

CAIXABANK, S.A. AUDIT AND CONTROL COMMITTEE

2019 ANNUAL MONITORING REPORT ON COMPLIANCE WITH THE INTERNAL RELATIONS PROTOCOL

1. Introduction

Article 43 of the Law on Savings Banks and Banking Foundations stipulates that any banking foundation with a share equal to or greater than 30% of a credit institution's capital, or a lesser holding enabling it to exercise control of the said credit institution in accordance with any of the terms of Article 42 of the Commercial Code, must draw up a protocol for managing the financial holding in the corresponding credit institution.

The Fundació Bancaria Caixa d'Estalvis i Pensions de Barcelona "la Caixa" (hereinafter, "**Fundació Bancaria "la Caixa"**"), as the indirect owner of a holding in the share capital of CaixaBank, S.A. (hereinafter, "**CaixaBank**" or "**the Company**") that exceeds this percentage, has Protocol for management of the financial holding.

Said protocol foreseen, in turn, the signing by Fundació Bancaria "la Caixa" of an internal protocol with CaixaBank, establishing the framework for the relationship between Fundació Bancaria "la Caixa" and Criteria Caixa, S.A., Sociedad Unipersonal (hereinafter, "**Criteria**"), on the one hand, and CaixaBank, on the other hand. In accordance with said stipulation, on 22 February 2018, Fundació Bancaria "la Caixa" and Criteria, on the one hand, and CaixaBank, on the other hand, signed an Internal Relations Protocol (hereinafter, the "**Relations Protocol**" or the "**Protocol**") substituting the previous protocol of 19 December 2016.

2. Purpose of the Report

In accordance with Clause 7.2 (ii) of the Relations Protocol, the purpose of this Report is to describe the work carried out by the CaixaBank, S.A. Audit and Control Committee (the "**Committee**") during the financial year 2019 with regard to the Relations Protocol. The foregoing, with the aim of ensuring appropriate coordination and transparency in the relations of CaixaBank with Criteria and Fundació Bancaria "la Caixa", in particular as regards the services that the companies within the Fundació Bancaria "la Caixa" Group provide to the CaixaBank Group companies and vice versa.

3. Actions taken by the Committee

3.1. Non-financial services

Prior to issuing this report, the Audit and Control Committee has been informed of the total amounts and breakdown of the rest of the non-financial services provided during 2019, in accordance with the description included in section 3 of the Relations Protocol, between Fundació Bancaria "la Caixa" and CriteriaCaixa Group and CaixaBank Group. Thus, the Committee has been informed of the companies between which non-financial services have been provided, as well as the description and amount of each service rendered, with none of these having exceeded the 5 million euro limit established in the Protocol.

The Committee has also been informed that the transactions carried out between related parties are valued at market rate, following the methods established by law.

Lastly, indicating that in April 2019, the Audit and Control Committee issued a favourable report to the Board of Directors on a sale operation involving land belonging to the Foundation, expressly mentioning essential terms and conditions proposed, prior to its completion.

3.2. Financial services

On the basis of the criteria established in the Relations Protocol, no authorisation or specific reporting is required to contract any type of financial service that meets the following characteristics: a) the contracting is made by virtue of contracts with standard conditions generally applicable to a large number of customers; b) it is made in accordance with rates or prices generally established by whoever acts as the supplier of the goods or services in question; and c) the amount of the transaction does not exceed 1% of CaixaBank's individual annual income.

Consequently, there have been transactions carried out by CaixaBank Group throughout 2019 which have not been reported to the Committee, such as the financial transactions that fall within the normal course of business carried out among companies in both groups, all this without prejudice to having followed the clauses of the Relations Protocol and, therefore, these have been carried out in accordance with market conditions.

4. Information Flows

The information submitted to Criteria and Fundación Bancaria "la Caixa" by CaixaBank has been drawn up in accordance with the provisions of the Relations Protocol and the Management Protocol, in order for them to be able to carry out their management planning and control functions and fulfil their obligations as supervised entities.

These legal obligations include drawing up their financial statements, compliance with their regular reporting and supervisory obligations with regard to the European Central Bank, the Bank of Spain, the Spanish Securities Market Commission and other supervisory authorities, analysis and monitoring of fiscal aspects deriving from the fact that they belong to the same tax group, the Fundación Bancaria "la Caixa"'s obligation to draw up a financial plan, analysis of compliance with the prudential deconsolidation conditions and CaixaBank's monitoring of the risk concentration limit with regard to the associate companies of the Fundación Bancaria "la Caixa" Group.

5. The CaixaBank Group and the Fundación Bancaria "la Caixa" Group companies

Within the framework of the corporate transactions conducted by the CaixaBank Group and the Fundación Bancaria "la Caixa" Group, during 2019 some companies have entered or left the respective scopes of consolidation as a result of acquisitions, transfers, mergers, demergers, dissolutions or other corporate restructuring operations, Other companies have adapted their corporate name.

To this regard, **Annex 1** is thus attached with the updated Directory of Companies making up the CaixaBank Group at 31 December 2019, and **Annex 2** with the Directory of Companies making up the Fundación Bancaria "la Caixa" Group, both at 31 December 2019. Both annexes were drawn up in accordance with the concept of a Group stipulated in Article 42 of the Code of Commerce.

The companies in which the CaixaBank Group exercises joint control or significant influence have been excluded from Annex 1.

Barcelona, 28 April 2020

Annex 1
CAIXABANK GROUP COMPANIES

Company name	Shareholding (%) At 31/12/2019
Aris Rosen, SAU	100
Arquitrabe Activos, S.L.	100
Banco BPI, S.A.	100
BPI (Suisse), S.A.	100
BPI Gestão de Activos - Sociedade Gestora de Fundos de Investimento Mobiliário, S.A.	100
BPI Vida e Pensões - Companhia de Seguros, S.A.	100
BPI, Incorporated	100
BuildingCenter, S.A.U.	100
Caixa Capital Biomed S.C.R. S.A.	91
Caixa Capital Fondos Sociedad De Capital Riesgo S.A.	100
Caixa Capital Micro SCR S.A.	100
Caixa Capital Tic S.C.R. S.A.	81
Caixa Corp, S.A.	100
Caixa Emprendedor XXI, S.A.U.	100
Caixabank Asset Management Luxembourg, S.A.	100
CaixaBank Asset Management, SGIC, S.A.U.	100
CaixaBank Brasil Escritório de Representação Ltda.	100
Caixabank Business Intelligence, S.A.U.	100
CaixaBank Digital Business, S.A.	100
CaixaBank Electronic Money, E.D.E., S.L.	90
CaixaBank Equipment Finance, S.A.U.	100
CaixaBank Facilities Management, S.A.	100
CaixaBank Notas Minoristas, S.A.U.	100
Caixabank Operational Services, S.A.	100
Caixabank Payments & Consumer, E.F.C., E.P., S.A.	100
Caixabank Titulizacion S.G.F.T., S.A.	100
Cestainmob, S.L.	100

Coia Financiera Naval, S.L.	76
Corporación Hipotecaria Mutua, E.F.C., S.A.	100
El Abra Financiera Naval, S.L.	76
Estugest, S.A.	100
Grupo Aluminios de Precisión, S.L.U.	100
Grupo Riberebro Integral, S.L.	80
HipoteCaixa 2, S.L.	100
Hiscan Patrimonio, S.A.	100
ImaginTech, S.A.	100
Inter Caixa, S.A.	100
Interim Luxproject, S.A.	100
Inversiones Corporativas Digitales, S.L.	100
Inversiones Inmobiliarias Teguisse Resort, S.L.	60
Inversiones Valencia Capital, S.A.	100
Líderes de Empresa Siglo XXI, S.L.	100
Negocio de Finanzas e Inversiones II, S.L.	100
Nuevo Micro Bank, S.A.U.	100
PromoCaixa, S.A.	100
Puerto Triana, S.A.U.	100
Sercapgu, S.L.	100
Silc Inmobles, S.A.	100
Silk Aplicaciones, S.L.U.	100
Sociedad de Gestión Hotelera de Barcelona, S.L.	100
Telefónica Consumer Finance E.F.C., S.A.	50
Unión de Crédito para la Financiación Mobiliaria e Inmobiliaria, E.F.C., S.A.U.	100
VidaCaixa Mediació, Sociedad de Agencia de Seguros Vinculada, S.A.U.	100
VidaCaixa, S.A. de Seguros y Reaseguros Sociedad Unipersonal	100

Annex 2
FUNDACIÓN BANCARIA "LA CAIXA" GROUP COMPANIES

Name	Shareholding (%) At 31/12/2019
Criteria Caixa, S.A.U.	100.00%
Saba Infraestructuras	99.50%
Mediterranea Beach & Golf Community	100.00%
Energia Boreal 2018, S.A.	71.95%
Criteria Movilidad, S.L.	100.00%
Criteria Venture Capital	100.00%
Caixa Capital Risc, S.G.E.I.C., S.A.	99.99%
Inmo Criteria Caixa	100.00%
Caixa Capital Micro II	34.72%
Caixa Capital Micro II	2.17%
Caixa Capital Micro II	19.91%
Caixa Assistance, S.A.	100.00%
Club Caixa I, S.A.	100.00%
GrupCaixa, S.A.U.	100.00%
Caixa Invierte Industria SCR	44.57%
Caixa Invierte Industria SCR	2.00%
Caixa Invierte Biomed II	1.44%
Caixa Invierte Biomed II	43.85%
Caixa Capital TIC II	3.03%
Caixa Capital TIC II	51.51%
Caixa Invierte Start	1.42%
Caixa Invierte Start	40.28%
Criteria Industrial Ventures SA	100.00%
Inmo Criteria Arrendamiento, S.L.U.	100.00%
Inmo Criteria Arrendamiento II, S.L.U	100.00%
Inmo Criteria Patrimonio, S.L.	100.00%
Vivienda Asequible Arrendamiento y Servicios, S.L.U.	100.00%
Lumine Travel	100.00%
Caixa Podium I, S.A.	100.00%