



**REPORT OF THE BOARD OF DIRECTORS OF CAIXABANK, S.A. ON
THE PROPOSED AMENDMENT OF THE REGULATIONS OF THE
GENERAL MEETING OF SHAREHOLDERS OF CAIXABANK, S.A.**

1. INTRODUCTION AND PURPOSE OF THE REPORT

In connection with the approval of the Act 31/2014, of 3 December, amending the Spanish Corporations Act for the improvement of corporate governance, it is necessary to adapt the existing Regulations of the General Meeting of CaixaBank, S.A. (hereinafter "**CaixaBank**" or the "**Company**") to the mandatory provisions introduced by the said legislation.

In addition, this adaptation of the Regulations of the General Meeting due to the regulatory reform has been complemented by the introduction of certain technical or drafting improvements.

In this regard, this report is prepared by the Board of Directors of CaixaBank, pursuant to the provisions of Article 512 of Legislative Royal Decree 1/2010 of 2 July, approving the revised text of the Spanish Corporations Act ("**Corporations Act**"), which requires that the proposal for approval and, therefore, amendment of the Regulations of the General Meeting which is subject to the approval by the Company's General Shareholders' Meeting convened for the 23rd April 2015, on first call, and the next day, 24th April, on second call, under sections 1, 2, 3, 4, 5, and 6 of point 6 of the Agenda.

This report is prepared by the Board of Directors in order to explain the **amendments** of both the introduction of the Regulations and the following articles:

Articles 3 ("Types of General Meeting"), 5 ("Call to General Meetings"), 7 ("Right of Information"), 8 ("Right of attendance"), 10 ("Right of representation"), 12 ("Quorum for the General Meeting"), 13 ("Chairman, Secretary and Head table"), 14 ("Attendance register"), 16 ("Participation"), 17 ("Right of information during the General Meeting"), 19 ("Voting on resolutions"), 20 ("Adoption of resolutions and closure of the Meeting"), 21 ("Minutes of the General Meeting") and 22 ("Publicity of resolutions") of the Regulations of the General Meeting.

2. JUSTIFICATION OF THE AMENDMENTS

For the purpose of facilitating the understanding of the amendments to the Regulations of the General Meeting, the headings of the articles to which reference is made below correspond to those contained in the current text.

a) **Amendments resulting from the Corporations Act reform:**

A first group of amendments has the purpose of incorporating the regulatory changes introduced by the amendment of the Corporations Act that affects various aspects of company law and, in particular, with regard to listed companies.

As a result of these regulatory changes, the amendment of the following articles of the Regulations is proposed to the General Shareholders' Meeting: article 7 ("Right of Information"), 17 ("Right of information during the General Meeting"), 19 ("Voting on resolutions") and 20 ("Adoption of resolutions and closure of the Meeting").

b) Technical and drafting improvements:

Furthermore, this adaptation of the Regulations of the General Meeting by said regulatory reform has been complemented by the introduction of certain technical or drafting improvements, clarifying, completing or, where appropriate, reorganising the provisions of certain articles, based on the experience that the ordinary management of the Company provides and in agreement with the proposed changes, in turn, regarding the By-laws, proposing the amendment of the introduction of the Regulations and the following articles: article 3 ("Types of General Meeting"), 5 ("Call to General Meetings"), 7 ("Right of Information"), 8 ("Right of attendance"), 10 ("Right of representation"), 12 ("Quorum for the General Meeting"), 13 ("Chairman, Secretary and Head table"), 14 ("Attendance register"), 16 ("Participation"), 17 ("Right of information during the General Meeting"), 19 ("Voting on Resolutions"), 20 ("Adoption of Resolutions and closure of the Meeting"), 21 ("Minutes of the General Meeting") and 22 ("Publicity of resolutions").

To facilitate comparison between the new wording of the articles which amendment is proposed and the one they currently have, as **Annex** to this report is included a double-column table which contains the current text of each article of the Regulations -on the left column- and the comparative text between the article in force of the Regulations and the wording of the amendment proposed of the same -on the right column-.

3. PROPOSED AMENDMENTS

a) Regarding the **Corporations Act** reform, the **amendment of the Regulations of the General Meeting** is proposed as follows:

(i) Concerning the **shareholders right of information**:

- Article 7 is amended in order to, in relation to the **exercise of the shareholders right of information prior to the General Meeting**, complete section 1 with the legal provisions concerning the shareholders right of information **with** regards to the remuneration policy for Directors (Article 529 novodecies.2 of the Corporations Act). On the other hand, section 3 is amended to **extend the deadline by which shareholders may request information in writing** to the Directors prior to the Meeting, since before it was until the seventh day prior to the Meeting and now **it is until the fifth day prior to the Meeting**, also incorporating the **obligation to publish the information requests and the answers** provided on the Company's website (Article 520 of the Corporations Act).

Furthermore, sections 4 and 5 are amended, respectively, to adapt them in relation to the **assumptions where Directors can deny the information requested by shareholders** or make a reference to the information available on the website under the question-answer format (Articles 197.3 and 520.3 of the Corporations Act).

- Article 17 is amended in order to, in relation to the **exercise of the shareholders right of information during the development of the Meeting**, adapt section 1 with regard to the **cases in which the Directors can deny the information requested by shareholders**, or make a reference to the information available on the website under the question-response format (Articles 197.3 and 520.3 of the Corporations Act).

(ii) Regarding the **voting system and adoption of resolutions at the General Meeting**:

- A new section 2 is introduced in article 19 in order to include the legal provisions regarding the assumptions of **conflict of interest of the shareholder at the General Meeting** (Article 190 of the Corporations Act) and the wording of the new section 4 is adapted in relation to the **separate vote of issues** substantially independent, clarifying to these effects that the relevant proposals corresponding to several points of the agenda may be jointly put to the vote when, in accordance with the Law, the By-Laws and the Regulations of the General Meeting, they should not necessarily be subject to a separate vote (Article 197 bis of the Corporations Act).
- Regarding the adoption of resolutions, the **simple majority** regime is expressly incorporated in article 20.1, and the reinforced majorities for the adoption of the resolutions contained in Article 194 of the Corporations Act are completed (Article 201 of the Corporations Act).

b) **Secondly**, some **technical or drafting clarifications** are incorporated in relation to certain matters, including the following:

- All the references to the "*Corporations Act*" in the Regulations of the General Meeting are replaced by a **generic reference to the "Law"**, anticipating the possibility of future regulatory changes. In this sense, articles 3, 5 and 10 (sections 6 and 7) of the Regulations are amended, as well as the first paragraph of the introduction of said Regulations.
- The provisions of section 1 of article 7 are completed in relation to the **shareholders right of information** in respect of any **amendment to the By-Laws** (Article 287 of the Corporations Act), and it is also added in this section, in relation to the above documentation, the wording "*mentioned in this section*".

The paragraph related to the shareholders information during the development of the General Meeting is also removed due to systematic reasons, as this is addressed in article 17 of the Regulations. In turn, the heading of article 7 is amended,

replacing "*Right of information*" by "*Right of information before the General Meeting*", given the content of that article.

- Sections 1 and 2 of article 8 ("**Right of attendance**") are adapted to the wording of article 22 of the By-laws.
- Paragraph 2 of article 10 is completed ("**Right of representation**") in conjunction with article 24.7 of the By-laws, adding to "*the most recent action performed by the shareholder ahead of the General Meeting shall be valid*", the wording "*in the sense that the last delegation revokes all previous ones*", and also including at the end of this section, the text "*In addition, prior proxies shall be deemed revoked and subsequent proxies shall be deemed as no effected*".

In turn, section 5, gives details on the **power of the Chairman of the General Meeting to determine the validity of proxy holders**, adding, "*particularly, to verify the identity of the shareholders and their representatives, to check the ownership and legitimacy of their rights and the validity of the attendance card*".

In addition, the wording of section 8 is completed by entering at the beginning of the same the remark "*previous regulations about the exercising of the*".

- In section 2 of article 12 concerning the **quorum for the General Meeting**, the provision concerning the voting quorum is removed, as it is already contained in article 20 of the Regulations. Additionally, it is included at the end of this section 2 the remark "*This will be understood without prejudice to other cases set forth in the Law, in particular, special Laws applicable to the Company*".
- Regarding the cases **when the Chairman of the Board is replaced as Chairman of the General Meeting**, section 1 of article 13 is completed by stating that such substitution will occur "*as in cases of vacancy, absence or impossibility*", and in the same sense, section 2 is completed regarding the Secretary of the General Meeting.
- Article 14 is amended in order to expressly point out that at the end of the **attendance register** the amount of share capital owned by the shareholders, in accordance with Article 192 of the Corporations Act (section 4), complete the provisions regarding how to incorporate the attendance register to the minutes of the General Meeting (section 6), unify the name of the "*attendance card and proxies*" (section 9), coordinating as well its wording with the provisions of article 27 of the By-laws and removing the text "*(neither those they represent)*" (section 9).
- Article 16 is amended ("**Participation**"), expressly including in section 3 that the Chairman will consider "*the content of the various contributions*", including as well in section 5 that shareholders may make proposals for participation "*provided that this is possible according to the Law*" and in section 8 that the Chairman of the General Meeting may be assisted in his duties by the Head table.

- Section 2 of article 17 includes the **Vice-secretary** among the persons that, following the Chairman's indications, may provide shareholders the information requested by them during the General Meeting.
- Concerning article 19 ("Voting on resolutions"), in addition to replacing in section 9 the reference to section "6" by "7", section 11 is completed by adding the wording "*unless the shareholder has given the subsidiary representation in favour of another person or has given precise voting instructions*" regarding the case in which Directors had formulated a request for public representation and it would be understood that there is a conflict of interest for the adoption of any of the resolutions, in accordance with the provisions of section 6 of article 10 of the Regulations and Article 526.1 of the Corporations Act.

In addition, several drafting clarifications are introduced in section 12 of article 19, replacing "*party*" by "*shareholder*" and completing the references to cases of electronic "*communication*" and "*remote*" voting.

- Article 20 ("**Adoption of resolutions and closure of the Meeting**") is amended to remove from the second paragraph of section 1 the list of matters that require a reinforced voting quorum for approval, since that section refers expressly to the Law and article 21.2 of the By-laws, which expressly enumerates those matters, including as well, at the end of this paragraph, the remark "*This will be understood without prejudice to other cases set forth in the Law, in particular, special Laws applicable to the Company*".

In turn, section 4, which requires the obligation to publish the resolutions adopted and the voting results on the website of the Company, is deleted, as these provisions are already stated in article 22 of the Regulations.

- Article 21 concerning the **Minutes of the General Meeting** is completed, developing the provisions of the Law in this regard, both when signed by the Chairman and the Secretary of the General Meeting, as well as in the case of notarial certificates (Articles 202 and 203 of the Corporations Act).
- Finally, article 22 regarding the **publicity of resolutions** is completed, including, in section 1, that "*the result of the votes*" will be published on the website of the Company, and expressly incorporating in section 2 the Board members with certifying authority with respect of the resolutions adopted and the minutes of the General Meeting (Article 109.1.a) of the Mercantile Registry Regulations).

In relation to the submission to the General Meeting of the proposed amendment of its Regulations, the articles whose amendment is proposed have been grouped by subject, in order to proceed to the corresponding **separate vote**.

In Barcelona, 12th March 2015

ANNEX

CURRENT TEXT	PROPOSED TEXT
<p>These Regulations have been approved by the General Shareholders' Meeting of "CaixaBank, S.A." (the "Company") in accordance with Article 512 of the Corporate Enterprise Act (Ley de Sociedades de Capital), with the aim of bringing the General Meeting in line with applicable law and the Company's by-laws.</p> <p>With this overriding objective in mind, these Regulations do not include verbatim transcriptions of applicable legal provisions and the by-laws governing the General Meeting, although in certain cases some of these provisions may be included to aid with interpretation. In similar fashion, these Regulations are not intended to regulate basic shareholder rights, seeing as though such rights are already envisaged at law and through the by-laws. Any attempt to regulate them herein would therefore be inappropriate, in that the overarching aim of these regulations is to govern purely procedural aspects.</p> <p>ARTICLE 3. TYPES OF GENERAL MEETING</p> <p>General Meetings may be ordinary or extraordinary in nature, in accordance with the terms of the Corporate Enterprise Act and Article 18 of the by-laws.</p> <p>ARTICLE 5. CALL TO GENERAL MEETINGS</p> <p>General Meetings will be announced in accordance with the terms of the Corporate Enterprise Act and Article 19 of the by-laws.</p> <p>ARTICLE 7. RIGHT OF INFORMATION</p> <p>From the time the notice of the General Meeting scheduled for approval of the annual accounts is published, shareholders will be entitled to visit the Company's registered offices in order to retrieve, immediately and at no cost, the non-consolidated and, where appropriate, consolidated annual accounts, management report and audit report.</p>	<p>These Regulations have been approved by the General Shareholders' Meeting of "CaixaBank, S.A." (<u>hereinafter, the "Company"</u>) in accordance with Article 512 of the Corporate Enterprise Act (Ley de Sociedades de Capital) <u>the regulations in force</u>, with the aim of bringing the General Meeting in line with applicable law and the Company's by-laws.</p> <p>With this overriding objective in mind, these Regulations do not include verbatim transcriptions of applicable legal provisions and the by-laws governing the General Meeting, although in certain cases some of these provisions may be included to aid with interpretation. In similar fashion, these Regulations are not intended to regulate basic shareholder rights, seeing as though such rights are already envisaged at law and through the by-laws. Any attempt to regulate them herein would therefore be inappropriate, in that the overarching aim of these regulations is to govern purely procedural aspects.</p> <p>ARTICLE 3. TYPES OF GENERAL MEETING</p> <p>General Meetings may be ordinary or extraordinary in nature, in accordance with the terms of the Corporate Enterprise Act <u>in the Law</u> and Article 18 of the by-laws.</p> <p>ARTICLE 5. CALL TO GENERAL MEETINGS</p> <p>General Meetings will be announced in accordance with the terms of the Corporate Enterprise Act <u>Law</u> and Article 19 of the by-laws.</p> <p>ARTICLE 7. RIGHT OF INFORMATION <u>BEFORE THE GENERAL MEETING</u></p> <p><u>1. From the time the notice of the General Meeting scheduled for approval of the annual accounts is published, shareholders will be entitled to visit the Company's registered offices in order to retrieve, immediately and at no cost, the non-consolidated and, where appropriate, consolidated annual accounts, management report and audit report. <u>In addition, when the agenda contains any modification of the By-laws, the shareholders will have the right to examine in the registered office the complete text of the modification proposed and the report regarding such modification, as well as to request the handover or free delivery of the mentioned documents.</u></u></p> <p><u>Whenever the agenda contains the approval of the remuneration policy for Directors, the shareholders will have the right to request the handover or free delivery of the motivated proposal of the mentioned policy and the</u></p>

<p>These documents will also be made available to shareholders through the Company's website (www.caixabank.com) from the publication date of the Meeting notice until, at least, the date of the General Meeting held to approve them.</p> <ol style="list-style-type: none"> From the date on which the notice of the ordinary or extraordinary General Meeting is published, shareholders may visit the registered offices in order to consult proposed motions, reports and other documents that must be made available in accordance with applicable law and the by-laws. These documents will also be made available to shareholders through the Company's website (www.caixabank.com) from the aforementioned date, this without prejudice to the right of shareholders to request free delivery of the unabridged text of the documents in question subject to applicable legal requirements. Up until the seventh day leading up to the scheduled date for the General Meeting, shareholders may, in relation to the items included on the agenda, request from the Company's directors any information or clarification they deem necessary, or raise any questions they deem salient. They may likewise request information or clarifications or send written questions in relation to any public information that the Company may have disclosed to the Spanish National Securities Market Commission (Comisión Nacional del Mercado de Valores) since the date of the immediately preceding General Meeting, and regarding the audit reports. <p>Directors shall provide the requested information described above in writing before the date on which the General Meeting in question is to be held.</p> <p>During the General Meeting itself, shareholders may verbally request any information or clarification they deem appropriate concerning the items included on the agenda, the public information provided by the Company to the National Securities Market Commission since the holding of the most recent General Meeting, and the audit reports. If the directors are unable to provide a satisfactory response to the request during the meeting, they will provide this information in</p>	<p>specific report of the Remuneration Committee.</p> <p>These documents mentioned in this section will also be made available to shareholders through the Company's website (www.caixabank.com) from the publication date of the Meeting notice until, at least, the date of the General Meeting held to approve them.</p> <ol style="list-style-type: none"> From the date on which the notice of the ordinary or extraordinary General Meeting is published, shareholders may visit the registered offices in order to consult proposed motions, reports and other documents that must be made available in accordance with applicable law and the by-laws. These documents will also be made available to shareholders through the Company's website (www.caixabank.com) from the aforementioned date, this without prejudice to the right of shareholders to request free delivery of the unabridged text of the documents in question subject to applicable legal requirements. Up until the seventh <u>fifth</u> day leading up to the scheduled date for the General Meeting, shareholders may, in relation to the items included on the agenda, request from the Company's directors any information or clarification they deem necessary, regarding the items included on the agenda, or raise in writing any questions they deem salient. They may likewise request information or clarifications or send written questions in relation to any public information that the Company may have disclosed to the Spanish National Securities Market Commission (<i>Comisión Nacional del Mercado de Valores</i>) since the date of the immediately preceding General Meeting, and regarding the audit reports. <p>Directors shall provide the requested information described above in writing before the date on which the General Meeting in question is to be held. The valid requests for information, clarifications or questions made in writing and the answers provided in writing by the Directors will be included on the Company's website (www.caixabank.com).</p> <p>During the General Meeting itself, shareholders may verbally request any information or clarification they deem appropriate concerning the items included on the agenda, the public information provided by the Company to the National Securities Market Commission since the holding of the most recent General Meeting, and the audit reports. If the directors are unable to provide a satisfactory response to the request during the meeting, they will provide this information in writing within the seven (7) days</p>
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<p>writing within the seven (7) days following the date of the General Meeting.</p> <p>3. Directors must provide shareholders with any information requested under sections 3 and 4 above, unless, in the sound judgment of the Chairman, disclosure of such requested information would harm corporate interests. Directors may discharge this obligation during the meeting through the Company's management team, or through any employee or expert on the matter in question. This refusal of information may not proceed when the corresponding request is supported by shareholders representing at least 25% of the share capital.</p> <p>4. Neither will the directors be required to respond to specific questions of the shareholders when, prior to the question, the requested information is clear and directly available to all shareholders on the Company's website (www.caixabank.com) in question and answer format.</p>	<p>following the date of the General Meeting.</p> <p>3.4. <u>4.</u> Directors must provide shareholders with any information requested under sections 3 and 4 above, unless, that information is unnecessary for the safeguarding of the rights of the shareholders or there are objective reasons to consider that it could be used for extra-business aims or in the sound judgment of the Chairman, <u>its disclosure of such requested information may be used</u> would to harm corporate interests <u>the Company or its related companies</u>. Directors may discharge this obligation during the meeting through the Company's management team, or through any employee or expert on the matter in question. This refusal of information may not proceed when the corresponding request is supported by shareholders representing at least 25% of the share capital.</p> <p>4.5. Neither will it <u>4.5.</u> <u>The directors may restrict their response to a reference to the information provided under the question-response format</u> be required to respond to specific questions of the shareholders—when, prior to <u>any specific</u> the question, the requested information is clear<u>ly,</u> <u>expressly</u> and directly available to all shareholders on the Company's website (www.caixabank.com) <u>under the mentioned</u> in question and answer format.</p>
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ARTICLE 8. RIGHT OF ATTENDANCE

1. Shareholders who own at least one thousand (1,000) shares, whether individually or when pooled with other shareholders will be entitled to attend the General Meeting in person have such shares recorded in the appropriate register of dematerialized shares at least five days ahead of the scheduled date for the meeting. Every shareholder entitled to attend the General Meeting pursuant to the aforementioned requirements will be sent a personal attendance card, which will be used to record the number of shares they own along with their corresponding voting rights, on the basis of one vote per share. Attendance cards will be issued by the Company itself, after ownership of the shares has been duly substantiated, or by the Spanish Central Securities Depository (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, or Iberclear), or participating entities. Shareholders may only claim entitlement to the attendance card by furnishing the corresponding certificate of eligibility evidencing compliance with the attendance requirements.

2. The Chairman of the General Meeting is authorized to determine compliance with the requirements for attendance at the General Meeting, but may delegate this task to the Secretary.

3. Members of the Board of Directors must attend General Meetings, although under no circumstances will their absence for any reason prevent the General Meeting in question from being validly held.

ARTICLE 8. RIGHT OF ATTENDANCE

1. Shareholders who own at least one thousand (1,000) shares, whether individually or when pooled with other shareholders will be entitled to attend the General Meeting in person.

2. To attend the General Meeting the shareholder will have ~~such~~~~the~~ shares recorded in the appropriate register of dematerialized shares at least five days ahead of the scheduled date for the meeting. Every shareholder entitled to attend the General Meeting pursuant to the aforementioned requirements will be sent a personal attendance card, which will be used to record the number of shares they own along with their corresponding voting rights, on the basis of one vote per share. Attendance cards will be issued by the Company itself, after ownership of the shares has been duly substantiated, or by the Spanish Central Securities Depository (*Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, or Iberclear*), or participating entities. Shareholders may only claim entitlement to the attendance card by furnishing the corresponding certificate of eligibility evidencing compliance with the attendance requirements.

~~2-3.~~ The Chairman of the General Meeting is authorized to determine compliance with the requirements for attendance at the General Meeting, but may delegate this task to the Secretary.

~~3-4.~~ Members of the Board of Directors must attend General Meetings, although under no circumstances will their absence for any reason prevent the General Meeting in question from being validly held.

ARTICLE 10. RIGHT OF REPRESENTATION	ARTICLE 10. RIGHT OF REPRESENTATION
<p>1. Without prejudice to the right of legal entity shareholders to attend through their chosen representative, any shareholder may grant a proxy authorizing another person, whether or not a shareholder, to represent them at the General Meeting. In order to attend the General Meeting in person, the proxy holder must be a shareholder and/or represent one or more shareholders on a combined basis holding a minimum of one thousand (1,000) shares.</p>	<p>1. Without prejudice to the right of legal entity shareholders to attend through their chosen representative, any shareholder may grant a proxy authorizing another person, whether or not a shareholder, to represent them at the General Meeting. In order to attend the General Meeting in person, the proxy holder must be a shareholder and/or represent one or more shareholders on a combined basis holding a minimum of one thousand (1,000) shares.</p>
<p>2. Representation may always be revoked. As a general rule, the most recent action performed by the shareholder ahead of the General Meeting shall be valid. In any case, the proxy will be deemed revoked if the principal attends the General Meeting in person.</p>	<p>2. Representation may always be revoked. As a general rule, the most recent action performed by the shareholder ahead of the General Meeting shall be valid, <u>in the sense that the last delegation revokes all previous ones</u>. In any case, the proxy will be deemed revoked if the principal attends the General Meeting in person. <u>In addition, prior proxies shall be deemed revoked and subsequent proxies shall be deemed as no effected.</u></p>
<p>3. Proxies must be appointed specifically for each meeting, in writing or by means of remote communication that duly guarantees the identity of the principal and the security of the electronic communications, in accordance with the procedures established in the by-laws and these General Meeting Regulations.</p>	<p>3. Proxies must be appointed specifically for each meeting, in writing or by means of remote communication that duly guarantees the identity of the principal and the security of the electronic communications, in accordance with the procedures established in the by-laws and these General Meeting Regulations.</p>
<p>4. Any shareholder wishing to be represented by proxy at the General Meeting must have registered ownership of its shares in the relevant book-entry ledger at least five (5) days in advance of the date on which the General Meeting is to be held.</p>	<p>4. Any shareholder wishing to be represented by proxy at the General Meeting must have registered ownership of its shares in the relevant book-entry ledger at least five (5) days in advance of the date on which the General Meeting is to be held.</p>
<p>5. The Chairman of the General Meeting is authorized to determine whether proxies have been validly conferred and may delegate this task to the Secretary.</p>	<p>5. The Chairman of the General Meeting is authorized to determine whether proxies have been validly conferred <u>and, particularly, to verify the identity of the shareholders and their representatives, to check the ownership and legitimacy of their rights and the validity of the attendance card</u>, and may delegate this task to the Secretary.</p>
<p>6. If there are conflicts of interest, the provisions of the Corporate Enterprise Act and by-laws will apply. In any event, in contemplation of the possibility that a conflict may exist, proxies may be granted subsidiarily to another person.</p>	<p>6. If there are conflicts of interest, the provisions of the Corporate Enterprise Act <u>in the Law</u> and by-laws will apply. In any event, in contemplation of the possibility that a conflict may exist, proxies may be granted subsidiarily to another person.</p>
<p>7. If a public request for representation is effected in accordance with the Corporate Enterprise Act, the Director that obtains such representation will be subject to the limitation on voting rights corresponding to the shares subject to the proxy as established in the same Act.</p>	<p>7. If a public request for representation is effected in accordance with the Corporate Enterprise Act, <u>as prescribed by Law</u>, the Director that obtains such representation will be subject to the limitation on voting rights corresponding to the shares subject to the proxy as established in the</p>

<p>8. The proxy's representational powers are understood without prejudice to legal provisions concerning cases of family representation and the granting of general powers of attorney.</p> <p>ARTICLE 12. QUORUM FOR THE GENERAL MEETING</p> <p>1. The ordinary or extraordinary General Meeting will be validly convened on first call when shareholders present or represented by proxy account for at least 25% of the subscribed share capital with voting rights attached. On second call, the meeting will be validly convened irrespective of the percentage of share capital in attendance.</p> <p>2. Notwithstanding the above, and in order for the Ordinary or Extraordinary General Meeting to vote on the placement of securities, the elimination or limitation of subscription rights, capital increases or reductions, transformations, mergers, spin-offs, universal transfers of assets and liabilities, moving the registered offices to a foreign country, or making any changes to the by-laws, shareholders in attendance at first call, whether present or represented by proxy, must account for at least 50% of subscribed capital with voting rights attached. On second call, only 25% of said capital will be necessary, although when shareholders in attendance total less than 50% of subscribed capital with voting rights, the resolutions described in the preceding paragraph may only be validly carried through the affirmative vote of two thirds (2/3) of the capital in attendance or represented by proxy at the meeting.</p> <p>3. If there is no valid quorum on second call to address all items on the agenda, the agenda will be shortened accordingly to include those items for which a valid quorum exists. To such end, the General Meeting will be validly convened to vote on and adopt resolutions on those items for which a sufficient quorum exists.</p> <p>4. Any absences occurring after the General Meeting is officially called to order will not affect the validity of the quorum.</p> <p>ARTICLE 13. CHAIRMAN, SECRETARY AND HEAD TABLE</p> <p>1. General Meetings will be chaired by the Chairman of the Board of Directors and, in the absence thereof, by the corresponding Vice-Chairman in order of priority. In the absence of</p>	<p>same Act.<u>Law.</u></p> <p>8. The <u>previous regulations about the exercising of the</u> proxy's representational powers are understood without prejudice to legal provisions concerning cases of family representation and the granting of general powers of attorney.</p> <p>ARTICLE 12. QUORUM FOR THE GENERAL MEETING</p> <p>1. The ordinary or extraordinary General Meeting will be validly convened on first call when shareholders present or represented by proxy account for at least 25% of the subscribed share capital with voting rights attached. On second call, the meeting will be validly convened irrespective of the percentage of share capital in attendance.</p> <p>2. Notwithstanding the above, and in order for the Ordinary or Extraordinary General Meeting to vote on the placement of securities, the elimination or limitation of subscription rights, capital increases or reductions, transformations, mergers, spin-offs, universal transfers of assets and liabilities, moving the registered offices to a foreign country, or making any changes to the by-laws, shareholders in attendance at first call, whether present or represented by proxy, must account for at least 50% of subscribed capital with voting rights attached. On second call, only 25% of said capital will be necessary, although when shareholders in attendance total less than 50% of subscribed capital with voting rights, the resolutions described in the preceding paragraph may only be validly carried through the affirmative vote of two thirds (2/3) of the capital in attendance or represented by proxy at the meeting. <u>This will be understood without prejudice to other cases set forth in the Law, in particular, special Laws applicable to the Company.</u></p> <p>3. If there is no valid quorum on second call to address all items on the agenda, the agenda will be shortened accordingly to include those items for which a valid quorum exists. To such end, the General Meeting will be validly convened to vote on and adopt resolutions on those items for which a sufficient quorum exists.</p> <p>4. Any absences occurring after the General Meeting is officially called to order will not affect the validity of the quorum.</p> <p>ARTICLE 13. CHAIRMAN, SECRETARY AND HEAD TABLE</p> <p>1. General Meetings will be chaired by the Chairman of the Board of Directors and, in the absence thereof, <u>as in cases of vacancy, absence or impossibility,</u> by the corresponding Vice-</p>
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<p>both, the oldest director will act as Chairman.</p> <ol style="list-style-type: none"> 2. The Secretary will be the Secretary to the Board of Directors, and otherwise the Vice-Secretary in order of priority, if any, and in the absence thereof, the youngest director. 3. If the Chairman or the Secretary leaves the meeting for any reason and at any point during the proceedings, their replacement for the meeting in question will be determined in accordance with the preceding sections. 4. The Chairman is charged with calling the meeting to order, coordinating and passing the floor and speaking times in accordance with the provisions of these Regulations, concluding discussions when he/she deems the matter to have been sufficiently discussed and organize votings. The Chairman shall also clarify any doubts concerning the agenda and the list of attendees, declare resolutions as approved, adjourn the meeting and, in general, exercise any such powers as may prove necessary, including disciplinary powers, to ensure the smooth running of the meeting, with entitlement to expel anyone intending to disturb the normal course of the meeting. The Chairman is likewise vested with powers to interpret the provisions of these Regulations. 5. The head table of the General Meeting will comprise the Chairman and the Secretary of the General Meeting, along with any members of the Board of Directors who may be in attendance. 	<p>Chairman in order of priority. In the absence of both, the oldest director will act as Chairman.</p> <ol style="list-style-type: none"> 2. The Secretary will be the Secretary to the Board of Directors, and otherwise<u>in the absence thereof, as in cases of vacancy, absence or impossibility,</u> the Vice-Secretary in order of priority, if any, and in the absence thereof, <u>as in cases of vacancy, absence or impossibility,</u> the youngest director. 3. If the Chairman or the Secretary leaves the meeting for any reason and at any point during the proceedings, their replacement for the meeting in question will be determined in accordance with the preceding sections. 4. The Chairman is charged with calling the meeting to order, coordinating and passing the floor and speaking times in accordance with the provisions of these Regulations, concluding discussions when he/she deems the matter to have been sufficiently discussed and organize votings. The Chairman shall also clarify any doubts concerning the agenda and the list of attendees, declare resolutions as approved, adjourn the meeting and, in general, exercise any such powers as may prove necessary, including disciplinary powers, to ensure the smooth running of the meeting, with entitlement to expel anyone intending to disturb the normal course of the meeting. The Chairman is likewise vested with powers to interpret the provisions of these Regulations. 5. The head table of the General Meeting will comprise the Chairman and the Secretary of the General Meeting, along with any members of the Board of Directors who may be in attendance.
<p>ARTICLE 14. ATTENDANCE REGISTER</p> <ol style="list-style-type: none"> 1. The admission point where attendance cards and proxies may be handed in will open one hour before the scheduled start time for the meeting, unless the notice of meeting dictates otherwise, and will close immediately before the list of attendees is drawn up. 2. The register of shareholders present and represented by proxy in attendance at the meeting will be kept by the person/s designated for such purpose by the Secretary, using, where applicable, any technical equipment deemed appropriate. 3. The attendance register will include the full name of those shareholders present in person, and of those represented by proxy and the names of their proxies, as well as the number of shares they directly or indirectly represent at the meeting. 	<p>ARTICLE 14. ATTENDANCE REGISTER</p> <ol style="list-style-type: none"> 1. The admission point where attendance cards and proxies may be handed in will open one hour before the scheduled start time for the meeting, unless the notice of meeting dictates otherwise, and will close immediately before the list of attendees is drawn up. 2. The register of shareholders present and represented by proxy in attendance at the meeting will be kept by the person/s designated for such purpose by the Secretary, using, where applicable, any technical equipment deemed appropriate. 3. The attendance register will include the full name of those shareholders present in person, and of those represented by proxy and the names of their proxies, as well as the number of shares they directly or indirectly represent at the

<p>4. The total number of shareholders present or represented by proxy will be displayed at the end of the list, together with the amount of share capital they represent by proxy, including the amount thereof belonging to shareholders with voting rights.</p> <p>5. The Chairman shall resolve any questions that may arise relating to attendance and preparation of the attendance register, but may delegate this task to the Secretary.</p> <p>6. The attendance register may also be drawn up in the form of a file, or introduced electronically. In these cases, the means used will be stated in the minutes, and the sealed cover of the file or media will bear the relevant identification note signed by the Secretary with the approval of the Chairman.</p> <p>7. During the General Meeting, any shareholder entitled to attend may confirm their attendance by checking the attendance register, provided that this does not delay or slow down proceedings once the Chairman has called the meeting to order. The head table will be under no obligation to read out the register or provide copies thereof during the meeting itself.</p> <p>8. The Chairman may extend the process of drawing up the attendance register by a few minutes should certain shareholders decide to pool their shares at the last minute. Should this situation arise, the Chairman may provisionally close the attendance register in order to confirm that there is a sufficient quorum for the meeting to be validly held. The final attendance register and subsequent calculation of the final quorum must invariably be carried out before moving on to discuss the items on the agenda.</p> <p>9. Shareholders or proxies who arrive late at the General Meeting after the cut-off point for handing in attendance cards and representations will be allowed in as guests at the meeting, should they so wish (either in the meeting room/hall itself, or, should the Company so decide in order to avoid possible confusion during the meeting, in an adjacent room/hall from which they can follow the meeting), although neither such shareholders and proxies (neither those they represent) will be included on the attendance register.</p>	<p>meeting.</p> <p>4. The total number of shareholders present or represented by proxy will be displayed at the end of the list, together with the amount of share capital they <u>hold or</u> represent by proxy, including the amount thereof belonging to shareholders with voting rights.</p> <p>5. The Chairman shall resolve any questions that may arise relating to attendance and preparation of the attendance register, but may delegate this task to the Secretary.</p> <p>6. <u>If the attendance register does not appear at the beginning of the minutes of the General Meeting, it will be attached by means of an annex signed by the Secretary with the approval of the Chairman.</u> The attendance register may also be drawn up in the form of a file, or introduced electronically. In these cases, the means used will be stated in the minutes, and the sealed cover of the file or media will bear the relevant identification note signed by the Secretary with the approval of the Chairman.</p> <p>7. During the General Meeting, any shareholder entitled to attend may confirm their attendance by checking the attendance register, provided that this does not delay or slow down proceedings once the Chairman has called the meeting to order. The head table will be under no obligation to read out the register or provide copies thereof during the meeting itself.</p> <p>8. The Chairman may extend the process of drawing up the attendance register by a few minutes should certain shareholders decide to pool their shares at the last minute. Should this situation arise, the Chairman may provisionally close the attendance register in order to confirm that there is a sufficient quorum for the meeting to be validly held. The final attendance register and subsequent calculation of the final quorum must invariably be carried out before moving on to discuss the items on the agenda.</p> <p>9. Shareholders or proxies who arrive late at the General Meeting after the cut-off point for handing in attendance cards and <u>representations</u><u>proxies</u> will be allowed in as guests at the meeting, should they so wish (either in the meeting room/hall itself, or, should the Company so decide in order to avoid possible confusion during the meeting, in an adjacent room/hall from which they can follow the meeting), although neither such shareholders <u>and nor their</u> proxies <u>(neither those they represent)</u> will be included on the attendance register.</p>
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ARTICLE 16. PARTICIPATION	ARTICLE 16. PARTICIPATION
<p>1. Once the General Meeting has been declared validly convened, the Chairman and/or the Board members and/or the persons designated for such purpose by the Chairman, will address those attending the meeting to present the corresponding reports on the items included on the agenda.</p>	<p>1. Once the General Meeting has been declared validly convened, the Chairman and/or the Board members and/or the persons designated for such purpose by the Chairman, will address those attending the meeting to present the corresponding reports on the items included on the agenda.</p>
<p>Once these reports have been presented, but before the meeting votes on the items included on the agenda, the Chairman shall open the floor over to the shareholders for discussion.</p>	<p>Once these reports have been presented, but before the meeting votes on the items included on the agenda, the Chairman shall open the floor over to the shareholders for discussion.</p>
<p>2. The Chairman may dictate that all contributions be made before starting the voting, or that contributions be made in relation to each item on the agenda as each one comes up for voting.</p>	<p>2. The Chairman may dictate that all contributions be made before starting the voting, or that contributions be made in relation to each item on the agenda as each one comes up for voting.</p>
<p>3. The Chairman shall pass the floor over to shareholders in the order in which they make the corresponding request, and will respond directly or through any person he or she may designate, either after the corresponding shareholder's contribution, or after all shareholders have made their contributions, whichever the Chairman deems most convenient with a view to ensure the successful order of the deliberation.</p>	<p>3. The Chairman shall pass the floor over to shareholders in the order in which they <u>who have made</u> the corresponding request, and will respond directly or through any person he or she may designate, either after the corresponding shareholder's contribution, or after all shareholders have made their contributions, whichever the Chairman deems most convenient with a view to ensure the successful order <u>development</u> of the deliberation <u>and taking into consideration the content of the various contributions</u>.</p>
<p>4. The time initially allotted to shareholders for each contribution will be five minutes, although the Chairman of the General Meeting will be entitled to extend or shorten use of the floor in accordance with the provisions of section 7 below.</p>	<p>4. The time initially allotted to shareholders for each contribution will be five minutes, although the Chairman of the General Meeting will be entitled to extend or shorten use of the floor in accordance with the provisions of section 07 below.</p>
<p>5. Shareholders may request clarifications or make proposals during their allotted time in relation to any aspect of the agenda, insofar as their contribution relates to the specific item on the agenda up for debate at the time in question, or if the shareholder is only given the floor once during the meeting to discuss all items.</p>	<p>5. Shareholders may request clarifications or make proposals during their allotted time in relation to any aspect of the agenda, <u>provided that this is possible according to the Law</u>, insofar as their contribution relates to the specific item on the agenda up for debate at the time in question, or if the shareholder is only given the floor once during the meeting to discuss all items.</p>
<p>Shareholders may similarly propose motions on any issues the General Meeting is able to address and vote on without the need for these to be included on the agenda for the meeting.</p>	<p>Shareholders may similarly propose motions on any issues the General Meeting is able to address and vote on without the need for these to be included on the agenda for the meeting.</p>
<p>6. Shareholders wishing for their contribution to be recorded in the minutes, along with their final voting decision and possible objection to the resolution, must make an express request to such effect. Should they wish for their address to be transcribed verbatim, they must furnish the Secretary or the notary (if the</p>	<p>6. Shareholders wishing for their contribution to be recorded in the minutes, along with their final voting decision and possible objection to the resolution, must make an express request to such effect. Should they wish for their address to be transcribed verbatim, they must furnish the Secretary or the notary (if the presence of the</p>

<p>presence of the latter is required for the purpose of drawing up the minutes) with the written text of their address before they read it out so that it may be verified and subsequently attached to the minutes, if it is not to be transcribed directly into the body of the minutes.</p> <p>7. Before starting their address, those shareholders or proxies that previously requested the floor must identify themselves by stating their name, confirming whether they act on their own behalf or on behalf of a shareholder -in which case they must likewise identify their principal- and specifying the number of shares they hold or represent by proxy for the purposes of the meeting, and likewise the number or reference listed on their attendance card, if any.</p> <p>8. In exercise of his/her duty to organize and chair the General Meeting, and without prejudice to other duties, the Chairman will be vested with the following powers:</p> <ul style="list-style-type: none"> (i) passing the floor over to shareholders in accordance with the terms of the preceding sections; (ii) extending, where appropriate, the time initially assigned to the shareholder for his/her contribution; (iii) limiting shareholders' use of the floor when the Chairman believes that they have expressed and argued their point in sufficient detail, or when the item in question has been sufficiently discussed; (iv) moderating the contributions of shareholders, and demanding that they address solely those items included on the agenda and conduct themselves appropriately during their address; (v) calling shareholders to order when their addresses are deemed inappropriate, are made with the clear intention of obstructing proceedings, or are intended to disrupt the smooth running of the meeting; (vi) demanding that speakers return to their seats when the allotted time for each address has ended or when, despite the Chairman having issued the warnings envisaged under sections (iv) and (v) above, the shareholders' offending conduct remains unabated. In 	<p>latter is required for the purpose of drawing up the minutes) with the written text of their address before they read it out so that it may be verified and subsequently attached to the minutes, if it is not to be transcribed directly into the body of the minutes.</p> <p>7. Before starting their address, those shareholders or proxies that previously requested the floor must identify themselves by stating their name, confirming whether they act on their own behalf or on behalf of a shareholder -in which case they must likewise identify their principal- and specifying the number of shares they hold or represent by proxy for the purposes of the meeting, and likewise the number or reference listed on their attendance card, if any.</p> <p>8. In exercise of his/her duty to organize and chair the General Meeting, and without prejudice to other duties, the Chairman will be vested with the following powers, who may be assisted to these effects by the head table:</p> <ul style="list-style-type: none"> (i) passing the floor over to shareholders in accordance with the terms of the preceding sections; (ii) extending, where appropriate, the time initially assigned to the shareholder for his/her contribution; (iii) limiting shareholders' use of the floor when the Chairman believes that they have expressed and argued their point in sufficient detail, or when the item in question has been sufficiently discussed; (iv) moderating the contributions of shareholders, and demanding that they address solely those items included on the agenda and conduct themselves appropriately during their address; (v) calling shareholders to order when their addresses are deemed inappropriate, are made with the clear intention of obstructing proceedings, or are intended to disrupt the smooth running of the meeting; (vi) demanding that speakers return to their seats when the allotted time for each address has ended or when, despite the Chairman having issued the warnings envisaged under sections (iv) and (v) above, the shareholders' offending conduct remains unabated. In
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<p>furtherance of this power, the Chairman may expel from the meeting room any shareholder who repeatedly fails to heed his requests and warnings, and may likewise take the appropriate steps to enforce this by calling in security staff;</p> <p>(vii) requesting speakers to clear up any questions that may not have been sufficiently explained during their address;</p> <p>(viii) reading out voting results; and</p> <p>(ix) resolving any questions that may arise over the course of the General Meeting in relation to the points set forth in these Regulations.</p> <p>ARTICLE 17. RIGHT OF INFORMATION DURING THE GENERAL MEETING</p> <p>1. During the discussion round, all shareholders may verbally request any information or clarifications they deem necessary in relation to the items included on the agenda, the public information provided by the Company to the National Securities Market Commission since the holding of the most recent General Meeting, and the audit reports. For such purpose, shareholders must have identified themselves in advance pursuant to Article 16 above.</p> <p>The Board of Directors must provide this requested information unless, in the Chairman's sound judgment, such disclosure would harm corporate interests. Information may not be refused when the corresponding request is supported by shareholders representing at least 25% of the share capital. The directors are not required to respond to specific questions of the shareholders when the requested information is clear and directly available to all shareholders on the company's website (www.caixabank.com) in question and answer format.</p> <p>The Board of Directors must provide the requested information under the preceding paragraph unless, in the Chairman's sound judgment, such disclosure would harm corporate interests. This refusal of information may not proceed when the corresponding request is supported by shareholders</p>	<p>furtherance of this power, the Chairman may expel from the meeting room any shareholder who repeatedly fails to heed his requests and warnings, and may likewise take the appropriate steps to enforce this by calling in security staff;</p> <p>(vii) requesting speakers to clear up any questions that may not have been sufficiently explained during their address;</p> <p>(viii) reading out voting results; and</p> <p>(ix) resolving any questions that may arise over the course of the General Meeting in relation to the points set forth in these Regulations.</p> <p>ARTICLE 17. RIGHT OF INFORMATION DURING THE GENERAL MEETING</p> <p>1. During the discussion round, all shareholders may verbally request any information or clarifications they deem necessary in relation to the items included on the agenda, the public information provided by the Company to the National Securities Market Commission since the holding of the most recent General Meeting, and the audit reports. For such purpose, shareholders must have identified themselves in advance pursuant to Article 16 above.</p> <p>The Board of Directors must provide this requested information unless, in the Chairman's sound judgment, <u>that information is unnecessary for the safeguarding of the shareholders rights or there are objective reasons for considering it could be used for extra-business aims or that such disclosure would harm the Company or linked companies</u>corporate interests. Information may not be refused when the corresponding request is supported by shareholders representing at least 25% of the share capital. The directors <u>can limit their response to the information facilitated under the question-response format when, previously the making of any are not required to respond to</u>respond to specific questions of the shareholders when the requested information is clear, <u>expressly</u>and directly available to all shareholders on the company's website (www.caixabank.com) in question and answer<u>the mentioned</u>-format.</p> <p>The Board of Directors must provide the requested information under the preceding paragraph unless, in the Chairman's sound judgment, <u>that information is unnecessary for the safeguarding of the rights of the shareholders or there are objective reasons to consider that it could be used for extra-business</u></p>
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<p>representing at least 25% of the share capital. Neither will the directors be required to respond to specific questions of the shareholders when the requested information is clear and directly available to all shareholders on the Company's website (www.caixabank.com) in question and answer format.</p> <p>2. The requested information or clarification will be provided by the Chairman, or, should the Chairman so state, by the Chief Executive Officer, the respective Chairmen of the Committees attached to the Board, the Secretary, any Board member or, if deemed advisable, any employee or expert on the matter. The Chairman shall decide on a case-by-case basis, and depending on the nature of the requested information or clarification, whether it would be better to provide individual responses or responses grouped by subject-matter.</p> <p>3. If the shareholder's right cannot be satisfied during the meeting itself, the Board of Directors shall send the requested information to the interested shareholder in writing within the term of seven (7) days running the date of the General Meeting.</p>	<p>aims or its such disclosure would <u>may be used to harm the Company or its related companies corporate interests.</u> This refusal of information may not proceed when the corresponding request is supported by shareholders representing at least 25% of the share capital. Neither will tThe directors <u>may restrict their response to make a reference to the information provided under the question-response format</u> be required to respond to specific questions of the shareholders when, prior to any specific question, the requested information is clearly, <u>expressly</u> and directly available to all shareholders on the Company's website (www.caixabank.com) <u>under the mentioned</u>in question and answer format.</p> <p>2. The requested information or clarification will be provided by the Chairman, or, should the Chairman so state, by the Chief Executive Officer, the respective Chairmen of the Committees attached to the Board, the Secretary <u>or Vice-secretaries</u>, any Board member or, if deemed advisable, any employee or expert on the matter. The Chairman shall decide on a case-by-case basis, and depending on the nature of the requested information or clarification, whether it would be better to provide individual responses or responses grouped by subject-matter.</p> <p>3. If the shareholder's right cannot be satisfied during the meeting itself, the Board of Directors shall send the requested information to the interested shareholder in writing within the term of seven (7) days running the date of the General Meeting.</p>
<p>ARTICLE 19. VOTING ON RESOLUTIONS</p>	<p>ARTICLE 19. VOTING ON RESOLUTIONS</p>
<p>1. Once an item has been sufficiently discussed in the eyes of the Chairman, it will be put to the vote. The Chairman is responsible for implementing the voting system he/she deems most appropriate and for heading the corresponding voting process, with due heed paid, where appropriate, to any complementary rules set forth in these Regulations.</p>	<p>1. Once an item has been sufficiently discussed in the eyes of the Chairman, it will be put to the vote. The Chairman is responsible for implementing the voting system he/she deems most appropriate and for heading the corresponding voting process, with due heed paid, where appropriate, to any complementary rules set forth in these Regulations.</p> <p><u>2. The shareholder may not exercise the voting rights corresponding to his shares in the cases of conflict of interests in which the Law expressly establishes such prohibition, his shares being deducted from the share capital for calculating the majority of the votes necessary in each case.</u></p> <p><u>In the cases of conflict of interests of the shareholder other than those foreseen in the previous paragraph, the shareholders will not be denied of their right to vote, notwithstanding the legal provisions established in this regard.</u></p>
<p>2. Items will be voted on in the order stipulated in</p>	<p>2-3. Items will be voted on in the order stipulated in</p>

<p>the notice of meeting, starting with the motions presented by the Board of Directors, and continuing with the proposals, if any, presented by shareholders of the Company in exercise of the rights recognized by law. In the event of motions that the General Meeting is able to vote on but which are not included on the agenda, the Chairman shall decide on the order in which they are to be voted on.</p> <p>3. Each item on the agenda will be voted on separately. Additionally, items deemed materially independent will be voted on separately, and, in particular,</p> <p>a) the appointment or ratification of Directors., which must be voted on individually. Likewise, for</p> <p>b) amendments of the by-laws, each article of group of articles deemed materially independent</p> <p>However, and if the circumstances were to make it advisable, the Chairman may resolve to vote jointly proposals regarding several items on the agenda, in which case the result of the voting will be deemed individually reproduced for each motion, insofar as none of those in attendance express their intention to vote differently in relation to certain items. Otherwise, the minutes will record any voting changes expressed by those in attendance and the result of the voting pertaining to each motion as a result thereof.</p> <p>4. The same procedure as described in the preceding paragraph will apply to voting on motions proposed by shareholders but not included on the agenda. In all cases, once a motion has been approved, all others motions relating to the same matter and which are incompatible with the approved motion will be automatically disregarded and, therefore, need not be voted on.</p> <p>5. The Secretary need not present or read out any motions the written contents of which were available to shareholders prior to the General Meeting, unless any shareholder requests all or part of any of such motions to be read out, or if the Chairman deems this advisable. Attendees must invariably be advised of the item on the agenda to which the proposed motion put up</p>	<p>the notice of meeting, starting with the motions presented by the Board of Directors, and continuing with the proposals, if any, presented by shareholders of the Company in exercise of the rights recognized by law. In the event of motions that the General Meeting is able to vote on but which are not included on the agenda, the Chairman shall decide on the order in which they are to be voted on.</p> <p>3.4. Each item on the agenda will be voted on separately. <u>Additionally in all events,</u> items deemed materially independent will be voted on separately, <u>although being included in the same point of the agenda</u> and, in particular:</p> <p>a) the <u>The</u> appointment, the or <u>ratification,</u> <u>the reelection or the separation</u> of each Directors., which must be voted on individually. Likewise, for</p> <p>b) <u>In the</u> amendments of the by-laws, <u>that of</u> each article of group of articles deemed materially independent.</p> <p>c) <u>Those subjects in which the Company By-laws establish likewise.</u></p> <p><u>Notwithstanding the above</u> However, and if the circumstances were to make it advisable, the Chairman may resolve to vote jointly proposals regarding several items on the agenda <u>that in accordance to the Law, the By-laws and this Regulation should not be necessarily subject to be voted on separately.</u> in which this case the result of the voting will be deemed individually reproduced for each motion, insofar as none of those in attendance express their intention to vote differently in relation to certain items. Otherwise, the minutes will record any voting changes expressed by those in attendance and the result of the voting pertaining to each motion as a result thereof.</p> <p>4.5. The same procedure as described in the preceding paragraph will apply to voting on motions proposed by shareholders but not included on the agenda. In all cases, once a motion has been approved, all others motions relating to the same matter and which are incompatible with the approved motion will be automatically disregarded and, therefore, need not be voted on.</p> <p>5.6. The Secretary need not present or read out any motions the written contents of which were available to shareholders prior to the General Meeting, unless any shareholder requests all or part of any of such motions to be read out, or if the Chairman deems this advisable. Attendees must invariably be advised of the item on the agenda to which the proposed motion put up for</p>
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<p>for voting refers.</p> <p>6. As a general rule, to ensure the smooth functioning of the General Meeting, and based on the presumption that any shareholder that leaves the meeting before the voting, without providing prior notice of his/her absence and the item on the agenda that he/she is to miss, intends to vote in favor of the motions presented or approved by the Board of Directors in relation to the items included on the agenda, resolutions will be voted on in accordance with the following procedure and voting system:</p> <p>(a) In the case of resolutions on items included on the agenda, the votes attaching to all shares represented at the meeting, whether present or represented by proxy in accordance with the attendance register, will be deemed as cast in favor of motions put forward or assumed by the Board of Directors, minus: 1) votes attaching to shares whose holders or representatives have informed the Secretary (or the person/s designated by the Secretary to such end) that they will be absent from the meeting during the voting in question; 2) votes against; 3) abstentions; 4) blank votes, if any.</p> <p>When voting, the Chairman will firstly ask for any votes against, before then asking for abstentions, there therefore being no need to request votes for.</p> <p>Blank votes will only be taken into account when shareholders wishing to do so make an express request to such effect, without the Chairman having to ask particularly about it.</p>	<p>voting refers.</p> <p>6.<u>7.</u> As a general rule, to ensure the smooth functioning of the General Meeting, and based on the presumption that any shareholder that leaves the meeting before the voting, without providing prior notice of his/her absence and the item on the agenda that he/she is to miss, intends to vote in favor of the motions presented or approved by the Board of Directors in relation to the items included on the agenda, resolutions will be voted on in accordance with the following procedure and voting system:</p> <p>(a) In the case of resolutions on items included on the agenda, the votes attaching to all shares represented at the meeting, whether present or represented by proxy in accordance with the attendance register, will be deemed as cast in favor of motions put forward or assumed by the Board of Directors, minus: 1) votes attaching to shares whose holders or representatives have informed the Secretary (or the person/s designated by the Secretary to such end) that they will be absent from the meeting during the voting in question; 2) votes against; 3) abstentions; 4) blank votes, if any.</p> <p>When voting, the Chairman will firstly ask for any votes against, before then asking for abstentions, there therefore being no need to request votes for.</p> <p>Blank votes will only be taken into account when shareholders wishing to do so make an express request to such effect, without the Chairman having to ask particularly about it.</p>
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<p>(b) In the case of resolutions on items not included on the agenda or motions not assumed by the Board of Directors, the votes attaching to all shares represented at the meeting, whether present or represented by proxy in accordance with the attendance register, will be deemed as cast against the item or motion, minus: 1) votes attaching to shares whose holders or representatives have informed the Secretary (or the person/s designated by the Secretary to such end) that they will be absent from the meeting during the voting in question; 2) votes for; 3) abstentions; 4) blank votes, if any.</p> <p>When voting, the Chairman will firstly ask for votes in favor, before then asking for abstentions, there therefore being no need to calculate votes against.</p> <p>Blank votes will only be taken into account when shareholders wishing to do so make an express request to such effect, without the Chairman having to ask particularly about it.</p> <p>7. Shareholders wishing to leave the meeting must communicate their intention to the Secretary (or the person/s designated by the Secretary to such end) in writing. The notification must also be signed by the shareholder or his/her representative, indicating the number of shares owned or represented and the item on the agenda the shareholder intends to miss prior to voting. For the foregoing purposes, the card furnished to the shareholder or representative at the time they registered their name on the attendance register in preparation for written voting may be used.</p> <p>8. Notwithstanding the provisions of section 6 above, the Chairman, if he or she considers it advisable, may establish any other voting system that enables the Company to calculate the votes for required to approve a resolution and keep minutes of the results of the voting. In all cases, and regardless of the voting system employed, shareholders may insist that their objection to a particular resolution be recorded in the minutes. If the corresponding motion is not voted on verbally, such objection must be expressly raised before the Secretary or the notary, if the latter is present to draw up the minutes for the meeting.</p> <p>9. The Chairman and the Secretary will be responsible for counting the votes, unless the General Meeting previously designates two scrutinizing shareholders to carry out this task.</p> <p>10. If the directors have made a public solicitation of proxies in order to carry any of the</p>	<p>(b) In the case of resolutions on items not included on the agenda or motions not assumed by the Board of Directors, the votes attaching to all shares represented at the meeting, whether present or represented by proxy in accordance with the attendance register, will be deemed as cast against the item or motion, minus: 1) votes attaching to shares whose holders or representatives have informed the Secretary (or the person/s designated by the Secretary to such end) that they will be absent from the meeting during the voting in question; 2) votes for; 3) abstentions; 4) blank votes, if any.</p> <p>When voting, the Chairman will firstly ask for votes in favor, before then asking for abstentions, there therefore being no need to calculate votes against.</p> <p>Blank votes will only be taken into account when shareholders wishing to do so make an express request to such effect, without the Chairman having to ask particularly about it.</p> <p>7-8. Shareholders wishing to leave the meeting must communicate their intention to the Secretary (or the person/s designated by the Secretary to such end) in writing. The notification must also be signed by the shareholder or his/her representative, indicating the number of shares owned or represented and the item on the agenda the shareholder intends to miss prior to voting. For the foregoing purposes, the card furnished to the shareholder or representative at the time they registered their name on the attendance register in preparation for written voting may be used.</p> <p>8-9. Notwithstanding the provisions of section 6-7 above, the Chairman, if he or she considers it advisable, may establish any other voting system that enables the Company to calculate the votes for required to approve a resolution and keep minutes of the results of the voting. In all cases, and regardless of the voting system employed, shareholders may insist that their objection to a particular resolution be recorded in the minutes. If the corresponding motion is not voted on verbally, such objection must be expressly raised before the Secretary or the notary, if the latter is present to draw up the minutes for the meeting.</p> <p>9-10. The Chairman and the Secretary will be responsible for counting the votes, unless the General Meeting previously designates two scrutinizing shareholders to carry out this task.</p> <p>10-11. If the directors have made a public solicitation of proxies in order to carry any of the resolutions in</p>
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<p>resolutions in which a conflict of interest is found to exist, the shares with respect to which a director cannot exercise the voting right will not be calculated for purposes of determining the quorum for voting thereon, by application of the provisions of Law.</p> <p>11. In accordance with the provisions of the by-laws, the exercise of voting rights may be delegated or exercised by the shareholder by regular post, electronic mail or any other means of absentee voting, provided that, for such cases, the Company has procedures in place that duly guarantee the identity of the party exercising its right to vote, and record the identity and status (shareholder or proxy holder) of the voters, along with the number of shares with which they are voting, the direction of their vote or, as the case may be, any abstention, as well as the security of electronic communications.</p> <p>In all cases, the procedures in place for exercising proxy rights or voting remotely shall be published in the notice of the General Meeting and on the Company's website (www.caixabank.com).</p> <p>ARTICLE 20. ADOPTION OF RESOLUTIONS AND CLOSURE OF THE MEETING</p> <p>1. Resolutions will be carried by simple majority of the share capital with voting right attached present or represented at the General Meeting, with each share conferring one vote, unless applicable Law or the by-laws dictate that such resolutions must be adopted by a qualified majority.</p> <p>In particular, in order for the General Meeting to validly resolve on increases or decreases of capital and any amendment of the by-laws, the issue of debentures, the suppression or limitation of the right of preemptive rights of new shares, as well as merger, split up or bulk assignment of assets and liabilities and transfer of domicile abroad, the affirmative vote of two thirds of the share capital present or represented by proxy, will be required when on second call shareholders representing 25% or more of subscribed voting capital attend, without reaching 50%.</p>	<p>which a conflict of interest is found to exist, <u>except when the shareholder has conferred the delegation alternatively in favor of another person or has given specific instructions for voting</u>, the shares with respect to which a director cannot exercise the voting right will not be calculated for purposes of determining the quorum for voting thereon, by application of the provisions of Law.</p> <p>11.<u>12.</u> In accordance with the provisions of the by-laws, the exercise of voting rights may be delegated or exercised by the shareholder by regular post, electronic mail<u>communication</u> or any other means of absentee voting, provided that, for such cases, the Company has procedures in place that duly guarantee the identity of the party<u>shareholder</u> exercising its right to <u>remote</u> vote, and record the identity and status (shareholder or proxy holder) of the voters, along with the number of shares with which they are voting, the direction of their vote or, as the case may be, any abstention, as well as the security of electronic communications.</p> <p>In all cases, the procedures in place for exercising proxy rights or voting remotely shall be published in the notice of the General Meeting and on the Company's website (www.caixabank.com).</p> <p>ARTICLE 20. ADOPTION OF RESOLUTIONS AND CLOSURE OF THE MEETING</p> <p>1. Resolutions will be carried by simple majority of the share capital with voting right attached present or represented at the General Meeting, with each share conferring one vote, <u>understanding that an agreement has been adopted when it obtains more votes in favor than against of the present or represented capital</u>, unless applicable Law or the by-laws dictate that such resolutions must be adopted by a qualified majority.</p> <p>In particular, in order for the General Meeting to validly resolve <u>the agreements requiring reinforced constitutional quorum according to Law and those foreseen in article 21.2 of the By-laws, if the capital present or represented exceeds 50% an absolute majority will suffice, but the favorable vote of two thirds of the capital present or represented in the Meeting will be needed when on second call shareholders</u> on increases or decreases of capital and any amendment of the by-laws, the issue of debentures, the suppression or limitation of the right of preemptive rights of new shares, as well as merger, split up or bulk assignment of assets and liabilities and transfer of domicile abroad, the affirmative vote of two thirds of the share capital present or represented by proxy, will be</p>
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<p>2. The Chairman will declare resolutions adopted when he or she has determined that there are sufficient votes for to reach the required majority in each case, notwithstanding any instructions that shareholders in attendance may make in relation to the direction in which they wish to vote.</p> <p>3. Once the General Meeting has addressed all items on the agenda and all those items which, despite not being included on the agenda, can be validly heard by the meeting, the Chairman will adjourn the meeting.</p> <p>4. The resolutions passed and the results of the voting process will be posted on the website of the Company in accordance with applicable Law.</p>	<p>required when on second call shareholders representing 25% or more of subscribed voting capital attend, without reaching 50%. <u>This will be understood without prejudice to other cases set forth in the Law, in particular, special Laws applicable to the Company.</u></p> <p>2. The Chairman will declare resolutions adopted when he or she has determined that there are sufficient votes for to reach the required majority in each case, notwithstanding any instructions that shareholders in attendance may make in relation to the direction in which they wish to vote.</p> <p>3. Once the General Meeting has addressed all items on the agenda and all those items which, despite not being included on the agenda, can be validly heard by the meeting, the Chairman will adjourn the meeting.</p> <p>4. The resolutions passed and the results of the voting process will be posted on the website of the Company in accordance with applicable Law.</p>
<p>ARTICLE 21. MINUTES OF THE GENERAL MEETING</p>	<p>ARTICLE 21. MINUTES OF THE GENERAL MEETING</p>
<p>1. Minutes will be taken of resolutions adopted at the General Meeting, and will be transcribed in a minutes book. If a notary record is taken, this will be treated as the minutes of the General Meeting and do not need to be approved. If the minutes of the General Meeting are not drawn up by notary, they must be approved by those in attendance after it has been held, or, failing this, within the following term of fifteen (15) days, by the Chairman and two (2) inspectors, one representing the majority and the other representing the minority.</p> <p>2. The Board of Directors may request the presence of a notary to draw up the minutes of the meeting, and will be under the obligation to do so following a request to such effect made by shareholders representing at least 1% of share capital, five (5) days in advance of the date scheduled for the meeting. In both cases, the notary's record will be treated as the minutes for the meeting.</p>	<p>1. Minutes will be taken of resolutions adopted at the General Meeting, and will be transcribed in a minutes book. If a notary record is taken, this will be treated as the minutes of the General Meeting and do not need to be approved. If the minutes of the General Meeting are not drawn up by notary, they <u>The minutes of the Meeting must be approved by those in attendance the Meeting after it has been held, being signed by the Chairman and the Secretary</u> or, failing this, within the following term of fifteen (15) days, by the Chairman and two (2) inspectors, one representing the majority and the other representing the minority, <u>all of them having to sign the minutes. The minutes approved in any of these ways will have executive powers as from the date of their approval.</u></p> <p>2. The Board of Directors may request the presence of a notary to draw up the minutes of the meeting, and will be under the obligation to do so following a request to such effect made by shareholders representing at least 1% of share capital, five (5) days in advance of the date scheduled for the meeting. In both cases, the notary's record <u>will not be submitted for approval, it</u> will be treated as the minutes for the meeting <u>and the agreements included therein will be effective as from the date of closing.</u></p>
<p>ARTICLE 22. PUBLICITY OF RESOLUTIONS</p>	<p>ARTICLE 22. PUBLICITY OF RESOLUTIONS</p>
<p>1. Regardless of the requirements for publication laid down by applicable law or regulations in</p>	<p>1. Regardless of the requirements for publication laid down by applicable law or regulations in</p>

<p>each case, information regarding the resolutions adopted at the Annual General Meeting will be made available to shareholders on the Company's website(www.caixabank.com).</p> <p>2. Any shareholder, or any party who may have attended the General Meeting on behalf of shareholders, may obtain a written record of the resolutions adopted and the minutes for the meeting at any time.</p> <p>3. Resolutions requiring filing must be recorded with the corresponding Companies Registry.</p> <p>4. The Company shall inform the Spanish <i>Comisión Nacional del Mercado de Valores</i> (securities market regulator), and applicable stock market regulatory bodies, of the resolutions adopted by the General Meeting, either verbatim or by providing an extract thereof, within as short a timeframe as possible and meeting, in all cases, any applicable deadlines.</p>	<p>each case, information regarding the resolutions adopted at the Annual General Meeting and the result of the votes will be made available to shareholders on the Company's website(www.caixabank.com).</p> <p>2. Any shareholder, or any party who may have attended the General Meeting on behalf of shareholders, may obtain a written record of the resolutions adopted and the minutes for the meeting at any time, that will be issued by the Secretary or by the Vice-secretary of the Board of Directors with the approval of the Chairman or of the Vice-Chairman, if applicable.</p> <p>3. Resolutions requiring filing must be recorded with the corresponding Companies Registry.</p> <p>4. The Company shall inform the Spanish <i>Comisión Nacional del Mercado de Valores</i> (securities market regulator), and applicable stock market regulatory bodies, of the resolutions adopted by the General Meeting, either verbatim or by providing an extract thereof, within as short a timeframe as possible and meeting, in all cases, any applicable deadlines.</p>
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