



FULL TEXT OF RESOLUTIONS PROPOSED BY THE BOARD OF DIRECTORS IN RELATION TO THE ITEMS ON THE AGENDA OF THE ORDINARY SHAREHOLDERS MEETING SCHEDULED FOR APRIL 24, 2014, AT FIRST CALL, AND APRIL 25, 2014, AT SECOND CALL

Board of Directors - March 13, 2014

ONE.– Corresponding to Agenda Point 1

Approval of the individual and consolidated Annual Accounts and the respective Management Reports for the year ending December 31, 2013.

To approve the individual Annual Accounts of CaixaBank, S.A. (which are comprised of the Balance Sheet, Profit and Loss Statement, Statement of Changes in Net Worth -including the Statement of Income and Expenses Recognized and the Total Statement of Changes in Net Worth- Statement of Cash Flows and Notes thereto), for the year ended December 31, 2012, as well as the corresponding Management Report (which in a separate section includes the Annual Corporate Governance Report), a printed copy of which appears on the back of 477 sheets of stamped paper, class 8, numbers 0L6299001 to 0L6299477, both inclusive, and on the front and back of the sheet of class 8 stamped paper bearing the number 0J0703783 which contains the signatures of the Board members subscribing them.

To approve the consolidated Annual Accounts (which are comprised of the Balance Sheet, Profit and Loss Statement, Statement of Income and Expenses Recognized, Total Statement of Changes in Net Worth, Statement of Cash Flows and Notes thereto) for the year ended December 31, 2013, as well as the corresponding Management Report, a printed copy of which appears on the back of 508 sheets of stamped paper, class 8, numbers 0K4082989 to 0K4082996, both inclusive, numbers 0L5229501 to 0L5230000, both inclusive and on the front and back of the sheet of class 8 number 0J0703784 which contains the signatures of the Board members subscribing them.

The individual and consolidated Annual Accounts, and their respective Management Reports, have been verified by the auditors of CaixaBank, S.A. (hereinafter also called "**CaixaBank**" or the "**Company**").

TWO.– Corresponding to Agenda Point 2

Approval of the management performance by the Board of Directors during the financial year ending December 31, 2013.

To approve the Board of Directors' management performance during 2013.

THREE.– Corresponding to Agenda Point 3

Approval of the proposed distribution of profit for the year ending December 31, 2013.

To approve the following distribution of individual net profit of 805,901,371.66 euros:

Basis for distribution	805,901,371.66 euros
To acquisition of free subscription rights (Dividend / Share Program):	68,390,463.66 euros ⁽¹⁾
- Acquisition of free subscription rights from shareholders in September 2013 as part of the Dividend / Share Program	16,326,791.80 euros ⁽²⁾
- Acquisition of free subscription rights from shareholders in December 2013 as part of the Dividend / Share Program	16,654,833.10 euros ⁽³⁾
- Acquisition of free subscription rights from shareholders in March 2014 as part of the Dividend / Share Program	17,596,635.99 euros ⁽⁴⁾
- Acquisition of free subscription rights from shareholders in June 2014 as part of the Dividend / Share Program	17,812,202.77 euros ⁽⁵⁾
To reserves:	737,510,908.00 euros ⁽⁶⁾
To legal reserve	221,851,179.92 euros
To restricted reserve for goodwill	120,486,937.26 euros ⁽⁷⁾
To voluntary reserve	395,172,790.82 euros ⁽⁸⁾

(1) Estimated amount to be distributed, see notes (4), (5), (6) and (8) below.

(2) In September 2013, shareholders holding a 93.23% of the Company's share capital decided to acquire the newly issued shares pursuant to the capital increase against reserves agreement approved by the General Shareholders' Meeting held on April 25, 2013, under item 7.2 of the Agenda (Dividend / Share Program). As a result thereof, the Company paid a total amount of 16,326,791.80 euros to the rest of the shareholders (holding shares representing a 6.77% of the Company's share capital) who decided to sell the free subscription rights to the Company.

(3) In December 2013, shareholders holding a 93.19% of the Company's share capital decided to acquire the newly issued shares pursuant to the capital increase against reserves agreement approved by the General Shareholders' Meeting held on April 25, 2013, under item 7.3 of the Agenda (Dividend / Share Program). As a result thereof, the Company paid a total amount of 16,654,833.10 euros to the rest of the shareholders (holding shares representing a 6.81% of the Company's share capital) who decided to sell the free subscription rights to the Company.

(4) Estimated amount to be paid in March 2014, assuming that shareholders holding a 7.00% of the Company's share capital shall decide to sell their free subscription rights acquired by virtue of the capital increase against reserves resolved by the General Shareholders' Meeting held on April 25, 2013, under item 7.4 of the Agenda (Dividend / Share Program), agreed to executed by the Board of Directors at the meeting held on February 27, 2014. This amount shall be increased or reduced depending on the total amount of the purchase price eventually paid by the Company to all shareholders that sell their free subscription rights to the Company.

(5) Estimated amount to be paid in June 2014, assuming that in June 2014 the Board of Directors shall agree to execute the capital increase against reserve agreement, subject for approval by the 2014 General Shareholders' Meeting (Dividend / Share Program) under item 7.1 on the Agenda and that shareholders holding a 7.00% of the Company's share capital shall decide to sell their free subscription rights acquired by free subscription of rights under the aforementioned capital increase against reserves agreement. This amount shall be increased or reduced depending on the total amount of the purchase price eventually paid by the Company to all shareholders that sell their free subscription rights to the Company or whether it shall be entirely allocated to voluntary reserves, if such agreement is not executed by the Board of Directors.

(6) Estimated amount, see note (8) below.

(7) As required by Article 273.4 of the Corporate Enterprises Act.

(8) Estimated amount to be allocated to the voluntary reserve. This amount shall be increased in the same amount of the reduction or increase, respectively, the amounts allocated to the payment of the purchase price of the free subscription rights (see notes (4) and (5) above).

FOUR.- Corresponding to Agenda Point 4

Re-election of the Accounts Auditor for the Company and its consolidated group for 2015.

To reappoint Deloitte, S.L. with registered offices at Plaza Pablo Ruiz Picasso, 1, Torre Picasso, 28020 Madrid, entered in the Madrid Commercial Registry under volume 13,650, sheet 188, section 8, page M-54414, entry number 96, with corporate tax identification number B-79104469 and entered in the Spanish Official Register of Auditors under number S0692, as the auditors of accounts of the Company and its consolidated group, for a term of one year, namely 2015.

FIVE.- Corresponding to Agenda Point 5

Ratification, appointment and re-election of Board members.

5.1. Ratification and appointment of Mr. Antonio Sáinz de Vicuña Barroso.

To ratify the appointment of Mr. Antonio Sáinz de Vicuña Barroso as a member of the Board of Directors elected by co-option system, approved by the Board of Directors at the meeting held on February 27, 2014 and to appoint him as a member of the Board of Directors in the category of "Independent Directors" for the statutory term of six years, in accordance with the proposal submitted to the Board of Directors by the Appointments and Remuneration Committee.

5.2. Re-election of Mr. David K.P. Li.

To re-elect Mr. David K.P. Li as a member of the Board of Directors in the category of "Other External Directors" for the statutory term of six years, in accordance with the proposal submitted to the Board of Directors by the Appointments and Remuneration Committee.

5.3. Re-election of Mr. Alain Minc.

To re-elect Mr. Alain Minc as a member of the Board of Directors in the category of "Independent Directors" for the statutory term of six years, in accordance with the proposal submitted to the Board of Directors by the Appointments and Remuneration Committee.

5.4. Re-election of Mr. Juan Rosell Lastortras.

To re-elect Mr. Juan Rosell Lastortras as a member of the Board of Directors in the category of "Other External Directors" for the statutory term of six years, in accordance with the proposal submitted to the Board of Directors by the Appointments and Remuneration Committee. This notwithstanding, Mr. Rosell shall be able to be in the category of "Independent Director" upon proposal of the Appointments and Remuneration Committee, once the transformation of Caixa d'Estalvis i Pensions de Barcelona into banking foundation has been completed.

5.5. Appointment of Ms. María Amparo Moraleda Martínez.

To appoint Ms. María Amparo Moraleda Martínez as a member of the Board of Directors in the category of "Independent Directors" for the statutory term of six years, in accordance with the proposal submitted to the Board of Directors by the

Appointments and Remuneration Committee, filling the vacancy left by Ms. Susana Gallardo Torrededia, due to expiration of her mandate.

SIX.- Corresponding to Agenda Point 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.

To amend Article 1 ("Company name. Indirect Exercise" and Article 2 ("Corporate object") of the Bylaws, which shall read as follows:

Article 1.- Company name.

*The company is called "CaixaBank, S.A." (hereinafter the "**Company**") and is governed by these By-laws, the provisions governing the legal system for joint stock companies and any other legal rules applicable to it.*

Article 2.- Corporate Object

1. *The following activities are the corporate object of the Company:*
 - (i) *all manner of activities, operations, acts, contracts and services related to the banking sector in general or directly or indirectly related thereto, permitted by current legislation, including the provision of investment services and ancillary services and performance of the activities of an insurance agency, either exclusively or in association, without simultaneous exercise of both activities;*
 - (ii) *receiving public funds in the form of irregular deposits or in other similar formats, for the purposes of application on its own account to active credit and microcredit operations, i.e. the granting of loans without collateral in a bid to finance small business initiatives by individuals and legal entities which, in view of their social and economic circumstances, have difficulty in gaining access to traditional finance from banks, and to other investments, with or without pledged collateral, mortgage collateral or other forms of collateral, pursuant to business laws and customs, providing customers with services including dispatch, transfer, custody, mediation and others in relation to these, in connection with business commissions; and*
 - (iii) *acquisition, holding, enjoyment and disposal of all manner of securities and drawing up takeover bids and sales of securities, and of all manner of ownership interests in any entity or company.*
2. *The activities which make up the corporate object may be carried out totally or partially in an indirect fashion, in any format permitted by law, especially through the holding of shares or ownership interests in companies or other entities the object of which is identical or similar, ancillary or complementary to such activities.*

In accordance with the provisions of article 8 of Royal Decree 1245/1995 of July 14, on creation of banks, cross, border business and other issues related to the regulation of credit institutions, the amendment of Articles 1 and 2 of the Company's Bylaws is subject to the authorization scheme contemplated in the aforesaid article.

The effectiveness of this Agreement is subject to the approval by the General Assembly of the Caixa d'Estalvis i Pensions de Barcelona of its transformation into a banking foundation, the consequential amendment of its Bylaws and its registration with the Foundations Registry, removing all references to the current credit entity nature of the Caixa d'Estalvis i Pensions de Barcelona and to the indirect exercise of activities of a credit entity through CaixaBank.

SEVEN.1.- Corresponding to Agenda Point 7.1

Approval of an increase of share capital in an amount determinable pursuant to the terms of the resolution, by issuing new common shares having 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. Funding of restricted reserve. Delegation of authority to the Board of Directors, with authorization in turn to delegate to the Executive Committee, to fix the date the increase is to be implemented and the terms of the increase in all respects not provided for by the General Meeting, all in accordance with article 297(1)(a) of the Royal Decree Law 1/2010 of July 2, which approves the consolidated text of the Corporate Enterprises Act ("The Corporate Enterprises Act"). Application for admission to official trading of the newly-issued shares on the Barcelona, Bilbao, Madrid and Valencia stock exchanges through Spain's Continuous Market.

1.- Capital Increase

It is resolved to increase share capital by the amount resulting from multiplying (a) the par value of one (1) euro per CaixaBank share by (b) the number of new CaixaBank shares to be determined by the formula outlined in point 4 below (the "**New Shares**"), from which the shares corresponding to any free subscription rights acquired by the Company pursuant to point 6 below will be deducted.

The capital increase shall be conducted via the issuance and entry into circulation of the New Shares, which shall be ordinary shares with face value of one (1) euro each, of the same class and series as the shares currently in circulation, in book-entry form.

The capital increase will be made fully against reserves of the kind contemplated in article 303(1) of the Corporate Enterprises Act.

The New Shares shall be issued at face value, that is, at a value of one (1) euro per share, with no premium, and shall be freely allocated to Company shareholders.

2.- Funding of restricted reserve

With a charge to unrestricted reserve which stood at 2,631,996,481.93 euros as of December 31, 2013, to approve an allocation to restricted reserve in the amount of 66,025,091 euros, which shall be entirely used for the capital increase purposes.

If the amount of the increase is greater than the amount of the restricted reserve, the part of the increase in excess of the amount of the restricted reserve will be made against unrestricted reserves.

If, once the increase has been carried out, there is a remainder in the restricted reserve, the amount in question will be considered to be an unrestricted reserve.

3.- Requirements for carrying out the Increase

The execution of the increase by the Board of Directors or, by delegation, by the Executive Committee, will be contingent on the existence of sufficient reserves (pursuant to Article 303(1) of the Corporate Enterprises Act) when the increase is carried out. If the aforesaid reserves are insufficient, the Board of Directors (or, by delegation, the Executive Committee) will not execute the increase, and will submit to the General Shareholders Meeting the need to revoke this resolution.

The Board of Directors or, by substitution, the Executive Committee will determine if there are sufficient reserves to carry out the increase, in accordance with Article 303(1) of Corporate Enterprises Act, based on a balance sheet closed within the six months prior to the adoption of the execution resolution, prepared by the Board of Directors and verified by the Company's auditor.

The balance sheet referred to in the previous paragraph, which may be part of the Company's interim financial statements, will be made available to the shareholders and notified in the first Annual General Meeting held after the capital increase, meeting at which, in addition, the increase and the terms thereof will be explained.

4.- New Shares to be issued

The number of New Shares will be that resulting from the application of the following formula, rounded down to the nearest whole number:

$$\text{NAN} = \text{NTAcc} / \text{Number of rights}$$

where,

NAN = number of New Shares (in Spanish: número de Acciones Nuevas) to be issued;

NTAcc = total number of CaixaBank shares in circulation on the date at which the Board of Directors, or, by delegation, the Executive Committee, agrees to carry out the capital increase; and

Number of rights = the number of free subscription rights necessary for the allocation of one New Share, which shall be that resulting from the application of the following formula, rounded up to the nearest whole number:

$$\text{Number of rights} = \text{NTAcc} / \text{Number of provisional shares}$$

where,

$$\text{Number of provisional shares} = \frac{\text{the amount of the Alternative Option}}{\text{PreCot (Listed Price)}}$$

For these purposes:

The amount of the Alternative Option is the market value of the increase, which shall be established by the Board of Directors or, if assigned, the Executive Committee, depending on the number of the outstanding shares (that is, NTAcc) and it could not exceed 304,000,000 euros.

The PreCot shall be a mathematical average of the weighted average prices of a Company's share on the Spanish stock exchanges during five trading days prior to the day on which the Board of Directors or, if assigned, the Executive Committee, shall implement the capital increase, rounded up to the closest to the thousandth of euro and, in case of a half of one thousandth of euro, to the closest thousandth immediately above it.

5.- Free subscription rights

Each Company share in circulation shall confer one free subscription right.

The number of free subscription rights required to receive one New Share shall be determined automatically according to the ratio between the number of New Shares and the total number of shares in circulation (NTAcc). Specifically, shareholders shall be entitled to receive one New Share for a number of free subscription rights, to be determined under the aforementioned point 4 (number of rights), they hold.

Holders of bonds convertible into shares of the Company shall not acquire free subscription rights, although they may have the right to the amendment of the exchange ratio of the bonds, proportionally to the amount of the capital increase, in case such remuneration for shareholders causes dilution.

In the event that the number of free subscription rights needed for the allocation of one share (Number of rights) multiplied by the number of New Shares to be issued (NAN) is a lower number than the total number of shares in circulation (NTAcc), CaixaBank, or one of its group companies, shall give up a number of free subscription rights equal to the difference between the two numbers, for the exclusive purpose of ensuring that the number of New Shares to be issued is a whole number and not a fraction.

Free subscription rights shall be allocated to CaixaBank shareholders who are listed as such in the registries of Iberclear (Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.) at 23:59 on the date the announcement of the capital increase is published in the Official Gazette of the Commercial Registry. During the period of trading of the free subscription rights, free subscription rights to subscribe New Shares may be acquired on the market. Free subscription rights may be traded on the market during a period to be determined by the Board, or by delegation, the Executive Committee, with a minimum of 15 calendar days.

6.- Irrevocable commitment to acquire free subscription rights

The Company will make an irrevocable commitment to purchase the free subscription rights received without charge at the price indicated below (the "**Purchase Commitment**"). The Purchase Commitment will be in force and may be accepted by the aforesaid shareholders during the period, within the rights trading period, to be determined by the Board of Directors or, by delegation, the Executive Committee. To this end, it is hereby resolved to authorize the Company to acquire said free subscription rights (as well as the shares corresponding to them), with a maximum threshold of the total rights issued, respecting legal limitations at all times. The "**Purchase Price**" of each free subscription right shall be equal to the amount resulting from the following formula, rounded to the closest thousandth of a euro and, in the event of a half-thousandth of a euro, to the next highest thousandth of a euro:

$$\text{Purchase Price} = \text{PreCot} / (\text{number of rights} + 1)$$

In case the total amount of the Purchase Price of the free subscription, for which the Purchase Commitment has been accepted, exceeds 17,812,202.77 euros, in accordance with the resolution of distribution of profits for the 2013 set forth under item 3 of the Agenda of this General Shareholders' Meeting, to authorise the application of unrestricted reserves for the payment of the Purchase Price for free subscription rights, for the amount equivalent to the difference between the amount indicated as the total Purchase Price and the amount allocated for the payment for the Purchase Price for free subscription rights in accordance with the aforementioned resolution on distribution of profits.

7.- Balance sheet for the transaction and reserves against which the capital increase is conducted

The balance sheet upon which this transaction is based is the balance sheet as of 31 December, 2013, duly audited and approved by this General Shareholders Meeting.

In addition, as indicated above, the determination of whether there are sufficient reserves to carry out the increase, in accordance with Article 303.1 of Corporate Enterprises Act, must be made on the basis of a balance sheet closed in the six months prior to the adoption of the execution resolution drawn up by the Board of Directors and verified by the Company's auditor.

The capital increase will be fully implemented against the restricted reserve referred to in point 2 above, or, if such reserve is insufficient, against unrestricted reserves.

8- Representation of New Shares

The new shares shall be registered in book-entry form with the Company that manages Spain's securities registration, clearing, and settlement systems, Iberclear (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.) and its member companies.

9.- Rights of New Shares

The new shares shall confer to their holders the same voting and economic rights as the ordinary CaixaBank shares currently in circulation, from the date at which the capital increase is subscribed and paid.

10.- Shares on Deposit

At the end of the trading period for the free subscription rights, any New Shares that are not allocated for reasons not attributable to CaixaBank shall be held in deposit for investors who can prove that they are the legitimate owners of the pertinent free subscription rights. Three years from the deadline for the end of the trading period for free subscription rights, any shares still unallocated may be sold, pursuant to Article 117 of the Corporate Enterprises Act, at the interested parties' risk. The cash proceeds from the aforementioned sale shall be deposited with the Bank of Spain or the General Deposit Fund to be made available to interested parties.

11.- Application for admission to official trading

It is hereby resolved to submit a request for trading of the New Shares on the Barcelona, Bilbao, Madrid and Valencia stock exchanges through Spain's Continuous Market, expressly noting that CaixaBank submits to existing regulations and rules which may subsequently be enacted, governing the Stock Market, particularly regulations governing trading, minimum timeframes for trading or exclusion from official trading.

It is expressly noted that, in the event that a subsequent application is made to withdraw CaixaBank shares from the stock market, this exclusion shall be carried out under the same formal procedures applicable and, in such case, shall guarantee the interests of any shareholders who oppose the exclusion resolution or do not vote in favour of it, in accordance with the stipulations of the Corporate Enterprises Act and associated legislation, pursuant to Securities Market Law 24/1988 of July 28 and related provisions.

12.- Execution of increase

Within one year of the date of this resolution, the Board of Directors, or, where delegated, the Executive Committee, may resolve to carry out the capital increase and establish the conditions governing it in any matters not stipulated in the present resolution, provided that the requirements set forth in point 3 above are fulfilled. Notwithstanding the foregoing, if the Board of Directors does not deem it to be appropriate to execute the capital increase, it may submit the possibility of revoking this resolution to the General Shareholders Meeting.

Following the end of the trading period for free subscription rights:

- (a) The New Shares will be allocated to those investors who, according to registries held by Iberclear or its participating companies, are holders of free subscription rights in the proportion resulting from the abovementioned section 5.
- (b) The Board of Directors, or, in substitution thereof, the Executive Committee, will declare the free subscription rights trading period concluded and render an account of the disbursement of reserves in the amount of the capital increase, with the latter distributed through said disbursement.

Similarly, following the end of the free subscription rights trading period, the Board of Directors, or the Executive Committee in substitution thereof, will adopt the relevant resolutions to modify the by-laws to reflect the new share capital amount resulting from the capital increase and to request that the new shares be admitted for trading on the stock market.

13.- Delegation of powers

It is hereby resolved to delegate powers to the Board of Directors, in accordance with article 297(1)(a) of the current Corporate Enterprises Act, with express powers in turn to delegate to the Executive Committee in replacement of the Board, the ability to set the conditions of the capital increase regarding any matters not stipulated in this resolution. In particular, and merely for illustration purposes, the Board of Directors is delegated, with express powers to delegate in the Executive Committee, to exercise the following capabilities:

1. Set a date on which the resolution thus adopted for a capital increase will be carried out, which must in any case be sometime within the one-year time frame which begins as soon as it is approved.
2. Determine the exact amount of the capital increase, the number of New Shares to be issued and the free subscription rights needed in order to receive New Shares, applying the rules established by the Annual General Meeting for said purpose.
3. Waive the New Shares corresponding to the free subscription rights owned by the Company at the end of the trading period for the aforesaid rights, as a result of acquisition of free subscription rights from the shareholders pursuant to the Purchase Commitment and/or in order for the number of new shares to be issued to be a whole number and not a fraction.

4. Perform all tasks that may be required or advisable to execute and complete the capital increase vis-à-vis any public or private bodies or organizations, whether Spanish or foreign, including duties to declare, provide complementary information or correct defects or omissions that may impair or impede the full effectiveness of the aforementioned resolutions.
5. With express authority to delegate to the Executive Committee or the Members of the Board of Directors it deems to be appropriate, to the Secretary or Vice Secretaries of the Company's Board of Directors (each of them individually, on a joint and several basis), take such actions as may be necessary or appropriate regarding the allocation and negotiation of the free subscription rights, implementation of the Purchase Commitment and payment of the price to the shareholders accepting that commitment, as well as such actions as may be necessary or appropriate related to the execution and documentation of the capital increase, in particular, merely by way of illustration:
 - (i) declare the capital increase to be closed and completed and, for these purposes, calculate the final number of shares to be issued within the context of the capital increase, declare disbursement of the capital increase against the restricted reserve referred to in point 2 above and, if it is not sufficient, against voluntary reserves, as well as the amount by which share capital is increased;
 - (ii) revise the wording of articles 5 and 6 of CaixaBank's By-Laws, regarding share capital and shares, updating them to reflect the outcome of the capital increase;
 - (iii) take all necessary steps in order for the new shares issued under this capital increase resolution to be listed in Iberclear's registries and admitted to trading on Stock Markets on which the Company's shares are traded, in accordance with established procedures at each stock exchange; and
 - (iv) take such actions and execute such documents as may be appropriate related to public disclosure of the characteristics of the capital increase and the actions to be taken before Spanish regulators and stock exchanges.

SEVEN.2.- Corresponding to Agenda Point 7.2

Approval of a second increase of share capital in an amount determinable pursuant to the terms of the resolution, by issuing new common shares having 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. Funding of restricted reserve. Delegation of authority to the Board of Directors, with authorization in turn to delegate to the Executive Committee, to fix the date the increase is to be implemented and the terms of the increase in all respects not provided for by the General Meeting, all in accordance with article 297(1)(a) of the Corporate Enterprises Act. Application for admission to official trading of the newly-issued shares on the Barcelona, Bilbao, Madrid and Valencia stock exchanges through Spain's Continuous Market.

1.- Capital Increase

It is resolved to increase share capital by the amount resulting from multiplying (a) the par value of one (1) euro per CaixaBank share by (b) the number of new CaixaBank shares to be determined by the formula outlined in point 4 below (the "**New Shares**"), from which the

shares corresponding to any free subscription rights acquired by the Company pursuant to point 6 below will be deducted.

The capital increase shall be conducted via the issuance and entry into circulation of the New Shares, which shall be ordinary shares with face value of one (1) euro each, of the same class and series as the shares currently in circulation, in book-entry form.

The capital increase will be made fully against reserves of the kind contemplated in article 303(1) of the Corporate Enterprises Act.

The New Shares shall be issued at face value, that is, at a value of one (1) euro per share, with no premium, and shall be freely allocated to Company shareholders.

2.- Funding of restricted reserve

With a charge to unrestricted reserve which stood at 2,631,996,481.93 euros as of December 31, 2013, to approve an allocation to restricted reserve in the amount of 68,814,258 euros, which shall be entirely used for the capital increase purposes.

If the amount of the increase is greater than the amount of the restricted reserve, the part of the increase in excess of the amount of the restricted reserve will be made against unrestricted reserves.

If, once the increase has been carried out, there is a remainder in the restricted reserve, the amount in question will be considered to be an unrestricted reserve.

3.- Requirements for carrying out the Increase

The execution of the increase by the Board of Directors or, by delegation, by the Executive Committee, will be contingent on the existence of sufficient reserves (pursuant to Article 303(1) of the Corporate Enterprises Act) when the increase is carried out. If the aforesaid reserves are insufficient, the Board of Directors (or, by delegation, the Executive Committee) will not execute the increase, and will submit to the General Shareholders Meeting the need to revoke this resolution.

The Board of Directors or, by substitution, the Executive Committee will determine if there are sufficient reserves to carry out the increase, in accordance with Article 303(1) of Corporate Enterprises Act, based on a balance sheet closed within the six months prior to the adoption of the execution resolution, prepared by the Board of Directors and verified by the Company's auditor.

The balance sheet referred to in the previous paragraph, which may be part of the Company's interim financial statements, will be made available to the shareholders and notified in the first Annual General Meeting held after the capital increase, meeting at which, in addition, the increase and the terms thereof will be explained.

4.- New Shares to be issued

The number of New Shares will be that resulting from the application of the following formula, rounded down to the nearest whole number:

$$\text{NAN} = \text{NTAcc} / \text{Number of rights}$$

where,

NAN = number of New Shares (in Spanish: número de Acciones Nuevas) to be issued;

NTAcc = total number of CaixaBank shares in circulation on the date at which the Board of Directors, or, by delegation, the Executive Committee, agrees to carry out the capital increase; and

Number of rights = the number of free subscription rights necessary for the allocation of one New Share, which shall be that resulting from the application of the following formula, rounded up to the nearest whole number:

$$\text{Number of rights} = \text{NTAcc} / \text{Number of provisional shares}$$

where,

$$\text{Number of provisional shares} = \frac{\text{the amount of the Alternative Option}}{\text{PreCot (Listed Price)}}$$

For these purposes:

The amount of the Alternative Option is the market value of the increase, which shall be established by the Board of Directors or, if assigned, the Executive Committee, depending on the number of the outstanding shares (that is, NTAcc) and it could not exceed 317,000,000 euros.

The PreCot shall be a mathematical average of the weighted average prices of a Company's share on the Spanish stock exchanges during five trading days prior to the day on which the Board of Directors or, if assigned, the Executive Committee, shall implement the capital increase, rounded up to the closest to the thousandth of euro and, in case of a half of one thousandth of euro, to the closest thousandth immediately above it.

5.- Free subscription rights

Each Company share in circulation shall confer one free subscription right.

The number of free subscription rights required to receive one New Share shall be determined automatically according to the ratio between the number of New Shares and the total number of shares in circulation (NTAcc). Specifically, shareholders shall be entitled to receive one New Share for a number of free subscription rights, to be determined under the aforementioned point 4 (number of rights), they hold.

Holders of bonds convertible into shares of the Company shall not acquire free subscription rights, although they may have the right to the amendment of the exchange ratio of the bonds, proportionally to the amount of the capital increase, in case such remuneration for shareholders causes dilution.

In the event that the number of free subscription rights needed for the allocation of one share (Number of rights) multiplied by the number of New Shares to be issued (NAN) is a lower number than the total number of shares in circulation (NTAcc), CaixaBank, or one of its group companies, shall give up a number of free subscription rights equal to the difference between the two numbers, for the exclusive purpose of ensuring that the number of New Shares to be issued is a whole number and not a fraction.

Free subscription rights shall be allocated to CaixaBank shareholders who are listed as such in the registries of Iberclear (Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.) at 23:59 on the date the announcement of the capital increase is published in the Official Gazette of the Commercial Registry. During the period of trading of the free subscription rights, free subscription rights to subscribe New Shares may be acquired on the market. Free subscription rights may be traded on the market during a period to be

determined by the Board, or by delegation, the Executive Committee, with a minimum of 15 calendar days.

6.- Irrevocable commitment to acquire free subscription rights

The Company will make an irrevocable commitment to purchase the free subscription rights received without charge at the price indicated below (the "**Purchase Commitment**"). The Purchase Commitment will be in force and may be accepted by the aforesaid shareholders during the period, within the rights trading period, to be determined by the Board of Directors or, by delegation, the Executive Committee. To this end, it is hereby resolved to authorize the Company to acquire said free subscription rights (as well as the shares corresponding to them), with a maximum threshold of the total rights issued, respecting legal limitations at all times. The "**Purchase Price**" of each free subscription right shall be equal to the amount resulting from the following formula, rounded to the closest thousandth of a euro and, in the event of a half-thousandth of a euro, to the next highest thousandth of a euro:

$$\text{Purchase Price} = \text{PreCot} / (\text{number of rights} + 1)$$

The Purchase Price of the free subscription rights to be paid to shareholders may be charged totally or partially against 2014 profits and/or against unrestricted reserves, as the Board of Directors or, by delegation, the Executive Committee may determine by the time of executing and completing the Capital Increase.

7.- Balance sheet for the transaction and reserves against which the capital increase is conducted

The balance sheet upon which this transaction is based is the balance sheet as of 31 December, 2013, duly audited and approved by this General Shareholders Meeting.

In addition, as indicated above, the determination of whether there are sufficient reserves to carry out the increase, in accordance with Article 303.1 of Corporate Enterprises Act, must be made on the basis of a balance sheet closed in the six months prior to the adoption of the execution resolution drawn up by the Board of Directors and verified by the Company's auditor.

The capital increase will be fully implemented against the restricted reserve referred to in point 2 above, or, if such reserve is insufficient, against unrestricted reserves.

8- Representation of New Shares

The new shares shall be registered in book-entry form with the Company that manages Spain's securities registration, clearing, and settlement systems, Iberclear (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.) and its member companies.

9.- Rights of New Shares

The new shares shall confer to their holders the same voting and economic rights as the ordinary CaixaBank shares currently in circulation, from the date at which the capital increase is subscribed and paid.

10.- Shares on Deposit

At the end of the trading period for the free subscription rights, any New Shares that are not allocated for reasons not attributable to CaixaBank shall be held in deposit for investors who

can prove that they are the legitimate owners of the pertinent free subscription rights. Three years from the deadline for the end of the trading period for free subscription rights, any shares still unallocated may be sold, pursuant to Article 117 of the Corporate Enterprises Act, at the interested parties' risk. The cash proceeds from the aforementioned sale shall be deposited with the Bank of Spain or the General Deposit Fund to be made available to interested parties.

11.- Application for admission to official trading

It is hereby resolved to submit a request for trading of the New Shares on the Barcelona, Bilbao, Madrid and Valencia stock exchanges through Spain's Continuous Market, expressly noting that CaixaBank submits to existing regulations and rules which may subsequently be enacted, governing the Stock Market, particularly regulations governing trading, minimum timeframes for trading or exclusion from official trading.

It is expressly noted that, in the event that a subsequent application is made to withdraw CaixaBank shares from the stock market, this exclusion shall be carried out under the same formal procedures applicable and, in such case, shall guarantee the interests of any shareholders who oppose the exclusion resolution or do not vote in favour of it, in accordance with the stipulations of the Corporate Enterprises Act and associated legislation, pursuant to Securities Market Law 24/1988 of July 28 and related provisions.

12.- Execution of increase

Within one year of the date of this resolution, the Board of Directors, or, where delegated, the Executive Committee, may resolve to carry out the capital increase and establish the conditions governing it in any matters not stipulated in the present resolution, provided that the requirements set forth in point 3 above are fulfilled. Notwithstanding the foregoing, if the Board of Directors does not deem it to be appropriate to execute the capital increase, it may submit the possibility of revoking this resolution to the General Meeting.

Specifically, before proceeding with the increase, the Board of Directors or, by delegation, the Executive Committee, will analyze and consider market conditions and the level of acceptance of the increase approved by the Annual General Meeting of shareholders under the above point Seven 1, if it has been executed, and in the event that these or other factors advise against the transaction in the members' view, it may submit the possibility of revoking this resolution to the General Meeting .

Following the end of the trading period for free subscription rights:

- (a) The New Shares will be allocated to those investors who, according to registries held by Iberclear or its participating companies, are holders of free subscription rights in the proportion resulting from the abovementioned section 5.
- (b) The Board of Directors, or, in substitution thereof, the Executive Committee, will declare the free subscription rights trading period concluded and render an account of the disbursement of reserves in the amount of the capital increase, with the latter distributed through said disbursement.

Similarly, following the end of the free subscription rights trading period, the Board of Directors, or the Executive Committee in substitution thereof, will adopt the relevant resolutions to modify the by-laws to reflect the new share capital amount resulting from the capital increase and to request that the new shares be admitted for trading on the stock market.

13.- Delegation of powers

It is hereby resolved to delegate powers to the Board of Directors, in accordance with article 297(1)(a) of the current Corporate Enterprises Act, with express powers in turn to delegate to the Executive Committee in replacement of the Board, the ability to set the conditions of the capital increase regarding any matters not stipulated in this resolution. In particular, and merely for illustration purposes, the Board of Directors is delegated, with express powers to delegate in the Executive Committee, to exercise the following capabilities:

1. Set a date on which the resolution thus adopted for a capital increase will be carried out, which must in any case be sometime within the one-year time frame which begins as soon as it is approved.
2. Determine the exact amount of the capital increase, the number of New Shares to be issued and the free subscription rights needed in order to receive New Shares, applying the rules established by the Annual General Meeting for said purpose.
3. Waive the New Shares corresponding to the free subscription rights owned by the Company at the end of the trading period for the aforesaid rights, as a result of acquisition of free subscription rights from the shareholders pursuant to the Purchase Commitment and/or in order for the number of new shares to be issued to be a whole number and not a fraction.
4. Determine if the Purchase Price of the free subscription rights to be paid to shareholders should be charged against 2014 profits and/or against unrestricted reserves, specifying in this latter case, which of the reserve accounts of the Company would be used to this purpose.
5. Perform all tasks that may be required or advisable to execute and complete the capital increase vis-à-vis any public or private bodies or organizations, whether Spanish or foreign, including duties to declare, provide complementary information or correct defects or omissions that may impair or impede the full effectiveness of the aforementioned resolutions.
6. With express authority to delegate to the Executive Committee or the Members of the Board of Directors it deems to be appropriate, to the Secretary or Vice Secretaries of the Company's Board of Directors (each of them individually, on a joint and several basis), take such actions as may be necessary or appropriate regarding the allocation and negotiation of the free subscription rights, implementation of the Purchase Commitment and payment of the price to the shareholders accepting that commitment, as well as such actions as may be necessary or appropriate related to the execution and documentation of the capital increase, in particular, merely by way of illustration:
 - (i) declare the capital increase to be closed and completed and, for these purposes, calculate the final number of shares to be issued within the context of the capital increase, declare disbursement of the capital increase against the restricted reserve referred to in point 2 above and, if it is not sufficient, against voluntary reserves, as well as the amount by which share capital is increased;
 - (ii) revise the wording of articles 5 and 6 of CaixaBank's By-Laws, regarding share capital and shares, updating them to reflect the outcome of the capital increase;
 - (iii) take all necessary steps in order for the new shares issued under this capital increase resolution to be listed in Iberclear's registries and admitted to trading

- on Stock Markets on which the Company's shares are traded, in accordance with established procedures at each stock exchange; and
- (iv) take such actions and execute such documents as may be appropriate related to public disclosure of the characteristics of the capital increase and the actions to be taken before Spanish regulators and stock exchanges.

SEVEN.3.- Corresponding to Agenda Point 7.3

Approval of a third increase of share capital in an amount determinable pursuant to the terms of the resolution, by issuing new common shares having 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. Funding of restricted reserve. Delegation of authority to the Board of Directors, with authorization in turn to delegate to the Executive Committee, to fix the date the increase is to be implemented and the terms of the increase in all respects not provided for by the General Meeting, all in accordance with article 297(1)(a) of the Corporate Enterprises Act. Application for admission to official trading of the newly-issued shares on the Barcelona, Bilbao, Madrid and Valencia stock exchanges through Spain's Continuous Market.

1.- Capital Increase

It is resolved to increase share capital by the amount resulting from multiplying (a) the par value of one (1) euro per CaixaBank share by (b) the number of new CaixaBank shares to be determined by the formula outlined in point 4 below (the "**New Shares**"), from which the shares corresponding to any free subscription rights acquired by the Company pursuant to point 6 below will be deducted.

The capital increase shall be conducted via the issuance and entry into circulation of the New Shares, which shall be ordinary shares with face value of one (1) euro each, of the same class and series as the shares currently in circulation, in book-entry form.

The capital increase will be made fully against reserves of the kind contemplated in article 303(1) of the Corporate Enterprises Act.

The New Shares shall be issued at face value, that is, at a value of one (1) euro per share, with no premium, and shall be freely allocated to Company shareholders.

2.- Funding of restricted reserve

With a charge to unrestricted reserve which stood at 2,631,996,481.93 euros as of December 31, 2013, to approve an allocation to restricted reserve in the amount of 69,967,750 euros, which shall be entirely used for the capital increase purposes.

If the amount of the increase is greater than the amount of the restricted reserve, the part of the increase in excess of the amount of the restricted reserve will be made against unrestricted reserves.

If, once the increase has been carried out, there is a remainder in the restricted reserve, the amount in question will be considered to be an unrestricted reserve.

3.- Requirements for carrying out the Increase

The execution of the increase by the Board of Directors or, by delegation, by the Executive Committee, will be contingent on the existence of sufficient reserves (pursuant to Article

303(1) of the Corporate Enterprises Act) when the increase is carried out. If the aforesaid reserves are insufficient, the Board of Directors (or, by delegation, the Executive Committee) will not execute the increase, and will submit to the General Shareholders Meeting the need to revoke this resolution.

The Board of Directors or, by substitution, the Executive Committee will determine if there are sufficient reserves to carry out the increase, in accordance with Article 303(1) of Corporate Enterprises Act, based on a balance sheet closed within the six months prior to the adoption of the execution resolution, prepared by the Board of Directors and verified by the Company's auditor.

The balance sheet referred to in the previous paragraph, which may be part of the Company's interim financial statements, will be made available to the shareholders and notified in the first Annual General Meeting held after the capital increase, meeting at which, in addition, the increase and the terms thereof will be explained.

4.- New Shares to be issued

The number of New Shares will be that resulting from the application of the following formula, rounded down to the nearest whole number:

$$\text{NAN} = \text{NTAcc} / \text{Number of rights}$$

where,

NAN = number of New Shares (in Spanish: número de Acciones Nuevas) to be issued;

NTAcc = total number of CaixaBank shares in circulation on the date at which the Board of Directors, or, by delegation, the Executive Committee, agrees to carry out the capital increase; and

Number of rights = the number of free subscription rights necessary for the allocation of one New Share, which shall be that resulting from the application of the following formula, rounded up to the nearest whole number:

$$\text{Number of rights} = \text{NTAcc} / \text{Number of provisional shares}$$

where,

$$\text{Number of provisional shares} = \frac{\text{amount of the Alternative Option}}{\text{PreCot (Listed Price)}}$$

For these purposes:

The amount of the Alternative Option is the market value of the increase, which shall be established by the Board of Directors or, if assigned, the Executive Committee, depending on the number of the outstanding shares (that is, NTAcc) and it could not exceed 322,000,000 euros.

The PreCot shall be a mathematical average of the weighted average prices of a Company's share on the Spanish stock exchanges during five trading days prior to the day on which the Board of Directors or, if assigned, the Executive Committee, shall implement the capital increase, rounded up to the closest to the thousandth of euro and, in case of a half of one thousandth of euro, to the closest thousandth immediately above it.

5.- Free subscription rights

Each Company share in circulation shall confer one free subscription right.

The number of free subscription rights required to receive one New Share shall be determined automatically according to the ratio between the number of New Shares and the total number of shares in circulation (NTAcc). Specifically, shareholders shall be entitled to receive one New Share for a number of free subscription rights, to be determined under the aforementioned point 4 (number of rights), they hold.

Holders of bonds convertible into shares of the Company shall not acquire free subscription rights, although they may have the right to the amendment of the exchange ratio of the bonds, proportionally to the amount of the capital increase, in case such remuneration for shareholders causes dilution.

In the event that the number of free subscription rights needed for the allocation of one share (Number of rights) multiplied by the number of New Shares to be issued (NAN) is a lower number than the total number of shares in circulation (NTAcc), CaixaBank, or one of its group companies, shall give up a number of free subscription rights equal to the difference between the two numbers, for the exclusive purpose of ensuring that the number of New Shares to be issued is a whole number and not a fraction.

Free subscription rights shall be allocated to CaixaBank shareholders who are listed as such in the registries of Iberclear (Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.) at 23:59 on the date the announcement of the capital increase is published in the Official Gazette of the Commercial Registry. During the period of trading of the free subscription rights, free subscription rights to subscribe New Shares may be acquired on the market. Free subscription rights may be traded on the market during a period to be determined by the Board, or by delegation, the Executive Committee, with a minimum of 15 calendar days.

6.- Irrevocable commitment to acquire free subscription rights

The Company will make an irrevocable commitment to purchase the free subscription rights received without charge at the price indicated below (the "**Purchase Commitment**"). The Purchase Commitment will be in force and may be accepted by the aforesaid shareholders during the period, within the rights trading period, to be determined by the Board of Directors or, by delegation, the Executive Committee. To this end, it is hereby resolved to authorize the Company to acquire said free subscription rights (as well as the shares corresponding to them), with a maximum threshold of the total rights issued, respecting legal limitations at all times. The "**Purchase Price**" of each free subscription right shall be equal to the amount resulting from the following formula, rounded to the closest thousandth of a euro and, in the event of a half-thousandth of a euro, to the next highest thousandth of a euro:

$$\text{Purchase Price} = \text{PreCot} / (\text{number of rights} + 1)$$

The Purchase Price of the free subscription rights to be paid to shareholders may be charged totally or partially against 2014 profits and/or against unrestricted reserves, as the Board of Directors or, by delegation, the Executive Committee may determine by the time of executing and completing the Capital Increase.

7.- Balance sheet for the transaction and reserves against which the capital increase is conducted

The balance sheet upon which this transaction is based is the balance sheet as of 31 December, 2013, duly audited and approved by this General Shareholders Meeting.

In addition, as indicated above, the determination of whether there are sufficient reserves to carry out the increase, in accordance with Article 303.1 of Corporate Enterprises Act, must be made on the basis of a balance sheet closed in the six months prior to the adoption of the execution resolution drawn up by the Board of Directors and verified by the Company's auditor.

The capital increase will be fully implemented against the restricted reserve referred to in point 2 above, or, if such reserve is insufficient, against unrestricted reserves.

8- Representation of New Shares

The new shares shall be registered in book-entry form with the Company that manages Spain's securities registration, clearing, and settlement systems, Iberclear (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.) and its member companies.

9.- Rights of New Shares

The new shares shall confer to their holders the same voting and economic rights as the ordinary CaixaBank shares currently in circulation, from the date at which the capital increase is subscribed and paid.

10.- Shares on Deposit

At the end of the trading period for the free subscription rights, any New Shares that are not allocated for reasons not attributable to CaixaBank shall be held in deposit for investors who can prove that they are the legitimate owners of the pertinent free subscription rights. Three years from the deadline for the end of the trading period for free subscription rights, any shares still unallocated may be sold, pursuant to Article 117 of the Corporate Enterprises Act, at the interested parties' risk. The cash proceeds from the aforementioned sale shall be deposited with the Bank of Spain or the General Deposit Fund to be made available to interested parties.

11.- Application for admission to official trading

It is hereby resolved to submit a request for trading of the New Shares on the Barcelona, Bilbao, Madrid and Valencia stock exchanges through Spain's Continuous Market, expressly noting that CaixaBank submits to existing regulations and rules which may subsequently be enacted, governing the Stock Market, particularly regulations governing trading, minimum timeframes for trading or exclusion from official trading.

It is expressly noted that, in the event that a subsequent application is made to withdraw CaixaBank shares from the stock market, this exclusion shall be carried out under the same formal procedures applicable and, in such case, shall guarantee the interests of any shareholders who oppose the exclusion resolution or do not vote in favour of it, in accordance with the stipulations of the Corporate Enterprises Act and associated legislation, pursuant to Securities Market Law 24/1988 of July 28 and related provisions.

12.- Execution of increase

Within one year of the date of this resolution, the Board of Directors, or, where delegated, the Executive Committee, may resolve to carry out the capital increase and establish the conditions governing it in any matters not stipulated in the present resolution, provided that the requirements set forth in point 3 above are fulfilled. Notwithstanding the foregoing, if the Board of Directors does not deem it to be appropriate to execute the capital increase, it may submit the possibility of revoking this resolution to the General Meeting.

Specifically, before proceeding with the increase, the Board of Directors or, by delegation, the Executive Committee, will analyze and consider market conditions and the level of acceptance of the increase approved by the Annual General Meeting of shareholders under the above points Seven 1 and 2, if it has been executed, and in the event that these or other factors advise against the transaction in the members' view, it may submit the possibility of revoking this resolution to the General Meeting.

Following the end of the trading period for free subscription rights:

- (a) The New Shares will be allocated to those investors who, according to registries held by Iberclear or its participating companies, are holders of free subscription rights in the proportion resulting from the abovementioned section 5.
- (b) The Board of Directors, or, in substitution thereof, the Executive Committee, will declare the free subscription rights trading period concluded and render an account of the disbursement of reserves in the amount of the capital increase, with the latter distributed through said disbursement.

Similarly, following the end of the free subscription rights trading period, the Board of Directors, or the Executive Committee in substitution thereof, will adopt the relevant resolutions to modify the by-laws to reflect the new share capital amount resulting from the capital increase and to request that the new shares be admitted for trading on the stock market.

13.- Delegation of powers

It is hereby resolved to delegate powers to the Board of Directors, in accordance with article 297(1)(a) of the current Corporate Enterprises Act, with express powers in turn to delegate to the Executive Committee in replacement of the Board, the ability to set the conditions of the capital increase regarding any matters not stipulated in this resolution. In particular, and merely for illustration purposes, the Board of Directors is delegated, with express powers to delegate in the Executive Committee, to exercise the following capabilities:

1. Set a date on which the resolution thus adopted for a capital increase will be carried out, which must in any case be sometime within the one-year time frame which begins as soon as it is approved.
2. Determine the exact amount of the capital increase, the number of New Shares to be issued and the free subscription rights needed in order to receive New Shares, applying the rules established by the Annual General Meeting for said purpose.
3. Waive the New Shares corresponding to the free subscription rights owned by the Company at the end of the trading period for the aforesaid rights, as a result of acquisition of free subscription rights from the shareholders pursuant to the Purchase Commitment and/or in order for the number of new shares to be issued to be a whole number and not a fraction.

4. Determine if the Purchase Price of the free subscription rights to be paid to shareholders should be charged against 2014 profits and/or against unrestricted reserves, specifying in this latter case, which of the reserve accounts of the Company would be used to this purpose.
5. Perform all tasks that may be required or advisable to execute and complete the capital increase vis-à-vis any public or private bodies or organizations, whether Spanish or foreign, including duties to declare, provide complementary information or correct defects or omissions that may impair or impede the full effectiveness of the aforementioned resolutions.
6. With express authority to delegate to the Executive Committee or the Members of the Board of Directors it deems to be appropriate, to the Secretary or Vice Secretaries of the Company's Board of Directors (each of them individually, on a joint and several basis), take such actions as may be necessary or appropriate regarding the allocation and negotiation of the free subscription rights, implementation of the Purchase Commitment and payment of the price to the shareholders accepting that commitment, as well as such actions as may be necessary or appropriate related to the execution and documentation of the capital increase, in particular, merely by way of illustration:
 - (i) declare the capital increase to be closed and completed and, for these purposes, calculate the final number of shares to be issued within the context of the capital increase, declare disbursement of the capital increase against the restricted reserve referred to in point 2 above and, if it is not sufficient, against voluntary reserves, as well as the amount by which share capital is increased;
 - (ii) revise the wording of articles 5 and 6 of CaixaBank's By-Laws, regarding share capital and shares, updating them to reflect the outcome of the capital increase;
 - (iii) take all necessary steps in order for the new shares issued under this capital increase resolution to be listed in Iberclear's registries and admitted to trading on Stock Markets on which the Company's shares are traded, in accordance with established procedures at each stock exchange; and
 - (iv) take such actions and execute such documents as may be appropriate related to public disclosure of the characteristics of the capital increase and the actions to be taken before Spanish regulators and stock exchanges.

SEVEN.4.- Corresponding to Agenda Point 7.4

Approval of a fourth increase of share capital in an amount determinable pursuant to the terms of the resolution, by issuing new common shares having 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. Funding of restricted reserve. Delegation of authority to the Board of Directors, with authorization in turn to delegate to the Executive Committee, to fix the date the increase is to be implemented and the terms of the increase in all respects not provided for by the General Meeting, all in accordance with article 297(1)(a) of the Corporate Enterprises Act. Application for admission to official trading of the newly-issued shares on the Barcelona, Bilbao, Madrid and Valencia stock exchanges through Spain's Continuous Market.

1.- Capital Increase

It is resolved to increase share capital by the amount resulting from multiplying (a) the par value of one (1) euro per CaixaBank share by (b) the number of new CaixaBank shares to be determined by the formula outlined in point 4 below (the "**New Shares**"), from which the shares corresponding to any free subscription rights acquired by the Company pursuant to point 6 below will be deducted.

The capital increase shall be conducted via the issuance and entry into circulation of the New Shares, which shall be ordinary shares with face value of one (1) euro each, of the same class and series as the shares currently in circulation, in book-entry form.

The capital increase will be made fully against reserves of the kind contemplated in article 303(1) of the Corporate Enterprises Act.

The New Shares shall be issued at face value, that is, at a value of one (1) euro per share, with no premium, and shall be freely allocated to Company shareholders.

2.- Funding of restricted reserve

With a charge to unrestricted reserve which stood at 2,631,996,481.93 euros, as of December 31, 2013, to approve an allocation to restricted reserve in the amount of 71,134,059 euros, which shall be entirely used for the capital increase purposes.

If the amount of the increase is greater than the amount of the restricted reserve, the part of the increase in excess of the amount of the restricted reserve will be made against unrestricted reserves.

If, once the increase has been carried out, there is a remainder in the restricted reserve, the amount in question will be considered to be an unrestricted reserve.

3.- Requirements for carrying out the Increase

The execution of the increase by the Board of Directors or, by delegation, by the Executive Committee, will be contingent on the existence of sufficient reserves (pursuant to Article 303(1) of the Corporate Enterprises Act) when the increase is carried out. If the aforesaid reserves are insufficient, the Board of Directors (or, by delegation, the Executive Committee) will not execute the increase, and will submit to the General Shareholders Meeting the need to revoke this resolution.

The Board of Directors or, by substitution, the Executive Committee will determine if there are sufficient reserves to carry out the increase, in accordance with Article 303(1) of Corporate Enterprises Act, based on a balance sheet closed within the six months prior to the adoption of the execution resolution, prepared by the Board of Directors and verified by the Company's auditor.

The balance sheet referred to in the previous paragraph, which may be part of the Company's interim financial statements, will be made available to the shareholders and notified in the first Annual General Meeting held after the capital increase, meeting at which, in addition, the increase and the terms thereof will be explained.

4.- New Shares to be issued

The number of New Shares will be that resulting from the application of the following formula, rounded down to the nearest whole number:

$$\text{NAN} = \text{NTAcc} / \text{Number of rights}$$

where,

NAN = number of New Shares (in Spanish: número de Acciones Nuevas) to be issued;

NTAcc = total number of CaixaBank shares in circulation on the date at which the Board of Directors, or, by delegation, the Executive Committee, agrees to carry out the capital increase; and

Number of rights = the number of free subscription rights necessary for the allocation of one New Share, which shall be that resulting from the application of the following formula, rounded up to the nearest whole number:

$$\text{Number of rights} = \text{NTAcc} / \text{Number of provisional shares}$$

where,

$$\text{Number of provisional shares} = \frac{\text{the amount of the Alternative Option}}{\text{PreCot (Listed Price)}}$$

For these purposes:

The amount of the Alternative Option is the market value of the increase, which shall be established by the Board of Directors or, if assigned, the Executive Committee, depending on the number of the outstanding shares (that is, NTAcc) and it could not exceed 327,000,000 euros.

The PreCot shall be a mathematical average of the weighted average prices of a Company's share on the Spanish stock exchanges during five trading days prior to the day on which the Board of Directors or, if assigned, the Executive Committee, shall implement the capital increase, rounded up to the closest to the thousandth of euro and, in case of a half of one thousandth of euro, to the closest thousandth immediately above it.

5.- Free subscription rights

Each Company share in circulation shall confer one free subscription right.

The number of free subscription rights required to receive one New Share shall be determined automatically according to the ratio between the number of New Shares and the total number of shares in circulation (NTAcc). Specifically, shareholders shall be entitled to receive one New Share for a number of free subscription rights, to be determined under the aforementioned point 4 (number of rights), they hold.

Holders of bonds convertible into shares of the Company shall not acquire free subscription rights, although they may have the right to the amendment of the exchange ratio of the bonds, proportionally to the amount of the capital increase, in case such remuneration for shareholders causes dilution.

In the event that the number of free subscription rights needed for the allocation of one share (Number of rights) multiplied by the number of New Shares to be issued (NAN) is a lower number than the total number of shares in circulation (NTAcc), CaixaBank, or one of its group companies, shall give up a number of free subscription rights equal to the difference between the two numbers, for the exclusive purpose of ensuring that the number of New Shares to be issued is a whole number and not a fraction.

Free subscription rights shall be allocated to CaixaBank shareholders who are listed as such in the registries of Iberclear (Sistemas de Registro, Compensación y Liquidación de Valores,

S.A.U.) at 23:59 on the date the announcement of the capital increase is published in the Official Gazette of the Commercial Registry. During the period of trading of the free subscription rights, free subscription rights to subscribe New Shares may be acquired on the market. Free subscription rights may be traded on the market during a period to be determined by the Board, or by delegation, the Executive Committee, with a minimum of 15 calendar days.

6.- Irrevocable commitment to acquire free subscription rights

The Company will make an irrevocable commitment to purchase the free subscription rights received without charge at the price indicated below (the "**Purchase Commitment**"). The Purchase Commitment will be in force and may be accepted by the aforesaid shareholders during the period, within the rights trading period, to be determined by the Board of Directors or, by delegation, the Executive Committee. To this end, it is hereby resolved to authorize the Company to acquire said free subscription rights (as well as the shares corresponding to them), with a maximum threshold of the total rights issued, respecting legal limitations at all times. The "**Purchase Price**" of each free subscription right shall be equal to the amount resulting from the following formula, rounded to the closest thousandth of a euro and, in the event of a half-thousandth of a euro, to the next highest thousandth of a euro:

$$\text{Purchase Price} = \text{PreCot} / (\text{number of rights} + 1)$$

The Purchase Price of the free subscription rights to be paid to shareholders may be charged totally or partially against 2014 profits, if applicable, 2015 profits (current year by the time of the execution and completion of the Capital Increase) and/or against unrestricted reserves, as the Board of Directors or, by delegation, the Executive Committee may determine by the time of executing and completing the Capital Increase.

7.- Balance sheet for the transaction and reserves against which the capital increase is conducted

The balance sheet upon which this transaction is based is the balance sheet as of 31 December, 2013, duly audited and approved by this General Shareholders Meeting.

In addition, as indicated above, the determination of whether there are sufficient reserves to carry out the increase, in accordance with Article 303.1 of Corporate Enterprises Act, must be made on the basis of a balance sheet closed in the six months prior to the adoption of the execution resolution drawn up by the Board of Directors and verified by the Company's auditor.

The capital increase will be fully implemented against the restricted reserve referred to in point 2 above, or, if such reserve is insufficient, against unrestricted reserves.

8- Representation of New Shares

The new shares shall be registered in book-entry form with the Company that manages Spain's securities registration, clearing, and settlement systems, Iberclear (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U.) and its member companies.

9.- Rights of New Shares

The new shares shall confer to their holders the same voting and economic rights as the ordinary CaixaBank shares currently in circulation, from the date at which the capital increase is subscribed and paid.

10.- Shares on Deposit

At the end of the trading period for the free subscription rights, any New Shares that are not allocated for reasons not attributable to CaixaBank shall be held in deposit for investors who can prove that they are the legitimate owners of the pertinent free subscription rights. Three years from the deadline for the end of the trading period for free subscription rights, any shares still unallocated may be sold, pursuant to Article 117 of the Corporate Enterprises Act, at the interested parties' risk. The cash proceeds from the aforementioned sale shall be deposited with the Bank of Spain or the General Deposit Fund to be made available to interested parties.

11.- Application for admission to official trading

It is hereby resolved to submit a request for trading of the New Shares on the Barcelona, Bilbao, Madrid and Valencia stock exchanges through Spain's Continuous Market, expressly noting that CaixaBank submits to existing regulations and rules which may subsequently be enacted, governing the Stock Market, particularly regulations governing trading, minimum timeframes for trading or exclusion from official trading.

It is expressly noted that, in the event that a subsequent application is made to withdraw CaixaBank shares from the stock market, this exclusion shall be carried out under the same formal procedures applicable and, in such case, shall guarantee the interests of any shareholders who oppose the exclusion resolution or do not vote in favour of it, in accordance with the stipulations of the Corporate Enterprises Act and associated legislation, pursuant to Securities Market Law 24/1988 of July 28 and related provisions.

12.- Execution of increase

Within one year of the date of this resolution, the Board of Directors, or, where delegated, the Executive Committee, may resolve to carry out the capital increase and establish the conditions governing it in any matters not stipulated in the present resolution, provided that the requirements set forth in point 3 above are fulfilled. Notwithstanding the foregoing, if the Board of Directors does not deem it to be appropriate to execute the capital increase, it may submit the possibility of revoking this resolution to the General Meeting.

Specifically, before proceeding with the increase, the Board of Directors or, by delegation, the Executive Committee, will analyze and consider market conditions and the level of acceptance of the increase approved by the Annual General Meeting of shareholders under the above points Seven 1, 2 and 3, if it has been executed, and in the event that these or other factors advise against the transaction in the members' view, it may submit the possibility of revoking this resolution to the General Meeting.

Following the end of the trading period for free subscription rights:

- (a) The New Shares will be allocated to those investors who, according to registries held by Iberclear or its participating companies, are holders of free subscription rights in the proportion resulting from the abovementioned section 5.
- (b) The Board of Directors, or, in substitution thereof, the Executive Committee, will declare the free subscription rights trading period concluded and render an account of

the disbursement of reserves in the amount of the capital increase, with the latter distributed through said disbursement.

Similarly, following the end of the free subscription rights trading period, the Board of Directors, or the Executive Committee in substitution thereof, will adopt the relevant resolutions to modify the by-laws to reflect the new share capital amount resulting from the capital increase and to request that the new shares be admitted for trading on the stock market.

13.- Delegation of powers

It is hereby resolved to delegate powers to the Board of Directors, in accordance with article 297(1)(a) of the current Corporate Enterprises Act, with express powers in turn to delegate to the Executive Committee in replacement of the Board, the ability to set the conditions of the capital increase regarding any matters not stipulated in this resolution. In particular, and merely for illustration purposes, the Board of Directors is delegated, with express powers to delegate in the Executive Committee, to exercise the following capabilities:

1. Set a date on which the resolution thus adopted for a capital increase will be carried out, which must in any case be sometime within the one-year time frame which begins as soon as it is approved.
2. Determine the exact amount of the capital increase, the number of New Shares to be issued and the free subscription rights needed in order to receive New Shares, applying the rules established by the Annual General Meeting for said purpose.
3. Waive the New Shares corresponding to the free subscription rights owned by the Company at the end of the trading period for the aforesaid rights, as a result of acquisition of free subscription rights from the shareholders pursuant to the Purchase Commitment and/or in order for the number of new shares to be issued to be a whole number and not a fraction.
4. Determine if the Purchase Price of the free subscription rights to be paid to shareholders should be charged against 2014 profits, if applicable 2015 profits, and/or against unrestricted reserves, specifying in this latter case, which of the reserve accounts of the Company would be used to this purpose.
5. Perform all tasks that may be required or advisable to execute and complete the capital increase vis-à-vis any public or private bodies or organizations, whether Spanish or foreign, including duties to declare, provide complementary information or correct defects or omissions that may impair or impede the full effectiveness of the aforementioned resolutions.
6. With express authority to delegate to the Executive Committee or the Members of the Board of Directors it deems to be appropriate, to the Secretary or Vice Secretaries of the Company's Board of Directors (each of them individually, on a joint and several basis), take such actions as may be necessary or appropriate regarding the allocation and negotiation of the free subscription rights, implementation of the Purchase Commitment and payment of the price to the shareholders accepting that commitment, as well as such actions as may be necessary or appropriate related to the execution and documentation of the capital increase, in particular, merely by way of illustration:
 - (i) declare the capital increase to be closed and completed and, for these purposes, calculate the final number of shares to be issued within the context of the capital increase, declare disbursement of the capital increase against the

- restricted reserve referred to in point 2 above and, if it is not sufficient, against voluntary reserves, as well as the amount by which share capital is increased;
- (ii) revise the wording of articles 5 and 6 of CaixaBank's By-Laws, regarding share capital and shares, updating them to reflect the outcome of the capital increase;
 - (iii) take all necessary steps in order for the new shares issued under this capital increase resolution to be listed in Iberclear's registries and admitted to trading on Stock Markets on which the Company's shares are traded, in accordance with established procedures at each stock exchange; and
 - (iv) take such actions and execute such documents as may be appropriate related to public disclosure of the characteristics of the capital increase and the actions to be taken before Spanish regulators and stock exchanges.

EIGHT.- Corresponding to Agenda Point 8

Establishment of the Board members' remuneration.

For the purposes of provisions contained in sections 2 and 3 of the Article 34 of the Bylaws, establish the amount of the annual remuneration of the Board Members equal to THREE MILLION EIGHT HUNDRED THOUSAND (3,800,000) EUROS.

This amount shall remain effective even if its modification is not approved by the General Shareholders Meeting, although it could be reduced by the Board of Directors in accordance with the provisions of the aforementioned section 2 of the Article 34 of the Bylaws.

This amount has been fixed taking into consideration the current structure of the Board of Directors and its delegated Committees, as well as the future setting up of new Committees and the increase of dedication demanded to their members under the new regulations that are currently being in process.

NINE.- Corresponding to Agenda Point 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.

Within the frame of the variable remuneration scheme of the Company and as part of it, to approve the delivery of shares to the Deputy Chairman and Chief Executive Officer and the senior executives (*altos directivos*), in accordance with the following terms and conditions:

- Direct payment: Payment of 50% of each element of variable remuneration (cash and shares) corresponding to the 2014 financial year will be made before the end of February 2015. As regards the Deputy Chairman and Chief Executive Officer the percentage of non-deferred remuneration is reduced to 40%.
- Deferral: The payment of 50% of each element of variable remuneration (cash and shares) corresponding to the 2014 financial year will be deferred over 3 years and will be paid in thirds, before the end of February of 2016, 2017 and 2018. As regards the Deputy Chairman and Chief Executive Officer the percentage of deferred remuneration will be increased to 60%.

- Amount: Based on variable remuneration results for 2014, the maximum total amount distributed in shares to the Deputy Chairman, Chief Executive Officer and senior executives in 2015 and three subsequent years is estimated at 1,347,600 euros, before deductions for taxes and withholdings, considering that the composition of this group and the objective bonus amount shall remain unchanged.

The maximum number of shares to be delivered, before deducting taxes and withholdings, will be the result of dividing that expected maximum amount by the average market price of a share of the Company at closing of the trading session of February 15, 2015 or, if applicable, the previous trading day.
- Delegation of powers: to delegate to the Board of Directors, with express authority for delegation, in turn, to the Executive Committee of the Board of Directors, to the Appointments and Remuneration Committee or any of Directors deemed to be appropriate, such authority as is deemed to be necessary to develop, formalize, execute and terminate, as the case may be, this agreement; to adopt such agreements and to sign such public or private documents as may be necessary and appropriate to ensure their full effects, authorized to remedy, rectify, modify or complement this agreement, In particular, and merely for illustration purposes, to exercise the following capabilities:
 - (a) To develop and establish the specific terms of the variable remuneration scheme in shares, with regard to all aspects not foreseen in this resolution.
 - (b) To draft, execute and file such notices and supplementary documentation as may be necessary or appropriate before any public or private body for the implementation, execution and settlement of the variable remuneration scheme, if necessary, including the corresponding prospectuses.
 - (c) To determine the specific number of shares corresponding to each of the beneficiaries of the scheme, without prejudice to the maximum limits established.
 - (d) To take any action, make any statement or engage in any proceedings before any public or private body, entity or registry, domestic or foreign, in order to obtain any authorization or verification as may be necessary for the implementation, execution and settlement of the variable remuneration scheme in shares.
 - (e) To negotiate, agree on and execute counterparty and liquidity agreements with such financial institutions as they may freely appoint, according to the terms and conditions deemed appropriate.
 - (f) To draft and publish such notices as may be necessary or convenient.
 - (g) To draft, execute, issue and, if applicable, certify any kind of document related to the variable remuneration scheme in shares.
 - (h) To adapt the content of the scheme to such requirements or comments as may be made by the competent supervisory authorities.
 - (i) And, in general, to take such actions and execute such documents as may be necessary or appropriate to ensure the validity, effectiveness, implementation, development, performance, settlement and successful outcome of the variable remuneration scheme in shares and the resolution adopted.

TEN.- Corresponding to Agenda Point 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.

To approve that the level of variable remuneration for the 8 employees referred to in the report issued by the Board of Directors on the proposal to approve the maximum level of variable remuneration of employees, whose professional activities have a significant impact on the Company's risk profile can reach up to two hundred percent (200%) of the fixed component of the total remuneration, all in accordance with the provisions of Article 10 bis 1 of Law 13/1982 of May 25, concerning the investment ratios, equity and reporting obligations of financial intermediaries established by the Royal Decree 14/2013 of November 29 on urgent measures for the alignment of the Spanish laws to the EU regulations on oversight and solvency of financial institutions.

ELEVEN.- Corresponding to Agenda Point 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.

To delegate to the Board of Directors, with express authority for delegation, in turn, to the Executive Committee of the Board of Directors or the Director or Directors deemed to be appropriate, the Secretary or Vice Secretaries of the Board, such authority as is deemed to be necessary for purposes of any interpretation, correction, supplementation, execution and development of the resolutions adopted by the General Meeting, for that purpose being authorized to undertake such modifications, amendments and additions as may be necessary or appropriate to the effectiveness and successful outcome of those resolutions.

To authorize, without distinction, the Chairman, Deputy Chairman and Chief Executive Officer, the Secretary and the First Vice Secretary and Second Vice Secretary of the Board of Directors to perform such actions as necessary to execute the foregoing resolutions, and to enter these deeds in the appropriate registries, as well as to remedy any possible errors or omissions therein.

TWELVE.- Corresponding to Agenda Point 12

Consultative vote regarding the Annual Report on Remuneration of the members of the Board of Directors for the 2013 financial year.

To approve the Annual Report on Remuneration of the members of the Board of Directors.

THIRTEEN.- Corresponding to Agenda Point 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.

Capital increase: point 7.1 of the Agenda of the General Meeting held on April 25, 2013

Shareholders are informed that on July 25, 2013 the Company's Board of Directors approved the implementation of the capital increase against reserves approved by the General Meeting of April 25, 2013, under point 7.1 of the Agenda. In particular, the Board of Directors approved the following terms of the capital increase: (i) establish the maximum increase amount as equal to 91,083,822 euros, conducted via the issuance and entry into circulation of the maximum number of 91,083,822 new shares of the Company, (ii) establish the number of free subscription rights required for the allocation of one new share as equal to 52, (iii) waive 11 free subscription rights corresponding to 11 shares owned by the Company with a sole purpose of making the amount of new shares a whole number, notwithstanding the waiver of free assignment rights acquired pursuant to the Purchase Commitment corresponding to the rights for Company's shares; (iv) establish a period of 15 calendar days (that is, from July 30 to August 13, 2013) during which free subscription rights may be traded on the Spanish through Spain's Continuous Market, and (v) assign the commitment for the purchase of free subscription rights from the shareholders who have selected this option, at a fixed price of 0.05 euro cents per each right. The terms of the capital increase were described in the Prospectus published by way of material disclosure dated July 25, 2013, as provided in articles 26(1)(e) and 41(1)(d) of Royal Decree 1310/2005 of November 4. On August 19, 2013 a public deed was granted, announcing the capital increase in the amount of 84,733,083 euros via the issuance and entry into circulation of 84,733,083 new shares of the Company, registered in book-entry form, with a nominal value of one euro per share, with no premium, charged to the restricted reserve funded for this purpose.

The capital increase was made on the basis of the balance sheet closed December 31, 2012, prepared by the Board of Directors, verified by the Company's auditor of accounts and approved by the General Meeting on April 25, 2013, which, for the appropriate purposes, is hereby communicated to the General Meeting. It is noted that the aforesaid balance sheet was made available to the shareholders as a part of the documentation of the General Meeting of April 25, 2013 (as part of the individual annual accounts of the Company) and in the documentation published at the Company's web site in relation to this General Meeting.

Capital increase: point 7.2 of the Agenda of the General Meeting held on April 25, 2013:

Shareholders are informed that on September 26, 2013 the Board of Directors approved the implementation of the capital increase against voluntary reserves approved by the General Meeting of April 25, 2013, under point 7.2 of the Agenda. In particular, the Board of Directors approved the following terms of the capital increase: (i) establish the maximum increase amount as equal to 74,170,643 euros, conducted via the issuance and entry into circulation of the maximum number of 74,170,643 new shares of the Company, (ii) establish the number of free subscription rights required for the allocation of one new share as equal to 65, (iii) waive 43 free subscription rights corresponding to 43 shares owned by the Company with a sole purpose of making the amount of new shares a whole number, notwithstanding the waiver of free assignment rights acquired pursuant to the Purchase Commitment

corresponding to the rights for Company's shares; (iv) establish a period of 15 calendar days (that is, from October 1 to 15, 2013) during which free subscription rights may be traded on the Spanish through Spain's Continuous Market, and (v) assign the commitment for the purchase of free subscription rights from the shareholders who have selected this option, at a fixed price of 0.05 euro cents per each right. The terms of the capital increase were described in the Prospectus published by way of material disclosure dated September 26, 2013, as provided in articles 26(1)(e) and 41(1)(d) of Royal Decree 1310/2005 of November 4. On October 21, 2013 a public deed was granted, announcing the capital increase in the amount of 69,147,014 euros via the issuance and entry into circulation of 69,147,014 new shares of the Company, registered in book-entry form, with a nominal value of one euro per share, with no premium, charged to the restricted reserve funded for this purpose.

The capital increase was made on the basis of the balance sheet closed December 31, 2012, prepared by the Board of Directors, verified by the Company's auditor of accounts and approved by the General Meeting of April 25, 2013. Additionally, the existence of reserves at the time of implementation of the capital increase was determined on the basis of a balance sheet closed June 30, 2013, prepared by the Board of Directors and verified by the Company's auditors which, for the appropriate purposes, is hereby communicated to the General Meeting. It is hereby informed that the balance sheet closed June 30, 2013 has been made available to shareholders as a part of the documentation published on the corporate website of the Company corresponding to this General Meeting.

Capital increase: point 7.3 of the Agenda of the General Meeting held on April 25, 2013

Shareholders are informed that on November 21, 2013 the Company's Board of Directors approved the implementation of the capital increase against voluntary reserves approved by the General Meeting of April 25, 2013, under point 7.3 of the Agenda. In particular, the Board of Directors approved the following terms of the capital increase: (i) establish the maximum increase amount as equal to 70,873,026 euros, conducted via the issuance and entry into circulation of the maximum number of 70,873,026 new shares of the Company, (ii) establish the number of free subscription rights required for the allocation of one new share as equal to 69, (iii) waive 58 free subscription rights corresponding to 58 shares owned by the Company with a sole purpose of making the amount of new shares a whole number, notwithstanding the waiver of free assignment rights acquired pursuant to the Purchase Commitment corresponding to the rights for Company's shares; (iv) establish a period of 15 calendar days (that is, from November 26 to December 10, 2013) during which free subscription rights may be traded on the Spanish through Spain's Continuous Market, and (v) assign the commitment for the purchase of free subscription rights from the shareholders who have selected this option, at a fixed price of 0.05 euro cents per each right. The terms of the capital increase were described in the Prospectus published by way of material disclosure dated November 21, 2013, as provided in articles 26(1)(e) and 41(1)(d) of Royal Decree 1310/2005 of November 4. On December 16, 2013 a public deed was granted, announcing the capital increase in the amount of 66,045,538 euros via the issuance and entry into circulation of 66,045,538 new shares of the Company, registered in book-entry form, with a nominal value of one euro per share, with no premium, charged to the restricted reserve funded for this purpose.

The capital increase was made on the basis of the balance sheet closed December 31, 2012, prepared by the Board of Directors, verified by the Company's auditor of accounts and approved by the General Meeting of April 25, 2013. Additionally, the existence of reserves at the time of implementation of the capital increase was determined on the basis of a balance sheet closed June 30, 2013, prepared by the Board of Directors and verified by the Company's auditors which, for the appropriate purposes, is hereby communicated to the General

Meeting. It is hereby informed that the balance sheet closed June 30, 2013 has been made available to shareholders as a part of the documentation published on the corporate website of the Company corresponding to this General Meeting.

Capital increase: point 7.4 of the Agenda of the General Meeting held on April 25, 2013

Shareholders are informed that on February 27, 2014 the Company's Board of Directors approved the implementation of the capital increase against voluntary reserves approved by the General Meeting of April 25, 2013, under point 7.4 of the Agenda. In particular, the Board of Directors approved the following terms of the capital increase: (i) establish the maximum increase amount as equal to 54,647,937 euros, conducted via the issuance and entry into circulation of the maximum number of 54,647,937 new shares of the Company, (ii) establish the number of free subscription rights required for the allocation of one new share as equal to 92, (iii) waive 78 free subscription rights corresponding to 78 shares owned by the Company with a sole purpose of making the amount of new shares a whole number, notwithstanding the waiver of free assignment rights acquired pursuant to the Purchase Commitment corresponding to the rights for Company's shares; (iv) establish a period of 15 calendar days (that is, from March 4 to March 18, 2014) during which free subscription rights may be traded on the Spanish through Spain's Continuous Market, and (v) assign the commitment for the purchase of free subscription rights from the shareholders who have selected this option, at a fixed price of 0.05 euro cents per each right. The terms of the capital increase were described in the Prospectus published by way of material disclosure dated February 27, 2014, as provided in articles 26(1)(e) and 41(1)(d) of Royal Decree 1310/2005 of November 4.

It is expected that a public deed will be granted in March of 2014, announcing the capital increase via the issuance and entry into circulation of the new shares of the Company, registered in book-entry form, with a nominal value of one euro per share, with no premium, charged to the restricted reserve funded for this purpose.

The capital increase was made on the basis of the balance sheet closed December 31, 2013, prepared by the Board of Directors, verified by the Company's auditor of accounts and submitted to approval of the General Meeting under item 1 of the Agenda, which, for the appropriate purposes, is hereby communicated to the General Meeting. It is hereby informed that the balance sheet closed December 31, 2012 has been made available to shareholders as a part of the documentation of this General Meeting.

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