

## Announcement of the General Shareholders' Meeting of CaixaBank, S.A.

At a meeting held on 16 April 2020, the Board of Directors of CAIXABANK, S.A. (the “Company”) resolved to call its Ordinary General Shareholders’ Meeting, to be held at **Arquerías of the Museu de les Ciències de la Ciutat de les Arts i les Ciències de València, at Av. Professor López Piñero (Historiador de la Medicina) número 7, in the city of Valencia**, on 21 May 2020 at 11:00 a.m. at first call. If the required attendance *quorum* is not obtained at first call, the Shareholders' Meeting will take place at second call, at the same place and time, on 22 May 2020.

**The General Shareholders' Meeting is expected to be held on second call, i.e. on 22 May 2020, at the aforementioned time and venue.**

The Board of Directors has agreed to also enable the **attendance at the General Ordinary Shareholders' Meeting online**, allowing shareholders who wish to attend the meeting to do so **using a remote, real-time connection**. **In the event that on the dates planned to hold the meeting, the state of emergency declared under Royal Decree 463/2020, of 14 March, or any other measure established by the administrative or health authorities that restrict or prevent the Company's Ordinary General Shareholders' Meeting from being held with shareholders and their representatives physically present, were in force, the General Ordinary Shareholders' Meeting would be held on the same dates and time set forth in this announcement, exclusively online**, i.e. without the shareholders and their representatives being physically present. In this case, shareholders will be informed by means of the publication of a complementary announcement.

The General Shareholders' Meeting will be held in accordance with the following

### AGENDA

- 1º. Approval of the individual and consolidated annual accounts and the respective management reports for the year ending on 31 December 2019.
- 2º. Approval of the consolidated non-financial information statement for the year ending on 31 December 2019.
- 3º. Approval of the Board of Directors’ management during the business year ending on 31 December 2019.
- 4º. Approval of the proposed allocation of profit for the business year ending on 31 December 2019.
- 5º. Re-election of the Company's accounts auditor and its consolidated group for 2021.
- 6º. Re-election and appointment of Directors. Establishing the number of members of the Board of Directors within the limits established in the Company By-laws:
  - 6.1 Re-election of María Verónica Fisas Vergés.
  - 6.2 Appointment of Francisco Javier García Sanz.
  - 6.3 Establishing the number of Board members at fifteen (15).
- 7º. Authorisation for the Board of Directors, pursuant to the provisions of Article 297.1.b) of the Spanish Corporation Law, to increase the capital in one or more occasions and at any time, within a five-year term, through monetary contributions and to a maximum nominal amount of 2,990,719,015 euros, all of which within the terms and conditions that it deems appropriate, revoking the authorisation currently in force. Delegation of

powers to exclude pre-emptive subscription rights in accordance with article 506 of the Spanish Corporation Law.

- 8º. Authorisation for the Company to acquire treasury shares as provided for in Article 146 of the Spanish Corporation Law, revoking, in terms of the undrawn amount, the authorisation currently in force, approved at the Ordinary General Shareholders' Meeting of 28 April 2016.
- 9º. Approval of the Directors' remuneration policy for 2020 to 2022, both included.
- 10º. Amendments to Articles 22 ("Right of attendance"), 23 ("Right of representation"), 24 ("Appointing proxies and voting through means of remote communication ") and 28 ("Deliberation and adoption of resolutions") of Section I ("The General Meeting") of Title V ("The Company's governing bodies") of the Company's By-laws, in order to expressly provide for remote online attendance as a means of attending the General Shareholders' Meeting by remote connection in real-time and to introduce technical improvements.
- 11º. Amendments to Articles 7 ("Right of information before the General Shareholders' Meeting"), 8 ("Right of attendance"), 10 ("Right of representation"), 14 ("Attendance register") and 19 ("Voting on resolutions") of the Regulations on the Company's General Shareholders Meeting and the introduction of the Additional Provision ("Telematic attendance of the General Shareholders' Meeting via remote connection in real time") in the Regulations to expressly regulate online attendance to the General Shareholders' Meeting via real time, remote connection, adjusting and developing its wording to the wording of the By-laws, in accordance with the amendments proposed under item 10 above, and to introduce technical improvements.
- 12º. Authorisation and delegation of faculties concerning the interpretation, remediation, addition, execution and development of the resolutions adopted by the Meeting, and delegation of faculties for the notarisation and inclusion of these agreements and their remediation, as applicable.
- 13º. Consultative vote on the Annual Report on Directors' Remuneration for the financial year 2019.

#### **SUPPLEMENT TO CALL AND SUBMITTAL OF PROPOSALS OF 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 proposal of resolution.

Likewise, 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 proposals of resolution and any attached documentation on its corporate website ([www.CaixaBank.com](http://www.CaixaBank.com)) as they are received, as established by law. Additionally, if necessary, new cards will be provided to enable shareholders to vote on the new items included in the agenda.

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 at Calle Pintor Sorolla, 2-4, 46002 Valencia, to the attention of the General Secretariat - Ordinary General Shareholders' Meeting 2020 (Secretaría General – Junta General Ordinaria de Accionistas 2020), within five days from the date of publication of this call notice, stating the identity 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 in the agenda and/or the

motions for resolution, attaching any documentation that may be required or appropriate, where the case may be.

#### **ATTENDANCE AND VOTE**

Pursuant to Article 22 of the By-laws and article 8 of the Regulations of the General Shareholders' Meeting, 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 Shareholders' Meeting, insofar as they have such shares recorded in the appropriate register at least five days in advance of the scheduled date for the meeting.

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 Shareholders' 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 Shareholders' 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 provided for by law, voting rights may not be exercised and the Spanish Corporate Enterprises Act, the Company By-laws and the Company Regulations of the General Shareholders' Meeting will apply.

#### **PROXIES AND REMOTE VOTING PRIOR TO THE SHAREHOLDERS' MEETING**

Shareholders not attending the General Shareholders' Meeting in person may be represented by a proxy, complying with the requirements and formalities set forth in the General Shareholders' Meeting Regulations, the Company By-laws and the Corporate Enterprises Act.

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

Proxy forms must be filled in and signed by the shareholders, using the relevant card. Shareholders are reminded that they are free to grant their proxy to the Board of Directors or to the Chairman of the General Shareholders' Meeting, including voting instructions if deemed appropriate.

Proxies may be cancelled at any time. Personal attendance at the General Shareholders' 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 Shareholders' 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 Shareholders' Meeting, entitles the owner to one vote.

The following methods are accepted for proxy or remote voting prior to the General Shareholders' Meeting:

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 "General Shareholders' Meeting - May 2020". To prove 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 users of the CaixaBankNow digital 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 the same means.

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, it may be delivered to any of our branches or sent by post to Apartado de Correos 281, 08080 Barcelona or to the Company's registered offices at Calle Pintor Sorolla 2-4, 46002 Valencia, indicating "CaixaBank, S.A. - Junta General Ordinaria de Accionistas 2020". Duly filled in and signed cards may also be delivered in person at the entity at which the shares of the shareholder in question are deposited, so that in such cases the card may be sent to the Company appropriately and in good time. 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.

**Rules on remotely voting and granting proxies prior to the General Shareholders' Meeting**

- i) The services for voting and granting proxies electronically will be available to shareholders from 21 April 2020.
- 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 Shareholders' Meeting on first call, i.e. by 19 May 2020 at 11.00 am.
- iii) At the time and place of the General Shareholders' 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 Shareholders' 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, the last one received by the Company will prevail.
- 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, the last vote received by the Company will prevail.
- 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 at the General Shareholders' 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 have sole liability for the safekeeping of their electronic signatures, and of their personal passwords in the case of users of the CaixaBankNow digital 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, voting rights may not be exercised and the Spanish Corporation Law, the Company By-laws and the Company Regulations of the General Shareholders' Meeting will apply, the same being the case for proxy appointment.

#### **REMOTE ATTENDANCE**

Shareholders and proxies who have the right to attend the General Shareholders' Meeting may also attend the meeting remotely using online media.

The guidelines established below are a summary of the *Instructions for remotely attending the General Shareholders' Meeting* approved by the Board of Directors, published on the Company's website ([www.CaixaBank.com](http://www.CaixaBank.com)), and shall apply both in the event that the General Shareholder's Meeting is held physically at the venue indicated in this announcement and also in the event that the General Shareholders' Meeting is exclusively held online in case the state of emergency declared by Royal Decree 463/2020, of 14 March remains in force, or any other measure is set down by the administrative or health authorities that restrict or impede holding the Company's Ordinary General Shareholders' Meeting with shareholders and shareholder representatives attending in person.

#### **Previous registration of shareholders and proxies to attend remotely**

##### Previous registration of shareholders

Shareholders that wish to attend the General Shareholders' Meeting remotely shall register on the Remote Attendance Platform, starting from 8.00 am and until 11.00 am on the day that the General Shareholders' Meeting is held (i.e, 21 May 2020, at first call and, where applicable, 22 May 2020, at second call).

To prove their identity, shareholders shall identify themselves using an electronic national ID card (DNIe), a recognised or advanced electronic signature, based on a valid, recognised electronic certificate issued by the Spanish Public Certification Entity (CERES), belonging to the Fábrica Nacional de Moneda y Timbre or, for users of the digital banking service CaixaBankNow, their customised access codes.

For a legal entity shareholder to register on the Remote Attendance Platform and attend the General Shareholders' Meeting remotely, the authorised representative completing the registration process on behalf of the legal entity must prove in advance that he/she is entitled to act on behalf of that legal entity, as well as his/her own identity, by sending per email to [personajuridica.junta@caixabank.com](mailto:personajuridica.junta@caixabank.com), prior to 11.59 pm on 19 May 2020, a copy of the Attendance Card of the legal entity shareholder issued by the Company or by the entity in

which the legal entity shareholder has deposited the shares, duly filled in and signed, together with a copy of the national identity card (DNI), foreign resident certificate (NIE) or passport belonging to the representative that is authorised to attend the General Shareholders' Meeting remotely, and a copy of the document evidencing his/her powers or position allowing him/her to act on behalf of that legal entity. After receiving and verifying the documentation, the representative will be able to register and attend the Meeting remotely, provided that he/she satisfies the access and identification requirements indicated in the paragraph above.

#### Previous registration of proxies

Proxies that wish to attend the General Shareholders' Meeting remotely shall register on the Remote Attendance Platform, starting from 8.00 am and until 11.00 am on the day that the General Shareholders' Meeting is held (i.e, 21 May 2020, at first call and, where applicable, 22 May 2020, at second call).

To prove their identity, proxies shall identify themselves using an electronic national ID card (DNIe), a recognised or advanced electronic signature, based on a valid, recognised electronic certificate issued by the Spanish Public Certification Entity (CERES), belonging to the Fábrica Nacional de Moneda y Timbre or, for users of the digital banking service CaixaBankNow, their customised access codes.

In order for a proxy holder to register on the Remote Attendance Platform and attend the General Shareholders' Meeting remotely with shares that are not owned by him/herself, in case the proxy has not been sent or delivered to the Company via remote channels in due course and in accordance with the *Instructions for Proxy and Remote Voting prior to the General Meeting* that are published on the Company's website ([www.CaixaBank.com](http://www.CaixaBank.com)), the proxy holder will have to prove in advance the existence of the proxy and his/her identity by sending a copy of the Proxy Card (*Tarjeta de Delegación*) issued by the Company or by the entity in which the legal entity shareholder has deposited the shares, duly filled in and signed by the represented shareholder, together with a copy of the proxy's national identity card (DNI), foreign resident certificate (NIE) or passport to the email address [delegaciones.junta@caixabank.com](mailto:delegaciones.junta@caixabank.com) before 11.59 pm on May 19, 2020. In addition, in case the proxy is a legal entity, the authorised representative that completes the registration process must also submit, in addition to the documentation mentioned above, a copy of his/her national identity card (DNI), foreign resident certificate (NIE) or passport together with a copy of the document evidencing his/her power of representation. Once the delegation and other documentation has been received and verified, the proxy holder will be able to register and attend the General Shareholders' Meeting remotely provided that he/she satisfies the requirements described in the paragraph above.

#### Other aspects relating to the registration of shareholders and proxies

Shareholders and proxy holders who have failed to satisfy the previous registration requirements under the terms and conditions mentioned in the aforementioned sections shall not be entitled to attend the General Shareholders' Meeting remotely. In this regard, once the time for registration has elapsed, the registration of new attendees shall not be allowed.

If the General Shareholders' Meeting cannot be held on 21 May 2020 at first call because the required *quorum* has not been met, the shareholders and proxy holders registered for the meeting at first call shall have to complete the registration process again in order to remotely attend the General Shareholders' Meeting on 22 May 2020, at second call. If the General Shareholders' Meeting is held at second call, only the shareholders and proxy holders completing the registration and accreditation process on 22 May 2020 will be entitled to attend, participate, request information, submit proposals and vote at the General Shareholders' Meeting as provided for in this announcement and in the *Instructions for remotely attending the General Shareholders' Meeting* published on the Company's website.

## **Streaming of the General Shareholders' Meeting**

The General Shareholders' Meeting will be streamed at the link provided under *Information on the General Shareholders' Meeting - May 2020* on the Company's website (www.CaixaBank.com), which may be accessed by both the Company's shareholders and non-shareholders. The streaming of the General Shareholders' Meeting may also be watched in English, and a sign language interpreter will also be available.

## **Exercise by shareholders and proxies of their rights to participate, receive information, submit proposals and vote remotely**

### Rights of participation, information and proposal

Shareholders and proxies attending the General Shareholders' Meeting remotely and who wish to participate at the General Shareholders' Meeting, request information or clarifications in writing that they deem necessary about the items of the agenda, the information accessible to the public that the Company has submitted to the CNMV since the last General Shareholders' Meeting or in relation to the auditor's report, or make proposals in writing under the terms provided for by law, shall indicate, where applicable, their intention of doing so when registering to attend the General Shareholders' Meeting via the Remote Attendance Platform.

Speeches, requests for information and, where applicable, proposals, shall be submitted in writing using the link provided for this purpose on the Remote Attendance Platform from the time of registration until speeches end, which will be duly indicated during the course of the Meeting. The texts shall contain a maximum of 7,500 characters, and each registered attendee shall be entitled to submit only one document. Shareholders and proxies that wish their speeches to be included in the minutes of the meeting, will have to indicate this clearly and expressly in the heading of the submitted document.

Requests for information or clarifications from shareholders and proxies who remotely attend the meeting shall be answered verbally during the General Shareholders' Meeting or in writing, within the following seven (7) days.

### Right to vote

Shareholders and proxies who attend the General Shareholders' Meeting remotely will be entitled to vote on the proposals relating to the agenda items via the link and using the voting form provided at the Remote Attendance Platform from the time they have registered until the time for voting the proposals ends, which will be duly announced during the meeting.

The voting during the General Shareholders' Meeting of any proposals that are not included in the agenda items shall be carried out using the link and form set up for this purpose on the Remote Attendance Platform, from the moment the proposals have been read and until the time for voting the proposals ends, which will be duly announced during the meeting.

The remote attendance of shareholders shall prevail over votes cast and proxies granted remotely prior to the General Shareholders' Meeting.

## **Miscellanea**

### Safekeeping of electronic signatures and passwords

The shareholder is exclusively responsible for the safekeeping and use of his/her electronic signature and, concerning users of the digital banking service CaixaBankNow, for the safekeeping and use of their personal passwords.

### Incidents

The Company accepts no liability for any damage or loss caused to the shareholder or their proxy holder in the event that its website is temporarily down or suffers an outage, including faults, overloads, connection failures or any other similar circumstance or eventuality beyond the Company's control, notwithstanding measures being adopted that in response to the

particular circumstances, including the temporary suspension of the Meeting, as necessary, to guarantee the full exercise of rights by shareholders and their proxy holders.

## **RIGHT TO INFORMATION**

In accordance with current legislation and the Regulations of the General Shareholders' Meeting, as 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:

- Announcement of the General Shareholders' Meeting.
- Total number of shares and voting rights on the date of call.
- Full text of the proposals of resolutions corresponding to each item on the agenda, and proposals of resolutions submitted by shareholders, if any.
- Individual financial statements for 2019 (balance sheet, statement of profit and loss, statement of changes in equity – including the statement of recognised income and expense and the total statement of changes in equity – statement of cash flows and annual report), and the consolidated group's financial statements for 2019 (balance sheet, statement of profit and loss, statement of recognised income and expense, statement of changes in equity, statement of cash flows and annual report), together with the corresponding management reports, the audit reports and the statements of liability regarding the content of the annual accounts.
- Report issued by the Board of Directors explaining the new proposal of distribution of profit that is submitted for approval to the General Shareholders' Committee under item 4 on the agenda and which replaces the proposal contained in the annual report of the individual financial statements set forth above, together with the corresponding declaration issued by the Company's auditor, pursuant to the provisions of Article 40.6 bis of Royal Decree-Law 8/2020, of 17 March, on the extraordinary urgent measures to address the economic and social impact of COVID-19.
- Report issued by the Board of Directors in relation to the proposals on the re-election and appointment of Directors referred to in items 6.1 and 6.2 of the agenda, including information on their identity, CV and category to which the directors whose re-election and appointment has been proposed belong, in addition to the corresponding proposal or report by the Appointments Committee.
- Report issued by the Board of Directors on the proposed delegation to the Board of the faculty to increase the capital on one or more occasions and at any time, during a maximum five-year period, through monetary contributions and in the maximum nominal amount of 2,990,719,015 euros, with the faculty of excluding the preferential subscription rights, mentioned above in agenda item 7.
- Reasoned proposal concerning the Directors' Remuneration Policy for 2020 to 2022, both included, mentioned above in agenda item 9 together with the text of the remuneration policy and the corresponding report by the Remuneration Committee.
- Explanatory report on the proposed amendment of the Company By-laws, referred to in item 10 of the agenda, together with the full text of the proposed amendments. Attached is the current wording of the Company's By-laws and the resulting wording of these By-Laws in case the amendments proposed to the General Shareholders' Meeting are approved and authorised.
- Explanatory report on the proposed amendment of the Regulations of the General Shareholders' Meeting, referred to in item 11 of the agenda, containing the full text of



the proposed amendments. Attached is the current wording of the Regulations of the General Shareholders' Meeting and the resulting wording of these Regulations if the amendments proposed to the General Shareholders' Meeting are approved and, as applicable, authorised.

- Annual Report on the Remuneration for the members of the Board of Directors for 2019, referred to in agenda item 13.

Pursuant to articles 197 and 520 of the Corporate Enterprise Act, up until the fifth day before the scheduled date of the Meeting, shareholders may request from the directors any information or clarifications that they deem necessary in writing, or set out in writing any questions they deem salient, on the issues included in the Agenda and on the information accessible to the public that the Company has provided to the Spanish securities market regulator (CNMV) since the last General Shareholders' Meeting and relating to the auditor's report.

For these purposes, shareholders may request information or clarifications or ask questions by writing to CaixaBank, S.A. - Junta General Ordinaria de Accionistas 2020, Pintor Sorolla, 2-4, 46002 Valencia, 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 institution.

Information requests may also be emailed to [accionista@caixabank.com](mailto:accionista@caixabank.com), stating the requester's name and surname (or company name), national identity document or passport number, the number of shares held and the depository institution. 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**

The personal data of the shareholders and that of their proxies, where applicable, supplied to CaixaBank S.A. by the said shareholders or their proxies or by the banking institutions or brokerage firms and dealers with whom the shares of the former 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") under the responsibility of CaixaBank, S.A. (Tax Number (NIF) A-08663619 and registered office at Calle Pintor Sorolla, 2-4, 46002 in Valencia) will be processed with the purpose of managing and monitoring both the existing list of shareholders and the call to General Shareholders' Meeting, the meeting itself and information published on the same, and fulfilling its legal obligations. It is also informed that the General Shareholders' Meeting may be recorded solely and exclusively for it to be posted on CaixaBank S.A.'s corporate website, and their image and voice may therefore be recorded for purposes of reproduction, distribution and communication within this context and strictly for this purpose. These details may be passed on to public authorities and institutions for the purposes of complying with a legal obligation, as well as to service providers and third parties where necessary to handle and carry out the arrangements corresponding to the service and/or contracts. The data will be accessible to the notary public attending the General Shareholders' Meeting and will be publicly available insofar as it figures in the documentation available on the corporate website ([www.CaixaBank.com](http://www.CaixaBank.com)) or is revealed at the General Shareholders' Meeting. The data subjects may exercise their rights in relation to

their personal data (access, portability, revocation of consent, rectification, opposition, limitation, deletion), pursuant to the regulations in force, submitting a copy of their DNI, or equivalent document and sending an email to [accionista@caixabank.com](mailto:accionista@caixabank.com) or in writing, addressed to Apartado de Correos 209, 46080 Valencia, indicating "Ejercicio de derechos accionistas" as a reference. Any claims deriving from the processing of your personal data may also be sent to the Spanish Data Protection Agency (Agencia Española de Protección de Datos) at [www.agpd.es](http://www.agpd.es). For more information on personal data processing by CaixaBank, S.A. please consult the Privacy Policy on the Company's corporate website, [www.CaixaBank.com](http://www.CaixaBank.com). Finally, you may contact CaixaBank, S.A.'s Data Protection Officer via the link [www.CaixaBank.com/delegadoprotecciondedatos](http://www.CaixaBank.com/delegadoprotecciondedatos).

## **ELECTRONIC SHAREHOLDER FORUM**

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

## **GENERAL INFORMATION**

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

All information and documentation relating to the General Shareholders' Meeting is available to shareholders on the Company's website ([www.CaixaBank.com](http://www.CaixaBank.com)). For further information on how to exercise their rights with regard to the General Shareholders' Meeting, shareholders may contact the "Ordinary General Shareholders' Meeting 2020 Shareholder Service" by telephoning 902 11 05 82 or 935 82 98 03 (7 days a week from 9.00 a.m. to 7.00 p.m.) or by sending an email to [accionista@caixabank.com](mailto:accionista@caixabank.com).

Public transport to the Meeting venue:

**City bus lines:** 13, 14, 15, 19, 35, 95 and 40

**City metro:** lines 3 and 5. alighting at Alameda is recommended, which is approximately 15 minutes from the venue, located in the gardens of the converted riverbed of the River Turia

**Further information:** <https://www.cac.es/es/home/planea-tu-visita/como-llegar.html>

The venue has disabled access. A sign language interpreter will also be available to help hearing impaired people follow the General Shareholders' Meeting in addition to auxiliary services for those with sensory impairments or reduced mobility to participate in the Meeting, exercising their vote.

## **ADDITIONAL INFORMATION IN RELATION TO THE CURRENT PUBLIC HEALTH RISK CAUSED BY THE COVID-19 PANDEMIC**

In the event that on the dates planned for the Meeting, i.e. 21 May at first call and 22 May at second call, the state of emergency declared under Royal Decree 463/2020, of 14 March, or any other measure established by the administrative or health authorities that restrict or prevent the Company's Ordinary General Shareholders' Meeting from being held with shareholders and their proxies physically present is in force, the Meeting would be held on the same dates and time set forth in this announcement, with the following special rules applying:

- i) Shareholders may exercise their rights, in person or by proxy, only via remote communication media and online, under the terms provided for in this announcement.

- ii) The Chairman will only invite or authorise the attendance of internal and external staff considered essential to hold the General Shareholders' Meeting.
- iii) The members of the Board of Directors will attend the General Shareholders' Meeting under the terms established in Article 180 of the Corporate Enterprise Act and Article 8.4 of the Regulations of the General Shareholders' Meeting. In this connection and pursuant to Royal Decree-Law 8/2020, of 17 March, on the extraordinary urgent measures to address the economic and social impact of Covid-19, the members of the Board of Directors may comply with this obligation attending the meeting by conference call or videoconference, with the meeting considered as being held at the Company's registered office regardless of the location of the Chairman of the Board at the time.
- iv) The Notary Public may attend remotely using real-time media that guarantees the proper fulfilment of notarial duties, pursuant to the provisions of Royal Decree-Law 8/2020, of 17 March, on the extraordinary urgent measures to address the economic and social impact of Covid-19.
- v) In any case, the Board of Directors will inform the shareholders and the markets in general accordingly of any other measures that may be necessary in line with the resolutions or recommendations that may be established by the statutory authorities on its website ([www.CaixaBank.com](http://www.CaixaBank.com)) or using the means necessary based on the scope of the measures.

Barcelona, 16 April 2020. The Chairman of the Board of Directors, Jordi Gual Solé.

**CaixaBank, S.A.**

**Painter Sorolla, 2-4, 46002 Valencia.**

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