



**INSTRUCTIONS FOR VOTING AND
DELEGATION VIA DISTANCE
COMMUNICATION**

The Board of Directors of CAIXABANK, S.A., in a meeting held on February 23, 2017 (hereinafter “**CaixaBank**” or the “**Company**”) has agreed to approve the use of voting and delegation via electronic communication, and has established the methods and rules in order to grant casting of votes *via* distance communication.

Grant of proxy by distance communication

In accordance with the provisions of article 24 of the Article of Associations and article 10 of the Board of Directors Regulation, the grant of proxy for any class of general meeting, including, if appropriate, the instructions to vote, may be made by the shareholder via postal or electronic correspondence, or any other manner of distance communication provided that the identity of the representative and the proxy are duly guaranteed, as is, in case of electronic communication, the security of the communications.

The permitted means of conferring distance proxy are:

Postal correspondence:

In order to confer proxy by post, the shareholders must complete and signed the “Proxy Card” issued by the Company or by the entity in which the shares are held. In this regard, it is noted that the Company has chosen to send cards to the shareholders, which they may use to issue votes by proxy. Nevertheless, if for any reason such cards are not available, on the Company's website (www.caixabank.com) the shareholder may find the form of the proxy card.

Once completed and signed the “Proxy Card” must be sent to the Company addressed to CaixaBank, S.A. - Annual General Shareholders’ Meeting 2017, Apartado de Correos 281, 08080 Barcelona.

Likewise, the card duly completed and signed can be submitted to any of our offices or to the entity in which the shares are held, so that, in the latter case, the card will be sent to the Company on time and proper form.

Electronic communication

Proxy by electronic communication must be carried out via the web page of the Company (www.caixabank.com), following the instructions that, for such purposes, appear in the section “Annual General Shareholders’ Meeting 2017”. In order to guarantee their identity, shareholders wishing to grant proxies by way of electronic communication must have an electronic National Identity Document (DNIe) or a recognised or advanced electronic signature, based on a recognised and legal electronic certificate, issued by the Spanish Certification Public Authority (CERES), a dependent of the National Coin and Stamp Factory or, in the case of users of CaixaBank’s *Línea Abierta*, have their personalized password card.

Casting votes via distance communication

In accordance with the provisions of article 24 of the Articles of Association and article 19 of the General Shareholders’ Meeting Regulation, the shareholders may cast their vote over the proposals submitted to the General Meeting via post or electronic communication.

Postal correspondence

In order to cast the postal vote the shareholders must complete and sign the “Distance voting card” issued by the Company or by the entity in which the shares are held. In this regard, it is noted that the Company has chosen to send cards to the shareholders, which they may use to issue votes remotely. Nevertheless, if for any reason such cards are not available, on the

Company's website (www.caixabank.com) the shareholder may find the form of the distance voting card.

Once completed and signed, the "Distance voting card" must be sent to the Company by post addressed to CaixaBank, S.A. - Annual General shareholders' Meeting- 2017, Apartado de Correos 281, 08080 Barcelona.

Likewise, the duly completed and signed card can be submitted to any of our offices or to the entity in which the shares are held, so that, in the latter case, the card will be sent to the Company on time and proper form.

Electronic communication

Votes made by electronic communication must be carried out through the web page of the Company (www.CaixaBank.com), following the rules and instructions that, for such purposes, appear in the section "Annual General Meeting 2017". In order to guarantee their identity, shareholders wishing to vote by way of electronic communication must have an electronic National Identity Document (DNIe) or a recognised or advanced electronic signature, based on a recognised and legal electronic certificate, issued by the Spanish Certification Public Authority (CERES), a dependent of the National Coin and Stamp Factory or, in the case of users of CaixaBank's *Línea Abierta*, have their personalized password card.

Rules regarding distance voting and proxy

Availability of electronic means

- Electronic vote and proxy services will be available to shareholders as of March 2, 2017.

Time period for receipt

- Grants of proxies and votes cast remotely must be received by the Company 48 hours before commencement of the General Meeting on first call, i.e. before 10:00 a.m. on April 4, 2017.

Physically attendance and identifying the date of the meeting

- In order to attend the General Meeting physically, the proxy holder must be represent one or more shareholders on a combined basis holding a minimum of one thousand (1,000) shares.
- On the day and the site of the General Meeting, the designated representatives will have to identify themselves with their National Identity Card or any other official document generally accepted for these purposes.

Communication of proxy

- Shareholders that confer representation by proxy are obliged to communicate such representation to the appointed proxy holder.
- Where such proxy is granted in favour of the President or whoever chairs de General Meeting, one Director, the Secretary or the Deputy Secretaries to the Board of Directors, the communication of the proxy is understood to have taken place upon receipt by the Company of the documentation on which that appears.
- If there are conflicts of interest, the provisions of the Corporate Enterprises Act, the By-Laws and the General Meeting Regulations of the Company will apply, as well as the instructions included in the proxy.

Rules of prevalence between proxy, distance votes and attendance to the Meeting

- Those shareholders casting their votes remotely, either by post or electronically, will be considered present for the purposes of quorum at the General meeting.
- In the event that a shareholder has appointed more than one proxy for the same shares, the latest-dated proxy will be the one accepted. If there is no evidence of the issue date, the last one received by the Company will prevail.
- If a shareholder issues multiple votes regarding the same shares, the last vote issued will prevail. If there is no evidence of the issue date, the last one received by the Company will prevail.
- A vote cast remotely will override any electronic or written proxy appointment, whether previous, in which case it would be regarded as revoked, or subsequent, in which case it would not be recognized.
- Personal attendance at the Meeting by the shareholder who previously appointed a proxy or cast his vote remotely will revoke the aforesaid proxy or vote.

Revocation of proxy or electronic votes

- Votes or proxies made electronically can be rendered ineffective by express cancellation on the part of the shareholder made by the same means.

Validity of proxy and distance vote

- The validity of the proxy will be subject to the checks made by the Company as to the persons condition as shareholder. In the case of divergence between the number of shares mentioned by the shareholder and what appears in the Company registers with the information of the Register of Accounts which is being communicated by IBERCLEAR, for the purposes of the quorum and vote, the smallest of the two number of shares will be considered valid.
- Both the proxy and vote made by distance will be rendered ineffective by the alienation of the shares known by the Company in advance of the date in which the Meeting will be held at first meeting.

Data protection

- In accordance with the provisions of Law 15/1999, 13 December, relating to the Protection of Personal Information, the details made known by the shareholders to the Company, will be incorporated in a file, under the responsibility of CaixaBank, S.A., for the purpose of managing the development, fulfillment and control of the existing shareholder relationship.
- The shareholders may exercise their right of access, rectification, cancellation and dissent via written communication addressed to CaixaBank, S.A. - **Annual General Shareholders' Meeting 2017, Apartado de Correos 281, 08080 Barcelona** or e-mail to the address jga@caixabank.com.

Questions regarding how to complete the proxy card and vote

- The Chairman of the General Meeting, or by his delegation, the Meeting's Secretary will settle any doubts as to the validity and efficacy of the proxy and vote cards received, seeking where possible to encourage the correction of defects arising.
- Where the proxy is conferred in favour of the Board of Directors or with the name of the proxy in blank, the proxy is understood to be conferred to whoever chairs the General Meeting, unless there is a conflict of interests affecting him with regards to any issue of

the agenda. In such event, the proxy will be assigned, jointly and successively, to an independent Director, to the Meeting's Secretary, to the Second Deputy Secretary to the Board of Directors. The Board of Directors shall decide the Independent Director to whom the proxy is to be granted. If the conflict of interests arises regarding a new proposal not included in the agenda, the proxy will be only assigned with regards to the voting of the mentioned proposal.

- If the card includes the name of the shareholder as the proxy holder, it is understood that he has delegated the proxy to the to whoever chairs the General Meeting, unless there is a conflict of interests affecting him with regards to any issue of the agenda. In such event, the proxy will be assigned, jointly and successively, to an independent Director, to the Meeting's Secretary, to the Second Deputy Secretary to the Board of Directors. The Board of Directors shall decide the Independent Director to whom the proxy is to be granted. If the conflict of interests arises regarding a new proposal not included in the agenda, the proxy will be only assigned with regards to the voting of the mentioned proposal.
- If the shareholder sends the attendance and the proxy cards, both signed, it is understood that the shareholder has granted the proxy.
- If the shareholder sends the attendance and the distance voting cards, both signed, it is understood that the shareholder has voted at distance, unless the vote was invalid, in which case, it will be understood that the shareholder has granted the proxy if it meets the requirements.
- If the shareholder sends the proxy and the distance voting cards, both signed, or the attendance, the proxy and the distance voting cards, all of them signed, it is understood that the shareholder has voted at distance if he has indicated the sense of the vote in one or all of the points on the Agenda. If the shareholder has not indicated the sense of the vote, or if the vote was invalid, in which case, it will be understood that the shareholder has granted the proxy if it meets the requirements.
- In the case where the distance voting card is returned without any indication as to the sense in which the vote in one or all of the points on the Agenda, it is understood that as regards to those left in blank, the shareholder has voted in favour of the proposals of the Board of Directors, these being the proposals made public by the Board of Directors when the General Meeting was convened.
- If there is no signature appearing on the card, it will be cancelled.
- When reasonable doubts arise as to the identity of the signer of the card, CaixaBank may cancel the card.

Other questions

- Co-holders of shares must designate a single person to exercise the rights of the shareholder.
- Legal-entity shareholders may consult the Company to look at the possibility, where appropriate, of adapting, with the necessary guarantees, the mechanisms for remote voting or the remote appointing of proxies.
- Custody of a shareholder's electronic signature is its exclusive responsibility. In the case of users of *Línea Abierta*, custody of their personalized password cards is their exclusive responsibility.
- The Company reserves the right to modify, suspend, cancel or restrict the electronic mechanisms for votes and proxies for technical or security reasons.

- The Company will not be responsible for any damage or prejudice that the shareholder may suffer as a result of its website not being available, or from breakdowns, overloads, line or connection failures, a poor postal services, or any other similar eventuality out of the Company's control that might complicate or prevent the use of the remote vote or proxy mechanisms.
- For further information relating to the exercise of proxy or voting by distance means, the shareholders may address themselves to the Client/Investor services-Junta General Ordinaria de Accionistas 2017 on the telephone number + 34 93 411 75 03 (e-mail jga@caixabank.com), from 9:00 to 18:00 Monday to Friday, local time.

WARNING: The English version is only a translation of the original in Spanish for information purposes. In case of a discrepancy, the Spanish version prevails.