



REPORT ON CAPITAL INCREASE VIA THE ISSUE OF NEW ORDINARY SHARES, WITH A CHARGE TO RESERVES, OFFERING SHAREHOLDERS THE POSSIBILITY OF SELLING THEIR FREE SUBSCRIPTION RIGHTS TO THE COMPANY OR ON THE MARKET

Board of Directors - 10 March 2016

I. PURPOSE OF THE REPORT

This report addresses the proposed capital increase to be submitted for approval under point Nine of the agenda of the Ordinary General Shareholders Meeting of CaixaBank, S.A. ("CaixaBank" or the "Company") called to be held on April 28, 2016 on first call, and, if necessary, on April 29, 2016 on second call.

The report has been drawn up in compliance with Articles 286 and 296 of the Corporate Enterprise Act, pursuant to which the Board of Directors must issue a report detailing the proposal to be submitted to the Annual General Meeting, providing that the approval of this proposal and the execution of the transaction require an amendment of Articles 5 and 6 of the Company's by-laws relating to share capital and shares.

In order to provide a clearer understanding of the transaction behind the proposal to carry out this capital increase to be submitted for approval of the Annual General Meeting, shareholders are first provided with a description of the purpose and objectives of said capital increase. The section below includes a description of the main terms and conditions governing the share capital increase, which is the subject of this report. The proposal to increase capital submitted for approval at the Annual General Meeting is also attached.

II. PURPOSE AND OBJECTIVES OF THE PROPOSAL

1. Purpose of the transaction

CaixaBank has the intention of maintaining a policy, which enables shareholders, should they so wish, to receive the total compensation in cash.

In order to implement this policy, and in line with policies implemented in the past by other international banks, CaixaBank began to offer to its shareholders, in 2011, an alternative, while this will not affect their right to receive their entire annual compensation in cash should they so wish, shareholders will also be given the opportunity to receive compensation in the form of Company shares with the tax treatment for scrip issues described later in this report. The aim of the proposal to increase capital submitted at the Annual General Meeting is to offer the Company's shareholders the option to choose freely to receive new bonus shares in CaixaBank without this affecting CaixaBank's policy of cash compensation as shareholders will be able to opt to receive an amount in cash (through the transfer of free subscription rights received by shareholders for the shares they hold in the Company or on the market, as explained later in this report). All this without prejudice to the fact that, as announced in the Significant Event published on 17 February, CaixaBank has started the change of the shareholder remuneration policy with the aim of combining the option of choosing between shares or cash ("Dividend/Share Programme") with increase of cash payments during the year 2016.

2. Structure of the transaction and shareholders' options

The option to enable shareholders to choose between receiving remuneration in CaixaBank shares or in cash has been structured through an increase in share capital with charge to one of the reserves set forth under article 303(1) of the Corporate Enterprises Act (the "**Increase**" or the "**Capital Increase**") to be submitted to the Annual General Meeting for approval under point Nine of the agenda.

When the Board of Directors, or, in substitution thereof, the Executive Committee, decides to execute the Capital Increase:

- (a) The Company's shareholders will receive one free share subscription right for each CaixaBank share they hold. These rights will be tradeable and therefore may be traded on Spanish stock exchanges for a minimum period of 15 calendar days, after which the rights will automatically become new issue Company shares and be allocated to their holders. The precise number of shares to be issued at the Increase and, therefore, the number of subscription rights needed to allot one new share will depend on CaixaBank's share price at the time the Increase is executed (the "**Share Price**"), in compliance with the procedures described in this report. However, as explained later, the total number of shares issued in the Increase shall be determined so that the market value of these shares calculated according to the Share Price will be a maximum of 342,000,000 Euro, and which is the amount of the Alternative Option established for the Capital Increase.
- (b) The Company will make an irrevocable commitment to acquire the free subscription rights, received without charge, at a fixed price from all shareholders ("**Purchase Commitment**"). This fixed price will be calculated prior to the opening of the trading period for the free subscription rights in accordance with the Share Price (so that the price for each right held will be the result of dividing the share price between the number of free subscription rights needed to obtain one new share plus one). In this way, the Company guarantees all shareholders the possibility of monetizing the value of their rights by receiving the cash in this way.

Therefore, at the Increase, CaixaBank's shareholders receiving the free subscription rights, will be able to choose freely between the following options:

- (a) Not to sell their free subscription rights. In which case, at the end of the trading period, the shareholder will receive the corresponding number of new bonus shares.
- (b) To transfer all or part of their free subscription rights to the Company in virtue of the Purchase Commitment. In this way, shareholders will monetize the value of their rights and receive an amount in cash instead of shares.
- (c) To sell all or part of their free subscription rights on the market. Shareholders will also be able to monetize the value of their rights, but in this case there will be no guaranteed fixed price as in option (b).

The gross amount received by shareholders choosing options (a) and (b) will be the same, as the Share Price will be used both to determine the fixed price in the Purchase Commitment and the number of free subscription rights needed to allot one new

share. In other words, the gross amount received by shareholders selling all their free subscription rights to the Company under the Purchase Commitment will correspond approximately to the value of the new shares received if they do not sell these rights, calculated at CaixaBank's market price on the execution date of the Increase (i.e. the Share Price). However, these two alternatives will receive different tax treatment. The tax treatment in option (a) will be more favorable than the tax treatment in option (b). The tax treatment for the sales contemplated in options (b) and (c) is also different. See section III.6 below for a summary of the tax regime applicable for this operation in Spain.

Shareholders may combine the alternatives mentioned in sections (a) to (c) above in any way they wish.

3. Total Amount of the Alternative Option and price of the Purchase Commitment

CaixaBank intends to offer the shareholder bonus shares the value of which fixed in accordance with the Share Price in each case will amount to a total of 342,000,000 Euro gross (the "**Amount of the Alternative Option**")¹.

Given that the objective of the Purchase Commitment is to enable shareholders to monetize the value of the Alternative Option, and bearing in mind that in the Increase one free subscription right will be received for each share outstanding, the price per right, according to which the Purchase Commitment will be calculated, will be the same as the price per share in the aforementioned Alternative Option.

The Amount of the Alternative Option and the definitive acquisition price will be set and disclosed in accordance with the provisions of section III.3, and the figures mentioned here are for indicative purposes only.

III. MAIN TERMS AND CONDITIONS OF THE CAPITAL INCREASE

This section describes the main terms and conditions of the Capital Increase.

1. Amount of the Capital Increase, Number of Shares to be Issued and Number of Free Subscription Rights Needed to Allot One New Share

The number of shares to be issued in the Capital Increase will be the result of dividing the Amount of the Alternative Option by the Company's share price at the time the Board of Directors, or in substitution thereof, the Executive Committee, decides to carry out the Increase (i.e. the Share Price). This figure will be rounded accordingly to obtain a whole number of shares and a ratio for converting rights into shares which is also a whole number.

Once the number of shares to be issued has been determined, the amount of the Capital Increase will be the result of multiplying said number of new shares by the nominal value of CaixaBank's shares (€1 per share). The Capital Increase will therefore be carried out, at face value, with no share premium.

Specifically, when the Company decides to carry out the Increase, the Board of Directors, or in substitution thereof, the Executive Committee, will determine the

¹ These figures, which are subject to rounding following the application of the formulas described in section III.1 of this report, have been calculated on the basis of the estimated number of shares in circulation at that time. In addition these figures could also vary if new CaixaBank shares are issued.

number of shares to be issued and, therefore, the amount of the Increase and the number of free subscription rights needed to allot one new share, applying the following formula (rounding the result down to the lowest whole number):

$$\text{NAN} = \text{NTAcc} / \text{Number of rights}$$

where,

NAN = number of New Shares (in Spanish: *número de Acciones Nuevas*) to be issued;

NTAcc = total number of CaixaBank shares in circulation on the date at which the Board of Directors, or, where delegated, the Executive Committee, agrees to carry out the Increase; and

Number of rights = the number of free subscription rights necessary for the allotment of one New Share, resulting from the application of the following formula, rounded up to the nearest whole number:

$$\text{Number of rights} = \text{NTAcc} / \text{Number of provisional shares}$$

where,

$$\text{Number of provisional shares} = \text{Amount of Alternative Option} / \text{share price (PreCot in Spanish)}.$$

In this context, PreCot (abbreviated from the Spanish: Share Price) shall be the mathematical average of the weighted average price of CaixaBank's shares on the Spanish stock exchanges during the five trading sessions prior to the decision of the Board of Directors, or, where delegated, the Executive Committee, to carry out the Capital Increase, rounded up to the nearest thousandth of a euro (the amount referred to as the "**Share Price**" in this report).

The Amount of the Alternative Option is the reference market value of the Increase, which will be set by the Board of Directors or, where delegated, by the Executive Committee, based on the number of shares of the Company in circulation at the time of execution of the resolution (that is, NTAcc), the Share Price at the time of execution of that resolution and the remuneration paid until that date against 2016, which may not be greater than 342,000,000 Euro.

Example of the calculation made to determine the number of new shares to be issued, the amount of the Increase and the number of free subscription rights needed to allot one new share:

For clarification purposes, an example of the calculation is shown below, based on the data used for the last capital increase against reserves (Share / Dividend Programme) approved by the Board of Directors and made public on February 25, 2016.

The results shown below are not representative of the real results of the calculation obtained at the execution of the Capital Increase, as they depend on the series of variables used in the formula (mainly CaixaBank's Share Price at that time).

Example:

- The Amount of the Alternative Option is 235,000,000 Euro.
- A PreCot of 2.532 Euro is assumed.

- The NTAcc is 5,823,990,317.

Therefore:

Number of provisional shares = Amount of the Alternative Option / PreCot =
 $235,000,000 / 2.532 = 92,812,006.32$

Number of rights = NTAcc/Number of provisional shares = $5,823,990,317 / 92,812,006.32 = 62.75 = 63$ (rounded to the next higher whole number)

NAN = NTAcc / Number of rights = $5,823,990,317 / 63 = 92,444,290$ (rounded to the next lower whole number)

Therefore, in this example, (i) the number of new shares to be issued in the Increase would be 92,444,290, (ii) the amount of the Increase would be 92,444,290 Euro ($92,444,290 \times 1$), and (iii) 63 free subscription rights (or existing shares) would be needed to allot one new share.

2. Free subscription rights

At the Increase one free subscription right will be conferred for each Company share.

The number of free subscription rights needed to receive one new share will be determined automatically according to the ratio between the number of new shares in the Increase and the number of shares outstanding, calculated in accordance with the formula established in section III.1 above.

Holders of bonds or instruments convertible into shares of the Company shall not acquire free subscription rights, although they may have the right to the amendment of the exchange ratio of the bonds (or the minimum and/or maximum limitations of such ratio, when it is not fixed), proportionally to the amount of the Capital Increase, in case such remuneration for shareholders causes dilution.

In the event that the number of free subscription rights needed for the allocation of one share (63 in the example shown) multiplied by the number of new shares (92,444,290 in the example shown) is a lower number than the total number of shares in circulation (5,823,990,270, being 5,823,990,317 the total number of shares in this same example), CaixaBank, or one of its group companies, shall give up a number of free subscription rights equal to the difference between the two numbers (i.e. to 47 rights in the example shown) for the exclusive purpose of ensuring that the number of new shares to be issued is a whole number and not a fraction.

Free subscription rights will be allocated to CaixaBank shareholders who are listed as such in the registries of Iberclear (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.) on the settlement date of the operations performed until 11:59 pm on the date the announcement of the capital increase is published in the Commercial Registry Official Gazette or, if this were not possible in compliance with regulation regarding registry, compensation and settlement of assets that were in force at that time, on the date established by the Administrative Board or, in the event of delegation, the Executive Committee according to applicable regulation. Free subscription rights may be traded during the period determined by the Board, or by delegation, the Executive Committee, for a minimum of 15 calendar days.

3. Purchase Commitment for Free Subscription Rights

As explained above, on execution of the Capital Increase, CaixaBank shall make an irrevocable commitment to acquire the free subscription rights in the Increase received without charge (defined herein as the "**Purchase Commitment**"), to guarantee CaixaBank's shareholders the possibility of selling their rights to the Company, in exchange for all or part of the amount in cash. The Purchase Commitment will be in force and may be adhered to by the aforesaid shareholders during the time, within the rights trading period, to be determined by the Board of Directors or, in substitution thereof, the Executive Committee. The price in the Purchase Commitment will be fixed and calculated prior to the start of the trading period for the free subscription rights using the following formula (applying the definitions described in section III.1 above), rounded to the nearest thousandth of a euro, and in the event of a half thousandth of a euro, to the next highest thousandth of a euro (the "**Purchase Price**"):

$$\text{Purchase Price} = \text{PreCot} / (\text{number of rights} + 1)$$

The Purchase Price calculated in this way will be fixed and disclosed at the execution of the Increase. In the example above, the Purchase Price would be 0.04 Euro (gross) per right in the example described above.

The Purchase Price of the free subscription rights to be paid to shareholders may be charged totally or partially against profits and/or against unrestricted reserves, as the Board of Directors or, by delegation, the Executive Committee may determine by the time of executing and completing the Capital Increase.

CaixaBank is expected to waive the new shares corresponding to the free subscription rights acquired by the Company as part of the Purchase Commitment. In this case, there would be an incomplete allotment of subscription rights in the Increase, and the share capital would be increased only for the amount corresponding to the free subscription rights which have not been waived.

4. Rights of New Shares

The new shares issued in the Capital Increase shall be ordinary shares with a nominal value of one (1) euro each, of the same class and series as the shares currently in circulation, registered in book-entry form with the company that manages Spain's securities registration, clearing, and settlement systems, Iberclear (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.) and its member companies. The new shares will confer to their holders the same voting and economic rights as the ordinary Criteria shares currently outstanding, from the date at which the Increase is subscribed and paid. The scrip issue will deliver new shares at no charge.

5. Balance Sheet and Reserves Against Which The Increase is Made

5.1. Balance Sheet on Which the Resolution Adopted at the Annual General Meeting shall be Based

The balance sheet for the Capital Increase will be the balance sheet at December 31, 2015, audited by Deloitte, S.L. on February 25, 2016 and submitted to approval by the Annual General Meeting of April 28, 2016 under point One of the Agenda.

The Capital Increase will be carried out in full with a charge to the restricted reserve referred to in paragraph (i) of section III.5.2 below, in turn with a charge to one of the reserves set forth under article 303(1) of the Corporate Enterprises Act, the amount of which at December 31, 2015, amounted to a total of 2,560,202,544.91 Euro.

If the amount of the Increase is greater than the amount of the restricted reserve, the part of the Increase in excess of the amount of the restricted reserve will be made against unrestricted reserves.

If, once the increase has been carried out, there is a remainder in the corresponding restricted reserve, the amount in question will be considered to be an unrestricted reserve.

5.2. Requirements for Carrying Out the Increase

In order to ensure compliance with the requirements stipulated in Article 303 of the Corporate Enterprises Act, and, in particular, that relating to the existence and sufficiency of reserves:

- (i) simultaneously with adoption of each Increase resolution, the General Meeting of Shareholders will resolve to fund a restricted reserve to cover the Increase in the amount of 170,934,220 Euro; and
- (ii) the Increase may not be executed unless sufficient reserves are available (according to the provisions of Article 303(1) of the Corporate Enterprises Act) at the time of execution. If the aforesaid reserves are insufficient, the Board of Directors (or, by delegation, the Executive Committee) will not execute the Increase, and will submit to the General Meeting the need to revoke it.

In relation to point (iii) above, the Board of Directors or, by delegation, the Executive Committee will determine if there are sufficient reserves to carry out the Increase, in accordance with Article 303(1) of Corporate Enterprises Act, based on a balance sheet closed in the six months prior to the adoption of the execution resolution 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 reported at the first Annual General Meeting held after the Increase, meeting at which, in addition, the Increase and its terms will be explained.

6. Tax Regime

The tax regime applicable for shareholders in Spain is the following (without prejudice of the specialities that are applicable to nonresidents or persons subject to other tax territorial regimes, as well as any potential future changes in the current regulations that may affect this tax regime):

The shares delivered in the Capital Increase will, for tax purposes, be considered bonus shares, and therefore will not be considered as income under the personal income tax regime ("IRPF"), the corporate tax regime ("IS") or under the tax regime for nonresidents ("IRNR"), with or without permanent establishment in Spain.

The value of the acquisition of the new shares received in the Capital Increase and the shares from which they derive will be determined by dividing the total cost by the number of shares, both old shares and bonus shares. The bonus shares will be considered to have the same age as the shares from which they derive.

If shareholders sell their free subscription rights on the market, the proceeds obtained in the transfer of these rights to the market shall have the following tax treatment:

- For IRPF and IRNR for income without permanent establishment, the proceeds obtained from the sale of free subscription rights on the market will have the same tax treatment established by tax legislation for preferred subscription rights. Consequently, the amount obtained in the sale of free subscription rights reduces the acquisition price of the share deriving from these rights for tax purposes, according to Article 37.1.a) of Law 35/2006, of 28 November, on personal income tax.

Therefore, if the amount obtained in this sale is higher than the acquisition price of the shares from which they derive, the difference will be considered a capital gain for the seller in the tax period in which the sale is made.

- Under IS and IRNR with permanent establishment in Spain, taxes shall be paid at the end of the corresponding business period according to prevailing accounting legislation.

In the event that holders of the free subscription rights decide to adhere to the Company's Purchase Commitment, the tax regime applicable to the amount obtained in the sale of these free subscription rights to the Company, held as a result of their role as shareholders, will be the same as the regime for dividends distributed directly in cash and therefore subject to the corresponding withholding.

7. Delegation of Powers and Execution of The Increase

It is proposed to delegate to the Board of Directors, with powers to delegate in turn to the Executive Committee, the power to set the date at which the Increase to be approved by the Annual General Meeting should be carried out, and to establish all the conditions for the Capital Increase not stipulated by the General Meeting, all according to the terms of Article 297.1.a) of the Corporate Enterprises Act. Notwithstanding the foregoing, if the Board of Directors does not deem it to be appropriate to execute the Capital Increase, it may submit the possibility of revoking it to the General Meeting, in that case not being required to execute it. Specifically, to proceed with the execution of the Increase, the Board of Directors, or in substitution thereof, the Executive Committee, will analyze and consider, among other issues, the market conditions and in the event that these or other factors are not favorable, may submit a proposal to withdraw the Increase at the Annual General Meeting.

Additionally, as stipulated in section III.5.2 above, the Increase may not be executed unless sufficient reserves are available (according to the provisions of Article 303(1) of the Corporate Enterprises Act) at the time of execution. If the aforesaid reserves are not sufficient, the Board of Directors (or, by delegation, the Executive Committee) will not execute the Increase, and will submit the need of revoking it to the General Meeting.

When the Board of Directors, or in substitution thereof, the Executive Committee, decides to carry out the Increase and establish all the terms and conditions not specified at the Annual General Meeting, the Company will disclose these terms.

Particularly, prior the start of the each free subscription period, the Company will make available to the public a document containing information concerning the number and characteristics of the shares and the reasons for the Increase, in accordance with Articles 26.1.e) and 41.1.d) of Royal Decree 1310/2005, of November 4, partly implementing Law governing the Securities Market.

Following the end of the trading period for the free subscription rights:

- (a) The new shares will be allocated to those investors who are holders of free subscription rights in the necessary proportion.
- (b) The Board of Directors, or, in substitution thereof, the Executive Committee, will declare the free subscription rights trading period concluded and render an account of the disbursement of reserves in the amount of the Increase, with the latter distributed through said disbursement.

Lastly, the Board of Directors, or in substitution thereof, the Executive Committee, will adopt the appropriate resolutions to amend the Company's by-laws to reflect the new share capital after the Increase and the application to list the new shares for trading.

8. Listing of New Shares

CaixaBank will submit a request to permit the listing of the new shares resulting from the Increase on the Barcelona, Bilbao, Madrid and Valencia stock exchanges through Spain's Continuous Market.

IV. PROPOSED RESOLUTION TO BE SUBMITTED TO THE ANNUAL GENERAL MEETING

The full text of the proposal to increase capital to be submitted at the Annual General Meeting under point Nine of the agenda is as follows:

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:

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

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

Nº 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:

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

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 (Nº 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:

$$\text{Purchase Price} = \text{Quoted price} / (\text{n}^{\circ} \text{ of rights} + 1)$$

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.*

Barcelona, March 10, 2016