

## Significant event

CaixaBank is hereby releasing the call to the Annual Ordinary Shareholders' Meeting, to be held at the **Palacio de Congresos de Valencia, Avenida de las Cortes Valencianas, 60, Valencia**, on 4 April 2019 at 11:00 am on first call. If the required quorum is not reached and the Meeting cannot be held on first call, it will be held at the same place and time on 5 April 2019 on second call.

**The General Meeting is expected to be held on second call, i.e. on 5 April 2019, at the aforementioned time and venue.**

The documentation related to the 2019 Ordinary Meeting, including the individual and consolidated financial statements for 2018, will also be available for shareholders and investors on the corporate webpage: [www.CaixaBank.com](http://www.CaixaBank.com).

26 February 2019

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

At a meeting held on 21 February 2019, 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 4 April 2019 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 5 April 2019.

**The General Meeting is expected to be held on second call, i.e. on 5 April 2019, 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 2018.
2. Approval of the consolidated non-financial information statement for the year ending on 31 December 2018.
3. Approval of the Board of Directors' management during the business year ending on 31 December 2018.
4. Approval of the proposed allocation of profit for the business year ending on 31 December 2018.
5. Determining the number of members of the Board of Directors within the limits established in the Company By-laws. Re-election and appointment of Directors:
  - 5.1 Establishing the number of Board members at sixteen (16).
  - 5.2 Re-election of Mr. Gonzalo Gortázar Rotaèche.
  - 5.3 Re-election of Ms. María Amparo Moraleda Martínez.
  - 5.4 Re-election of Mr. John S. Reed.
  - 5.5 Re-election of Ms. María Teresa Bassons Boncompte.
  - 5.6 Appointment of Mr. Marcelino Armenter Vidal.
  - 5.7 Appointment of Ms. Cristina Garmendia Mendizábal.
6. Approval of exemption from the non-competition obligation with regard to the Company as set forth in Article 230 of the Spanish Corporation Law, as may be required.
7. Approval of the amendment of the Directors' remuneration policy.
8. Approval of a targeted incentive scheme linked to the 2019-2021 Strategic Plan for the executive Directors, the Management Committee members and the rest of the management team and key Company employees.
9. Delivery of shares to the executive Directors and senior managers as part of the Company's variable remuneration scheme.
10. Approval of the maximum bonus that may be earned by employees whose work has a significant impact on the Company's risk profile.
11. 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.

12. Consultative vote on the Annual Report on Directors' Remuneration for the financial year 2018.
13. Information on the amendment of the Regulations of the Board of Directors agreed to at its meeting of 21 February 2019.

#### **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 General 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 General Secretariat - Ordinary General Shareholders' Meeting 2019 (Secretaría General – Junta General Ordinaria de Accionistas 2019), within five days from the date of publication of this call notice, stating the identity 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 in the agenda and/or the motions for resolution, attaching any documentation that may be required or appropriate, where the case may be.

#### **ATTENDANCE**

Pursuant to Article 22 of the Company By-laws and Article 8 of the Regulations of the General Shareholders' Meeting, the General Meeting may be attended in person by shareholders who hold a minimum of 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 General Meeting.

Shareholders wishing to attend the General 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 is available 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, voting rights may not be exercised and the Spanish Corporation Law, the Company By-laws and the Company Regulations of the General Shareholders' Meeting will apply.

## **PROXY AND REMOTE VOTING**

Shareholders not attending the General Meeting in person may be represented by 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 General 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 General Meeting.

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

The appointment of a proxy is revocable at all times. Personal attendance at the General Meeting by the principal shall be construed as revocation.

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

It is informed that the Company has decided to send cards to the shareholders which they may use 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 are available 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 may be delivered in person to any of our branches or posted to CaixaBank, S.A. - Junta General Ordinaria de Accionistas 2019, Apartado de Correos 281, 08080 Barcelona or the Company's registered office. Duly filled in and signed cards may also be delivered in person at the entity at which the shares of the shareholder in question are deposited, so that in such cases the card may be sent to the Company appropriately and in good time. However, if these cards cannot be obtained 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 are to 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 2019". To prove their identity, shareholders wishing to cast their vote or appoint a proxy electronically must be in possession of a Spanish Electronic Identity Card (DNIe) 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 users of the *CaixaBank Now* digital 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 the same means.

### **Rules for remote voting and proxy appointment**

- i) Electronic voting and proxy appointment services will be available to shareholders from 1 March 2019.

- ii) Remote proxy appointments and votes must be received by the Company at least 48 hours prior to the start time of the General Meeting on second call, i.e. by 11.00 a.m. on 3 April 2019.
- iii) At the time and place of the General Meeting, appointed proxies must provide proof of their identity by showing 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 proxy appointment 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 regard 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 considered revoked) or subsequent (in which case it will be considered not to have been made).
- 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 appointment null and void.
- ix) Shareholders that are legal entities 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 have sole liability for the safekeeping of their electronic signatures, and of their personal password cards in the case of users of the *CaixaBank Now* digital 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, voting rights may not be exercised and the Spanish Corporation Law, the Company By-laws and the Company Regulations of the General Shareholders' Meeting will apply, the same being the case for proxy appointment.

#### **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 for 2018 (balance sheet, profit and loss account, statement of changes in net assets – including the statement of recognised income and expense and the statement of total changes in net assets – cash flow statement and annual report), together with the individual management report (including the non-financial information statement and, in a separate section, the annual corporate governance report) and the consolidated group’s annual accounts for 2018 (balance sheet, profit and loss account, statement of recognised income and expense, statement of changes in net assets, cash flow statement and annual report), together with the consolidated management report (including the non-financial information statement with the corresponding verification report and, in a separate section, the annual corporate governance report), the respective audit reports and the statements of liability regarding the content of the annual accounts.
- The identity, curriculum vitae and category of each of the Board members whose re-election or appointment has been proposed at the General Shareholders' Meeting in the different sections of agenda item 5, and the necessary proposals and reports on their re-election and appointment.
- The reasoned proposal for the amendment of the Directors’ Remuneration Policy referred to in agenda item 7 together with the amended text of the policy and the corresponding report by the Remuneration Committee.
- The detailed recommendation for the proposal for approving the maximum level of variable remuneration that may be earned by certain employees whose work has a significant impact on the Company’s risk profile, referred to in agenda item 10.
- Annual Report on the Remuneration for the members of the Board of Directors for 2018, referred to in agenda item 12.
- Directors’ Report on the amendment of the Rules of the Board of Directors, incorporating as an annex the revised text of the Rules of the Board with the amendments approved by the Board of Directors at its meeting of 21 February 2019, referred to in agenda item 13.

In accordance with Articles 197 and 520 of the Spanish Corporation Law, up to five days before the scheduled date of the General Meeting shareholders may request any information or clarifications they deem necessary from the administrators, or set out in writing any questions they may deem appropriate 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 2019, 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 institution.

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 institution. 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 written responses provided by the administrators will be posted on the Company’s website ([www.caixabank.com](http://www.caixabank.com)).

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

The Board of Directors has resolved to require the attendance of a Notary Public to record the minutes of the General Meeting.

## **DATA PROTECTION**

The personal data of the shareholders and that of their proxies, where applicable, supplied to CaixaBank S.A. by the said shareholders or their proxies or by the banking institutions or brokerage firms and dealers with whom the shares of the former 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") under the responsibility of CaixaBank, S.A. (Tax Number (NIF) A-08663619 and registered office at Calle Pintor Sorolla, 2-4, Valencia) will be processed with the purpose of managing and monitoring both the existing list of shareholders and the call to General Meeting, the meeting itself and information published on the same, and fulfilling its legal obligations. It is also informed that the General Meeting may be recorded solely and exclusively for it to be posted on CaixaBank S.A.'s corporate website, and their image and voice may therefore be recorded for purposes of reproduction, distribution and communication within this context and strictly for this purpose. The data may be disclosed to public bodies and authorities in order to comply with a legal requirement, and also to any services providers or third parties necessary for the management and implementation of the relationship deriving from the service and/or the contractual relationship. The data will be accessible to the notary public attending the General Meeting and will be publicly available insofar as it figures in the documentation available on the corporate website ([www.caixabank.com](http://www.caixabank.com)) or is revealed at the General Meeting. The owner of the data may exercise his or her rights with regard to the personal data (access, portability, revocation of consent, rectification, opposition, limitation, deletion) in accordance with current legislation by writing to CaixaBank, S.A. - Junta General Ordinaria de Accionistas 2019, Pintor Sorolla, 2-4, 46002 Valencia or to CaixaBank, S.A., Apartado de Correos 209-46080, Valencia, or at the branches of CaixaBank, S.A. or via the website link [www.caixabank.com/ejerciciodederechos](http://www.caixabank.com/ejerciciodederechos). Any claims deriving from the processing of your personal data may also be sent to the Spanish Data Protection Agency (Agencia Española de Protección de Datos) at [www.agpd.es](http://www.agpd.es). For more information on personal data processing by CaixaBank, S.A. please consult the Privacy Policy on the Company's corporate website ([www.caixabank.com](http://www.caixabank.com)). Finally, you may contact CaixaBank, S.A.'s Data Protection Officer via the link [www.caixabank.com/delegadoprotecciondedatos](http://www.caixabank.com/delegadoprotecciondedatos).

## **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 on 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 2019 Shareholder Service" by telephoning 902 11 05 82 or 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 General Meeting venue:

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

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

**Tram:** Line 4 (stops: Palau de Congressos and Empalme)

**More information:** [www.palcongres-vlc.com/es/el-palacio/localización-y-accesibilidad](http://www.palcongres-vlc.com/es/el-palacio/localización-y-accesibilidad)

The Palacio de Congressos building has disabled access. A sign language interpreter will also be available to help hearing impaired people follow the General Meeting.

Valencia, 21 February 2019. The Chairman of the Board of Directors, Mr. Jordi Gual Solé.

**CaixaBank, S.A.**

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

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