

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

At a meeting held on 12 March 2015, the Board of Directors of CAIXABANK, S.A. (the "Company") resolved to call the Annual General Meeting, to be held at the **Palau de Congressos de Catalunya, Avda. Diagonal 661-671, Barcelona** on 23 April 2015 at 11:30 on first call. If the required attendance quorum is not obtained on first call, the meeting will take place on second call, at the same time and venue on 24 April 2015.

**The General Meeting is expected to be held on first call, i.e. on 23 April 2015, at the aforementioned time and venue.**

The General Meeting will be held in accordance with the following

### AGENDA

1. Approval of the individual and consolidated Annual Accounts and the respective management reports for the year ending 31 December 2014.
2. Approval of the Board of Directors' management performance during the financial year ending 31 December 2014.
3. Approval of the proposed distribution of profit for the year ending 31 December 2014.
4. Reappointment of the accounts auditor for the Company and its consolidated group for the 2016 financial year.
5. Amendment of certain articles of the Articles of Association, to either (i) adapt them to the reform of the Capital Companies Act introduced by Law 31/2014 of 3 December, (ii) adapt them to Law 10/2014 of 26 June on organisation, supervision and solvency of credit institutions and Royal Decree 84/2015 of 13 February, which develops Law 10/2014 or (iii) make technical improvements, where the case may be.
  - 5.1. Amendment of articles 2 ("Corporate Object") and 4 ("Registered Offices and Electronic Website") of Heading I ("Name, Object, Term and Registered Office").
  - 5.2. Amendment of articles 6 ("The Shares ") and 7 ("The Position of Shareholder") of Heading II ("Share capital and Shares").
  - 5.3. Amendment of article 16 ("The Company's Bodies") of Heading V ("The Company's Governing Bodies").
  - 5.4. Amendment of articles 17 ("General Meeting"), 18 ("Types of General Meetings"), 19 ("Call for General Meeting"), 21 ("Quorum for the General Meeting"), 24 ("Appointing Proxies and Voting through Means of Remote Communication"), 25 ("Right to Information"), 26 ("Chairman and Secretary of the General Meeting"), 28 ("Deliberation and Adoption of Resolutions") and 29 ("Minutes of the General Meeting and Certifications") of Heading V, Section I ("The General Meeting").
  - 5.5. Amendment of articles 31 ("Duties of the Board of Directors"), 32 ("Composition of the Board of Directors"), 33 ("Term of office"), 34 ("Remuneration of Directors"), 35 ("Appointment to Posts on the Board of Directors"), 36 ("Meetings of the Board of Directors") and 37 ("Procedures for Meetings") of Heading V, Section II ("The Board of Directors").
  - 5.6. Amendment of articles 39 ("Delegation of Powers") and 40 ("Audit and Control Committee") of Heading V, Section III, also amending the heading of Section III, substituting "The Board's delegated bodies" by "Granting of Powers. Board Committees".

- 5.7. Amendment of article 43 ("Annual Accounts") of Heading VI ("Balance Sheets").
6. Amendment of the Regulations of the Company's General Meeting to either adapt them to the reform of the Capital Companies Act introduced by Law 31/2014 of 3 December, make technical improvements or adjust their wording to that of the articles of the Articles of Association whose amendment has been proposed in Item 5 above, where the case may be:
  - 6.1. Amendment of the Introduction and articles 3 ("Types of General Meeting") and 5 ("Call to General Meetings").
  - 6.2. Amendment of article 7 ("Right to Information").
  - 6.3. Amendment of articles 8 ("Right of Attendance") and 10 ("Right of Representation").
  - 6.4. Amendment of articles 12 ("Quorum for the General Meeting"), 13 ("Chairman, Secretary and head table") and 14 ("Attendance register").
  - 6.5. Amendment of articles 16 ("Use of the floor") and 17 ("Right to Information during the General Meeting").
  - 6.6. Amendment of articles 19 ("Voting on Resolutions"), 20 ("Adoption of Resolutions and Adjournment of the Meeting"), 21 ("Minutes of the General Meeting") and 22 ("Publication of Resolutions").
7. Ratification, appointment and re-election of Directors:
  - 7.1. Ratification and appointment of Mr. Antonio Massanell Lavilla.
  - 7.2. Ratification and appointment of Mr. Gonzalo Gortázar Rotaeché.
  - 7.3. Ratification and appointment of Mr. Arthur K.C. Li.
  - 7.4. Re-election of Mr. Salvador Gabarró Serra.
  - 7.5. Re-election of Mr. Francesc Xavier Vives Torrents.
8. Capital increases charged to reserves.
  - 8.1. Approval of an increase of share capital for a determinable amount 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. Allocation of non-distributable reserves. Granting of powers to the Board of Directors, which they may in turn delegate to the Executive Committee, to set the date on which the capital increase will be made, and all other terms of the increase where not provided for by the General Meeting, all in accordance with Article 297.1.a) of the Capital Companies Act. Application to the competent bodies for admission to official trading of the newly-issued shares on the Barcelona, Bilbao, Madrid and Valencia stock exchanges through Spain's Continuous Market.
  - 8.2. 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. Allocation of non-distributable reserves. Granting of powers to the Board of Directors, which they may in turn delegate to the Executive Committee, to set the date on which the capital increase will be made, and all other terms of the increase where not provided for by the General Meeting, all in accordance with Article 297.1.a) of the Capital Companies Act. Application to

the competent bodies for admission to official trading of the newly-issued shares on the Barcelona, Bilbao, Madrid and Valencia stock exchanges through Spain's Continuous Market.

9. Approval of the Directors' remuneration policy.
10. Approval of a performance-based long-term variable remuneration scheme for the executive Directors, members of the Management Committee and the rest of the management team and key Company employees.
11. Awarding of shares to the executive Directors and senior managers as part of the Company's variable remuneration programme.
12. Approval of the maximum level of variable remuneration that may be earned by certain employees whose professional activities have a significant impact on the Company's risk profile.
13. Approval of exemption from the non-competition obligation with regard to the Company as set forth in Article 230 of the Capital Companies Act.
14. Authorisation to the Board of Directors, in accordance with Article 297.1.b) of the Capital Companies Act, to increase the Company's share capital on one or more occasions at any time within a term of five years, by way of cash contributions to a maximum nominal amount of € 2,857,477,950, all under the terms and conditions the Board deems most suitable, revoking the authorisation existing to date. Delegation of powers to exclude pre-emptive subscription rights in accordance with article 506 of the Capital Companies Act.
15. Authorisation and delegation of powers to interpret, correct, supplement, implement and develop the resolutions adopted by the General Meeting, and delegation of powers to notarise such resolutions in public deeds, register them and, if applicable, correct them.
16. Consultative vote regarding the Annual Report on Directors' Remuneration for the 2014 financial year.
17. Information on the amendments to the Regulations of the Board of Directors approved by the Board of Directors since the Company's last General Meeting, at the meetings held on 25 September 2014, 23 October 2014 and 12 March 2015 (this latter amendment being subject to the amendment of the Articles of Association as stipulated in Item 5 of the Agenda), to either (i) adapt them to the reform of the Capital Companies Act introduced by Law 31/2014 of 3 December, (ii) adapt them to Law 10/2014 of 26 June on organisation, supervision and solvency of credit institutions and Royal Decree 84/2015 of 13 February, which develops Law 10/2014 or (iii) make technical improvements, where the case may be, adjusting their wording to that of the articles of the Articles of Association whose amendment has been proposed in Item 5 above.
18. Communication of the audited balance sheets used as the basis for approval by the Board of Directors at its meeting of 29 May 2014, by the Company's Executive Committee (under delegation from the Board of Directors) at the meeting of 4 September 2014 and by the Board of Directors at the meetings of 20 November 2014 and 26 February 2015 respectively, of the terms and implementation of the resolutions for capital increases against reserves approved by the Company's Annual General Meeting held on 24 April 2014, 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 the implementation of the aforementioned increases.

## **SUPPLEMENT TO CALL AND PRESENTATION OF MOTIONS FOR RESOLUTION**

Pursuant to Article 519.1 of the Capital Companies Act, shareholders representing at least 3% of the Company's share capital may request publication of a supplement to this call, including one or more items on the Agenda, providing the new items are accompanied by justification of the same, or if applicable, a justified motion for resolution.

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

The right to supplement this call and the right to submit proposals of resolution must be exercised by written notice, sent to the Company's registered office in Avda. Diagonal, 621, 08028 Barcelona, to the attention of the General Secretary, in a reliable manner, within five days following the publication of this call, listing the names of the shareholders exercising the right of supplementation and/or the right to submit proposals of resolution and the number of shares they hold, together with the items for inclusion on the Agenda and/or in the proposals of resolution, attaching, if relevant, such documentation as may be required or appropriate.

## **ATTENDANCE**

Pursuant to Article 22 of the Company's Articles of Association and Article 8 of the General Meeting Regulations, the General Meeting may be physically attended by shareholders who hold a minimum of one thousand (1,000) shares, either individually or jointly with other shareholders, provided such shares are registered in the appropriate book-entry register no less than five days prior to the date of the Meeting, i.e. at 23:59 on 18 April.

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

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

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

## **PROXY AND REMOTE VOTING**

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

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

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

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

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

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

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

The following methods are accepted for proxy or remote voting:

#### By post

To appoint a proxy or vote by post, shareholders must fill in and sign a "Proxy Card" or "Remote Voting Card", as the case may be, issued by the Company or entity in which their shares are deposited. Once filled in and signed, cards should be posted to CaixaBank, S.A. - Junta General Ordinaria de Accionistas 2015, Apartado de Correos 281, 08080 Barcelona. However, if they could not obtain these cards for any reason, card forms may be found on the Company's website ([www.caixabank.com](http://www.caixabank.com)), which may be printed out, filled in, signed and sent to the Company.

#### By electronic means

Proxies should be appointed or remote votes cast, as the case may be, via the Company's website ([www.caixabank.com](http://www.caixabank.com)), following the instructions given in the section "Annual General Meeting 2015". To ensure their identity, shareholders wishing to cast their vote or appoint a proxy electronically must be in possession of a Spanish Electronic Identity Card (DNIe) or a qualified or advanced electronic signature, based on a valid electronic certificate issued by the Spanish Public Certification Entity (CERES), belonging to the Fábrica Nacional de Moneda y Timbre, while customers of CaixaBank's *Línea Abierta* online banking service must be in possession of their personal password card.

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

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

- i) Electronic voting and proxy appointment services will be available to shareholders from 18 March 2015.
- ii) Remote proxy appointments and votes must be received by the Company at least 48 hours prior to the scheduled start time of the General Meeting on first call, i.e. by 21 April 2015 at 11:30.
- iii) At the time and place of the General Meeting, appointed proxies must provide proof of their identity with their National Identity Card or other official document generally accepted for these purposes.
- iv) Shareholders casting their vote remotely, either by post or electronically, shall be deemed to be in attendance for the purposes of quorum at the General Meeting.
- v) If more than one proxy is appointed by a shareholder with regard to the same shares, only the last proxy to be appointed will be valid. If the date of appointment is unknown, preference will be given to the last one received by the Company.

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

#### **RIGHT TO INFORMATION**

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

- General Meeting call notice.
- Total number of shares and voting rights on the date of call.
- Full text of the motions for resolution corresponding to each item on the Agenda, and motions for resolution submitted by shareholders, if any.
- Individual annual accounts (balance sheet, profit and loss account, statement of changes in net worth – including the statement of recognised income and expense and the statement of total changes in net worth – cash flow statement and annual report) and the consolidated group's annual accounts (balance sheet, profit and loss account, statement of recognised income and expense, statement of changes in net worth, cash flow statement and annual report) for 2014, together with the corresponding management reports (including the annual corporate governance report), the respective audit reports and the statements of liability regarding the content of the annual accounts.
- Reports by the Board of Directors on certain issues included in the Agenda, namely: (i) explanatory report on the amendment of the Articles of Association, referred to in sections 1, 2, 3, 4, 5, 6 and 7 of Item 5 of the Agenda, together with the full text of the proposed amendments, (ii) explanatory report on the amendment of the General Meeting Regulations referred to in sections 1, 2, 3, 4, 5 and 6 of Item 6 of the Agenda,

together with the full text of the proposed amendments, (iii) explanatory report on the proposals for the share capital increase, referred to in sections 1 and 2 of Item 8 of the Agenda, (iv) explanatory report on the proposal to approve the maximum level of variable remuneration that may be paid to certain employees whose work has a significant impact on the Company's risk profile, referred to in Item 12 of the Agenda, (v) report on the proposal for delegation of powers to the Board of Directors to make capital increases, on one or more occasions and at any time, during a maximum period of five years, through cash contributions and to a maximum nominal amount of 2,857,477,950 euros, with the power of exclusion of pre-emptive rights, referred to in Item 14 of the Agenda, (vi) the Annual Report on the Directors' Remuneration for 2014, referred to in Item 16 of the Agenda, (vii) report on the amendments to the Regulations of the Board of Directors referred to in Item 17 of the Agenda and (viii) report on the terms and implementation of the resolutions for capital increase against reserves ("Dividend/Share Programme") approved at the Company's General Meeting held on 24 April 2014, under sections 1, 2, 3 and 4 of Item 7 on the Agenda, and notification of the balance sheets used as a basis for its approval, all referred to in Item 18 of the Agenda.

- The text of the current Articles of Association, and the text resulting from these Articles of Association, in the case of the amendments proposed at the General Meeting being approved and authorised.
- The text of the current General Meeting Regulations, and the text resulting from these Regulations, in the case of the amendments proposed at the General Meeting being approved.
- The text of the current Regulations of the Board of Directors, and the text resulting from these Rules, in the case of the amendments to the Articles of Association proposed at the General Meeting being approved and authorised.
- The identity, CV and category of each of the Board members whose ratification, appointment and re-election have been proposed at the General Meeting in sections 1, 2, 3, 4 and 5 of Item 7 of the Agenda, and the mandatory proposals and reports on their ratification, appointment and re-election.
- The justified proposal for the Directors' remuneration policy referred to in Item 9 of the Agenda together with the text of the remuneration policy and the corresponding report by the Remuneration Committee.
- The balance sheets closed on 31 December 2013, 30 June 2014 and 31 December 2014, drawn up by the Board of Directors and audited by the Company's accounts auditor, which were used as proof of the existence of sufficient reserve for approval by the Company's Board of Directors at its meeting held on 29 May 2014, by the Company's Executive Committee (on delegation by the Board of Directors) at the meeting held on 4 September 2014 and by the Board of Directors at its meetings held on 20 November 2014 and 26 February 2015 respectively, of the terms and implementation of the resolutions for capital increase against reserves approved at the Company's General Meeting held on 24 April 2014, under sections 1, 2, 3 and 4 of Item 7 on the Agenda, in the context of the shareholder remuneration scheme called the "Dividend/Share Programme".

Pursuant to Articles 197 and 520 of the Capital Companies Act, up to five days before the scheduled date of the Meeting, shareholders may request any information or clarifications they consider necessary from the administrators, or set out in writing any questions they deem relevant on the issues included in the Agenda and on the publicly available information the Company has supplied to the Spanish securities market regulator (CNMV) since the last General Meeting or regarding the auditor's report.

In this regard, shareholders may request information or clarifications or pose questions by sending a written communication to CaixaBank, S.A.- Junta General Ordinaria de Accionistas 2015, Apartado de Correos 281, 08080 Barcelona, enclosing a photocopy of their National Identity Card or Passport for proof of identity (and pertinent proof of representation in the case of legal entities), together with proof of share ownership, indicating the number of shares held and the depository entity.

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

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

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

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

#### **DATA PROTECTION**

Pursuant to Organic Law 15/1999 of 13 December concerning Personal Data Protection, the personal data of the shareholders and that of their proxies, where applicable, supplied to the Company by said shareholders or their proxies or by the Banking Institutions or Stockbrokers with whom their shares are deposited, via the entity legally qualified to run the book-entry register (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal - "Iberclear"), will be included in a file held by CaixaBank, S.A. with the purpose of managing the development, compliance and control of the list of shareholders. Shareholders are informed that they may exercise their rights of access, rectification, cancellation and opposition by writing to the Company at the following address: CaixaBank, S.A. -Junta General Ordinaria de Accionistas 2015, Apartado de Correos 281, 08080 Barcelona.

#### **ELECTRONIC SHAREHOLDER FORUM**

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

#### **GENERAL INFORMATION**

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

All information and documentation relating to the Annual General Meeting is available to shareholders on the Company's website ([www.caixabank.com](http://www.caixabank.com)). For further information on exercising their rights with regard to the General Meeting, shareholders may contact the "Shareholder Service - Annual General Meeting 2015" by telephoning 902 110582, 7 days a week from 9.00 am to 7.00 pm, or by sending an email to [jga@caixabank.com](mailto:jga@caixabank.com).

Public transport to the Meeting venue:

Metro: Zona Universitaria (L3-green)

City bus lines: 7, 33, 54, 60, 67, H6, 75, 113, L14

Tram: t1 – t2 – t3



Further information: [www.pcongresos.com](http://www.pcongresos.com)

Barcelona, 12 March 2015. The Chairman of the Board of Directors, Mr. Isidro Fainé Casas.

**CaixaBank, S.A.**

**Avda. Diagonal, 621, 08028 Barcelona.**

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