

Call Notice for the Annual General Meeting of CaixaBank, S.A.

At a meeting held on 13 March 2014, the Board of Directors of CAIXABANK, S.A. (the “Company”) resolved to call the Annual General Meeting, to be held at **Recinto Gran Via de Fira de Barcelona, Pabellón 8 - Centro de Convenciones Gran Via, calle del Foc 35, Barcelona** on 24 April 2014 at 11:00 on first call. If the required attendance quorum is not obtained on first call, the meeting will take place on second call, at the same venue and the same time on 25 April 2014.

The General Meeting is expected to be held on first call, i.e. on 24 April 2014, at the aforementioned time and venue.

The General Meeting will be held according to the following

AGENDA

1. Approval of the individual and consolidated Annual Accounts and the respective Management Reports for the year ending on December 31, 2013.
2. Approval of the management performance by the Board of Directors during the financial year ending December 31, 2013.
3. Approval of the proposed distribution of profit for the year ending December 31, 2013.
4. Re-election of the Accounts Auditor for the Company and its consolidated group for 2015.
5. Ratification, appointment and re-election of Board members:
 - 5.1. Ratification and appointment of Mr. Antonio Sáinz de Vicuña Barroso.
 - 5.2. Re-election of Mr. David K.P. Li.
 - 5.3. Re-election of Mr. Alain Minc.
 - 5.4. Re-election of Mr. Juan Rosell Lastortras.
 - 5.5. Appointment of Ms. María Amparo Moraleda Martínez.
6. Amendment of Article 1 (“Company name. Indirect exercise”) of the Articles of Association, removing the reference to the indirect exercise in the title, and amendment of section 2 in order to suppress that the Company is the bank through which Caixa d’Estalvis i Pensions de Barcelona indirectly exercises its business as a credit entity, all effective as of the transformation of Caixa d’Estalvis i Pensions de Barcelona into a banking foundation. Subsequent amendment of article 2 (“Corporate object”) of the Articles of Association.
7. Capital increases charged to reserves.
 - 7.1 Approval of an increase of share capital in an amount determinable according to the terms of the resolution, by issuing new common shares with 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 reserves. Granting of powers to the Board of Directors, with authorisation 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, in accordance with Article 297.1.a) of Royal Legislative Decree 1/2010, of 2 July, approving the redrafted text of the Corporate Enterprises Act ("**Corporate Enterprises Act**"). Request for the competent bodies to admit negotiation of the new shares on the Stock Exchanges of Barcelona, Bilbao, Madrid and Valencia, through the Continuous Market System.

- 7.2 Approval of a second increase of share capital in an amount determinable according to the terms of the resolution, by issuing new common shares with 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 reserves. Granting of powers to the Board of Directors, with authorisation 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 Corporate Enterprises Act. Request to the competent bodies to admit negotiation of the new shares on the Stock Exchanges of Barcelona, Bilbao, Madrid and Valencia, through the Continuous Market System.
- 7.3 Approval of a third increase of share capital in an amount determinable according to the terms of the resolution, by issuing new common shares with 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 reserves. Granting of powers to the Board of Directors, with authorisation 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 Corporate Enterprises Act. Request to the competent bodies to admit negotiation of the new shares on the Stock Exchanges of Barcelona, Bilbao, Madrid and Valencia, through the Continuous Market System.
- 7.4 Approval of a fourth increase of share capital in an amount determinable according to the terms of the resolution, by issuing new common shares with 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 reserves. Granting of powers to the Board of Directors, with authorisation 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 Corporate Enterprises Act. Request to the competent bodies to admit negotiation of the new shares on the Stock Exchanges of Barcelona, Bilbao, Madrid and Valencia, through the Continuous Market System.
8. Establishment of the Board members' remuneration.
9. Delivery of Company shares to the Deputy Chairman and Chief Executive Officer and the senior executives (*altos directivos*) as part of the variable remuneration scheme of the Company.

10. Approval of the maximum level of variable remuneration that may be earned by employees whose professional activities have 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 Meeting, and delegation of powers to notarise those resolutions in public deeds, register them and, if applicable, correct them.
12. Consultative vote regarding the Annual Report on Remuneration of the members of the Board of Directors for the 2013 financial year.
13. Communication of the audited balance sheets forming the basis for the approval by the Board of Directors at its respective meetings of 25 July 2013, 26 September 2013, 21 November 2013 and 27 February 2014 of the terms and implementation of the resolutions for capital increases against reserves approved at the Company's General Meeting held on 25 April 2013, under sections 1, 2, 3 and 4 of Item 7 of the Agenda, in the context of the shareholder remuneration scheme called the "Dividend/Share Programme". Terms for execution of the said increases.

SUPPLEMENT TO CALL AND PRESENTATION OF PROPOSED RESOLUTIONS

Pursuant to Article 519.1 of the Corporate Enterprises Act and Article 19.4 of the Company's Articles of Association, shareholders representing at least 5% 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 resolution proposal.

Also, in accordance with Article 519.2 of the Corporate Enterprises Act and Article 19.6 of the Articles of Association, shareholders representing at least 5% of the Company's share capital may submit grounded resolution proposals regarding matters already included or which should be included on the Agenda of the Meeting called herein.

The right to supplement this call and the right to submit resolution proposals must be exercised by written notice. The notice must be received at the Company's registered office in Avda. Diagonal, 621, 08028 Barcelona, to the attention of the General Secretary, 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 resolution proposals and the number of shares they hold, together with the items for inclusion on the Agenda and/or in the resolution proposals, attaching, if relevant, such documentation as may be required or appropriate.

ATTENDANCE

Pursuant to Article 22 of the Company's Articles of Association and Article 8 of the General Meeting Regulations, the General Meeting may be attended by shareholders holding 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 Meeting, i.e. at 23:59 on 19 April.

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 cards are unavailable for any reason, attendance card forms may be found on the Company's website (www.caixabank.com).

To confirm the identity of attending shareholders, attendants may 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 Annual General

Meeting. Likewise, in the case of legal entity shareholders, attendants may be required to provide proof that they are the shareholder entity's representative.

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

PROXY AND REMOTE VOTING

Shareholders not attending the General Meeting personally may be represented by a proxy, complying with the requirements and formalities set forth in the General Meeting Regulations, the Company's Articles of Association and the Corporate Enterprises Act.

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.

Proxy forms must be filled in and signed by the shareholders, using the relevant card.

The Company has decided to send cards directly to the shareholders for remote and proxy voting. However, if cards are unavailable for any reason, proxy and voting card forms may be found on the Company's website (www.caixabank.com).

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 will 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.

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 a "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 2014, Apartado de Correos 281, 08080 Barcelona.

By electronic means

Proxies should be appointed or remote votes cast, as the case may be, via the Company's website (www.caixabank.com), following the instructions given in the section "Annual General Meeting 2014". To ensure their identity, shareholders wishing to cast their vote or appoint a proxy electronically 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.

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

Rules on electronic voting and proxy appointment

- i) Electronic voting and proxy appointment services will be available to shareholders from 19 March 2014.
- ii) Remote proxy appointments and votes must be received by the Company at least 48 hours prior to the scheduled start time of the General Meeting on first call, i.e. by 22 April 2014 at 11:00.

- 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 respect to the same shares, only the last proxy to be appointed will be valid. 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 by the shareholder shall render null and void any electronic or written proxy appointment, whether previous (in which case it will be regarded as cancelled) or subsequent (in which case it will not be recognised).
- viii) Personal attendance at 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 hold sole liability for safekeeping of their e-signatures, and users of the *Línea Abierta* online banking service hold sole liability for safekeeping of their personal password cards.
- 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.

RIGHT TO INFORMATION

In accordance with current legislation and the General Meeting Regulations, 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) 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 call.
- Full text of the proposed resolutions included in the Agenda, and proposed resolutions submitted by shareholders, if any.
- Individual Annual Accounts (Balance Sheet, Profit and Loss Statement, 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 Statement, Income Statement of Recognised Income and Expense, Statement of Changes in Net Worth, Cash Flow Statement and Annual Report) for 2013, together with the corresponding Management Reports (including 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 proposed resolutions included in the Agenda, namely: (i) Board of Directors' report on the proposed amendment of Articles 1 and 2 of the Company's Articles of Association, included in item 6 of the Agenda, (ii) report stating the grounds for the proposals to increase the share capital, included in paragraphs 1, 2, 3 and 4 of item 7 of the Agenda, (iii) report on the proposal of approval of the maximum level of variable remuneration for the employees whose professional activities have a significant impact on the Company's risk profile, included in item 10 of the Agenda and (iv) the Annual Report on Remuneration of members of the Board of Directors for 2013, included in item 12 of the Agenda.
- Professional and biographical background of the Board members whose ratification, appointment and re-election has been put forward to the Annual General Meeting.
- Balance sheets closed on 31 December 2012, 30 June 2013 and 31 December 2013, drawn up by the Board of Directors and audited by the Company's accounts auditor, which were used as proof of the existence of sufficient reserve for approval by the Company's Board of Directors at its respective meetings held on 25 July 2013, 26 September 2013, 21 November 2013 and 27 February 2014 of the terms and implementation of the resolutions for capital increase against reserves approved at the Company's General Meeting held on 24 April 2013, under sections 1, 2, 3 and 4 of item 7 on the Agenda, in the context of the shareholder remuneration scheme called the "Dividend/Share Programme". Terms for execution of the said increases.

Pursuant to Articles 197 and 520 of the Corporate Enterprises Act and Article 7 of the General Meeting Regulations, up to seven days before the scheduled date of the Meeting, shareholders may request any information or clarifications they consider 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 regulator (CNMV) since the last General Meeting or regarding the auditor's report.

Shareholders may request information or clarifications or pose questions regarding items included on the Agenda by writing to CaixaBank, S.A.- Junta General Ordinaria de Accionistas 2014, Apartado de Correos 281, 08080 Barcelona, enclosing a photocopy of their National Identity Card or Passport for proof of identity (and, in the case of legal entities, pertinent proof of representation), together with proof of share ownership, indicating the number of shares held and the depository entity.

Information requests may also be e-mailed to jga@caixabank.com, stating the requestor's name and surname (or company name), National Identity Document or Passport number, number of shares held and depository entity. The Company will respond to such information requests by sending an e-mail to the sender, unless the shareholder indicates otherwise.

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 said shareholders or their proxies or by the Banking Institutions or Stockbrokers with whom their shares are deposited, via the entity legally qualified to run the book-entry register (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal - "Iberclear"), will be included in a file held by CaixaBank, S.A. with

the purpose of managing the development, compliance and control of the list of shareholders. Shareholders are informed that they may exercise their rights of access, rectification, cancellation and opposition by writing to the the Company at the following address: CaixaBank, S.A. -Junta General Ordinaria de Accionistas 2014, Apartado de Correos 281, 08080 Barcelona.

ONLINE SHAREHOLDERS' FORUM

Pursuant to Article 539 of the Corporate Enterprises Act and Article 7 bis of the General Meeting Regulations, from the date of this call notice until the day the General Meeting is held, the Online Shareholders Forum will be available at the Company's website (www.caixabank.com). The rules of procedure and the form to be filled in by shareholders to participate in this Forum are available on the Company's website.

NOTE

Any reference to "the shareholders" in this call notice shall include holders of series I/2012 mandatorily convertible and/or exchangeable subordinated bonds issued in January 2012 by CaixaBank, S.A. by virtue of the resolution adopted by its General Shareholders' Meeting held on 12 May 2011, who become shareholders of the Company as a result of the mandatory total conversion and/or exchange of such bonds, which will be made before the Annual General Meeting is held, as announced on 27 February 2014 as a Relevant Event.

GENERAL INFORMATION

For issues relating to the Annual General Meeting that have not been covered in this notice, shareholders may refer to the General Meeting Regulations, which are available on the Company's website (www.caixabank.com).

All information and documentation relating to the Annual General Meeting is available to shareholders on the Company's website (www.caixabank.com). For further information on how to exercise shareholders' rights relating to the Annual General Meeting, shareholders may contact the "Shareholder Service - Annual General Meeting 2014" by telephone on 902 110582, 7 days a week from 9.00 am to 7.00 pm, or by sending an e-mail to jga@caixabank.com.

Public transport to the Meeting venue:

By rail: Ildefons Cerdà station (rail lines L8, S33, S4, S8, R5, R6)

City bus lines: 9, 37, 72, 109, 125

Further information: www.firabcn.es

Barcelona, 13 March 2014. The Chairman of the Board of Directors, Mr. Isidro Fainé Casas.

CaixaBank, S.A.

Avda. Diagonal, 621, 08028 Barcelona.

Entered in the Commercial Register of Barcelona, book 43.957, folio 62, sheet B-41.232, Tax Number (CIF) A08663619