

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

At a meeting held on 23 February 2017, the Board of Directors of CAIXABANK, S.A. (the "Company") resolved to call the Annual General Meeting, to be held at the **Gran Via Venue of Fira de Barcelona, Pabellón 8 - Centro de Convenciones Gran Vía, Calle del Foc 35, Barcelona** on 6 April 2017 at 10:00 a.m. on first call. If the required attendance quorum is not obtained on first call, the meeting will take place on second call, at the same venue and the same time on 7 April 2017.

**The General Meeting is expected to be held on first call, i.e. on 6 April 2017, at the aforementioned time and venue.**

The General Meeting will be held in accordance with the following

### AGENDA

1. Approval of the individual and consolidated annual accounts and the respective management reports for the year ending on 31 December 2016.
2. Approval of the Board of Directors' management during the financial year ending on 31 December 2016.
3. Approval of the proposed allocation of profit for the year ending on 31 December 2016.
4. Appointment of the auditor for the Company and its consolidated group for the financial years 2018, 2019 and 2020.
5. Ratification and appointment of Board members:
  - 5.1. Ratification and appointment of Mr. Jordi Gual Solé.
  - 5.2. Ratification and appointment of Mr. José Serna Masiá.
  - 5.3. Ratification and appointment of Ms. Koro Usarraga Unsain.
  - 5.4. Ratification and appointment of Mr. Alejandro García-Bragado Dalmau.
  - 5.5. Ratification and appointment of Fundación Bancaria Canaria Caja General de Ahorros de Canarias – Fundación CajaCanarias.
  - 5.6. Appointment of Mr. Ignacio Garralda Ruiz de Velasco.
6. Approval, in so far as it is necessary, of the exemption from the non-competition obligation with regard to the Company as set forth in Article 230 of the Capital Companies Act.
7. Amendment of certain Articles of the Company's By-laws in order to delimit the Board of Directors' scope of action with regard to the CaixaBank Group companies; include certain corporate governance improvements relating to compliance with the conditions for the prudential deconsolidation of Criteria Caixa, S.A.U. as established by the European Central Bank; and include of other good governance improvements and technical improvements.
  - 7.1. Ratification of the wording of article 6 ("The shares") of the By-laws.
  - 7.2. Amendment of the following articles in Section II ("The Board of Directors") of Title V ("The Company's Governing Bodies") of the By-laws: Article 30 ("Board of Directors"), Article 31 ("Duties of the Board of Directors"), Article 32 ("Composition of the Board of Directors"), Article 35 ("Appointment to Posts on the Board of Directors") and Article 37 ("Procedures for Meetings").

- 7.3. Amendment of Article 40 ("Audit and Control Committee, Risk Committee, Appointments Committee and Remuneration Committee") in Section III ("Delegation of powers. Board Committees") of Title V ("The Company's Governing Bodies") of the By-laws.
- 7.4. Insertion of a Final Provision in the By-laws.
8. Approval of the Directors' remuneration policy.
9. Establishment of the Board members' remuneration.
10. Delivery of shares to the executive Directors and senior executives as part of the Company's variable remuneration scheme.
11. Approval of the maximum level of variable remuneration that may be earned by employees whose work has a significant impact on the Company's risk profile.
12. Reduction of the term for call of Extraordinary General Meetings as provided in Article 515 of the Corporate Enterprises Act.
13. Authorisation and delegation of powers to interpret, correct, supplement, implement and develop the resolutions adopted by the General Meeting, and delegation of powers to notarise those resolutions in public deeds, register them and, where the case may be, correct them.
14. Consultative vote on the Annual Report on Directors' Remuneration for the 2016 financial year.
15. Reporting on the amendment of the Board of Directors Internal Regulations agreed on at the meeting of 23 February 2017 in order to delimit the scope of action of the Board of Directors with regard to the CaixaBank Group companies; inclusion of certain corporate governance improvements relating to compliance with the conditions for the prudential deconsolidation of Criteria Caixa, S.A.U. established by the European Central Bank; inclusion of other good governance and technical improvements, adjusting their wording to that of the Company By-laws, the amendment of which has been proposed under Point 7 above.
16. Communication of the audited balance sheet serving as the basis for approval by the Company's Board of Directors at its meeting of 17 November 2016 of the terms and implementation of the resolution for a capital increase against reserves approved by the Company's General Shareholders' Meeting of 28 April 2016, under point 9 of the agenda, within the framework of the shareholder remuneration scheme called the "Dividend/Share Programme". Terms for the implementation of the capital increase.

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

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

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

The right to supplement this call and the right to submit motions for resolution must be exercised by written notice, sent to the Company's registered office in Avda. Diagonal, 621, 08028 Barcelona, to the attention of the General Secretary, within five days of the publication

of this call, listing the names of the shareholders exercising the right of supplementation and/or the right to submit motions for resolution and the number of shares they hold, together with the items for inclusion on the agenda and/or in the motions for resolution, attaching, if relevant, such documentation as may be required or appropriate.

#### **ATTENDANCE**

In accordance with Article 22 of the Company By-laws and Article 8 of the General Meeting Regulations, the General Meeting may be attended by shareholders who hold at least 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 11.59 p.m. on 1 April 2017.

Shareholders wishing to attend the Meeting will require an attendance card issued by the Company or by the entities in which their shares are held. The Company has decided to send cards directly to the shareholders, to be used for attending the General Meeting in person. However, if they cannot 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, attendants will be asked to show their National Identity Card or any other official document generally accepted for these purposes together with their attendance card at the entrance to the venue of the General Meeting. Likewise, in the case of legal entity shareholders, attendants may be required to provide proof that they are the representative of the said legal entity.

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

In conflict of interest situations, they will not be entitled to exercise their voting rights and the Corporation Law, the Company By-laws and the Regulations of the Company's General Shareholders' Meeting will apply.

#### **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 By-laws and the Corporation Law.

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 cannot 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 2017, Apartado de Correos 281, 08080 Barcelona. However, if they cannot 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 2017”. 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 2 March 2017.
- 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 10.00 a.m. on 4 April 2017.
- 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, regardless of the means of delegation used. If the date of appointment is unknown, preference will be given to the last one received by the Company.
- vi) If more than one vote is cast by a shareholder with 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 shall have sole liability for the safekeeping of their electronic signatures, and of their personal password cards in the case of users of CaixaBank's Línea Abierta online banking service.
- xi) The Company reserves the right to modify, suspend, cancel or limit the electronic voting and proxy appointment procedures for technical or security reasons. The Company shall hold no liability for any loss or damage that the shareholder may suffer as a result of its website not being available, or from any breakdowns, overloads, line or connection failures, malfunctioning of the postal service or any other similar contingency beyond the Company's control that may hinder or prevent use of the remote voting or proxy appointment procedures.
- xii) In conflict of interest situations, they will not be entitled to exercise their voting rights, and the Corporation Law, the Company By-laws and the Regulations of the Company's General Shareholders' Meeting will apply, in addition to the delegation.

#### **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 the call to meeting.
- Full text of the motions for resolution corresponding to each item on the agenda, and motions for resolution submitted by shareholders, if any.
- Individual Annual Accounts (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 2016, 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 proposal for amendment of the Company By-laws, referred to in sections 1, 2, 3 and 4 of item 7 of the agenda, together with the full text of the proposed amendments, (ii) the Annual Report on the Directors' Remuneration for 2016, referred to in item 14 of the agenda, (iii) report on the amendments to the Rules of the Board of Directors referred to in item 15 of the agenda and (iv) report on the terms and implementation of the resolutions for capital increase against reserves ("Dividend/Share Programme") approved at the Company's General Shareholders' Meeting held on 28 April 2016, under item 9 on the agenda, and presentation of the balance sheets used as a basis for their approval, all referred to in item 16 of the agenda.
- The text of the current Company By-laws, and the text resulting from the same, in case of approval and authorisation of the amendments proposed at the General Meeting.
- The text of the current Rules of the Board of Directors, and the text resulting from the same, in case of approval and authorisation of the amendments to the By-laws proposed at the General Meeting.

- The identity, CV and category of each of the Board members whose ratification and/or appointment has been proposed at the General Meeting in sections 1, 2, 3, 4, 5 and 6 of item 5 of the agenda, and the mandatory proposals and reports on their ratification and appointment.
- The justified proposal for the Directors' remuneration policy referred to in Item 8 of the Agenda together with the text of the remuneration policy and the corresponding report by the Remuneration Committee.
- The detailed recommendation for approval of the proposal for approving the maximum bonus that may be earned by certain employees whose work has a significant impact on the Company's risk profile, referred to in item 11 of the agenda.
- The balance sheet closed on 30 June 2016, drawn up by the Board of Directors and audited by the Company's auditor, which served as the basis for proving the existence of sufficient reserves for approval by the Executive Committee at its meeting of 17 November 2016 of the terms and implementation of the resolution for a capital increase against reserves approved by the Company's General Shareholders' Meeting of 28 April 2016, under item 9 of the agenda, within the framework of the shareholder remuneration scheme called the "Dividend/Share Programme".

In accordance with Articles 197 and 520 of the Corporation Law, 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 Commission (CNMV) since the last General Meeting or regarding the auditor's report.

Shareholders may request information or clarifications or pose questions regarding items included on the agenda by writing to CaixaBank, S.A.- Junta General Ordinaria de Accionistas 2017, 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 the said shareholders or their proxies or by the Banking Institutions or Stockbrokers with whom their shares are deposited, via the entity legally qualified to maintain the register of shareholders (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal - "**Iberclear**"), 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 2017, Apartado de Correos 281, 08080 Barcelona.

#### **SHAREHOLDERS' ONLINE FORUM**

In accordance with Article 539 of the Corporation Law 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 Shareholder's Online 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 2017" by telephoning 902 110582, 7 days a week from 9.00 a.m. to 7.00 p.m., or by sending an email to [jga@caixabank.com](mailto:jga@caixabank.com).

Public transport to the Meeting venue:

**City metro:** L-9 South (station: "Fira")

**FGC trains:** S8, S33, R6, R5, S4 (station: "Europa/Fira")

**City bus lines:** V3, H16, 37, 109, 79 and 125

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

Barcelona, 23 February 2017. The Chairman of the Board of Directors, Mr. Jordi Gual Solé.

**CaixaBank, S.A.**

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

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