

## Call Notice for the Ordinary General Shareholders' Meeting of CaixaBank, S.A.

At a meeting held on 22 February 2018, the Board of Directors of CAIXABANK, S.A. (the "Company") resolved to call its Ordinary General Shareholders' Meeting, to be held at the **Palacio de Congresos de Valencia, Avenida de las Cortes Valencianas, 60, Valencia** on 5 April 2018 at 11:00 a.m. on first call. If the required attendance quorum is not obtained on first call, the General Meeting will take place on second call, at the same time and venue on 6 April 2018.

**The General Meeting is expected to be held on second call, i.e. on 6 April 2018, at the aforementioned time and venue.**

The General Meeting will be held in accordance with the following

### AGENDA

1. Approval of the individual and consolidated Annual Accounts and the respective Management Reports for the year ending on 31 December 2017.
2. Approval of the Board of Directors' management during the financial year ending on 31 December 2017.
3. Approval of the proposed allocation of profit for the year ending on 31 December 2017.
4. Ratification and appointment of Board members:
  - 4.1 Ratification and appointment of Mr. Eduardo Javier Sanchiz Irazu.
  - 4.2 Ratification and appointment of Mr. Tomás Muniesa Arantegui.
5. Amendment of sections 2 and 5 of Article 4 of the Company By-laws ("Registered Offices and Corporate Website").
6. Approval of the amendment of the Directors' Remuneration Policy.
7. Delivery of shares to the executive Directors and senior managers as part of the Company's variable remuneration scheme.
8. Approval of the maximum bonus that may be earned by employees whose work has a significant impact on the Company's risk profile.
9. Authorisation and delegation of powers to interpret, correct, supplement, implement and develop the resolutions adopted by the General Meeting, and delegation of powers to notarise those resolutions in public deeds, register them and, where the case may be, correct them.
10. Consultative vote on the Annual Report on Directors' Remuneration for the 2017 financial year.
11. Information on the amendment of the Rules of the Board of Directors agreed to at the meeting of 22 February 2018.
12. Notification of the Board of Directors' Report and the Auditor's Report for purposes of the provisions of Article 511 of the Spanish Corporation Law.

### SUPPLEMENT TO CALL AND SUBMITTAL OF MOTIONS FOR RESOLUTION

In accordance with Article 519.1 of the Spanish Corporation Law, shareholders representing at least 3% of the Company's share capital may request publication of a supplement to this

call, including one or more items on the agenda, providing the new items are accompanied by justification of the same, or if applicable, a justified motion for resolution.

Also, in accordance with Article 519.3 of the Spanish Corporation Law, shareholders representing at least 3% of the Company's share capital may submit grounded motions for resolution regarding matters already included or which should be included on the agenda of the Meeting called herein. The Company will post the motions for resolution and any attached documentation on its corporate website ([www.caixabank.com](http://www.caixabank.com)) as they are received, as established by law.

The right to supplement this call and the right to submit motions for resolution must be exercised by written notice, sent to the Company's registered office at Calle Pintor Sorolla, 2-4, 46002 Valencia, to the attention of the Administrative Office for the Ordinary General Shareholders' Meeting 2018 (Secretaría General – Junta General Ordinaria de Accionistas 2018), within five days of the publication of this call, listing the names of the shareholders exercising the right of supplementation and/or the right to submit motions for resolution and the number of shares they hold, together with the items for inclusion on the agenda and/or in the motions for resolution, attaching any documentation that may be required or appropriate, where the case may be.

### **ATTENDANCE**

In accordance with Article 22 of the Company By-laws and Article 8 of the General Meeting Regulations, the General Meeting may be attended by shareholders who hold at least one thousand (1,000) shares, either individually or jointly with other shareholders, provided such shares are registered in the appropriate book-entry register no less than five days prior to the date of the Meeting, i.e. at 11.59 p.m. on 1 April 2018.

Shareholders wishing to attend the Meeting will require an attendance card issued by the Company or by the entities in which their shares are held. The Company has decided to send cards directly to the shareholders, to be used for attending the General Meeting in person. However, if they cannot obtain these cards for any reason, the attendance card form may be found on the Company's website ([www.caixabank.com](http://www.caixabank.com)).

To confirm the identity of the attending shareholders, attendants will be asked to show their National Identity Card or any other official document generally accepted for these purposes together with their attendance card at the entrance to the venue of the General Meeting. Likewise, in the case of legal entity shareholders, attendants may be required to provide proof that they are the representative of the said legal entity.

Registration of attendance cards will commence two hours before the scheduled start time of the General Meeting.

In conflict of interest situations, they will not be entitled to exercise their voting rights, and the Spanish Corporation Law, the Company By-laws and the Regulations of the Company's General Shareholders' Meeting will apply.

### **PROXY AND REMOTE VOTING**

Shareholders not attending the General Meeting in person may be represented by a proxy, complying with the requirements and formalities set forth in the General Meeting Regulations, the Company By-laws and the Spanish Corporation Law.

Shareholders wishing to attend the Meeting by proxy must have the ownership of their shares entered in the appropriate book-entry register at least five days prior to the date scheduled for the Meeting.

The proxy form must be filled in and signed by the shareholder, using the corresponding card.

Proxies may be cancelled at any time. Personal attendance at the General Meeting by the principal shall be construed as cancellation.

The delegation of vote must be presented by the proxy at the time and place of the General Meeting. Proxies must provide proof of their identity with their National Identity Card or other official document generally accepted for these purposes.

It is hereby informed that the Company has decided to send cards directly to the shareholders for proxy voting ("Proxy Card") or remote voting ("Remote Voting Card"). However, if they cannot obtain these cards for any reason, Proxy Card and Remote Voting Card forms may be found on the Company's website ([www.caixabank.com](http://www.caixabank.com)), which may be printed out, filled in, signed and delivered or sent to the Company, as the case may be, as described below.

Each share with voting rights, either present or represented by proxy at the General Meeting, entitles the owner to one vote.

The following methods are accepted for proxy or remote voting:

By post

To appoint a proxy or vote by post, shareholders must fill in and sign a "Proxy Card" or "Remote Voting Card", as the case may be, issued by the Company or entity in which their shares are deposited. Once filled in and signed, cards should be posted to CaixaBank, S.A. - Junta General Ordinaria de Accionistas 2018, Apartado de Correos 281, 08080 Barcelona. Duly filled in and signed cards may also be delivered in person to the Company's registered offices, any of the bank's branches or the entity at which the shares of the shareholder in question are deposited, so that the card may be sent to the Company appropriately and in good time, in this latter case. However, if they cannot obtain these cards for any reason, card forms are available on the Company's website ([www.caixabank.com](http://www.caixabank.com)), which may be printed out, filled in, signed and sent to the Company.

By electronic means

Proxies should be appointed or remote votes cast, as the case may be, via the Company's website ([www.caixabank.com](http://www.caixabank.com)), following the instructions given in the section "Ordinary General Shareholders' Meeting 2018". To ensure their identity, shareholders wishing to cast their vote or appoint a proxy electronically must be in possession of a Spanish Electronic Identity Card (DNle) or a qualified or advanced electronic signature, based on a valid electronic certificate issued by the Spanish Public Certification Entity (CERES), belonging to the Fábrica Nacional de Moneda y Timbre, while customers of CaixaBank's *Línea Abierta* online banking service must be in possession of their personal password card.

Votes cast and proxies appointed may also be expressly cancelled by the shareholder by electronic means.

**Rules for remote voting and proxy appointment**

- i) Electronic voting and proxy appointment services will be available to shareholders from 2 March, 2018.
- ii) Remote proxy appointments and votes must be received by the Company 48 hours prior to the scheduled start time of the General Meeting on second call, i.e. by 11.00 a.m. on 4 April 2018.
- iii) At the time and place of the General Meeting, appointed proxies must provide proof of their identity with their National Identity Card or other official document generally accepted for these purposes.
- iv) Shareholders casting their vote remotely, either by post or electronically, shall be deemed to be in attendance for the purposes of quorum at the General Meeting.

- v) If more than one proxy is appointed by a shareholder with regard to the same shares, only the last proxy to be appointed will be valid, regardless of the means of delegation used. If the date of appointment is unknown, preference will be given to the last one received by the Company.
- vi) If more than one vote is cast by a shareholder with respect to the same shares, only the last vote to be cast will be valid. If the date of voting is unknown, preference will be given to the last vote received by the Company.
- vii) Votes cast remotely shall render null and void any electronic or written proxy appointment, either previous (in which case it will be regarded as cancelled) or subsequent (in which case it will not be recognised).
- viii) Personal attendance of the General Meeting by a shareholder who has previously appointed a proxy or cast a vote remotely will render the said vote or proxy null and void.
- ix) Legal entity shareholders may consult the Company regarding the possibility of using remote voting and proxy appointment procedures, where the case may be, with all due guarantees.
- x) Shareholders shall have sole liability for the safekeeping of their electronic signatures, and of their personal password cards in the case of users of CaixaBank's *Línea Abierta* online banking service.
- xi) The Company reserves the right to modify, suspend, cancel or limit the electronic voting and proxy appointment procedures for technical or security reasons. The Company shall hold no liability for any loss or damage that the shareholder may suffer as a result of its website not being available, or from any breakdowns, overloads, line or connection failures, malfunctioning of the postal service or any other similar contingency beyond the Company's control that may hinder or prevent use of the remote voting or proxy appointment procedures.
- xii) In conflict of interest situations, they will not be entitled to exercise their voting rights, and the Spanish Corporation Law, the Company By-laws and the Regulations of the Company's General Shareholders' Meeting will apply, the same being the case for delegation.

#### **RIGHT TO INFORMATION**

In accordance with current legislation and the General Meeting Regulations, as from the date of publication of this call shareholders are entitled to inspect the following documentation at the Company's registered office, consult it on the Company's website ([www.caixabank.com](http://www.caixabank.com)) and, if legally appropriate, request a copy of it, which will be provided or sent free of charge.

- General Meeting call notice.
- Total number of shares and voting rights on the date of the call to meeting.
- Full text of the motions for resolution corresponding to each item on the agenda, and motions for resolution submitted by shareholders, if any.
- Individual Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Changes in Net Worth – including the Statement of Recognised Income and Expense and the Statement of Total Changes in Net Worth – Cash Flow Statement and Annual Report) and the Consolidated Group's Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Recognised Income and Expense, Statement of Changes in Net Worth, Cash Flow Statement and Annual Report) for 2017, together with the corresponding Management Reports (including the non-financial information and the

Annual Corporate Governance Report), the respective Audit Reports and the Statements of Liability regarding the content of the Annual Accounts.

- Reports by the Board of Directors on certain issues included in the agenda, namely: (i) explanatory report on the proposal for amendment of the Company By-laws, referred to in agenda item 5, together with the full text of the proposed amendments, (ii) the Annual Report on the Directors' Remuneration for 2017, referred to in agenda item 10, and (iii) report on the amendments to the Rules of the Board of Directors referred to in agenda item 11.
- The text of the Company By-laws in force, and the text resulting from these By-laws, if the amendments proposed at the General Meeting are approved and, if applicable, authorised.
- The text of the Rules of the Board of Directors.
- The identity, Curriculum Vitae and category of each of the Board members whose ratification and appointment have been proposed at the General Shareholders' Meeting in sections 1 and 2 of agenda item 4, and the required proposals and reports on their ratification and appointment.
- The justified proposal for the Directors' Remuneration Policy referred to in agenda item 6 together with the text of the Remuneration Policy and the corresponding report by the Remuneration Committee.
- The detailed recommendation for the proposal for approving the maximum bonus that may be earned by certain employees whose work has a significant impact on the Company's risk profile, referred to in agenda item 8.
- By virtue of Article 511 of the Spanish Corporation Law, the administrators' report and the report by Ernst & Young, S.L., an auditor other than that of CaixaBank, S.A. appointed by the Register of Companies of Barcelona, concerning the issue of five thousand (5,000) preferred shares redeemable for shares with a nominal value of one billion euros (€1,000,000,000) with waiver of pre-emptive rights. This issue was approved by the Board of Directors on 25 May 2017 by virtue of the delegation granted to it by the Ordinary General Shareholders' Meeting held on 28 April 2016, the final terms being established and published in a Significant Event Notice on 1 June 2017.

In accordance with Articles 197 and 520 of the Spanish Corporation Law, up to five days before the scheduled date of the Meeting shareholders may request any information or clarifications they deem necessary from the administrators, or set out in writing any questions they deem relevant on the issues included in the agenda and on the publicly available information the Company has supplied to the Spanish Securities Market Commission (CNMV) since the last General Meeting or regarding the auditor's report.

For these purposes, shareholders may request information or clarifications or ask questions by writing to CaixaBank, S.A. - Junta General Ordinaria de Accionistas 2018, Pintor Sorolla, 2-4, 46002 Valencia, enclosing a photocopy of their National Identity Card or Passport for proof of identity (and pertinent proof of representation in the case of legal entities), together with proof of share ownership, indicating the number of shares held and the depository entity.

Information requests may also be emailed to [accionista@caixabank.com](mailto:accionista@caixabank.com), stating the requester's name and surname (or company name), National Identity Document or Passport number, the number of shares held and the depository entity. The Company may respond to such information requests by emailing a reply to the sending shareholder's email address, unless the shareholder indicates otherwise.

Valid requests for information or clarification or any questions submitted in writing and the administrators' written responses will be posted on the Company's website ([www.caixabank.com](http://www.caixabank.com)).

#### **ATTENDANCE OF A NOTARY PUBLIC AT THE MEETING**

The Board of Directors has resolved to require the attendance of a Notary Public for the purposes of drawing up the minutes of the Meeting.

#### **DATA PROTECTION**

Pursuant to Organic Law 15/1999 of 13 December concerning Personal Data Protection, the personal data of the shareholders and that of their proxies, where applicable, supplied to the Company by the said shareholders or their proxies or by the Banking Institutions or Stockbrokers with whom their shares are deposited, via the entity legally qualified to maintain the register of shareholders (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal - "Iberclear"), will be included in a database owned by CaixaBank, S.A. with the purpose of managing the development, compliance and control of the list of shareholders. Shareholders are also informed that they may exercise their rights of access, rectification, cancellation and opposition by writing to the Company at the following address: CaixaBank, S.A. - Junta General Ordinaria de Accionistas 2018, Pintor Sorolla, 2-4, 46002 Valencia.

#### **ONLINE SHAREHOLDERS' FORUM**

In accordance with Article 539 of the Spanish Corporation Law and Article 7 bis of the General Meeting Regulations, the Electronic Shareholder Forum will be available at the Company's website ([www.caixabank.com](http://www.caixabank.com)) from the date of this call notice until the day the General Meeting is held. The rules of procedure and the form to be filled in by shareholders wishing to participate in this Forum are available on the Company's website.

#### **GENERAL INFORMATION**

For any issues relating to the General Meeting that have not been covered in this notice, shareholders may consult the General Meeting Regulations, which are available on the Company's website ([www.caixabank.com](http://www.caixabank.com)).

All information and documentation relating to the General Meeting is available to shareholders on the Company's website ([www.caixabank.com](http://www.caixabank.com)). For further information on how to exercise their rights with regard to the General Meeting, shareholders may contact the "Ordinary General Meeting 2018 Shareholder Service" by telephoning 902 11 05 82 or calling the freephone number 935 82 98 03 (7 days a week from 9.00 a.m. to 7.00 p.m.) or by sending an email to [accionista@caixabank.com](mailto:accionista@caixabank.com).

Public transport to the Meeting venue:

**City bus lines:** 62, 63, 99 and N3

**City metro:** Line 1 (stations: Beniferrí and Empalme)

**Tram:** Line 4 (stop: Palau de Congressos)

**More information:** [www.palcongres-vlc.com](http://www.palcongres-vlc.com)

Valencia, 22 February 2018. The Chairman of the Board of Directors, Mr. Jordi Gual Solé.

**CaixaBank, S.A.**

**Calle Pintor Sorolla, 2-4, 46002 Valencia.**

**Entered in the Register of Companies of Valencia, Volume 10370, Folio 1, Sheet V-178351, CIF (Tax Number): A08663619.**