



**RESOLUTIONS APPROVED BY THE ORDINARY GENERAL  
SHAREHOLDERS MEETING HELD ON APRIL 28, 2016**

## **ONE.– Corresponding to Agenda Item 1**

### **Approval of the individual and consolidated annual accounts and the respective management reports for the year ending on 31 December 2015.**

Approval of the individual annual accounts of CaixaBank, S.A., consisting of the balance sheet, profit and loss account, statement of changes in net worth (including the statement of recognised income and expense and the total statement of changes in net worth), cash flow statement and notes, for the year ending on 31 December 2015, together with the corresponding management report (including the Annual Corporate Governance Report, in a separate section), a printed copy of which appears on the back of 498 sheets of Class 8 officially stamped paper numbered 0L7236721 to 0L7236760 inclusive and 0M5248507 to 0M5248964 inclusive and on the front and back of the sheet of Class 8 officially stamped paper numbered 0L5707998 which bears the relevant Board members' signatures.

Approval of the consolidated annual accounts of the CaixaBank Group (consisting of the balance sheet, profit and loss account, statement of recognised income and expense, statement of changes in assets, cash flow statement and notes) for the year ending on 31 December 2015, together with the corresponding management report consisting of one copy printed on the back of 511 sheets of Class 8 officially stamped paper numbered 0L4726582 to 0L4727000 inclusive and numbered 0M0691721 to 0M0691812 inclusive and on the front and back of the sheet of Class 8 officially stamped paper numbered 0G6457210 which bears the relevant Board members' signatures.

The individual and consolidated annual accounts and their respective management reports have been verified by the auditors of CaixaBank, S.A. (hereinafter also called "**CaixaBank**" or the "**Company**").

## **TWO.- Corresponding to Agenda Item 2**

### **Approval of the Board of Directors' management during the financial year ending on 31 December 2015.**

Approval of the Board of Directors' management in 2015.

## **THREE.- Corresponding to Agenda Item 3**

### **Approval of the proposed allocation of profit for the year ending on 31 December 2015.**

Approval of the following distribution of individual net profit of 650,692,362.47 Euros:

Basis for distribution	650,692,362.47 Euros
<b>Dividends:</b>	<b>469,163,301.20 Euros (1)</b>
- Interim dividends (December 2015)	232,753,593.84 Euros
- Final dividend	236,409,707.36 Euros (2)
<b>Reserves:</b>	<b>181,529,061.27 Euros (3)</b>
Legal reserve	21,806,883.40 Euros (4)
Non-distributable reserve due to goodwill	120,486,937.26 Euros (5)
Voluntary reserve	39,235,240.61 Euros (6)

(1) Estimated amount (see note (2) below).

(2) Estimated amount corresponding to the final dividend of 0.04 Euros per share, to be paid in cash in June 2016. This amount will be reduced in accordance with the number of treasury stock shares held by CaixaBank at the time of payment of the dividend, as in accordance with the Capital Companies Act no dividend can be received on treasury stock.

(3) Estimated amount (see note (6) below).

(4) Amount enabling 20% of the amount of share capital at 31 December 2015 to be reached, higher than the minimum amount that must be allocated to legal reserve in accordance with Article 274 of the Capital Companies Act (10% of the year's profit).

(5) As required by article 273.4 of the Capital Companies Act.

(6) Estimated amount allocated to voluntary reserve. This amount will be increased by the same amount as the reduction in the amount earmarked for payment of the additional dividend (see notes 1 and 2 above).

The additional dividend for the 2015 financial year will be paid to the shareholders as of 1 June 2016 via the Entities with a holding in Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (IBERCLEAR). The tax withholdings required by applicable legislation of the gross amounts paid will be made as applicable. If the Company holds any shares without dividend rights on the date of payment of the additional dividend, the corresponding amount will be allocated to voluntary reserves.

#### **FOUR.- Corresponding to Agenda Item 4**

##### **Re-election of the auditor for the Company and its consolidated group for the 2017 financial year.**

Reappointment of Deloitte, S.L., with registered offices at Plaza Pablo Ruiz Picasso, 1, Torre Picasso, 28020 Madrid, entered in the Madrid Commercial Registry in volume 13650, folio 188, section 8, page M-54414, entry number 96, with corporate tax identification number B-79104469, and entered in the Official Register of Auditors under number S0692, as the auditors of the accounts of the Company and its consolidated group, for a term of one year, i.e. 2017.

## **FIVE.- Corresponding to Agenda Item 5**

**Setting the number of members of the Board of Directors within the limits established in the Company By-laws. Ratification and appointment of Board members.**

### **5.1.- Corresponding to Agenda Item 5.1**

**Setting the number of Board members at eighteen (18).**

Setting a number of eighteen (18) members of the Board.

### **5.2.- Corresponding to Agenda Item 5.2**

**Ratification and appointment of Fundación Privada Monte de Piedad y Caja de Ahorros San Fernando de Huelva, Jerez y Sevilla (Fundación Cajasol).**

Ratification of the appointment of Fundación Privada Monte de Piedad y Caja de Ahorros de San Fernando de Huelva, Jerez y Sevilla (Fundación Cajasol) as a member of the Board of Directors, by co-option, approved by the Board of Directors at its meeting of 19 November 2015, and appointing it as a proprietary Director on proposal by the shareholders Fundación Privada Monte de Piedad y Caja de Ahorros de San Fernando de Huelva, Jerez y Sevilla (Fundación Cajasol), Fundación Bancaria Caja General de Ahorros de Canarias-Fundación Caja Canarias, Caja de Burgos, Fundación Bancaria and Fundación Bancaria Caja Navarra, for the term of four years, after favourable report issued by the Appointments Committee.

### **5.3.- Corresponding to Agenda Item 5.3**

**Ratification and appointment of Ms. María Verónica Fisas Vergés.**

Ratification of the appointment of Ms. María Verónica Fisas Vergés as a member of the Board of Directors, by co-option, approved by the Board of Directors at its meeting of 25 February 2016, and appointing her as an independent Director for the term of four years, following the proposal of the Appointments Committee.

## **SIX.- Corresponding to Agenda Item 6**

**Reduction of the company's share capital by treasury stock redemption, charged against reserves and with exclusion of the right to opposition, and consequent amendment of Articles 5 and 6 of the Company By-laws relating to share capital and shares.**

Reduction of CaixaBank's share capital by 584,811,827 euros (the "**Capital Reduction**"), through the cancellation of 584,811,827 shares of CaixaBank of a nominal value of one (1) euro each (the "**Shares**").

The Capital Reduction does not entail any refund of contributions due to the Company itself being the holder of the Shares redeemed at the time of the reduction, and it is made against the Company's freely available reserves, by provision of a redeemed capital reserve for an amount equal to the par value of the redeemed Shares, which will only be available subject to the same requirements as those of the share capital reduction, by virtue of Article 335.c) of the Capital Companies Act. Consequently, and in accordance with the same precept, the Company's creditors shall not have the right to oppose the Capital Reduction.

Within the framework of the Capital Reduction resolution, delegation to the Board of Directors, with express authorisation for the Executive Committee to substitute it, where the

case may be, of the necessary powers for it to implement this agreement, within a maximum period of six (6) months from the date of acquisition of the Shares, the Board also being entitled to determine any aspects not expressly established in this resolution or deriving from the same. In particular, and for illustrative purposes only, the Board of Directors is authorised to exercise the following powers, with the express power to delegate in turn to the Executive Committee:

1. To determine the date of implementation of the Capital Reduction resolution, which in any case must be within the period of six (6) months from the date of acquisition of the Shares.
2. To proceed as required or appropriate in order to implement and formalise the Capital Reduction before whatsoever Spanish or foreign public or private bodies or entities, which shall include declaring, complementing or rectifying any faults or omissions that may prevent or hinder the full effectiveness of the foregoing resolutions.
3. To grant the power to proceed as necessary or appropriate for the implementation and formalisation of the Capital Reduction, with express powers to delegate in turn to the Executive Committee or members of the Board of Directors it deems appropriate, or to the Secretary or Deputy Secretaries of the Company's Board of Directors (each one of them individually, jointly and severally) and in particular, by way of example:
  - (i) to post the legally required announcements and to redeem the Shares under the terms agreed on herein;
  - (ii) to declare the agreed Capital Reduction closed and executed in accordance with the provisions of this resolution;
  - (iii) to redraft Articles 5 and 6 of CaixaBank's By-laws concerning share capital and shares in order to adapt them to the results of the Capital Reduction;
  - (iv) to proceed as required and to sign and execute the necessary documents for the public announcement of the characteristics of the Capital Reduction and the procedure with regard to the Spanish regulatory bodies and Stock Exchanges.

The Capital Reduction and consequent amendment of Articles 5 and 6 of the Company By-laws is subject to the authorisation system established in Article 10 of Royal Decree 84/2015 of 13 February implementing Law 10/2014 of 26 June regarding regulation, supervision and solvency of credit institutions.

The effectiveness of this Capital Reduction agreement is subject to the Company's prior acquisition of the Shares, after having obtained the necessary authorisations, all in accordance with the terms of the redemption contract entered into between CaixaBank and Criteria Caixa, S.A.U. on 3 December 2015, announced as a Relevant Event on the same date.

The Board of Directors is expressly authorised to agree the non-execution of this Capital Reduction resolution if, based on the Company's interests and due to circumstances which may arise affecting the Company, it were not advisable to execute such resolution in the best interests of the Company, and regardless of whether the necessary authorisations for its effectiveness have been obtained. The Board of Directors would announce its decision to not execute the Capital reduction in the corresponding publication as relevant event on the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) webpage.

## **SEVEN.- Corresponding to Agenda Item 7**

**Amendment of some Articles of the Company By-laws to adapt them to the various reforms of the Capital Companies Act introduced by Law 5/2015 of 27 April on Promotion of Business Financing, Law 15/2015 of 2 July on Non-Contentious Jurisdiction, Law 11/2015 of 18 June on Recovery and Resolution of Credit Institutions and Investment Firms and Law 22/2015 of 20 July on Accounts Auditing, and to simplify their wording, in accordance with the current legal regime.**

### **7.1.- Corresponding to Agenda Item 7.1**

**Amendment of Articles 14 ("Issue of debentures and other securities") and 15 ("Convertible and exchangeable bonds") of Title IV ("Bonds").**

Amendment of Articles 14 ("Issue of debentures and other securities ") and 15 ("Convertible and exchangeable bonds") of Title IV of the By-laws ("Bonds"), which will now read as follows:

#### ***Article 14.- Issue of debentures and other securities***

1. *The Company may issue debentures, promissory notes, warrants, preference shares and other securities in the terms and within the limits established in law.*
2. *Without prejudice to Article 15 below, the Board of Directors has the power to agree on the issue and admission to trading of the securities referred to in the preceeding paragraph, and to agree on the guarantee the issue of securities.*

#### ***Article 15.- Convertible bonds and bonds attributing a share in the Company's profit***

1. *The General Shareholders' Meeting shall have the power to agree on the issue of bonds convertible into shares or bonds attributing a share in the company profit to the bondholders, this power being delegable to the Board of Directors. It may also authorise the Board of Directors to determine the time at which the issue is to be made, and to establish any other terms not provided for by the General Meeting.*
2. *The convertible bonds may be issued at a fixed exchange ratio (determined or determinable) or at a variable exchange ratio.*
3. *Shareholders' preferential subscription rights involving the issuance of convertible bonds may be withheld under the terms provided by law.*

The amendment of these Articles of the By-laws is subject to the authorisation system established in Article 10 of Royal Decree 84/2015 of 13 February, implementing Law 10/2014 of 26 June regarding regulation, supervision and solvency of credit institutions.

Rendering null and void the agreement approved by the General Shareholders' Meeting of 25 April 2013, under item 10 of the agenda (concerning the Board of Directors being granted the power to issue fixed income securities or debt instruments of an analogous nature) as from

the date on which, being this resolution approved, the authorisation indicated in Article 10 of the aforementioned Royal Decree is obtained and the amendment of Articles 14 and 15 of the By-laws is fully effective. Until that date the General Shareholders' Meeting's delegation to the Board of Directors for purposes of issuing fixed income securities or debt instruments of an analogous nature as approved on 25 April 2013 will remain valid under the same terms and for the unused authorised amount.

## **7.2.- Corresponding to Agenda Item 7.2**

**Amendment of Articles 19 ("Call for General Meeting "), 21 ("Quorum for the General Meeting"), 22 ("Right of attendance") and 23 ("Right of representation") of Title V, Section I ("The General Meeting").**

Amendment of Articles 19 ("Call for General Meeting "), 21 ("Quorum for the General Meeting"), 22 ("Right of Attendance") and 23 ("Right of Representation") of Title V, Section I of the By-laws ("The General Meeting"), which will now read as follows:

### **Article 19.- Call for General Meeting**

1. *The General Shareholders' Meetings, whether Ordinary or Extraordinary, will be convened by the Board of Directors by means of a notice published in the Companies' Registry Gazette or in one of the newspapers of broad circulation in Spain, on the Company's corporate website, and on the website of the National Securities Market Commission, 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 call supplement is not subject to this rule.*
2. *The convening notice 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 notice. 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.*
3. *The notice of call will also state the date by which a shareholder must have registered its shares in its name in order to participate and vote at the General Meeting, the place and manner for obtaining the full text of the documents and proposed resolutions, and the URL of the Company's website on which the information will be available. In addition, the notice must contain clear and accurate information on the steps the shareholders must take to participate and cast their votes at the General Meeting, including the matters required by law and implementing regulations.*
4. *Shareholders who represent at least 3% of share capital may request publication of supplementary information to the call to an Ordinary General Shareholders' Meeting, to include one or more items on the agenda, provided that the new points are accompanied by a justification or, if applicable, a justified proposed resolution. That right may in no case be exercised in respect of the call of an Extraordinary General Meeting. To exercise this right, the shareholder must duly notify the Company, with said*



*notification to be received at the Company's registered office within five (5) days following publication of the call.*

5. *The call supplement must be published at least fifteen (15) days prior to the date stipulated for the General Meeting. Failure to publish the call supplement within the legally stipulated term legally stipulated term will be a cause for challenging the General Meeting.*
6. *Shareholders representing at least 3% of capital may present supported proposed resolutions regarding matters already included or that should be included on the agenda for the Meeting called. Exercise of this right must be by certifiable notice, which must be received at the registered office within the five (5) days following publication of the call.*
7. *The Company will see to dissemination of these proposed resolutions and such documentation as may be attached thereto to the other shareholders, in accordance with the requirements of law.*
8. *The Board of Directors may call an Extraordinary General Meeting of shareholders whenever it deems appropriate to do so in the Company's interests.*

*It must also call this Meeting when requested to do so by shareholders who own at least 3% of the share capital. The request must state the items to be discussed at the Meeting. In this case, a call must be issued to hold the General Meeting within the period stipulated in law. The Board of Directors will draw up the agenda, which must include the items mentioned in the request.*

9. *The contents of this article are deemed as without prejudice to the provisions established by law for specific cases.*

#### **Article 21.- Quorum for the General Meeting**

1. *The General Meeting will be validly constituted at first call when shareholders in attendance or represented by proxy hold at least 25% of subscribed capital with voting rights. The second call will be validly constituted regardless of the percentage of share capital in attendance.*
2. *In order for the General Meeting, whether Ordinary or Extraordinary, to validly agree to issue securities where this is within its competence, suppress or limit subscription rights, increase or reduce capital, carry out a transformation, merger, spin-off, global transfer of assets and liabilities, transfer the registered office to a foreign country or make any changes to the By-laws, shareholders at first call, whether present or proxy, representing at least 50% of subscribed capital with voting rights must be in attendance. At second call, only 25% of said capital is necessary. This will be understood without prejudice to other cases set forth in Laws, in particular, specific Laws applicable to the Company.*
3. *Any absences occurring after the General Meeting is officially called to order will not affect the validity of the quorum.*



**Article 22.- Right of Attendance**

1. *All shareholders who, individually or in a group with other shareholders, own a minimum of one thousand (1,000) shares, may attend the General Meeting physically.*
2. *In order to attend the General Meeting, it will be necessary for shareholders to have registered ownership of their shares in the relevant book-entry ledger at least five (5) days in advance of the date on which the General Meeting is to be held. This will not apply in any specific cases in which laws applicable to the Company establish an incompatible system. Shareholders entitled to attend in accordance with the above will be provided with the appropriate attendance card, which may only be replaced by a certificate of legitimacy to prove that the requirements for attendance have been met.*
3. *The Chairman of the General Meeting is authorized to determine compliance with the requirements for attendance at the General Meeting, but may delegate this task to the Secretary.*
4. *Members of the Board of Directors must attend any General Meetings, although their absence for any reason will not under any circumstances prevent the General Meeting from being validly held.*
5. *The Chairman may authorize persons to attend who provide services at or to the Company. The Chairman may also invite any persons he should deem appropriate, in the terms and conditions laid down in General Meeting Regulations.*

**Article 23.- Right of representation**

1. *Without prejudice to attendance through appropriate means by legal entities that are shareholders, any shareholder may be represented at the General Meeting by another person, even if this person is not a shareholder. The proxy must be granted in writing specifically for each General Meeting, in accordance with the procedures established in the By-laws and the General Meeting Regulations.*
2. *Any shareholder wishing to be represented by proxy at the General Meeting must have registered ownership of its shares in the relevant book-entry ledger at least five (5) days in advance of the date on which the General Meeting is to be held. This will not apply in any specific cases in which laws applicable to the Company establish an incompatible system.*
3. *In order to attend the General Meeting physically, the proxy holder must be a shareholder and/or represent one or more shareholders on a combined basis holding a minimum of one thousand (1,000) shares.*
4. *The Chairman of the General Meeting is authorized to determine whether proxies have been validly conferred, and may delegate this task to the Secretary.*

5. *If there are conflicts of interest, the provisions of law and, if applicable, the General Meeting Regulations will apply. In any event, in contemplation of the possibility that a conflict may exist, proxies may be granted subsidiarily to another person.*
6. *The proxy's representational authority is understood as without prejudice to legal provisions concerning cases of family representation and the granting of general powers of attorney.*
7. *The appointment of proxies may always be revoked, and personal attendance of the party represented at the General Meeting will count as revocation.*

The amendment of Articles 21, 22 and 23 of the By-laws is subject to the authorisation system established in Article 10 of Royal Decree 84/2015 of 13 February, implementing Law 10/2014 of 26 June regarding regulation, supervision and solvency of credit institutions.

### **7.3.- Corresponding to Agenda Item 7.3**

**Amendment of Article 40 ("Audit and Control Committee, Risk Committee, Appointments Committee and Remuneration Committee") of Title V, Section III ("Delegation of powers. Board Committees").**

Amendment of Article 40 ("Audit and Control Committee, Risk Committee, Appointment Committee and Remuneration Committee") of Title V, Section III of the Company By-laws, which will now read as follows:

***Article 40.- Audit and Control Committee, Risk Committee, Appointments Committee and Remuneration Committee***

1. *In all cases, the Board of Directors will designate from within its members an Audit and Control Committee, a Risk Committee, an Appointments Committee and a Remuneration Committee, and can create other Committees formed by Directors with the functions they consider opportune.*
2. *The previously mentioned Committees will be governed by that established in Law, in these By-laws and in the Company Board of Directors Regulations.*
3. *The Audit and Control Committee:*
  - a) *The Board of Directors will create from among its members an Audit and Control Committee composed of a minimum of three (3) and a maximum of seven (7) members that must be non-executive Directors. The majority of the members of the Audit and Control Committee will be independent Directors, and one (1) of them will be appointed on the basis of knowledge and experience of accounting or auditing, or both. The members of the Audit and Control Committee as a whole must have the relevant technical knowledge with regard to the entity's business. In any case, they shall be appointed by the Board of Directors.*

- b) *The Chairman of the Audit and Control Committee shall be appointed by the Committee itself from among the independent Directors forming part of the same and must be replaced every four (4) years. He/she may be reappointed once one (1) year has elapsed from the time he/she ceased to be Chairman.*
- c) *The number of members, the responsibilities and the operating rules of this Committee will be included in the Board of Directors' Regulations, and must encourage its independent operation.*
- d) *Notwithstanding the other functions attributed in Law, these By-laws, the Board Regulation or others that could be assigned by the Board of Directors, the Audit and Control Committee will have, at least, the following basic functions:*
  - (i) *Informing the General Meeting concerning the issues raised in relation to those matters of its responsibility and, in particular, about the audit results, explaining the audit's contribution to the integrity of the financial reporting and the role undertaken by the Committee in this process.*
  - (ii) *Overseeing the effectiveness of the Company's internal control environment, internal audit and risk management systems, and discussing with the auditor of accounts any significant weaknesses in the internal control system identified during the course of the audit, all without jeopardising its independence. For such purposes, where the case may be, they may submit recommendations or proposals to the Board of Directors and the corresponding follow-up periods.*
  - (iii) *Overseeing the process for preparing and submitting regular prescriptive financial information and submitting recommendations or proposals to the Board of Directors with the purpose of safeguarding its integrity.*
  - (iv) *Making proposals to the Board of Directors concerning the selection, appointment re-election and replacement of the accounts auditor, being responsible for the selection process in accordance with legislation applicable to the Company, as well as the contracting conditions and regularly recompile from him/her information about the auditing plan and its progress, as well as maintaining independence while exercising his/her functions.*
  - (v) *Establishing appropriate relationships with the external auditor in order to receive information, for examination by the Audit and Control Committee, on matters which may threaten their independence and any other matters relating to the audit process and, where the case may be, the authorisation of any services other than those that are prohibited, under the terms set forth in the applicable regulations in relation to their independence, and any other communications provided for in audit legislation and audit regulations.*

*In any event, on an annual basis the Committee must receive from the external auditors the declaration of their independence vis-à-vis the Company or entities related to it directly or indirectly, in addition to detailed, personalised information on additional services of any kind rendered and the corresponding fees perceived from these entities by the external auditor or persons or entities related to it as stipulated by the regulations governing auditing activity.*

- (vi) Issuing annually, prior to the audit report, a report containing an opinion regarding whether the independence of the auditor has been compromised. This report must contain in all cases the reasoned evaluation of providing each and all of the additional services referred to in the preceding section, individually considered and as a group, different to the legal audit and related to the independence or the regulations governing auditing activity.*
- (vii) Previously, report, to the Board of Directors about any matters established in the Law, these By-laws and in the Board Regulations and particularly, about:*
  - a) the financial information that the company should periodically make public.*
  - b) the creation or acquisition of shares in entities with special purposes or resident in countries or territories considered as tax havens, and*
  - c) related-party transactions.*
- e) That established in sections (iv), (v) and (vi) of the previous section are understood notwithstanding the regulatory account auditing regulations.*
- f) Quorum will be valid for the Audit and Control Committee when a majority of its members attend in person or are represented by proxy.*

*The resolutions passed by this Committee shall be passed by a majority of the members attending in person or represented by proxy.*

- g) The Audit and Control Committee should prepare a report about its activity in the year that will be the base among others, as the case may be, for evaluation of the Board of Directors.*

**4. The Risk Committee:**

- a) The Board of Directors will create from among its members a Risk Committee formed by members of the Board of Directors who do not perform executive functions and that have the opportune knowledge, capability and experience to fully understand and control the risk strategy and risk propensity to risk of the Company, 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 should be independent Directors.*

- b) *The Chairman of the Risk Committee will be designated by the Committee itself from among the independent Directors forming part of the same.*
- c) *The amount of members, the powers and the operational regulations of the Committee will be developed in the Board of Directors Regulation, and should favour the independence of its operation.*
- d) *Notwithstanding the other function attributed in Law, these By-laws, the Board of Directors regulation or other functions that could be assigned by the Board of Directors, the Risk Committee will have the following basic functions:*
  - (i) *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) *Proposing the Group Risks Policy to the Board, which should particularly identify:*
    - a) *the different types of risk (operational, technological, financial, legal and reputational, among others) which the Company faces, including the contingent liabilities and others not in the balance.*
    - b) *the information and internal control systems that will be used to control and manage the mentioned risks.*
    - c) *fixing the risk level considered acceptable by the Company; and*
    - d) *the foreseen measures to mitigate the impact of the identified risks in the case that these materialized.*
  - (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:*

- a) *the suitability of the structure and operation of risk management in the entire Group;*
  - b) *knowing the risk exposition in the Group to evaluate if it adapts to the profile decided by the institution;*
  - c) *have sufficient information for precisely knowing about the risk exposition for taking decisions, and;*
  - d) *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 or 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:*
- a) *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;*
  - b) *information and internal control systems for managing and controlling these risks;*
  - c) *corrective measures to limit impact of the identified risks, in the case that they materialize; and*
  - d) *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.*

*The delegated Risk Committee may have access to the information about the risk situation of the Company so it can adequately carry out its functions and, if necessary, specialized external assessment, including that of the external auditors and regulatory bodies.*

- e) *The Risk Committee will be validly formed when the majority of its members concur in person or by representation.*

*The majority of the concurrent members, present or represented, will adopt the agreements taken by the mentioned Committee.*

- f) The Risk Committee will prepare a report about its activity in the year that will serve as a base among others, as the case may be, for evaluation of the Board of Directors.*

*5. The Appointments Committee:*

- a) The Appointments Committee will be exclusively formed by Directors who do not perform executive functions, in the amount determined by the Board of Directors, with a minimum of three (3) and maximum of five (5) members. At least a third of the Appointments Committee members should be independent Directors, without the amount of independent members ever being less than two (2).*

- b) The Committee itself from among the independent Directors forming part of the same will designate the Chair of the Appointments Committee.*

- c) The amount of members, the powers and the operational regulations of the mentioned Committee will be developed in the Board of Directors Regulation and should favour the independence of its operations.*

- d) Notwithstanding the other functions attributed in Law, these By-laws, the Board Regulations, or other functions that may be assigned by the Board of Directors, the Appointments Committee will 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 or 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 or 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 develop its functions, including external assessment, and can have adequate funds for this.*

- e) The Appointments Committee will 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.*

- f) 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.*

*6. The Remuneration Committee:*

- a) The Remuneration Committee will be exclusively formed by Directors not performing executive functions, in the amount determined by the Board of Directors, with a minimum of three (3) and a maximum of five (5) members. At least a third of the Remuneration Committee members should be independent Directors, without the amount of independent members ever being less than two (2).*

- b) The Committee itself from among the independent Directors forming the same will designate the Chair of the Remuneration Committee.*

- c) The amount of members, the powers and the operational regulations of the mentioned Committee will be developed in the Board of Directors Regulations, and should favour the independence of its operations.*

- d) Notwithstanding the other functions attributed in Law, these By-laws, the Board of Direction Regulation, or others that may be assigned by the Board of Directors, the Remuneration Committee will 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.*
- e) 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.*

- f) 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.*

The amendment of this Article of the By-laws is subject to the authorisation system established in Article 10 of Royal Decree 84/2015 of 13 February, implementing Law 10/2014 of 26 June regarding regulation, supervision and solvency of credit institutions.

## **EIGHT.- Corresponding to Agenda Item 8**

**Amendment of the Company's General Shareholders' Meeting Regulations to adapt them to the reforms of the Capital Companies Act introduced by Law 5/2015 of 27 April on Promotion of Business Financing and Law 11/2015 of 18 June on Recovery and Resolution of Credit Institutions and Investment Firms and adjust their wording to that of the articles in the Company By-laws, the amendment of which has been proposed in the previous item above.**

### **8.1.- Corresponding to Agenda Item 8.1**

**Amendment of Articles 8 ("Right of Attendance") and 10 ("Right of Representation").**

Amendment of Articles 8 ("Right of Attendance") and 10 ("Right of Representation") of the General Shareholders' Meeting Regulations, which will now read as follows:

#### ***Article 8. Right of attendance***

1. *Shareholders who own at least one thousand (1,000) shares, whether individually or when pooled with other shareholders will be entitled to attend the General Meeting in person.*
2. *To attend the General Meeting the shareholder will have the shares recorded in the appropriate register of dematerialized shares at least five days ahead of the scheduled date for the meeting. This will not apply in any specific cases in which laws applicable to the Company establish an incompatible system. Every shareholder entitled to attend the General Meeting pursuant to the aforementioned requirements will be sent a personal attendance card, which will be used to record the number of shares they own along with their corresponding voting rights, on the basis of one vote per share. Attendance cards will be issued by the Company itself, after ownership of the shares has been duly substantiated, or by the Spanish Central Securities Depository (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, or Iberclear), or participating entities. Shareholders may only claim entitlement to the attendance card by furnishing the corresponding certificate of eligibility evidencing compliance with the attendance requirements.*
3. *The Chairman of the General Meeting is authorized to determine compliance with the requirements for attendance at the General Meeting, but may delegate this task to the Secretary.*
4. *Members of the Board of Directors must attend General Meetings, although under no circumstances will their absence for any reason prevent the General Meeting in question from being validly held.*

#### ***Article 10. Right of Representation***

1. *Without prejudice to the right of legal entity shareholders to attend through their chosen representative, any shareholder may grant a proxy authorizing another person, whether or not a shareholder, to represent them at the General Meeting. In order to attend the General Meeting in person, the*

*proxy holder must be a shareholder and/or represent one or more shareholders on a combined basis holding a minimum of one thousand (1,000) shares.*

- 2. Representation may always be revoked. As a general rule, the most recent action performed by the shareholder ahead of the General Meeting shall be valid, in the sense that the last delegation revokes all previous ones. In any case, the proxy will be deemed revoked if the principal attends the General Meeting in person. In addition, prior proxies shall be deemed revoked and subsequent proxies shall be deemed as no effected.*
- 3. Proxies must be appointed specifically for each meeting, in writing or by means of remote communication that duly guarantees the identity of the principal and the security of the electronic communications, in accordance with the procedures established in the by-laws and these General Meeting Regulations.*
- 4. Any shareholder wishing to be represented by proxy at the General Meeting must have registered ownership of its shares in the relevant book-entry ledger at least five (5) days in advance of the date on which the General Meeting is to be held. This will not apply in any specific cases in which laws applicable to the Company establish an incompatible system.*
- 5. The Chairman of the General Meeting is authorized to determine whether proxies have been validly conferred and, particularly, to verify the identity of the shareholders and their representatives, to check the ownership and legitimacy of their rights and the validity of the attendance card, and may delegate this task to the Secretary.*
- 6. If there are conflicts of interest, the provisions in the Law and by-laws will apply. In any event, in contemplation of the possibility that a conflict may exist, proxies may be granted subsidiarily to another person.*
- 7. If a public request for representation is effected as prescribed by Law, the Director that obtains such representation will be subject to the limitation on voting rights corresponding to the shares subject to the proxy as established in Law.*
- 8. The previous regulations about the exercising of the proxy's representational powers are understood without prejudice to legal provisions concerning cases of family representation and the granting of general powers of attorney.*

The amendment of these articles of the General Shareholders' Meeting Regulations shall take effect on the date of enforcement of the amendment of Articles 22 and 23 of the Company By-laws, regarding the right of attendance and right of representation at the General Meeting, the approval of which has been proposed to the General Shareholders' Meeting in accordance with item 7.2 of the agenda.

## 8.2.- Corresponding to Agenda Item 8.2

### **Amendment of Article 12 ("Quorum for the General Meeting").**

Amendment of Article 12 ("Quorum for the General Meeting") of the General Shareholders' Meeting Regulations, which will now read as follows:

#### **Article 12. Quorum for the General Meeting**

1. *The ordinary or extraordinary General Meeting will be validly convened on first call when shareholders present or represented by proxy account for at least 25% of the subscribed share capital with voting rights attached. On second call, the meeting will be validly convened irrespective of the percentage of share capital in attendance.*
2. *Notwithstanding the above, and in order for the Ordinary or Extraordinary General Meeting to vote on the placement of securities where this is within its competence, the elimination or limitation of subscription rights, capital increases or reductions, transformations, mergers, spin-offs, universal transfers of assets and liabilities, moving the registered offices to a foreign country, or making any changes to the by-laws, shareholders in attendance at first call, whether present or represented by proxy, must account for at least 50% of subscribed capital with voting rights attached. On second call, only 25% of said capital will be necessary. This will be understood without prejudice to other cases set forth in the Law, in particular, special Laws applicable to the Company.*
3. *If there is no valid quorum on second call to address all items on the agenda, the agenda will be shortened accordingly to include those items for which a valid quorum exists. To such end, the General Meeting will be validly convened to vote on and adopt resolutions on those items for which a sufficient quorum exists.*
4. *Any absences occurring after the General Meeting is officially called to order will not affect the validity of the quorum.*

The amendment of Article 12 of the General Shareholders' Meeting Regulations shall take effect on the date of enforcement of the amendment of Article 21 of the Company By-laws, regarding quorum for the General Meeting, the approval of which has been proposed to the General Shareholders' Meeting in accordance with item 7.2 of the agenda.

## **NINE.- Corresponding to Agenda Item 9**

**Increase of the Company's share capital by a determinable amount in accordance with the terms of the resolution, by issuing new common shares having a par value of one (1) euro each, of the same class and series as those currently outstanding, charged to voluntary reserves, offering the shareholders the possibility of selling the free subscription rights to the Company itself or on the market. Allocation of non-distributable reserve. Granting of powers to the Board of Directors, authorising it to delegate in turn to the Executive Committee, to set the date on which the capital increase will be made, and all other terms of the increase where not provided for by the General Meeting, all in accordance with Article 297.1.a) of the Capital Companies Act. Application for admission to trading of the newly-issued shares on the Barcelona, Bilbao, Madrid and Valencia stock exchanges through the Spanish Stock Exchange Interconnection System (Continuous Market).**

### **1.- Capital increase**

It is agreed to make a capital increase for the amount resulting from multiplying (a) the par value of one (1) euro per CaixaBank share by (b) the determinable number of CaixaBank shares resulting from the formula given in point 4 below (the "**New Shares**"), from which the shares corresponding to the free allotment rights acquired by the Company in accordance with point 6 below will be deducted.

The capital increase is made by means of issue and circulation of the New Shares, which will be ordinary shares with a par value of one (1) euro each, of the same class and series as those currently outstanding, represented by account book entries.

The capital increase is entirely charged to reserves as provided for in Article 303.1 of the Capital Companies Act.

The New Shares are issued at par, i.e. at their par value of one (1) euro, without a share premium, and they will be freely allocated to the Company's shareholders.

### **2.- Allocation of non-distributable reserve**

Agreement to make a provision of non-distributable reserve, for an amount of 170,934,220 euros, against freely available reserves, which amounted to 2,560,202,544.91 Euros at 31 December 2015, the totality of the capital increase being made against this provision.

If the amount of the capital increase is greater than the amount of the non-distributable reserve, the part of the increase exceeding the amount of the latter will be made against freely available reserves.

Any surplus in the non-distributable reserve after the capital increase has been made will be considered freely available reserve.

### **3.- Requirements for implementation of the capital increase**

The implementation of the capital increase by the Board of Directors or, by delegation, the Executive Committee, will be subject to the existence of sufficient reserves (in accordance with Article 303.1 of the Capital Companies Act) at the time of the implementation. If the aforementioned reserves are insufficient, the Board of Directors or, by delegation, the Executive Committee, will not implement the increase, submitting the need to revoke this resolution to the General Shareholders' Meeting.

The Board of Directors or, by delegation, the Executive Committee, will determine whether there are sufficient reserves to implement the capital increase, in accordance with Article 303.1 of the Capital Companies Act, on the basis of a balance sheet closed within the six



months prior to adoption of the resolution for its implementation, drawn up by the Board of Directors and verified by the Company's auditor.

The balance sheet referred to in the previous paragraph, which may be part of the Company's interim financial statements, will be made available to the shareholders and informed of at the first Annual General Meeting held after the capital increase, at which the implementation of the capital increase and the terms thereof will also be notified.

#### **4.- New Shares to be issued**

The number of New Shares will be as resulting from the following formula, rounded down to the nearest whole number:

$$\text{NAN} = \text{NTAcc} / \text{N}^{\circ} \text{ of Rights}$$

where

NAN = number of New Shares to be issued;

NTAcc = total number of CaixaBank shares outstanding on the date agreed on for implementation of the capital increase by the Board of Directors, or, by delegation, the Executive Committee; and

N<sup>o</sup> of rights = the number of free allotment rights required to allocate one New Share, which will be the number obtained by applying the following formula, rounded up to the nearest whole number:

$$\text{N}^{\circ} \text{ of rights} = \text{NTAcc} / \text{Provisional n}^{\circ} \text{ of shares}$$

where

$$\text{Provisional n}^{\circ} \text{ of shares} = \text{amount of the Alternative Option} / \text{Quoted price}$$

For these purposes:

The amount of the Alternative Option is the market value of the capital increase, which shall be established by the Board of Directors or, by delegation, the Executive Committee, in accordance with the number of shares outstanding (i.e. NTAcc) and the 2016 remuneration paid to shareholders up to that moment, and it may not exceed 342,000,000 euros.

The Quoted Price will be the arithmetic mean of the weighted average prices of a Company share on the Spanish stock exchanges on the five trading days prior to the day on which the Board of Directors or, by delegation, the Executive Committee, implements the capital increase, rounded off to the nearest thousandth of an Euro, and in the case of a half a thousandth of an Euro, rounded up to the nearest thousandth.

#### **5.- Free allotment rights**

Each Company share outstanding will grant one free allotment right.

The number of free allotment rights required to receive one New Share shall be determined automatically in accordance with the ratio between the number of New Shares and the total number of shares outstanding (NTAcc). Specifically, shareholders will be entitled to receive one New Share for a number of free allotment rights they hold as determined in accordance with point 4 above (N<sup>o</sup> of rights).

Holders of bonds or instruments convertible to CaixaBank shares will not be entitled to free allocation rights. However, if this shareholder remuneration formula should give rise to dilution, they will be entitled to modify the ratio of the exchange of the bonds for shares (or the minimum and/or maximum limitations of such ratio, in case it is not fixed), in proportion to the amount of the increase.

If the number of free allotment rights required to allocate one share (Nº of rights) multiplied by the number of New Shares to be issued (NAN) is lower than the total number of shares outstanding (NTAcc), CaixaBank, or one of its group companies, shall waive a number of free allotment rights equal to the difference between the two numbers, for the exclusive purpose of ensuring that the number of New Shares to be issued is a whole number and not a fraction.

The free allotment rights will be assigned to CaixaBank shareholders legitimised as such in the accounting records of Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) on the date of settlement of the transactions made by 23.59 p.m. on the day of the announcement of the capital increase in the Official Bulletin of the Commercial Register or, if this is not possible, in accordance with the regulations for registration, clearing and settlement of securities that may be applicable at the time, on the date determined by the Board of Directors or, by delegation, the Executive Committee, in accordance with the applicable regulations. During the free allotment right trading period, free allotment rights to subscribe New Shares may be acquired on the market. These rights may be traded on the market during a period to be determined by the Board or, by delegation, the Executive Committee, which shall consist of a minimum of 15 calendar days.

#### **6.- Irrevocable commitment to acquiring free allotment rights**

The Company will assume the irrevocable commitment to purchase the free allotment rights received free of charge at the price indicated below (the "**Purchase Commitment**"). The Purchase Commitment will remain in force and may be accepted by the said shareholders during the period, within the rights trading period, to be determined by the Board of Directors or, by delegation, the Executive Committee. For this purpose, it is hereby resolved to authorise the Company to acquire the said free allotment rights (together with the shares corresponding to them), with an upper limit of the total number of rights issued, respecting legal limitations at all times. The "**Purchase Price**" of each free allotment right shall be equal to the amount resulting from the following formula, rounded off to the nearest thousandth of a Euro and, and in the case of a half a thousandth of an Euro, rounded up to the nearest thousandth:

$\text{Purchase Price} = \text{Quoted price} / (\text{nº of rights} + 1)$
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The Purchase Price of the free allotment rights to be paid to shareholders may be charged totally or partially to profit and/or to freely available reserves, as determined by the Board of Directors or, by delegation, the Executive Committee, at the time of implementation of the agreed Capital Increase.

#### **7.- Balance for the transaction and reserve to which the capital increase is charged**

The balance used as the basis for the transaction is the balance on 31 December 2015, duly audited and approved at this General Shareholders' Meeting.

Additionally, as indicated above, the determination of whether there are sufficient reserves to implement the increase, in accordance with Article 303.1 of the Capital Companies Act, must be made on the basis of a balance sheet closed in the six months prior to the adoption

of the implementation resolution drawn up by the Board of Directors and verified by the Company's auditor.

The totality of the capital increase will be implemented against the non-distributable reserve referred to in point 2 above, or, if such reserve is insufficient, against freely available reserves.

#### **8- Representation of the new shares**

The shares issued will be represented by book entries, allocated to Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (Iberclear) and its subsidiaries.

#### **9.- Rights for the new shares**

The new shares will grant their holders the same political and financial rights as the outstanding ordinary CaixaBank shares as from the date on which the capital increase is declared as subscribed and paid out.

#### **10.- Deposited shares**

On completion of the trading period for the free allotment rights, any New Shares that have not been allocated for reasons beyond CaixaBank's control will remain in deposit and will be available to any persons providing proof of their legitimate ownership of the corresponding free allotment rights. When three years have elapsed from the date of completion of the free allotment right trading period, any shares still unallocated may be sold, pursuant to Article 117 of the Capital Companies Act, at the interested parties' own account and risk. The cash proceeds from the aforementioned sale shall be deposited at the Bank of Spain or the Spanish General Savings Deposit and may be consulted by the interested parties.

#### **11.- Official application for admission to trading**

It is agreed to apply for admission to trading of the New Shares on the Barcelona, Bilbao, Madrid and Valencia stock exchanges, via the Continuous Market, expressly noting the fact that CaixaBank is subject to all existing regulations and any that may be passed with regard to the Stock Exchange and, particularly, to contracting, lock-up and exclusion from official trading.

It is expressly noted that if a subsequent application should be made for the exclusion from trading of CaixaBank shares, this shall be adopted in accordance with the same formal procedures applicable and, in such cases, shall guarantee the interests of any shareholders opposing the exclusion resolution or not voting in favour of it, in compliance with the Capital Companies Act and related provisions, all in accordance with the Securities Market Law and its implementing provisions at each time.

#### **12.- Implementation of the capital increase**

Within a period of one year from the date of this agreement, the Board of Directors or, by delegation, the Executive Committee, may agree to implement the capital increase and establish the conditions for the same with regard to any aspects not contemplated in this agreement, providing that the requirements set forth in point 3 above are complied with. Notwithstanding the foregoing, if the Board of Directors does not deem the implementation of the capital increase appropriate, it may submit the possibility of revoking this resolution to the General Meeting.

After completion of the free allotment right trading period:

- (a) The New Shares will be allocated to investors who, according to registers held by Iberclear or its subsidiaries, are holders of free allotment rights in the proportion resulting from section 5 above.
- (b) The Board of Directors or, by delegation, the Executive Committee, will declare the free allotment right trading period closed and shall proceed to formalise the application of the reserves in the accounts for the amount of the capital increase, the capital increase being paid out on this application.

Similarly, after the end of the free allotment right trading period, the Board of Directors or, by delegation, the Executive Committee, will adopt the relevant resolutions to amend the Company By-laws in order to reflect the new amount of capital resulting from the increase and the application for admission to trading of the new shares on the Stock Exchanges.

### **13.- Delegation of powers**

It is agreed to grant the Board of Directors the power to establish the terms of the capital increase with regard to all aspects not provided for in this resolution, in accordance with Article 297.1.a) of the current Capital Companies Act, with express powers to delegate in turn to the Executive Committee. In particular, and for illustrative purposes only, the Board of Directors is granted the following powers, also being expressly empowered to delegate them in turn to the Executive Committee:

1. To determine the date of implementation of the adopted resolution to increase the share capital, always within a period of one year from its approval and, where the case may be, the date and time for the assignation of free allotment rights as well as implementing the corresponding adjustments, all according to the registration, clearing and settlement of securities regulations applicable at the time.
2. To determine the exact amount of the capital increase, the number of New Shares and the free allotment rights required for the allocation of New Shares, applying the rules established by this General Meeting for this purpose.
3. To waive the New Shares corresponding to free allotment rights held by the Company on conclusion of the trading period for these rights, due to the acquisition of free allotment rights from shareholders by virtue of the Purchase Commitment and/or for purposes of ensuring that the number of new shares to be issued is a whole number and not a fraction.
4. To determine whether the Purchase Price for acquiring the free allotment rights from shareholders will be charged against profit and/or freely available reserves, in the latter case specifying the reserve account to which the payment would be charged.
5. To proceed as required or appropriate in order to implement and formalise the capital increase before whatsoever Spanish or foreign public or private bodies or entities, including declaring, complementing or rectifying any faults or omissions that may prevent or hinder the full effectiveness of the foregoing resolutions.
6. To grant powers, with express authorisation to delegate to the Executive Committee or to the members of the Board of Directors it deems appropriate or the Secretary or Deputy Secretaries of the Company's Board of Directors (each one of them individually, jointly and severally) to proceed as required or appropriate with regard to allocation and trading of the free allotment rights, implementation of the Purchase Commitment and payment of the price to shareholders who have accepted the said Commitment, and to proceed as required or appropriate with regard to the implementation and formalisation of the capital increase, in particular, by way of example:

- (i) to declare the capital increase closed and executed and consequently to calculate the final number of shares to be issued by virtue of the same, to declare the disbursement of the capital increase against the non-distributable reserve referred to in paragraph 2 above and, if this is insufficient, against voluntary reserves, together with the amount by which the share capital has increased;
- (ii) to redraft Articles 5 and 6 of CaixaBank's By-laws concerning share capital and shares in order to adapt them to the results of the capital increase implementation;
- (iii) to proceed as required with regard to the new shares issued by virtue of this capital increase resolution to be entered in Iberclear's accounts and accepted for trading on the Stock Exchanges on which the Company's shares are listed in accordance with the procedures established by each of the said Stock Exchanges; and
- (iv) to proceed as required and to sign and execute any relevant documents for the public announcement of the characteristics of the capital increase and the procedure with regard to the Spanish regulatory bodies and Stock Exchanges.

## **TEN.- Corresponding to Agenda Item 10**

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

Within the framework of the Company's variable remuneration programme and as part of the same, approval of the delivery of shares to the Company's executive Directors and senior executives, in the terms specified below:

- Direct payment: The payment of 50% of each element of the variable remuneration (in cash and shares) corresponding to the 2016 financial year will be paid before the end of the first quarter of 2017. In the case of the executive Directors, the percentage of non-deferred remuneration will be 40% only.
- Deferred payment: Payment of 50% of each element of the variable remuneration (cash and shares) corresponding to the 2016 financial year will be deferred over 3 years and will be paid in thirds, before the end of February 2018, 2019 and 2020. As regards the executive Directors, the percentage of deferred remuneration will be increased to 60%.
- Amount: The maximum total amount resulting from the variable remuneration scheme for 2016 distributed in shares to the executive Directors and senior executives in 2017 and the three subsequent years is estimated at 1,347,000 Euros, before tax deductions and withholdings, providing the composition of this group and the target bonus amount remain unchanged.

The maximum number of shares to be delivered, before tax deductions and withholdings, will be the result of dividing the said anticipated maximum amount by the average market price of a Company share on the close of the trading session of 15 February 2017 or, where the case may be, on the previous trading day.

- Delegation of powers: to delegate to the Board of Directors, granting it express authority to delegate in turn to the Executive Committee of the Board of Directors, the Remuneration Committee or any Director it deems appropriate, the necessary

authority under the fullest extent permitted by law to develop, formalise and implement this resolution or terminate it, where the case may be, adopting any resolutions and signing any public or private documents that may be necessary or appropriate to ensure its full effectiveness, also being authorised to remedy, rectify, amend or complement this resolution and, in particular and for illustrative purposes only, to carry out the following:

- (a) To develop and establish the specific terms of the share-based bonus scheme, with regard to any aspects not contemplated in the resolution.
- (b) To draft, subscribe and submit any notices and supplementary documentation necessary or appropriate before any public or private body for the implementation, execution and payment of the share-based bonus scheme, including the corresponding prospectuses where the case may be.
- (c) To determine the exact number of shares corresponding to each of the beneficiaries of the resolution, respecting the upper limits established.
- (d) To carry out any action or procedure or make any statement before any Spanish or foreign, public or private body, entity or register, in order to obtain any authorisation or verification required for the implementation, execution and payment of the share-based bonus scheme.
- (e) To negotiate, agree on and sign compensation and settlement contracts with financial institutions which it may freely appoint, under the terms and conditions it deems appropriate.
- (f) To draw up and publish any announcements that may be required or appropriate.
- (g) To draw up, sign and execute and, where applicable, certify whatsoever type of document connected with the share-based bonus scheme.
- (h) To adapt the content of the scheme to any requirements or observations made by the competent supervisory authorities.
- (i) And, in general, to proceed as required and to sign all documents necessary or appropriate for the validity, effectiveness, implementation, development, execution, payment and successful outcome of the share-based bonus scheme and the adopted resolution.

## **ELEVEN.- Corresponding to Agenda Item 11**

**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 of 26 June regarding regulation, supervision and solvency of credit institutions.

## **TWELVE.- Corresponding to Agenda Item 12**

**Delegation of powers to the Board of Directors to issue bonds, securities, preferred stock and any other fixed income securities or debt instruments of an analogous nature convertible to Company shares or securities granting the direct or indirect right to subscription or acquisition of Company shares, including warrants, with the possibility of their being additionally or alternatively redeemable for Company shares, for a combined amount of up to three billion euros (€3,000,000,000) (or its equivalent in foreign currency), and the powers to both increase the share capital by the required amount and exclude the pre-emptive right, where the case may be. Rendering null and void the unused part of the authorisation in force until the current time, approved at the Annual General Meeting held on April 25, 2013.**

In accordance with the general rules on issue of bonds and as set forth in Article 319 of the Commercial Register Regulations, it is agreed for the Company's Board of Directors to be granted the powers to issue bonds, securities, preferred stock and any other fixed income securities or debt instruments of an analogous nature convertible into newly-issued Company shares or that may give directly or indirectly the right to subscribe or acquire Company shares, including warrants, which may in turn be paid by physical delivery of the shares, or, where the case may be, by differences, all under the terms described in this resolution.

The securities that may be issued under this authorisation may include the possibility of being additionally or alternatively redeemable for outstanding Company shares or be paid by differences, on decision by CaixaBank. For purposes of clarification, it is noted that the issuance of fixed income securities that are exclusively redeemable (i.e. that are not additionally or alternatively convertible to newly-issued Company shares) for existing shares in the Company or other entities, whether or not CaixaBank has a holding in such entities, or solely payable by differences, are not subject to this delegation and shall be governed by the regulations in force and Articles 14 and 15 of the Company By-laws in accordance with the proposal for their drafting in point 7.1 of the agenda, after being approved and having obtained the corresponding authorisation for amendment of the By-laws or, prior to being approved and obtaining this authorisation, under the terms of the delegation agreement approved by the General Shareholders' Meeting of 25 April 2013, in accordance with item 9 of the agenda, by virtue of the previous legal and statutory system.

The delegation is made in accordance with the following conditions:

1. The issue of securities for which the Board of Directors is empowered by virtue of this resolution may be made in one or more instalments, at any time, within the maximum period of five years from the date of adoption of this resolution.
2. The maximum amount of the issuance(s) of the securities agreed on by virtue of this delegation will be THREE BILLION EUROS (3,000,000,000 €) or its equivalent in foreign currency.

For purposes of calculating this limit, in the case of the warrants it will take into account the sum of the premiums and the strike price of the warrants for each issue approved by virtue of this delegation.

3. Issues made by virtue of this delegation may be for Spanish or foreign investors of all kinds.
4. By virtue of the powers granted herein, and by way of example but without limitation, the Board of Directors shall be responsible for determining the following for each issue: its amount, always within the overall quantitative limit established, its place of issue (in



Spain or in another country) and its currency, together with its equivalent in Euros in the case of foreign currencies; the designation or type (bonds or securities, preferred stock, warrants or any other type permitted by Law) including subordinated bonds, as established in the European Parliament and Council Regulation EU 575/2013 of 26 June 2013 on prudential requirements for credit institutions and investment firms, where the case may be; the date(s) of issue; whether the securities are mandatorily or voluntarily convertible and/or redeemable, also in the case of contingencies, and, if they are voluntarily convertible and/or redeemable, on option by the holder of the securities or the issuer; the payment by means of physical delivery of the shares or, as the case may be, by differences and the possibility of being totally or partially exchangeable by existing shares of the Company or other companies, whether the Company holds a participating interest or not, or conferring the right to purchase such shares; the number of securities and their par value, which in the case of convertible and/or redeemable securities must not be lower than the par value of the shares; in the case of warrants and analogous securities, the issue price and/or premium, the strike price – which may be fixed or variable – and the procedure, deadline and all other conditions applicable to exercising the subscription right for the underlying shares or, where the case may be, exclusion from the said right; the type and conditions of the remuneration; whether it is redeemable or not and, where the case may be, the deadlines and cases for redemption (total or partial), whether it is perpetual or fixed-term and, in the latter case, the date(s) of maturity; the guarantees, type of reimbursement, premiums and lots; the form of representation, by means of securities or book-entries; anti-dilution clauses; the pre-emptive right, where the case may be, and the subscription system; the range of the securities and any subordination clauses; the legislation applicable to the issue, whether it is Spanish or foreign; requesting, where the case may be, the admission (and, as the case may be, the exclusion) to trading on official or unofficial secondary markets, organised or not, Spanish or foreign, of the securities issued with the requirements made by the applicable legislation in each particular case; and, in general, any other condition for the issue and creating the body and the form of representation of the security holders and, where applicable, designating the Loss Adjuster and approving the basic rules governing the legal relationship between the Company and the Syndicate of Holders of the securities issued, if necessary or if the constitution of such a Syndicate is agreed to.

The delegation also includes granting the Board of Directors the power to decide the terms of redemption of the securities issued by virtue of this authorisation, and it may use the means of redemption established in Article 430 of the Capital Companies Act or any other applicable legislation, to the extent applicable. The Board of Directors is also granted the power to modify the terms for redemption of the securities issued and their respective time periods and, where the case may be, the rates of interest earned by those included in each of the issuances made by virtue of this authorisation, when it deems this appropriate, subject to obtaining the relevant authorisations, where applicable, and the approval of the General Meetings of the corresponding trade unions or representative bodies of the holders of the securities, where the case may be.

5. For purposes of determining the bases and types of conversion and/or redemption, it is hereby agreed to establish the following criteria:

- 5.1 Bonds and securities

- i. The securities issued by virtue of this agreement shall be convertible to new Company shares, with the possibility of their being additionally or

alternatively redeemable for outstanding Company shares or payable by differences, in accordance with either a fixed (determined or determinable) or variable conversion and/or redemption ratio (which may include upper and lower limits on the price of the conversion and/or redemption), the Board of Directors being empowered to determine whether they are convertible and/or redeemable or payable by differences, where the case may be, and whether they are necessarily or voluntarily convertible and/or redeemable, including in the case of contingencies, and in the case of their being voluntarily convertible and/or redeemable, on option by their holder or the issuer, in accordance with the frequency and deadline established in the issue agreement, which may not be any later than fifty (50) years from the date of issue. The aforementioned deadline shall not apply to perpetual securities.

- ii. If the issuance is convertible and redeemable, the Board of Directors may also establish that the issuer reserves the right to choose between the conversion to new shares or redemption for outstanding Company shares at any time, specifying the nature of the shares to be delivered on making the conversion or redemption, and it may also choose to deliver a combination of newly-issued shares and already existing Company shares, or even pay out the difference in cash.
- iii. In the case of a fixed conversion and/or redemption, for purposes of the conversion and/or redemption, where the case may be, the securities are to be priced at their par value and the shares at the fixed exchange rate determined in the Board of Directors' resolution in which this delegation is used, or at the exchange rate determinable on the date(s) close to the date of issue, indicated in the actual Board of Directors' resolution, and in accordance with the Stock Exchange value of the Company shares on the date(s) or during the period(s) taken as a reference point in the same resolution, with or without a discount or premium, the Board of Directors being empowered to determine the criteria for conversion and/or redemption it deems appropriate.
- iv. It may also be agreed to issue the additionally or alternatively redeemable convertible fixed income securities or payable by differences, where the case may be, with a variable conversion and/or redemption ratio. In this case, the price of the shares for purposes of the conversion and/or redemption will be as determined by the Board of Directors and may include a premium or, where the case may be, a discount with regard to the price per share resulting from the criteria established. The premium or discount may be different for each date that is taken as reference for the conversion and/or redemption of each issue (or, where the case may be, each tranche of an issue). Additionally, a minimum and/or maximum reference price may be established for the shares for purposes of their conversion and/or redemption, under the terms deemed appropriate by the Board of Directors.
- v. On making the conversion and/or the redemption, where the case may be, if any share fractions are to be delivered to the holder of the securities they will be rounded down by default to the next whole number. The Board will be responsible for deciding whether each holder should be paid the resulting difference in cash, where the case may be.

- vi. For purposes of the security/share conversion ratio, under no circumstances may the value of the share be below its par value. Also, in accordance with Article 415.2 of the Capital Companies Act, securities may not be converted into shares if the par value of the latter is lower than that of the former.

On approving an issue of securities by virtue of the authorisation contained in this agreement, the Board of Directors shall also issue an administrators' report developing and specifying the bases and types of conversion, or redemption where the case may be, specifically applicable to the aforementioned issue, on the basis of the criteria described above. This report will be accompanied by the corresponding report issued by an auditor different from the Company's accounts auditor, appointed by the Commercial Registry, referred to in Article 414 of the Capital Companies Act.

- 5.2 Warrants and other analogous securities that may directly or indirectly grant the right to subscription or acquisition of Company shares.

In case of issuances of warrants and other analogous securities that may directly or indirectly grant the right to subscription or acquisition of Company shares and that, if applicable, may be additionally or alternatively exchangeable by existing Company shares or shares in other companies or payable by differences, which will similarly be subject, if applicable, to the stipulations made in the Capital Companies Act for convertible securities, for purposes of determining the bases and types for exercising the same, the Board of Directors is granted the powers to determine, under the broadest terms, the applicable criteria for exercising the rights of subscription or acquisition of Company shares deriving from the securities of this type issued by virtue of the delegation granted herein, the criteria established in section 5.1 above being applied with regard to such issues, with the necessary adaptations to make them compatible with the legal and financial system for this type of securities.

- 6. As far as the conversion and/or redemption for shares of any securities issued by virtue of this delegation is possible, their holders shall own all the rights conferred to them by the applicable legislation.
- 7. This delegation to the Board of Directors also includes the following powers, by way of example but without limitation:
  - i. The power for the Board of Directors, by virtue of Articles 308, 417 and 511 of the Capital Companies Act, to totally or partially exclude the shareholders' pre-emptive right, when this is required for securing financial resources on the national or international markets and it is intended to be made using bookbuilding techniques or when the Company's interests justify it in any other way. In any case, if the Board decides to remove the shareholders' pre-emptive right with regard to any specific issuance it decides to make by virtue of this authorisation, on approval of the issuance and in accordance with the applicable legislation it will issue a report detailing the specific reasons of company interest justifying this measure, which will be covered by the correlative report drawn up by the independent expert different from the Company's auditor and appointed by the Commercial registry, under the terms set forth in Articles 417.2 and 511.3 of the Capital Companies Act. These reports will be sent to the shareholders and informed of at the first General Meeting held after the issue is agreed on.

- ii. The power to increase the capital by the amount necessary to cater to the requests for conversion and/or exercise of the share subscription right. This power may only be exercised if the Board does not exceed the limit authorised by the General Meeting by virtue of Article 297.1.b) of the Capital Companies Act, combining the capital increase made to cater for the issue of convertible bonds, warrants and other similar securities and any other capital increases that may have been agreed on by virtue of authorisations granted by the General Meeting. The share capital increases that the Board of Directors may approve under this authorisation to cater to the requests of conversion of securities that may have been issued excluding pre-emption subscription rights, shall not be subject to the maximum limitation of 20% of the share capital approved by the General Meeting held on April 23, 2015 under item 14 of the agenda. This capital increase authorisation includes the authorisation to issue and put into circulation, on one or more occasions, the shares representing it that are required for the conversion and/or exercise of the share subscription right, and the authorisation to redraft the articles of the Company By-laws concerning the amount of capital and shares and, where the case may be, to cancel the part of the said capital increase that is not necessary for the conversion and/or exercise of the share subscription right.
- iii. The power to develop and specify the bases and types of conversion and, where the case may be, redemption and/or exercise of the rights of subscription and/or acquisition of shares, deriving from the securities to be issued, taking into account the criteria established in point 5 above, and, in general and in the broadest terms, determining the aspects and conditions that are necessary or appropriate for the issuance.
- iv. Apply for, when deemed advisable, the admission (or, as the case may be, the exclusion) to trading on official or unofficial secondary markets, organised or not, Spanish or foreign, of the securities issued under this authorisation, expressly granting the Board of Directors the power to perform all actions that may be necessary or advisable for the admission to trading of the issued securities before the corresponding organisms of the national or foreign stock exchange markets, subject to the existing and future regulations on Stock Exchanges and, specifically, on contracting, permanence and exclusion to official trading.

The delegation to the Board of Directors, with express powers of delegation to the Executive Committee of the Board of Directors or one or more Directors of the Company, includes the broadest powers required by Law for the interpretation, application, implementation and development of the resolutions to issue securities, and it is also granted the powers to rectify and complement such resolutions as necessary and to comply with all legal requirements for the successful outcome of the same, and it may rectify any omissions or shortcomings in the said agreements that are indicated by any Spanish or foreign authorities, civil servants or bodies, also being empowered to adopt any agreements or issue any public or private documents it deems necessary or appropriate for adaptation of the aforementioned resolutions for issue of securities and the corresponding capital increase to the verbal or written classification of the Companies Registrar or, in general, any other competent Spanish or foreign authorities, civil servants or institutions.

This delegation replaces and repeals the unused part of the applicable previous delegation, approved by the General Meeting of 25 April 2013.

### **THIRTEEN.- Corresponding to Agenda Item 13**

**Authorisation for the Company to acquire treasury stock by virtue of Article 146 of the Capital Companies Act, rendering null and void the unused part of the authorisation in force until the current time, approved at the Annual General Meeting held on April 19, 2012.**

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

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

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

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

It is expressly noted that the shares acquired by virtue of this authorisation may be used for either disposal or redemption or for application of the remuneration systems contemplated in paragraph 3 of section a) of Article 146 of the Capital Companies Act, and may be delivered to the employees and administrators of the Company or its group.

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

All of this shall be subject to all other limits and requirements set forth in the Capital Companies Act and other applicable regulations, rendering null and void the unused part of the previous applicable authorisation, approved at the General Meeting of 19 April 2012.

### **FOURTEEN.- Corresponding to Agenda Item 14**

**Authorisation and delegation of powers to interpret, correct, supplement, implement and develop the resolutions adopted by the Meeting, and delegation of powers to notarise those resolutions in public deeds, register them and, where the case may be, correct them.**

To delegate to the Board of Directors, with express powers to delegate in turn to the Executive Committee of the Board of Directors or the Board Member(s) it deems appropriate, the Secretary or the Deputy Secretary of the Board, any powers it deems necessary for purposes of interpreting, rectifying, complementing, implementing and developing any of the resolutions adopted by the General Meeting, and it is also authorised to make any modifications, amendments or additions it deems necessary or appropriate for the effectiveness and successful outcome of these resolutions.

To delegate to the Chairman of the Board of Directors, the Vice-Chairman, the CEO, the Secretary and the First Deputy Secretary and Second Deputy Secretary of this body, without distinction, to sign any private documents and to execute before a Notary of their choice any public documents that may be necessary or appropriate for execution of the aforementioned resolutions or their entry in the corresponding registers, with express powers to rectify any errors or omissions.

### **FIFTEEN.- Corresponding to Agenda Item 15**

**Consultative vote regarding the Annual Report on Remuneration of the members of the Board of Directors for the 2015 financial year.**

Approval of the Annual Report on Directors' Remuneration for the 2015 financial year.

### **SIXTEEN.- Corresponding to Agenda Item 16**

**Reduction of the term for call of Extraordinary General Meetings as provided in Article 515 of the Capital Companies Act.**

In accordance with the provisions of article 515 of the Capital Companies Act and article 19 of the Company's Bylaws, to approve the call of Extraordinary General Meetings a minimum of fifteen (15) days in advance.

This resolution will be effective until the holding of the next Ordinary General Meeting.

### **SEVENTEEN.- Corresponding to Agenda Item 17**

**Reporting on the amendment of the Board of Directors Regulations agreed on at the meeting of 10 March 2016 to adapt them to the reform of the Capital Companies Act introduced by Law 22/2015 of 20 July on Accounts Auditing, adjusting its wording to that of the Company By-laws, the amendment of which is proposed in item 7.3 above.**

Acknowledging the amendment of the Rules of the Company's Board of Directors approved by the Board at its meeting of 10 March 2016.

The purpose of this amendment is to adapt the said Rules to the reform of the Capital Companies Act introduced by Law 22/2015 of 20 July on Accounts Auditing, adjusting its wording to that of Article 40.3 of the Company By-laws concerning the Audit and Control Committee, this amendment having been proposed to the General Shareholders' Meeting under point 7.3 of the agenda. The amendment of the Rules of the Board of Directors is thus subject to the enforcement of the amendment to the aforementioned Article 40.3 of the Company By-laws.

The amendment of each Article of the Rules of the Board of Directors is explained in detail in the explanatory report issued by the Board of Directors in accordance with Articles 528 and 518 d) of the Capital Companies Act.

**EIGHTEEN.- Corresponding to Agenda Item 18**

**Presentation of the audited balance sheets serving as the basis for approval by the Company's Executive Committee (by delegation of the Board of Directors) at its meeting of 3 September 2015 and by the Board of Directors at its meeting of 25 February 2016 of the terms and implementation of the resolutions for capital increases against reserves approved by the Company's General Shareholders Meeting of 23 April 2015, under sections 1 and 2 of item 8 of the agenda, within the framework of the shareholder remuneration scheme called the "Dividend/Share Programme". The terms for the implementation of the aforementioned increases.**

The shareholders are notified of the implementation of the two resolutions concerning capital increases against reserves approved by the General Shareholders' Meeting of 23 April 2015, under sections 1 and 2 of item 8 of the agenda within the framework of the shareholder remuneration scheme called the "Dividend/Share Programme".

The details of the terms of the implementation of each of these resolutions, together with the audited balance statements serving as a basis for their approval, are included in the Board of Directors' explanatory report, issued in compliance with Article 518 d) of the Capital Companies Act.

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