicable)

Not applicable.

20.7. Legal and arbitration proceedings

At 31 December 2015, there were no individual legal or labour contingencies for significant amounts. CAIXABANK and the other Group companies are subject to claims. Therefore, they are party to certain legal proceedings arising from the normal course of their business, including claims in connection with lending activities, relationships with employees and other commercial or tax matters. Accordingly, the outcome of court proceedings must be considered uncertain. Based on available information, the Group considers that at 31 December 2015, it had reliably estimated the obligations arising from each proceeding and had recognised, where appropriate, sufficient provisions to reasonably cover the liabilities that may arise as a result of these tax and legal situations. It also considers that any responsibility arising from these procedures will not, as a whole, have a material adverse effect on the Group's businesses, financial position or results of operations.

Years open for review

On 24 July 2015, the tax authorities notified CAIXABANK of the beginning of an inspection for the main taxes applicable to it for the years 2010 to 2012, inclusive. Accordingly, CAIXABANK has the year 2013 and following open for review for the main taxes applicable.

The main tax proceedings ongoing at the 2015 close are as follows:

- In 2011, the tax authorities began an inspection of "la Caixa" for the main taxes applicable between 2007 and 2009. This inspection was completed in 2013 and assessments were issued, mainly in relation to temporary differences arising from divergences between accounting and tax standards. Assessments signed in agreement were paid, while those signed under protest are still awaiting a ruling by the Central-Economic Administrative Tribunal. For the latter, CAIXABANK has recognised provisions amounting to EUR 11,174 thousand.
- In 2008, the tax authorities began an inspection of "la Caixa" for the main taxes applicable between 2004 and 2006. This inspection was completed in 2010 and assessments were issued, mainly in relation to temporary differences arising from divergences between accounting and tax standards. The Bank has allocated provisions for EUR 33,171 thousand to cover the maximum contingencies that may arise in relation to assessments signed under protest as yet unresolved by the National High Court (Audiencia Nacional).

Furthermore, as the successor of Banca Cívica and the Savings Banks that formerly contributed their gains from financial activities to Banca Cívica Banco de Valencia, information is shown below on the reviews and inspections carried out for the main taxes and obligations, which generally cover the following tax years:

a) Cajasol, to 2010; Caja Canarias, to 2010 and Caja Navarra, to 2009.
b) On 11 July 2013, the tax authorities notified Caja de Burgos of the beginning of an inspection for the main taxes applicable to it for the years 2008 to 2010, inclusive. The inspections were completed this year and the assessments issued and signed in agreement. The tax payable was paid.
c) Banco de Valencia has the year 2010 and following open for review for the main taxes applicable.

Lastly, in relation to Barclays Bank, SAU the year 2010 and following are open for review for the main taxes applicable.

The various interpretations which can be made of the tax regulations applicable to transactions carried out by financial institutions may give rise to certain contingent tax liabilities that cannot be objectively quantified. The Bank's management considers that the provision under "Provisions for taxes and other legal contingencies" in the balance sheet is sufficient to cover these contingent liabilities.

CAIXABANK has recognised provisions covering obligations that may arise from various ongoing legal proceedings, totalling EUR 216 million. These provisions relate to several legal claims for amounts that are not individually material. Given the nature of these obligations, the expected timing of outflows of resources embodying economic benefits, should they arise, is unknown.

A class action was filed resulting in an injunction on the application of floor causes in certain mortgage loans in the Bank's portfolio.

A judgement was issued on 7 April 2016 rendering null and void the floor clauses in the general terms and conditions of the mortgage loan agreements entered into with consumers that were identical to those affected by the class action, due to a lack of transparency, with banks having to: eliminate said clauses from loan agreements; (ii) stop using them in an non-transparent manner; and (iii) repay to affected consumers the amounts unduly charged as a result of applying the null and void clauses as from the date of the Supreme Court judgement of 9 May 2013, plus any applicable interest payable by law. The Group eliminated these floor clauses in 2015, with an annual impact on net interest income of EUR -220 million. The estimated total amount unduly charged, as stated in said judgement, would be approximately EUR 500 million.

This judgement is not final, as it has been appealed against by several parties and CAIXABANK will also file an appeal. In the appeal, the ADICAE consumer association is calling for reimbursements not to be limited to the amounts collected since 9 May 2013 but include, in each case, all amounts collected since each mortgage loan was arranged. It is deemed unlikely that AIDCAE's appeal will be upheld given the current status of the case proceedings. However, for information purposes only, assuming the Provincial Court of Madrid or the Supreme Court do accept the appeal, the estimated additional expense for the amounts collected would total approximately EUR 750 million.

The Group has a total provision of EUR 515 million to cover the reasonable estimate of the present value of disbursements that could derive from this case.

CAIXABANK is not aware of any governmental, legal or arbitration proceedings that could have a material effect, other than those disclosed in this document and the consolidated financial statements.

20.8. Significant changes in the Issuer's financial or trading position

Since 31 March 2016, there have been no significant changes in the Company's financial or trading position or other significant events affecting the Company, aside from those described above or included in this Registration Document (for further information on the swap with CriteriaCaixa, see *Section 5.1.5. Significant events in the Issuer's business*).

21. ADDITIONAL INFORMATION

21.1 Share capital

21.1.1 The amount of issued capital, and for each class of share capital:

At the date of registration of this Registration Document, the share capital of CAIXABANK is 5,910,242,684 euros, represented by 5,910,242,684 shares, each with a face value of 1 euro, belonging to the same class and series, with identical political and economic rights and represented by book entries. The entity responsible for keeping account of the same 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 Securities Markets of Barcelona, Bilbao, Madrid and Valencia, via the Automated Trading System (*Sistema de Interconexión Bursátil*) (Continuous market).

The above notwithstanding, it is stated for the record that, at the proposal of the Board of Directors, the Ordinary General Meeting of shareholders of CAIXABANK, held on 28 April last, approved a capital increase by means of the issue of new ordinary shares of CAIXABANK, each with a face value of (1) euro, without an issue premium, belonging to the same class and series as those currently in circulation, represented by book entries, charged to voluntary reserves, the amount of which at 31 December 2015 totalled 2,560,202,544.91 euros. The Ordinary General Meeting of shareholders of CAIXABANK resolved to provision a restricted reserve with 170,934,220 euros, which was to be used to pay for the capital increase in its entirety. If the amount of the increase is greater that the amount of the restricted reserve created, the part of the increase that exceeds the restricted reserve was to be paid for using freely available reserves, in accordance with the terms of Article 303.1 of the Spanish Companies Act. The General Meeting approved the capital increase based on the provisions of Article 297.1 a) of the Spanish Companies Act, that is, by delegating to the Board of Directors (with the power to delegate to the Executive Commision, in turn) the power to set the date on which the increase is to take place and the other conditions of the increase where not stipulated by the General Meeting. The Board of Directors (or, by delegation, the Executive Commision) has a term of one year (that is, until 28 April 2017) to execute the increase. If the Board of Directors does not consider it appropriate to carry out the capital increase, it can recommend that the General Meeting revoke the resolution. At the date of drafting this Registration Document, no new shares have been issued on the basis of the above-mentioned capital increase.

According to the terms of the capital increase resolution described, as of such time as the Board of Directors of CAIXABANK (or, by delegation, its Executive Commision) resolves to execute the increase, the shareholders will be entitled to sell the free assignment rights received free of charge to CAIXABANK or on the market. In this way, the shareholders are allowed to receive free CAIXABANK shares, or, if they so wish, receive in cash the amount corresponding to the sale price of the free assignment rights, either by selling the rights to CAIXABANK itself, or selling them on the market, or combining the alternatives mentioned ("Dividend / Share Programme").

It was announced in a Significant Event published on 10 March 2016, that CAIXABANK has resolved that the remuneration for shareholders corresponding to the 2016 financial year will be made by paying three cash dividends and a scrip dividend that allows the shareholder to opt between acquiring newly issued shares or an equivalent amount in cash, under the "Dividend / Share Programme", maintaining the policy of quarterly remuneration.

As for remuneration in the second quarter of 2016, on 28 April 2016 the Ordinary General Meeting of Shareholders resolved, at the proposal of the Board of Directors, to pay in cash a dividend of 0.04 euros per share charged to profits for 2015 (supplementary dividend), which was paid on 1 June last.

a) The number of shares authorised

On 23 April 2015, pursuant to the terms of Article 297.1.b) of the Spanish Companies Act, the Ordinary General Meeting of Shareholders of CAIXABANK resolved to authorise the Board of Directors of CAIXABANK to increase the share capital on one or more occasions, and at any time, within a term of five years as of the date of said Meeting, by a maximum amount of 2,857,477,950 euros (that is, half of the share capital at the date of the proposal, 12 March 2015), by issuing new shares – with or without a share premium and with or without voting rights −, with monetary contributions consisting of the consideration for the new shares to be issued for cash contributions, and set the terms and conditions of the capital increase and the characteristics of the shares, as well as allowing it to freely offer shares not subscribed within the preferential subscription period or periods, resolving that, in the event of incomplete subscription, capital will be increased only in the amount of the subscriptions made, and to redraft the Articles of Association related to capital and shares. The Board of Directors is also entitled to suspend the preferential subscription right, in full or in part, according to the terms of Article 506 of the Spanish Companies Act. Those capital increases that the Board approves by virtue of this power, with suspension of the preferential subscription right, are limited to a maximum total amount of 1,142,991,180 euros (that is, an amount equivalent to 20% of the share capital at the date of the proposal, 12 March 2015). The above notwithstanding, the capital increases approved by the Board of Directors of the Company to cover the conversion of bonds issued without a preferential subscription right, pursuant to the resolution to delegate the power to issue convertible bonds approved by the General Meeting of Shareholders on 28 April 2016 under item 12 of the agenda, will not be subject to the maximum limit of 20% of share capital (1,142,991,180 euros), and the limit in this case will be half of the share capital (2,857,477,950).
The Board of Directors is also authorised to delegate to the Executive Committee and, where applicable, to the Director or Directors deemed appropriate, the powers conferred under this agreement which may be delegated.

On the date of this Registration Document the Board of Directors has not adopted any resolution by virtue of this delegation of powers.

b) The number of shares issued and fully paid and issued but not fully paid

There are no pending disbursements. All the shares into which the share capital of CAIXABANK is divided are fully subscribed and paid in.

c) The par value per share, or that the shares have no par value

All the shares into which the share capital of CAIXABANK is divided have a face value of 1 euro each.

d) A reconciliation of the number of shares outstanding at the beginning and end of the year. If more than 10% of capital has been paid for with assets other than cash within the period covered by the historical financial information, state that fact.

Considering the different capital increases, described in section 21.1.7, the number of CAIXABANK shares in circulation on the date of this Registration Document is 5,910,242,684 shares.

At 1 January 2015 the share capital of CAIXABANK was 5,714,955,900 euros, divided into shares each with a face value of 1 euro**.**

A 31 December 2015, the share capital of CAIXABANK was represented by 5,823,990,317 shares, each with a face value of 1 euro, fully subscribed and paid in.

21.1.2 If there are shares not representing capital, state the number and main characteristics of such shares

There are no shares that do not represent capital.

21.1.3 The number, book value and face value of shares in the issuer held by or on behalf of the issuer itself or by subsidiaries of the issuer

A 31 December 2015 the CaixaBank Group held a total of 5,150,471 shares in CAIXABANK, representing 0.09% of capital, the acquisition cost of which was 19,713 thousand euros.

The net result obtained from treasury stock operations in 2015 generated gains of 71,805 thousand euros.

The Ordinary General Meeting of Shareholders held on 28 April 2016 resolved to authorise the Board of Directors of CAIXABANK to proceed with the derivative acquisition of treasury stock, both directly and indirectly via its dependent companies, in the terms indicated below and with a term of validity of 5 years:

a) The acquisition may be made in the form of a sale, swap, dation in payment or any other form permitted by Law, on one or more occasions, providing the combined par value of the acquired shares and those already held by the Company does not exceed 10% of the subscribed capital.

b) In the case of onerous acquisition, the price or equivalent will be the closing price of the Company shares on the Continuous Market the day before the acquisition, with a maximum upward or downward variation of 15%.

This authorisation also includes the possibility to use the treasury stock acquired for sale or redemption or for application in the remuneration systems envisaged in the third paragraph of section a) of Article 146 of the Spanish Companies Act, being delivered to employees or directors of the Company or its group. The purpose of all of this is to favour the liquidity of the CAIXABANK shares on the market and the stability of share prices, and any other purposes envisaged in the Internal Code of Conduct for Treasury Stock Transactions available on the electronic portal or corporate website of CAIXABANK (www.caixabank.com) and other requirements of the Spanish Companies Act.

Below is the balance of treasury stock at the end of each financial year, and on 31 May 2016.

	No. Shares	Amount (face value)	Percentage over share capital	Average purchase price (€)	Average sale price (€)
Balance at 31/12/2012	39,043,101	39,043,101	0.78%		
Purchases	99,515,840	99,515,840	1.98%	2.7008	

	No. Shares	Amount (face value)	Percentage over share capital	Average purchase price (€)	Average sale price (€)
Sales	136,368,132	136,368,132	2.71%		2.8004
Balance at 31/12/2013	2,190,809	2,190,809	0.04%		
Purchases	13,888,036	13,888,036	0.24	4.375	
Sales	13,422,194	13,422,194	0.23%		4.452
Balance at 31/12/2014	2,656,651	2,656,651	0.05%		
Purchases	9,817,863	9,817,863	0.17%	3.929	
Sales	7,324,043	7,324,043	0.13%		4.092
Balance at 31/12/2015	5,150,471	5,150,471	0.09%		
Purchases	584,978,245(1)	584,978,245	9.90%	3.434	
Sales	851,954	851,954	0.01%		2.927
Balance at 31/05/2016(2)	**589,276,762**	**589,276,762**	**9.97%**		

(1) Includes 584,811,827 shares acquired by a swap agreement with CriteriaCaixa (see section 5.1.5 Important events in the development of the issuer's business).
(2) Includes 39,396 shares held by controlled companies.

Gains/losses generated:

- 2013: 1,044 million euros
- 2014: 2,529 million euros
- 2015: 0,072 million euros
- 30/4/2016: -1,585 million euros

21.1.4 The amount of any convertible securities, exchangeable securities or securities with warrants, with an indication of the conditions governing and the procedures for conversion, exchange or subscription

At the date of this document, there are no convertible securities or which can be exchanged for shares in CaixaBank issued by CaixaBank.

21.1.5 Information about and terms of any acquisition rights and or obligations over authorised but unissued capital or an undertaking to increase the capital

Authorisations of the Ordinary General Meeting of Shareholders to issue securities convertible into CaixaBank shares.

The Ordinary General Meeting of Shareholders of CAIXABANK held on 28 April 2016 resolved to authorise the Board of Directors to issue securities convertible into CAIXABANK shares or that may directly or indirectly grant a right to subscribe or acquire CAIXABANK shares, including warrants, also authorising it to include the possibility for them to be additionally or alternatively exchangeable for CAIXABANK shares, as well as the power to increase capital and, if applicable, the power to suspend the preferential subscription right, empowering the Board of Directors to use this delegation on one or more occasions and for a maximum term of five (5) years, that is, until 28 April 2021, for a total maximum amount of three thousand million (3,000,000,000) euros or the equivalent in another currency.

Without prejudice to what is stated below, at the date of this Registration Document there are no other acquisition rights and/or obligations with regard to the capital authorised but not issued or in relation to an undertaking to increase capital.

Meanwhile, at the proposal of the Board of Directors, the Ordinary General Meeting of Shareholders of CAIXABANK held on 28 April 2016 approved a capital increase by means of the issue of new Company shares, charged to voluntary reserves, with a view to covering the "Dividend / Share Programme" shareholder remuneration scheme, although the capital increase and not been closed or executed on the date of drafting this Registration Document. For further information, see section 21.1.1 above.

The specific number of shares to be issued in the increase and, as such, the number of rights necessary to assign a new share, will depend on the listed price of the CAIXABANK shares at the moment the increase is executed. In any event, the total number of shares to be issued in the context of the increase will be such that the market value of those shares which will be set by the Board of Directors or, by delegation, by theExecutive Committee, will not be less than 342,000,000 euros at any time.

21.1.6 Information about any capital of any member of the group which is under option or agreed conditionally or unconditionally to be put under option and details of such options including those persons to whom such options relate

At the date of verification of this Registration Document, there are no option agreements over the capital of CAIXABANK or that of any company in its Group.

21.1.7 A history of share capital, highlighting information about any changes, for the period covered by the historical financial information

During the period covered by the historical financial information, CAIXABANK's share capital has undergone the following modifications:

	Initial balance	Increase / decrease	Date	Amount	Shares	Final balance
1	EUR 4,644,197,437	Capital increase with the issue of shares to cover the mandatory conversion of subordinate bonds which are mandatorily convertible and/or exchangeable. Series C/2012	03.07.2013	EUR 92,161,318	92,161,318 shares	EUR 4,736,358,755 4,736,358,755 shares
2	EUR 4,736,358,755	Free capital increase (Dividend / Share Programme)	19.08.2013	EUR 84,733,083	84,733,083 shares	EUR 4,821,091,838 4,821,091,838 shares
3	EUR 4,821,091,838	Free capital increase (Dividend / Share Programme)	21.10.2013	EUR 69,147,014	69,147,014 shares	EUR 4,890,238,852 4,890,238,852 shares
4	EUR 4,890,238,852	Free capital increase (Dividend / Share Programme)	16.12.2013	EUR 66,045,538	66,045,538 shares	EUR 4,956,284,390 4,956,284,390 shares

5	EUR 4,956,284,390	Capital increase with the issue of shares to cover the voluntary conversion of all mandatorily convertible subordinate bonds. Series I/2011	03.01.2014	EUR 943,035	943,035 shares	EUR 4,957,227,425 4.957.227.425 shares
6	EUR 4,957,227,425	Capital increase with the issue of shares to cover the voluntary conversion of all mandatorily convertible subordinate bonds. Series I/2012	03.01.2014	EUR 70,382,857	70,382,857 shares	EUR 5,027,610,282 5,027,610,282 shares
7	EUR 5,027,610,282	Free capital increase (Dividend / Share Programme)	24.03.2014	EUR 50,726,824	50,726,824 shares	EUR 5,078,337,106 5,078,337,106 shares
8	EUR 5,078,337,106	Capital increase with the issue of shares to cover the mandatory conversion of subordinate bonds which are mandatorily convertible and/or exchangeable. Series I/2012	04.04.2014	EUR 323,146,336	323,146,336 shares	EUR 5,401,483,442 5,401,483,442 shares
9	EUR 5,401,483,442	Free capital increase (Dividend / Share Programme)	23.06.2014	EUR 46,532,670	46,532,670 shares	EUR 5,448,016,112 5,448,016,112 shares
10	EUR 5,448,016,112	Capital increase with the issue of shares to cover the discretionary conversion of all mandatorily convertible subordinate bonds. Series I/2011	04.07.2014	EUR 149,484,999	149,484,999 shares	EUR 5,597,501,111 5,597,501,111 shares
11	EUR 5,597,501,111	Free capital increase (Dividend / Share Programme)	29.09.2014	EUR 53,422,606	53,422,606 shares	EUR 5,650,923,717 5,650,923,717 shares
12	EUR 5,650,923,717	Free capital increase (Dividend / Share Programme)	15.12.2014	EUR 64,032,183	64,032,183 shares	EUR 5,714,955,900 5,714,955,900 shares
13	EUR 5,714,955,900	Free capital increase (Dividend / Share Programme)	23.03.2015	EUR 53,331,614	53,331,614 shares	EUR 5,768,287,514 5,768,287,514 shares
14	EUR 5,768,287,514	Free capital increase (Dividend / Share Programme)	28.09.15	EUR 55,702,803	55,702,803 shares	EUR 5,823,990,317 5,823,990,317 shares
15	EUR 5,823,990,317	Free capital increase (Dividend / Share Programme)	21.03.16	EUR 86,252,367	86,252,367 shares	EUR 5,910,242,684 5,910,242,684 shares

21.2 Memorandum and Articles of Association

21.2.1. A description of the issuer's objects and purposes and where they can be found in the memorandum and articles of association

The General Meeting of Shareholders of CAIXABANK held on 23 April 2015 approved the amendment of Article 2 of the By-laws on the corporate object, with a view to including an express provision on the development of activities both in Spain and abroad, as it had been doing in practice. This amendment, subject to the system of authorisations envisaged in Article 10 of Royal Decree 84/2015, of 13 February, which implements the LOSS, was authorised by means of a decision of 27 July 2015. The deed of amendment was authorised on 8 September 2015 by Mr Tomás Giménez Duart, Notary Public in Barcelona, under number 2,256 of his public records, and is recorded as entry 797 at the Barcelona Commercial Registry.

Below is the literal transcription of Article 2 of the By-laws on the corporate object of CAIXABANK, approved at the General Meeting of Shareholders on 23 April 2015:

"ARTICLE 2.- CORPORATE OBJECT

1. The following activities are the corporate object of the Company:

(i) all manner of activities, operations, acts, contracts and services related to the banking sector in general or directly or indirectly related thereto, permitted by current legislation, including the provision of investment services and ancillary services and performance of the activities of an insurance agency, either exclusively or in association, without simultaneous exercise of both activities;

(ii) receiving public funds in the form of irregular deposits or in other similar formats, for the purposes of application on its own account to active credit and microcredit operations, i.e. the granting of loans without collateral in a bid to finance small business initiatives by individuals and legal entities which, in view of their social and economic circumstances, have difficulty in gaining access to traditional finance from banks, and to other investments, with or without pledged collateral, mortgage collateral or other forms of collateral, pursuant to business laws and customs, providing customers with services including dispatch, transfer, custody, mediation and others in relation to these, in connection with business commissions; and

(iii) acquisition, holding, enjoyment and disposal of all manner of securities and drawing up takeover bids and sales of securities, and of all manner of ownership interests in any entity or company.

2. The activities which make up the corporate object may be carried out, in both Spain and abroad, totally or partially in an indirect fashion, in any manner permitted by law, especially through the holding of shares or ownership interests in companies or other entities the object of which is identical or similar, ancillary or complementary to such activities."

21.2.2. A summary of any provisions of the issuer's articles of association, statutes, charter or bylaws with respect to the members of the administrative, management and supervisory bodies

The General Meeting of Shareholders of CAIXABANK held on 28 April 2016 approved the amendment of certain articles of the By-laws in order to adapt them to various reforms of the Spanish Companies Act and carry out technical improvements. Among others, the General Meeting resolved to amend Article 40 ("Audit and Control Committee, Risks Committee, Appointments Committee and Remuneration Committee") of Title V, Section III in order to include regulatory changes established by Final Provision 4.20 of the Audit Act (*Ley 22/2015, de 20 de julio, de Auditoría de Cuentas*), which amended Article 529 quaterdecies of the Spanish Companies Act establishing a new regime on the composition and functions of the Audit Committee, applicable as of 16 June 2016. This amendment is subject to the regime for authorisations envisaged in Article 10 of Royal Decree 84/2015, of 13 February, which implements the LOSS. At the date of this Registration Document, the corresponding authorisation has not yet been obtained, meaning that this amendment of the by-laws has not yet been raised to public and recorded at the Commercial Registry. The text of the new articles of the By-laws approved by the General Meeting of Shareholders of 28 April last is available on the corporate website of CAIXABANK (www.caixabank.com), identifying the amendments introduced.

Meanwhile, the Board of Directors of CAIXABANK, at its meeting on 10 March 2016 approved the amendment of Article 13 on the Audit and Control Committee and the Risks Committee, in order to include the regulatory changes of the Spanish Companies Act mentioned above, establishing a new system of composition and functions of the Audit Committee, in force as of 16 June 2016. Likewise, at the same meeting, the Board of Directors approved the restated text of the Board of Directors Regulations. The amendment and resulting restated text of the Regulations were presented to the shareholders and reported at the General Meeting of Shareholders of CAIXABANK held on 28 April 2016, in accordance with the terms of Article 529 of the Spanish Companies Act. The amendment of Article 13 is subject to authorisation of the amendment of Article 40 of the By-laws approved at the General Meeting of Shareholders of 28 April 2016 mentioned above. At the date of this Registration Document authorisation for the above-mentioned amendment had not yet been obtained, meaning that the restated text of the Board of Directors Regulations has not been raised to public or recorded at the Barcelona Commercial Registry.

The Board of Directors Regulations contains the rules on the operation and internal regulation of the Board of Directors and the Board of Directors committees and, as such, is designed to determine the principles governing the actions of the Board of Directors, the basic rules of organisation and operation and the code of conduct of its members.

The text of the By-laws and Board of Directors Regulations of CAIXABANK highlight the following aspects in relation to members of the administrative, management and supervisory bodies of CAIXABANK:

a) The Board of Directors will be composed of a minimum of twelve (12) and a maximum of twenty-two (22) members.

b) Directors need not necessarily be shareholders of the company.

c) The Board of Directors, exercising its powers at the proposal of the General Meeting and covering vacancies by means of co-optation, will ensure that the composition of the Board of Directors is such that the number of external or non-executive directors does not constitute a broad majority compared to the number of executive directors, and that the latter reach the minimum necessary.

d) Directors will remain in their posts for a term of four (4) years, and may be re-elected or removed by the General Meeting at any time in accordance with the terms of the law and the By-laws. However, the independent Directors will not remain as such for more than twelve (12) years.

e) The Board of Directors will appoint from among its number, after a report from the Appointments Committee, a Chairperson and one or more Vice-chairpersons. Moreover, after a report from the Appointments Committee, it will appoint a Secretary and optionally a Vice-secretary, who need not be directors.

f) The Board will be validly formed when the majority of its members are present or represented and, unless the law or the By-laws state otherwise, resolutions will be adopted by an absolute majority of the directors in attendance, present or represented. In the event of a tie, the Chairperson will have a casting vote.

g) The Board of Directors will meet as often as necessary to carry out its duties effectively and, at least, eight (8) times a year, with one meeting being held at least every quarter. The Board of Directors must also meet when requested to do so by at least two (2) of its members or one of the independent Directors, in writing addressed to the Chairman indicating the agenda. In this case, the meeting of the Board of Directors will be called by the Chairman, through any written means addressed personally to each Director, to be held within fifteen (15) days following the request at the registered office. One month having elapsed after the date of receipt of the request without the Chairman having issued a call of the Board of Directors, without need of a justifying cause, and provided that the request is supported by at least one third of the members of the Board of Directors, a meeting of the Board may be called by the Directors who requested it if they constitute at least one third of the members of the Board.

h) The Board of Directors may appoint, from among its number, an Executive Committee and one or more Chief Executive Officers, notwithstanding the powers it may confer on any person, permanently or temporarily delegating all or part of those powers that are not non-delegable according to the law.

CAIXABANK has an Internal Code of Conduct designed to ensure compliance with the rules contained in the Securities Market Act and Royal Decree 1333/2005, of 11 November, on market abuse. The aim of the Internal Code of Conduct is to adapt CAIXABANK’s actions, as a listed entity, issuer of securities and provider of investment services, and those of its management bodies, employees and representatives to the rules of conduct that are set out in the Securities Market Act and its implementing provisions, and that said parties must respect when exercising the activities related to the securities market. All of this is with the objective of promoting transparency on the markets and preserving at all times the legitimate interest of investors. Likewise, the objective of the Internal Code of Conduct is to establish a Conflicts of Interest Policy, according to the regulations in force.

The following are the most significant aspects of the Internal Code of Conduct:

a) The Code of Conduct applies to all the following persons (i) the members of the Board of Directors of the Company and the Secretary and Vice-secretary of the Board of Directors, even if they are not members thereof; (ii) senior executives and members of the Company's Executive Committee; (iii) those executives and employees as are determined and who carry out their work in areas relating to securities markets or who have regular access to Privileged Information or Material Information, as well as those individuals rendering services in a separate area (as described in the Code of Conduct); and (iv) any other person included in the scope of application of the Code of Conduct by decision of the Monitoring Committee (comprised of 3 members designated by the Board of Directors) in view of the circumstances occurring in each case. Moreover, the chapter on the duties regarding privileged information applies to all CAIXABANK employees and the second on market abuse and suspicious operations applies to the CAIXABANK Group.

b) Restrictions and conditions are established for operations carried out by persons subject to the Internal Code of Conduct, including restrictions, among other things, on the purchase or sale of CAIXABANK securities or financial instruments and of negotiable securities issued by public or private persons or entities. It also establishes obligations to notify operations carried out.

In relation to privileged information, duties of abstention, safeguarding and communication are established. Separate areas are identified in which different activities related to securities markets will be carried out, setting physical separation measures and specific rules on actions and the protection of privileged information and control of information flows.

In relation to relevant information, processing and publication means are established, designating the authorised interlocutors with the CNMV.

Any person who is subject to the Internal Code of Conduct and, in general, all employees of CAIXABANK are obliged to refrain from preparing or carrying out any kind of practices, acts and conduct that could imply a distortion of the free formation of prices on the securities markets. Moreover, measures for the analysis and reporting of suspicious operations are established.

c) In relation to CAIXABANK's conflict of interests policy, it defines the situations of possible conflict and the services that can give rise to potential conflicts of interest, setting general management criteria and the procedures for resolving such conflicts.

d) In the context of treasury stock operations, transactions involving CAIXABANK shares must always have a legitimate purpose, such as contributing to the liquidity of said shares on the market or reducing price fluctuations, or any other admissible purposes in accordance with the regulations in force. Under no circumstances will they be part of an intention to intervene in the free formation of prices on the market or to favour certain shareholders of the company. In this regard, the Regulations establish restrictions on the volume, price and development of treasury stock operations.

Specific rules of conduct are established in relation to the deposit activity, with a specific duty to implement procedures in relation to related-party transactions and comply with rules on the separation of functions.

e) The Monitoring Body comprised of three persons designated by the Board of Directors will be responsible for exercising the functions envisaged in the Code, essentially those of recording, control, management and administration. The activity of supervising the effective fulfilment of the obligations contemplated in the Internal Code of Conduct is the responsibility of CAIXABANK's Regulatory Compliance Area.

21.2.3. A description of the rights, preferences and restrictions attaching to each class of the existing shares

All the shares representing the capital of CAIXABANK currently in circulation belong to the same class and series and grant their holders the same political and economic rights, which are the full economic and political rights inherent in the same set out in the Spanish Companies Act and the By-laws. The above notwithstanding, we refer you to section 21.2.7 below with regard to the communications that affect the acquisition of a significant stake in CAIXABANK, as a listed financial institution.

Likewise, and taking into account that CAIXABANK holds stakes in entities that operate in highly regulated sectors, such as the financial and insurance sectors, for example, the acquisition of a significant percentage of shares in CAIXABANK, insofar as it would entail acquiring a significant stake in any of said entities, could be subject to an authorisation or non-opposition procedure vis-à-vis the corresponding regulatory bodies.

21.2.4 A description of what action is necessary to change the rights of holders of the shares, indicating where the conditions are more significant than is required by law

Changes to the rights of the holders of the shares into which the share capital of CAIXABANK is divided requires the corresponding amendment of the By-laws which, if it affects part of the shares and represents discriminatory treatment, must be approved by a majority of the shares affected. The By-laws of CAIXABANK do not envisage any special conditions in relation to this point apart from what is stipulated in the Spanish Companies Act.

21.2.5. A description of the conditions governing the manner in which annual general meetings and extraordinary general meetings of shareholders are called including the conditions of admission

The conditions that govern how Ordinary General Meetings and Extraordinary General Meetings of shareholders are called described in this section, including conditions for attendance, are set out in the text of the By-laws of CAIXABANK and in the Regulations for the General Meeting of Shareholders currently in force.

The Ordinary General Meeting of Shareholders of CAIXABANK held on 28 April 2016 approved the amendment of some articles of the By-laws in order to adapt them to reforms contained in the Spanish Companies Act. Among others, the General Meeting resolved to amend Articles 19 ("Call for the General Meeting"), 21 ("Quorum for the General Meeting"), 22 ("Right of Attendance") and 23 ("Right of Representation"). These amendments are subject to the regime for authorisations envisaged in Article 10 of Royal Decree 84/2015, of 13 February, which implements the LOSS. At the date of this Registration Document, the corresponding authorisation has not yet been obtained, meaning that this amendment of the By-laws has not yet been raised to public and recorded at the Commercial Registry. The text of the new articles of the By-laws approved by the General Meeting of Shareholders of 28 April last is available on the corporate website of CAIXABANK (www.caixabank.com), identifying the amendments introduced.

In line with said amendments of the By-laws and for the same purposes, the Ordinary General Meeting of Shareholders of CAIXABANK held on 28 April 2016 also approved the amendment of Articles 8 ("Right of Attendance") 10 ("Right of Representation") and 12 ("Quorum for the General Meeting") of the Regulations of the General Meeting of Shareholders. The corporate website of CAIXABANK (www.caixabank.com) contains the text of the new articles of the Regulations of the General Meeting of Shareholders approved by the General Meeting of Shareholders on 28 April, identifying each of the amendments introduced. The amendment of these articles is subject to the authorisation of the amendment of the By-laws approved at the same General Meeting of Shareholders on 28 April 2016 mentioned above. At the date of this Registration Document the corresponding authorisation has not yet been obtained, meaning that this amendment of the Regulations of the General Meeting of Shareholders has not yet been raised to public and recorded at the Commercial Registry.

The Ordinary General Meeting will necessarily meet within the legally established term in each financial year in order to approve the company management, the accounts for the preceding year and decide on the application of the earnings, as well as to approve, if applicable, the consolidated accounts, also adopting resolutions on any other matter within its remit, provided it appears on the agenda contained in the announcement of the meeting or is legally appropriate and that the General Meeting has been formed with the required share capital in attendance. Any Meeting other than the one envisaged above will be considered an Extraordinary General Meeting.

The General Meeting will be convened by the Board of Directors by means of an announcement published in the Companies' Registry Gazette or in one of the widely distributed newspapers in Spain, on the Company's corporate website (www.caixabank.com), and on the website of the CNMV, at least one month prior to the date of the meeting. Nevertheless, in those cases in which the law so permits, Extraordinary General Meetings may be called a minimum of fifteen (15) days in advance. The announcement will state the name of the Company, the date, time and location of the meeting, and will list all the items on the agenda and the position of the person or persons sending the announcement. The date, if any, on which the Meeting will be held on second call may also be stated. At least 24 hours must elapse between scheduled first and second meetings.

Shareholders owning at least 1,000 shares, individually or pooled with other shareholders, and whose ownership of the shares is recorded in the corresponding book entry registry at least five days in advance of the date of the Meeting, may attend the General Meeting in person. Likewise, a representative wishing to attend the General Meeting in person must be a holder and/or representative of one or more shareholders owning, on aggregate, a minimum number of 1,000 shares. The above notwithstanding, all the shareholders may issue their vote by post or electronic means, without the need to hold a minimum number of shares.

The members of the Board of Directors will attend the General Meetings, although should any of them be unable to attend for any reason, this will not prevent the valid formation of the Meeting. Likewise, the Chairperson of the General Meeting may authorise persons providing services in or for the company to attend and allow them to speak when he/she considers it appropriate for the development of the General Meeting. The Chairperson of the General Meeting may also authorise the presence of the media, financial analysts and other experts. Likewise, the Chairperson of the Board of Directors may invite any other person he/she sees fit.

Notwithstanding the attendance of legal entities who are shareholders via a person holding a power of representation, shareholders may be represented by another person, even if he/she is not a shareholder. This power of representation must be granted for each specific Meeting and may be granted in writing or via remote means that duly guarantee the identity of the represented entity, subject to the rules established by the Spanish Companies Act, the By-laws and the Regulations of the General Meeting of Shareholders.

Shareholders will be entitled to request information according to the terms of the law, the By-laws and the Regulations of the General Meeting of Shareholders. The Chairperson and Secretary of the Board of Directors will act as Chairperson and Secretary of the Meeting and, in their absence, where the post is vacant or the person is absent or unable to attend, the corresponding Vice-chairperson and Vice-secretary of the Board of Directors according to the respective ranking, will assume the posts. In turn, in the absence of these, the Meeting will be chaired by the oldest director and the youngest director will act as Secretary.

The Chairperson will submit the items on the agenda for deliberation and direct the debates. The Meeting will adopt resolutions by a simple majority of shareholder votes, except when the law establishes a higher quorum and/or majority. Those matters that are not substantially independent and, in any event, the appointment, ratification, re-election or removal of directors as well as amendments of the By-laws, will be voted on separately.

21.2.6 A brief description of any provision of the issuer's articles of association, statutes, charter or bylaws that would have an effect of delaying, deferring or preventing a change in control of the issuer

There are no by-law provisions or internal regulations that delay, defer or prevent a change in control of CAIXABANK.

However, in its capacity as financial institution, the direct or indirect acquisition of stakes that are considered significant in the share capital of CAIXABANK will represent the obligation to give prior notice to the Bank of Spain in accordance with the LOSS. Pursuant to the terms of Article 16 of the LOSS, a “significant stake” is understood as one that, directly or indirectly, reaches at least 10% of the capital or voting rights of a financial institution. A stake that, without reaching said percentage, enables the holder to exert considerable influence on a financial institution, will also be considered a significant stake.

21.2.7 An indication of the articles of association, statutes, charter or bylaw provisions, if any, governing the ownership threshold above which shareholder ownership must be disclosed

There is no provision of the By-laws of CAIXABANK that obliges shareholders with a significant stake to disclose this circumstance, notwithstanding the requirements established in the legislation in force and, in particular, in Royal Decree 1333/2005, of 11 November, on market abuse, in Royal Decree 1362/2007 of 19 October which implements the Securities Market Act, in relation to transparency requirements regarding the information on issuers whose securities are listed for trading on an official secondary market or another regulated market of the European Union and in CNMV Circular 2/2007 of 19 December.

However, in view of its status as a credit institution, keep in mind that Royal Decree 84/2015, of 13 February, which implements the LOSS, also obliges CAIXABANK to inform the Bank of Spain of its capital structure.

21.2.8. A description of the conditions imposed by the memorandum and articles of association statutes, charter or bylaw governing changes in the capital, where such conditions are more stringent than is required by law

The conditions to be met for modifications to the share capital of CAIXABANK and the respective rights of the shares comprising it are governed by the law and the By-laws do not establish any special conditions in this regard.

However, in view of its status as a credit institution, keep in mind the provisions of section 21.2.6 above.

22. MATERIAL CONTRACTS

At the date of this document, there are no relevant contracts outside the Company's normal business. There are also none with any members of the Group that contain clauses under which a member of the Group assumes an obligation or right that is relevant to the Group, except where discussed hereon.

Internal Protocol Governing Relations between "la Caixa" and CAIXABANK

On 1 July 2011, the then Caixa d'Estalvis i Pensions de Barcelona, "la Caixa", and CAIXABANK signed an Internal Protocol Governing Relations setting out the basic principles for relations between "la Caixa", CAIXABANK and their respective groups to ensure that, in a transparent manner, CAIXABANK carries out the financial activity of "la Caixa" indirectly based on the required principles of good corporate governance. A certain framework of measures was devised to achieve this.

However, as a result of the entry into force of Law 26/2013 of 27 December on Savings Banks and Banking Foundations, "la Caixa" became a banking foundation, whose primary activity is to manage and carry out welfare projects and appropriately manage its stake in CAIXABANK. Consequently, the arrangement whereby "la Caixa" indirectly carried out its financial activity through CAIXABANK became ineffective. The Protocol (as originally worded) was also rendered null and void once "la Caixa" stopped indirectly carrying out its financial activity through CAIXABANK.

In light of the above, on 16 June 2014 "la Caixa" and CAIXABANK agreed to renew the Internal Relations Protocol between the two under all the terms and conditions that were not affected by "la Caixa" ceasing to operate indirectly as a credit institution through CAIXABANK until the new relations protocol between CAIXABANK and the Banking Foundation is adopted. At the date of this document, the new protocol governing relations between CAIXABANK and the Banking Foundation have not been approved.

The Protocol and the novation agreements for its amendment are publicly available at: www.caixabank.com.

Protocol governing the Banking Foundation's financial holding in CAIXABANK

See Section 19 of this Registration Document.

Tax consolidation agreement

Caixa d'Estalvis i Pensions de Barcelona, "la Caixa" has filed consolidated tax returns since 1991.

With effect from 1 July 2011, "la Caixa" (currently "la Caixa" Banking Foundation) and CAIXABANK renewed the tax consolidation agreement governing their relations concerning tax. The tax consolidation agreement regulates the distribution of the tax burden among the Group companies in accordance with accounting and tax regulations, and the rules for the payment of any payables and receivables that may arise out of the distribution of the tax burden among the Group companies in accordance with tax and accounting regulations.

Following the entry into force on 28 December 2013 of Law 26/2013 governing savings banks and banking foundations, and given that in 2013 the stake held by "la Caixa" in CAIXABANK was reduced to below 70%, CAIXABANK assumed the position of Parent of the tax group and "la Caixa" (currently "la Caixa" Banking Foundation) became a subsidiary, with effect from 1 January 2013.

Tax information exchange agreement

"la Caixa" and CAIXABANK have signed an agreement under which they undertake to share any information that may be relevant for compliance with their respective tax obligations.

Swap arrangement of stakes in Grupo Financiero Inbursa and The Bank of East Asia with CriteriaCaixa

On 3 December 2015, the Boards of Directors of CAIXABANK and CRITERIACAIXA entered into a swap arrangement whereby CAIXABANK had to deliver to CRITERIACAIXA shares representing 17.24% of The Bank of East Asia (BEA) and 9.01% of Grupo Financiero Inbursa (GFI), and CRITERIACAIXA had to deliver to CAIXABANK shares it held representing 9.9% of CAIXABANK's own share capital and EUR 642 million in cash.

The asset swap transaction with CriteriaCaixa, SAU (Criteria) announced on 3 December 2015 was completed on 30 May 2016 after obtaining clearance from all the authorities and complying with the conditions set forth in the swap agreement entered into on said date (the Swap Agreement).

Under the swap agreement, CAIXABANK has transferred to Criteria its shareholding in The Bank of East Asia, Limited (BEA), representing approximately 17.30% of its share capital, and in Grupo Financiero Inbursa, S.A.B. de C.V. (GFI), representing approximately 9.01% of this company's capital. Meanwhile, Criteria has transferred to CAIXABANK a number of the latter's treasury shares representing approximately 9.89% of its share capital and a cash amount set at EUR 678 million.

At CAIXABANK's Annual General Meeting on 28 April 2016, shareholders approved the Board of Directors' resolution to reduce share capital by EUR 584,811,827 by redeeming 584,811,827 treasury shares, equivalent to the number of CAIXABANK shares that were to be subsequently acquired from CriteriaCaixa under the aforesaid Swap Agreement (9.9%). At the CAIXABANK Annual General Meeting, shareholders also authorised the Board of Directors to set the date for carrying out this share capital reduction within a maximum of six months from the acquisition date of the treasury shares under the swap agreement. CAIXABANK's shareholders also voted at the Annual General Meeting to authorise the Board of Directors not to carry out the reduction in capital, if, depending on its corporate interests and due to new developments that could affect CAIXABANK, the reduction becomes inadvisable, irrespective of whether or not the necessary authorisations to complete the capital reduction are granted.

Deconsolidation of CAIXABANK from Criteria for prudential purposes.

On 26 May 2016, CriteriaCaixa and "la Caixa" Banking Foundation announced their intention to begin proceedings to fulfil the conditions laid down by the European Central Bank to deconsolidate CAIXABANK from CriteriaCaixa for prudential purposes before the end of 2017. See related information in Section 7.1. If the Issuer is part of a group, a brief description of the group and the Issuer's position within it

23. DECLARATIONS OF ANY INTEREST

23.1. Where a statement or report attributed to a person as an expert is included in the registration document, provide such person's name, business address, qualifications and material interest if any in the issuer. If the report has been produced at the issuer's request a statement to the effect that such statement or report is included, in the form and context in which it is included, with the consent of the person who has authorised the contents of that part of the registration document

N/A

23.2. Where information has been sourced from a third party, provide a confirmation that this information has been accurately reproduced and that as far as the issuer is aware and is able to

ascertain from information published by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading. In addition, identify the source(s) of the information

N/A

24. DOCUMENTS ON DISPLAY

During the period of validity of this Registration Document, the following documents can be inspected at the venues indicated:

Document	CNMV	Commercial Registry of Barcelona
Deed of incorporation of the Company	NO	Yes
Prevailing by-laws	NO	Yes
Board of Directors' Regulations	Yes	Yes
Genera Shareholders' Meeting Regulations	Yes	Yes
Appointments and Remunerations Commission Regulations	Yes	Yes
Individual Annual Accounts, management report and audit report of financial years 2013, 2014 and 2015	Yes	Yes
Consolidated Annual Accounts, management report and audit report of financial years 2013, 2014 and 2015	Yes	Yes
Quarterly financial report of 1st quarter 2016	Yes	Yes
Director's remuneration report for financial years 2013, 2014 and 2015	Yes	No

The documents mentioned on the table will also be at the disposal of interested parties at the registered address of CAIXABANK and on its website www.caixabank.com with the exception of the deed of incorporation which can be consulted at the registered address. Moreover, the documents cited in the above table are also available to interested parties on the website of the CNMV, www.cnmv.es.

25. INFORMATION ABOUT INVESTEES

Details of the Company's significant investees, their names, country of incorporation, and the ownership interests held therein are provided in Sections 6.2 and 7.2.

ANNEX – ALTERNATIVE PERFORMANCE MEASURES

As well as containing financial information prepared in accordance with International Financial Reporting Standards (IFRS), 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 relies on certain APMs, which have not been audited, to provide 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 IFRS. 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.

The 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 by the Issuer.

Customer spread The difference between the yield on loans and the cost of deposits (as a %).

The yield on loans: net income on the customer loan portfolio using management criteria divided by the average balance for the period (quarterly).

Cost of deposits: cost of on-balance sheet customer funds using management criteria divided by the average balance for the specific period (quarter), excluding subordinated liabilities.

Balance sheet spread The difference between the return on assets and the cost of funds (in %).

Return on assets: interest income for the period (quarter) divided by average total assets on the consolidated balance sheet.

Cost of funds: interest expenses for the period (quarter) divided by average total liabilities on the consolidated balance sheet.

Cost-to-income ratio Ratio between operating expenses and the gross margin (last 12 months).

ROE (return on equity) Profit attributable to the Group divided by average own funds (last 12 months).

ROTE (return on tangible equity) Profit attributable to the Group divided by average equity less, where applicable, intangible assets using management criteria (last 12 months).

The value of **intangible assets using management criteria** is the value of intangible assets in the public balance sheet, plus the intangible assets and goodwill associated with investees, net of impairment allowances, recognised in Investments in the public balance sheet.

ROA (return on assets) Consolidated profit divided by average total assets (last 12 months).

RORWA (return on risk weighted assets) Return on attributable profit divided by average risk-weighted assets associated with credit risk and equity risk.

Cost of risk Total insolvency allowances recognised in the last 12 months divided by total loans and advances to customers, gross, using management criteria and contingent liabilities at the period-end.

Loan to deposits Net loans and advances to customers using management criteria less brokered loans (funded by Instituto de Crédito Oficial and the European Investment Bank) and customer funds on the balance sheet using management criteria.

€ million		1Q16		4Q15	
Customer spread	Yield on loans - Cost of deposits	2.38 - 0.31	2.1%	2.47 - 0.41	2.06%
Yield on loans	Loan income	4,573	2.38%	4,774	2.47%
	Average portfolio balance	191,931		193,074	
Cost of deposits	Cost of customer funds	535	0.31%	705	0.41%
	Average portfolio balance	172,366		172,527	
Balance sheet spread	Return on assets - cost of funds	2.01 - 0.81	1.20%	2.28 - 1.07	1.21%
Return on assets	Interest income	6,834	2.01%	7,796	2.28%
	Average asset balance	339,616		341,701	
Cost of funds	Financial costs	2,734	0.81%	3,650	1.07%
	Average liability balance	339,616		341,701	
Cost-to-income ratio	Total operating expenses	4,335	56.3%	4,606	59.6%
	Gross income	7,695		7,726	
Cost-to-income ratio stripping out extraordinary expenses	Recurrent operating expenses	4,031	52.4%	4,063	52.6%
	Gross income	7,695		7,726	
ROE	Profit attributed (12 months)	712	3.0%	814	3.4%
	Average equity	24,003		23,963	
ROTE	Profit attributed (12 months)	712	3.7%	814	4.3%
	Average tangible equity	19,006		18,947	
ROA	Net profit (12 months)	716	0.2%	817	0.2%
	Average total assets	340,057		342,828	
RORWA	Net profit (12 months)	716	0.6%	817	0.7%
	Risk weighted assets (average)[1]	121,521		122,535	
Cost of risk	Insolvency provisions	1,268	0.6%	1,593	0.7%
	Loans to individuals, gross + Contingent risks[2]	217,465		217,087	
Loan to deposits[3]	Loans to individuals, net - brokered loans	192,213	106.1%	192,602	106.7%
	Customer funds on balance sheet	181,118		180,463	

1) RWAs of credit risk (stripping out off-balance-sheet/memorandum accounts) and equity investments.
2) Balance at the end of the period using management criteria.

Loans and advances to customers and customer funds using management criteria.

Barcelona, 4 July 2016

CAIXABANK, S.A.
By Proxy

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Mr Jorge Mondéjar López
Executive Director for Financial Accounting, Control and Capital

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