

## SUPPLEMENT TO THE ANNOUNCEMENT OF THE 2020 ANNUAL GENERAL MEETING OF CAIXABANK, S.A.

The ongoing risk to health stemming from the spread of the SARS-CoV-2 coronavirus that causes the COVID-19 disease has prompted a **further extension of the state of alarm, which will now remain in force until 24 May, in accordance with Royal Decree 514/2020 of 8 May, extending the state of alarm initially imposed under Royal Decree 463/2020 of 14 March, declaring a state of alarm in response to the health crisis caused by COVID-19. The resulting situation has effectively limited the mobility of people and rendered it impossible to hold meetings at which numerous people are physically present, meaning that the Annual General Meeting of CaixaBank, S.A. (the “Company” or “CaixaBank”) cannot be held with the physical attendance of shareholders and their representatives** on 21 and 22 May, at first and second call, respectively, at the Arquerías of the Museu de les Ciències de la Ciutat de les Arts i les Ciències de València, at Av. Professor López Piñero (Historiador de la Medicina) número 7, in the city of Valencia, as provided for in the announcement of the Annual General Meeting published on 18 April on the Company's corporate website ([www.CaixaBank.com](http://www.CaixaBank.com)), on the website of the Spanish securities market regulator (Comisión Nacional del Mercado de Valores, or CNMV) as *Other relevant information* and in daily newspapers *La Vanguardia* and *El Periódico*.

Accordingly, and as stated in the announcement of the Annual General Meeting approved by the Board of Directors and published on 18 April on the Company's corporate website ([www.CaixaBank.com](http://www.CaixaBank.com)), on the website of the Spanish securities market regulator (CNMV) as *Other Relevant Information* and in the daily newspapers *La Vanguardia* and *El Periódico*, and in accordance with Royal Decree-Law 8/2020 of 17 March, on urgent and extraordinary measures to combat the economic and social impact of COVID-19, as set out in Royal Decree-Law 11/2020 of 31 March, adopting further urgent social and economic measures to combat COVID-19, and pursuant also to the joint announcement of the Association of Registrars and the CNMV released on 28 April in relation to general meetings of listed companies that have been called while the restrictions or recommendations deriving from the health crisis remain in effect, and given the importance of the Annual General Meeting in ensuring the proper functioning of CaixaBank and in protecting its interests and those of shareholders, customers, employees and investors in general, and to ensure also that shareholders are able to exercise their rights and are afforded equal treatment, **the Annual General Meeting will now be held on the same dates and at the same times as originally announced (expected to be 22 May 2020 at 11:00 at second call), but will now be an exclusively online event** to be held through the Remote Attendance Platform to be enabled for that purpose, as provided for in the meeting announcement and as per the **Instructions for remotely attending the General Shareholders' Meeting**, which can be found under the section “Annual General Meeting – May 2020” on the Company's corporate website.

**Although the meeting is now an exclusively remote and online event, shareholders are reminded that they may exercise their rights to grant a proxy and vote remotely ahead of the General Meeting** under the terms of the Regulations of the Annual General Meeting of CaixaBank, S.A. and the *Instructions for proxy and remote voting prior to the General Meeting*, which are duly mentioned in the meeting announcement and can be found on the Company's corporate website ([www.CaixaBank.com](http://www.CaixaBank.com)).

Proxies granted and remote voting instructions that the Company has received to date and that meet the requirements set out in the meeting announcement will remain valid. Nevertheless, **those shareholders that have already granted a proxy may also cast their vote remotely before the Annual General Meeting is held, though doing so will automatically render the proxy null and void. Shareholders are likewise reminded that they are free to grant their proxy to the Board of Directors and to the Chairman of the General Shareholders' Meeting if deemed appropriate.**

**Votes cast and proxies granted remotely must be received by the Company at least 48 hours ahead of the** scheduled start time of the General Shareholders' Meeting at first call, i.e. by 11:00 am on 19 May 2020.

As in previous years, please note that the Annual General Meeting will be **streamed on the Company's corporate website** ([www.CaixaBank.com](http://www.CaixaBank.com)).

The Board of Directors shall inform shareholders and the markets in general of any further measures that may prove necessary in response to resolutions or recommendations emanating from the competent authorities. These measures will be announced on the Company's website ([www.CaixaBank.com](http://www.CaixaBank.com)) in due course or via any other channel deemed necessary depending on the scope and extent of the new measures.

Please find below the agenda for the Annual General Meeting, as approved by the Board of Directors at a meeting held on 16 April 2020 and published on 18 April 2020 on the Company's corporate website ([www.CaixaBank.com](http://www.CaixaBank.com)), on the website of the Spanish Securities Market Regulator (CNMV) as *Other Relevant Information* and in widely circulated daily newspapers *La Vanguardia* and *El Periódico*.

#### **AGENDA**

- 1º. Approval of the individual and consolidated annual accounts and the respective management reports for the year ending on 31 December 2019.
- 2º. Approval of the consolidated non-financial information statement for the year ending on 31 December 2019.
- 3º. Approval of the Board of Directors' management during the business year ending on 31 December 2019.
- 4º. Approval of the proposed allocation of profit for the business year ending on 31 December 2019.
- 5º. Re-election of the Company's accounts auditor and its consolidated group for 2021.
- 6º. Re-election and appointment of Directors. Establishing the number of members of the Board of Directors within the limits established in the Company By-laws:

- 6.1 Re-election of María Verónica Fisas Vergés.
  - 6.2 Appointment of Francisco Javier García Sanz.
  - 6.3 Establishing the number of Board members at fifteen (15).
- 7º. Authorisation for the Board of Directors, pursuant to the provisions of Article 297.1.b) of the Spanish Corporation Law, to increase the capital in one or more occasions and at any time, within a five-year term, through monetary contributions and to a maximum nominal amount of 2,990,719,015 euros, all of which within the terms and conditions that it deems appropriate, revoking the authorisation currently in force. Delegation of powers to exclude pre-emptive subscription rights in accordance with article 506 of the Spanish Corporation Law.
- 8º. Authorisation for the Company to acquire treasury shares as provided for in Article 146 of the Spanish Corporation Law, revoking, in terms of the undrawn amount, the authorisation currently in force, approved at the Ordinary General Shareholders' Meeting of 28 April 2016.
- 9º. Approval of the Directors' remuneration policy for 2020 to 2022, both included.
- 10º. Amendments to Articles 22 ("Right of attendance"), 23 ("Right of representation"), 24 ("Appointing proxies and voting through means of remote communication ") and 28 ("Deliberation and adoption of resolutions") of Section I ("The General Meeting") of Title V ("The Company's governing bodies") of the Company's By-laws, in order to expressly provide for remote online attendance as a means of attending the General Shareholders' Meeting by remote connection in real-time and to introduce technical improvements.
- 11º. Amendments to Articles 7 ("Right of information before the General Shareholders' Meeting"), 8 ("Right of attendance"), 10 ("Right of representation"), 14 ("Attendance register") and 19 ("Voting on resolutions") of the Regulations on the Company's General Shareholders Meeting and the introduction of the Additional Provision ("Telematic attendance of the General Shareholders' Meeting via remote connection in real time") in the Regulations to expressly regulate online attendance to the General Shareholders' Meeting via real time, remote connection, adjusting and developing its wording to the wording of the By-laws, in accordance with the amendments proposed under item 10 above, and to introduce technical improvements.
- 12º. Authorisation and delegation of faculties concerning the interpretation, remediation, addition, execution and development of the resolutions adopted by the Meeting, and delegation of faculties for the notarisation and inclusion of these agreements and their remediation, as applicable.
- 13º. Consultative vote on the Annual Report on Directors' Remuneration for the financial year 2019.

Barcelona, 14 May 2020. The Chairman of the Board of Directors.

CaixaBank, S.A.