



**FULL TEXT OF PROPOSED RESOLUTIONS BY THE BOARD OF DIRECTORS REGARDING ITEMS ON THE AGENDA OF THE ANNUAL GENERAL MEETING SCHEDULED FOR 21 MAY 2020, AT FIRST CALL, AND 22 MAY 2020, AT SECOND CALL**

**Board of Directors – 16 April 2020**

## **ONE.– Corresponding to Agenda Item 1**

### **Approval of the individual and consolidated annual accounts and the respective management reports for the year ending on 31 December 2019.**

Approval of the individual annual accounts of CaixaBank, S.A., consisting of the balance sheet, profit and loss account, statement of changes in net assets (including the statement of recognised income and expenses and the total statement of changes in net assets), cash flow statement and notes, for the business year ending 31 December 2019, together with the corresponding management report (including the statement of non-financial information and, in a separate section, the Annual Corporate Governance Report), a printed copy of which appears on the back of 394 sheets of Class 8 officially stamped paper numbered from ON1284501 to ON1284710, both inclusive, from ON1285214 to ON1285251, both inclusive, from ON2831295 to ON2831440, both inclusive and on the front and back of the sheet of Class 8 officially stamped paper numbered ON9637228 which bears the relevant Board members' signatures.

The individual annual accounts and their respective management reports have been audited by the auditors of CaixaBank, S.A. (hereinafter referred to as **"CaixaBank"** or the **"Company"**).

Approval of the consolidated annual accounts of the CaixaBank Group, consisting of the balance sheet, profit and loss account, statement of recognised income and expense, total statement of changes in net assets, cash flow statement and notes, for the year ending on 31 December 2019, together with the corresponding consolidated management report (including the statement of consolidated non-financial information and, in a separate section, the Annual Corporate Governance Report), a printed copy of which appears on the back of 614 sheets of Class 8 officially stamped paper numbered from OM9198575 to OM9198825, both inclusive, from ON9637001 to ON9637218, both inclusive and from ON1284712 to ON1284856, both inclusive, and on the front and back of a sheet of Class 8 officially stamped paper numbered ON9637229 bearing the relevant Board members' signatures.

The consolidated annual accounts and their respective management reports have been audited by the Company auditors.

## **TWO.– Corresponding to Agenda Point 2**

### **Approval of the consolidated non-financial information statement for the year ending on 31 December 2019.**

Approval of the statement of consolidated non-financial information for the year ending 31 December 2019, which is contained in the consolidated management report, appearing on the back of 29 sheets of Class 8 stamped paper numbered from ON9637178 to ON9637206, both inclusive.

The statement on non-financial information has been subject to verification in accordance with the legislation in force.

## **THREE.- Corresponding to Agenda Item 3**

### **Approval of the Board of Directors' management during the year ended 31 December 2019.**

Approval of the Board of Directors' management performance during the financial year 2019.

## FOUR.- Corresponding to Agenda Item 4

### Approval of the proposed allocation of profit for the year ended 31 December 2019.

Approve the following allocation of individual net profit of 2,073,521,148.66 euros:

Total profit for distribution	2,073,521,148.66 euros
<b><i>For dividends:</i></b>	<b>418,445,322.12 euros (1)</b>
Interim dividend (April 2020)	418,445,322.12 euros (1)
<b><i>For reserves:</i></b>	<b>1,655,075,826.54 euros</b>
Legal reserve	0 euros (2)
Voluntary reserve	1,655,075,826.54 euros (3)

(1) Amount corresponding to the payment of the dividend of 0.07 euros per share in cash on 15 April 2020. Treasury shares on the date of the payment of the dividend have been excluded given that, pursuant to the requirements of the Spanish Corporation Law, dividends cannot be paid to treasury shares.

(2) It is not necessary to allocate part of the profit of 2019 to the legal reserve, since this already amounts to 20% of the share capital (Article 274 of the Spanish Corporation Law).

(3) The remuneration of AT1 equity instruments issued by CaixaBank corresponding to 2019, which comes to a total of 133,290,284.20 euros, will be charged to these voluntary reserves.

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, this proposed distribution of profit replaces the proposal set out in the report on CaixaBank's financial statements corresponding to the year ending 31 December 2019, submitted for approval by the General Shareholders' Meeting under item 1 on the agenda. The explanatory report by the Board of Directors on the new proposed distribution of profit together with the corresponding declaration from the Company's accounts auditor referred to in Article 40.6 bis of Royal Decree-Law 8/2020, of 17, March, have been made available to shareholders on CaixaBank's website ([www.caixabank.com](http://www.caixabank.com)) together with the remaining documentation in relation to the General Shareholders Meeting.

## FIVE.- Corresponding to Agenda Item 5

### Re-election of the Company's accounts auditor and its consolidated group for 2021.

Re-elect PricewaterhouseCoopers Auditors, S.L. whose registered office is located at Paseo de la Castellana 259 B, Tower PWC, 28046 Madrid, registered in the Companies Register of Madrid under Volume 9,267, Book 8,054, Folio 75, Section 3, Page 87250-1, holder of CIF No.B-79031290 and registered in the Official Register of Accounts Auditors held by the Spanish Accounting and Accounts Audit Institute under the number S0242, as the accounts auditor of the Company and of its consolidated group for the 2021 financial year in line with the recommendation of the Audit and Control Committee.

## **SIX.- Corresponding to Agenda Item 6**

**Appointment and re-election of directors. Determining the number of members of the Board of Directors within the limits established in the Company By-laws.**

### **SIX 1.- Corresponding to Agenda Item 6.1**

**Re-election of María Verónica Fisas Vergés.**

Re-elect Ms María Verónica Fisas Vergés as a member of the Board of Directors, in the capacity of Independent Director, for a period of four years, at the proposal of the Appointments Committee.

### **SIX 2.- Corresponding to Agenda Item 6.2**

**Appointment of Francisco Javier García Sanz.**

Appoint Mr Francisco Javier García Sanz as a member of the Board of Directors, as a proprietary director, at the proposal of Fundació Bancaria Caixa d'Estalvis i Pensions de Barcelona, "la Caixa" (indirect shareholder of the Company through its subsidiary, CriteriaCaixa, S.A.U.) and CriteriaCaixa, S.A.U., for a period of four years to fill the vacancy generated by the resignation of Mr Marcelino Armenter Vidal from the Board, following the issuance of the favourable report by the Appointments Committee.

The appointment of Mr Francisco Javier García Sanz is subject to the verification of his suitability as a director by the competent banking supervisor. If this verification cannot be obtained or, for any other reason, this position is not accepted, the existing vacancy on the Board will be filled either by co-option of another candidate by the Board of Directors once the General Meeting has been held or by the appointment of another candidate at a subsequent General Meeting.

### **SIX 3.- Corresponding to the item 6.3 on the Agenda**

**Establishing the number of Board members at fifteen (15).**

Set the number of Board members at fifteen (15), within the limits set out in the Company's By-Laws. Accordingly, it is approved to reduce the total number of members of the Board of Directors by one (1).

## **SEVEN.- Corresponding to Agenda Item 7**

**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 term of five years, through monetary contributions and to a maximum nominal amount of 2,990,719,015 euros, all of which within the terms and conditions that the Board deems appropriate, revoking the authorisation currently in force. Delegation of powers to exclude the preferential subscription rights in accordance with Article 506 of the Spanish Corporation Law.**

Authorisation for the Board of Directors, to the fullest extent allowed by Law, so that, pursuant to the provisions of article 297.1.b) of the Spanish Corporation Law, it can increase the share capital one or more times and at any time, within a period of five years from the date of this General Meeting, in an amount not to exceed 2,990,719,015 euros, by issuing new shares (with

or without a share premium and with or without voting rights), consisting the consideration for the new shares to be issued of cash contributions, giving the Board the authority to set the terms and conditions of the capital increase and the characteristics of the shares, as well as allowing it to freely offer the shares that remain unsubscribed within the preferential subscription period or periods, and resolving that, in the event of incomplete subscription, the share capital will be increased only in the amount of the subscriptions made, and to redraft the Company's By-Laws related to capital and shares. The amount of the capital increases that may be made in order to meet the conversion of bonds, pursuant to the provisions of the resolution passed by the Ordinary Annual General Meeting held on 28 April 2016 under agenda item 12 or any other resolution on the matter that may be passed by the General Meeting, shall be considered as being, at all times, within the available limit of the maximum amount of 2,990,719,015 euros.

Likewise, the Board shall be entitled to exclude, whether in full or in part, the preferential subscription rights under the provisions of Article 506 of the Spanish Corporation Law, although capital increases with exclusion of the preferential subscription rights will not exceed the maximum amount of 1,196,287,606 euros. As an exception, this limit shall not apply to capital increases that the Board may approve, suppressing the preferential subscription rights, in order to meet the conversion of securities issued pursuant to the resolution passed by the Ordinary Annual General Meeting held on 28 April 2016 under agenda item 12 or any other resolution on the matter that the General Meeting may pass, being applicable to these capital increases the general limit of 2,990,719,015 euros.

The Board of Directors shall also be authorised to delegate the powers conferred under this resolution that are delegable to the Executive Committee and, where applicable, to the Board member or members that it deems appropriate.

This delegation replaces and repeals the prior delegation in effect, approved at the Company's Annual General Meeting held on 23 April 2015, in terms of the undrawn amount.

## **EIGHT.- Corresponding to Agenda Item 8**

**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.**

Authorisation for the Company's Board of Directors to make the acquisition deriving from the Company's own shares, in accordance with Articles 146 and 509 of the Corporation Law, either directly or indirectly through its subsidiaries, under the following terms:

- The acquisition may be made in the form of a sale, swap, dation in payment or any other form permitted by Law, on one or more occasions, providing the combined par value of the acquired shares and those already held by the Company does not exceed 10% of the subscribed capital.
- In the case of onerous acquisition, the price or equivalent will be the closing price of the Company shares on the Continuous Market the day before the acquisition, with a maximum upward or downward variation of 15%.

The term of validity of the authorisation will be five years from the adoption of this resolution by the Company's General Shareholders' Meeting.

Similarly, and for the purposes set forth in paragraph 2 of section a) of Article 146.1 of the Spanish Corporation Law, it is agreed to grant express authorisation for the acquisition of

Company shares by any of the subsidiaries under the same terms as those resulting from this agreement.

It is expressly noted that the shares acquired by virtue of this authorisation may be used for either disposal or redemption or for application of the remuneration systems contemplated in paragraph 3 of section a) of Article 146 of the Corporation Law, and may be delivered to the employees and Board Members of the Company or its group, as well as for any other legally possible purpose. .

The Board of Directors is empowered to delegate this authorisation to any person or persons it so deems appropriate.

The foregoing shall be subject to the limits and requirements stipulated by the Spanish Corporation Law and other applicable standards, revoking, in terms of the undrawn amount, the authorisation previously in force, approved at the General Shareholders' Meeting of 28 April 2016.

## **NINE.- Corresponding to Agenda Item 9**

### **Approval of the Directors' remuneration policy for 2020 to 2022, both included.**

Pursuant to Article 529.*novodecies* of the Spanish Corporation Law, approval of the CaixaBank Directors' Remuneration Policy for the financial years 2020-2022, both years inclusive, in accordance with the substantiated proposal approved by the Board of Directors, to which the mandatory report by the Remuneration Committee is attached. The content of the Directors' Remuneration Policy is understood without prejudice to the resignation of the Chief Executive Officer to the variable remuneration corresponding to the 2020 financial year.

## **TEN.- Corresponding to Agenda Item 10**

**Amendment 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 Shareholders' Meeting") of Title V ("The Company's governing bodies") of the Company's By-laws in order to expressly provide for remote attendance as a means of attending the General Shareholders' Meeting by remote connection in real-time and to introduce technical improvements.**

Amend 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, which shall read as follows:

### **ARTICLE 22.- RIGHT OF ATTENDANCE**

- 1. All shareholders who, individually or in a group with other shareholders, own a minimum of one thousand (1,000) shares, may attend the General Meeting physically or remotely via a telematic connection.*
- 2. In order to attend the General Meeting, it will be necessary for shareholders to have registered ownership of their 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. This will not apply in any specific cases in which laws applicable to the Company establish an incompatible system. Shareholders entitled to attend in accordance*



- with the above will be provided with the appropriate attendance card, which may only be replaced by a certificate of legitimacy to prove that the requirements for attendance have been met.*
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.*
  4. *Members of the Board of Directors must attend any General Meetings, although their absence for any reason will not under any circumstances prevent the General Meeting from being validly held.*
  5. *The Chairman may authorize persons to attend who provide services at or to the Company. The Chairman may also invite any persons he should deem appropriate, in the terms and conditions laid down in General Meeting Regulations.*
  6. *Remote attendance at the General Meeting in real time shall be governed by the Regulations of the Annual General Meeting and by any implementing rules the Board of Directors may approve to improve upon procedural aspects, which shall include, among other matters, requirements for registering and confirming the identity of attendees, the deadline for completing the registration process ahead of the meeting, and how and when shareholders attending the General Meeting remotely via a telematic connection may exercise their rights while the meeting is in progress.*

#### **ARTICLE 23.- RIGHT OF REPRESENTATION**

1. *Without prejudice to attendance through appropriate means by legal entities that are shareholders, any shareholder may be represented at the General Meeting by another person, even if this person is not a shareholder. The proxy must be granted specifically for each General Meeting, either in writing or via some form of remote communication that duly guarantees the identity of the principal and secure electronic communication, in accordance with the procedures established in the By-laws and the General Meeting Regulations.*
2. *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. This will not apply in any specific cases in which laws applicable to the Company establish an incompatible system.*
3. *In order to attend the General Meeting physically or remotely via a telematic connection, 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.*
4. *The Chairman of the General Meeting is authorized to determine whether proxies have been validly conferred, and may delegate this task to the Secretary.*
5. *If there are conflicts of interest, the provisions of law and, if applicable, the General Meeting Regulations will apply. In any event, in contemplation of the possibility that a conflict may exist, proxies may be granted subsidiarily to another person.*

6. *The proxy's representational authority is understood as without prejudice to legal provisions concerning cases of family representation and the granting of general powers of attorney.*
7. *The appointment of proxies may always be revoked, and personal attendance of the party represented at the General Meeting will count as revocation.*

**ARTICLE 24.- APPOINTING PROXIES AND VOTING THROUGH MEANS OF REMOTE COMMUNICATION**

1. *The appointment of a proxy for any kind of General Meeting, including, as the case may be, voting instructions, must be carried out by shareholders by post, or electronic means, provided the identity of the principal and the proxy is properly guaranteed, as is the security of the electronic communications. Likewise, this can be performed by any other means of remote communication whenever decided that way by the Board.*
2. *Shareholders may vote on the motions concerning the items on the agenda of any General Meeting by post or e-mail, if this duly guarantees the identity of the shareholder as well as the security of electronic communications. Likewise, the vote can be issued by any other means of remote communication whenever decided that way by the Board.*
3. *A postal vote will be cast by sending the Company the remote voting card issued, if necessary, by the Company, duly signed and completed, or some other reliable written document that duly confirms the identity of the shareholder exercising their right to vote, as decided by the Board of Directors in the form of a resolution to that effect.*
4. *Voting by sending an e-mail to the Company should only be performed in appropriate conditions of security and simplicity have been ensured that the Board of Directors so decides in a resolution, subsequently notified in the call to the Meeting concerned. In this resolution, the Board of Directors will define the applicable conditions for issuing the remote vote by e-mail, necessarily including those that adequately guarantee the authenticity and identification of the voting shareholder, as well as the security of electronic communications.*
5. *In order to be counted as valid, a proxy granted and the vote cast through any of the remote means referred to in the previous sections must have been received by the Company forty-eight (48) hours before the time of commencement of the General Meeting on first call. The Board of Directors may reduce the required notice, and must notify this to the same extent as in the call announcement.*
6. *The Board of Directors may develop and enhance the regulations on remote voting and delegation laid down in these by/laws and according to the Regulations of the General Meeting, establishing the instructions, means, rules and procedures it deems appropriate to implement the casting of votes and appointment of proxies through remote communication means. The procedural rules adopted by the Board of Directors by virtue of the provisions of this section will be published on the Company's website.*
7. *Shareholders who cast their votes remotely in accordance with the provisions of this article will be considered present for the purposes of a quorum of the*



*General Meeting concerned. As a result, appointments of proxies carried out before each vote will be considered to be revoked, and appointments arranged subsequently will be assumed not to have been carried out.*

8. *A vote cast through means of remote communication will be voided by physical or telematic attendance of the meeting by the shareholder who cast it or by disposal of his shares brought to the knowledge of the Company.*

**ARTICLE 28.- DELIBERATION AND ADOPTION OF RESOLUTIONS**

1. *The Chairman will submit the items on the agenda to deliberation and manage the discussions so that the meeting is held in an orderly manner.*
2. *While the General Meeting is being held, shareholders may request information in the terms stated in article 25 above and in the General Meeting Regulations.*
3. *Each share with a right to vote, present or represented by proxy at the General Meeting, entitles the owner to one vote.*
4. *The shareholder cannot exercise the right to vote corresponding to its shares in cases of conflict of interests in which the Law expressly establishes such prohibition, deducting its shares from the share capital for computing the majority of the votes that in each case is necessary. In other different cases of conflict of interests, the shareholders will not be deprived of their right to vote, without prejudice of that legally established.*
5. *Resolutions by the General Meeting will be passed by simple majority of the shareholders present or represented in the General Meeting, therefore being resolutions approved if there are more votes in favour than against, of the present or represented share capital. To adopt the resolutions requiring constitutional quorum reinforced according to Law and those established in article 21.2 of these By-laws, if the present or represented share capital exceeds 50% the absolute majority will be enough to adopt the resolution, but the favourable vote of at least two thirds of the present or represented capital in the Meeting will be necessary if, in second call, shareholders concur representing less than 50% of the subscribed capital with right to vote. This will be understood without prejudice to other cases set forth in Laws, in particular, specific Laws applicable to the Company.*
6. *Those matters that are substantially independent should be individually voted. In all cases, although appearing in the same item of the agenda, the following resolutions shall be voted separately:*
  - a) *The appointment, ratification, re-election or separation of each Director.*
  - b) *In the modification of By-laws, that of each article or group of articles having their own autonomy.*
7. *Without prejudice of the possibility of the Chairman to use alternative systems, voting on proposals of resolutions shall generally take place in accordance with the voting procedure set out in the Regulations of the General Meeting and other applicable rules and regulations.*
8. *The resolutions adopted and the results of votes will be published on the Company's website as provided by law.*

The amendment of these Articles of the By-laws is subject to the authorization system established in Article 10 of Royal Decree 84/2015 of 13 February, implementing Law 10/2014 of 26 June regarding regulation, supervision and solvency of credit institutions.

## **ELEVEN.- Corresponding to Agenda Item 11**

**Amendment to Articles 7 (“Right of information before the General 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 Meeting and the introduction of the Additional Provision (“Telematic attendance at the General Meeting via remote connection in real time”) in the Regulations to expressly regulate online attendance to the General Shareholders' Meeting via a real-time, remote connection adjusting and developing its wording to the wording of the By-laws, for which an amendment has been proposed under item 10 and to introduce technical improvements.**

Amend Articles 7 (“Right of information before the General 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 Meeting and the introduction of the Additional Provision (“Telematic attendance at the General Meeting via remote connection in real time”), to read as follows:

### **ARTICLE 7. RIGHT TO INFORMATION PRIOR TO THE GENERAL SHAREHOLDERS' MEETING**

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. 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.*

*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 specific report of the Remuneration Committee.*

*The documents mentioned in this section will also be made available to shareholders through the Company's website ([www.caixabank.com](http://www.caixabank.com)) from the publication date of the Meeting notice until, at least, the date of the General Meeting held to approve them.*

2. *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](http://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.*

3. *Up until the fifth day leading up to the scheduled date for the General Meeting, shareholders may 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 (Comisión Nacional del Mercado de Valores) since the date of the immediately preceding General Meeting, and regarding the audit reports.*

*Requests for information may be made by delivering the request in person at the Company's registered office or by sending it to the Company by post or by electronic means of communication, subject to the identification requirements, procedure and deadlines prescribed by the Board of Directors, thus ensuring that the shareholder can be duly identified and authenticated through this system for requesting information. The shareholder will have the burden of proving that the request has been sent to the Company in due time and following proper procedure. The Company's website will explain the requirements for exercising the rights of shareholders to obtain information, in accordance with the law, the By-laws, these Regulations and the any implementing rules approved by the Board of Directors.*

*Directors shall provide the requested information described in this section 3 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](http://www.caixabank.com)).*

4. *Directors must provide shareholders with any information requested under section 3 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 its disclosure may be used to harm the Company or its related companies. 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.*
5. *The directors may restrict their response to a reference to the information provided under the question-response format when, prior to any specific question, the requested information is clearly, expressly and directly available to all shareholders on the Company's website ([www.caixabank.com](http://www.caixabank.com)) under the mentioned format.*

#### **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 or remotely via a telematic connection.*
2. *To attend the General Meeting the shareholder will have the shares recorded in the appropriate register of dematerialized shares at least five days ahead of the scheduled date for the meeting. This will not apply in any specific cases in which laws applicable to the Company establish an incompatible system.*

*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.*

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.*
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**

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 or via a telematic connection, 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.*
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 the sense that the last delegation revokes all previous ones. In any case, the proxy will be deemed revoked if the principal attends the General Meeting in person. In addition, prior proxies shall be deemed revoked and subsequent proxies shall be deemed as no effected.*
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, in these General Meeting Regulations and in any rules the Board of Directors may approve, which will be posted on the Company's corporate website.*
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. This will not apply in any specific cases in which laws applicable to the Company establish an incompatible system.*
5. *The Chairman of the General Meeting is authorized to determine whether proxies have been validly conferred 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, and may delegate this task to the Secretary.*

6. *If there are conflicts of interest, the provisions in the Law 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.*
7. *If a public request for representation is effected as prescribed by Law, 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 Law.*
8. *The previous regulations about the exercising of 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.*

**ARTICLE 14. ATTENDANCE REGISTER**

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.*
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 hold or represent by proxy, including the amount thereof belonging to shareholders with voting rights.*
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.*
6. *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. 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.*
7. *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.*
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.*

9. *Shareholders or proxies who arrive late at the General Meeting after the cut-off point for handing in attendance cards and proxies 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 nor their proxies will be included on the attendance register.*

#### **ARTICLE 19. VOTING ON RESOLUTIONS**

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.*
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.*

*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.*

3. *Items will be voted on in the order stipulated in 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.*
4. *Each item on the agenda will be voted on separately. In all events, items deemed materially independent will be voted on separately, although being included in the same point of the agenda and, in particular:*
  - (a) *The appointment, the ratification, the reelection or the separation of each Director.*
  - (b) *In the amendments of the by-laws, that of each article of group of articles deemed materially independent.*
  - (c) *Those subjects in which the Company By-laws establish likewise.*

*Notwithstanding the above, and if the circumstances were to make it advisable, the Chairman may resolve to vote jointly proposals regarding several items on the agenda that in accordance to the Law, the By-laws and this Regulation should not be necessarily subject to be voted on separately. In 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.*

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.*
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 voting refers.*
7. *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:*

- (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.*

*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.*

*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.*

- (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.*

*For the adoption of resolutions relating to items not included on the agenda, the shares held by shareholders who cast their vote via remote channels of communication ahead of the General Meeting shall not be*

*counted as present and, therefore, those shareholders shall not take part in the voting.*

*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.*

*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.*

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.*
9. *Notwithstanding the provisions of section 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.*
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.*
11. *If the directors have made a public solicitation of proxies in order to carry any of the resolutions in which a conflict of interest is found to exist, except when the shareholder has conferred the delegation alternatively in favor of another person or has given specific instructions for voting, 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.*
12. *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 communication 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 shareholder exercising its right to remote 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.*

*The Board of Directors may approve any instructions, rules, means and procedures for the purpose of implementing the distance voting and proxy measures, in accordance with the prevailing state of the art and, with any related rules or provisions contained in the By-laws and these Regulations. 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).*

**ADDITIONAL PROVISION TELEMATIC ATTENDANCE AT THE GENERAL MEETING VIA REMOTE CONNECTION IN REAL TIME**

1. *Shareholders and representatives of shareholders who are entitled to attend the General Meeting may do so via any telematic technology that enables them to connect remotely and in real time to the venue where the General Meeting is being held. In any case, the means of connection employed must guarantee the identity of those attending via remote connection, while allowing them to exercise their rights and interact in real time. In general, these systems must not disrupt the normal and smooth course of the meeting.*
2. *Attendance at the General Meeting by remote connection in real time shall be subject to the following rules, which shall be developed and expanded by the Board of Directors and posted on the Company's website:*
  - (a) *The meeting announcement shall detail the cut-off time prior to the start of the meeting by which shareholders wishing to attend the meeting must have registered in order to be considered as a shareholder in attendance. Any shareholder who registers after the established cut-off time will not be counted as present.*
  - (b) *Any shareholder or proxy who wishes to attend the General Meeting telematically must identify himself or herself by means of digital signature or similar type of identification that reliably guarantees his or her identity, under the terms established by the Board of Directors.*
  - (c) *During the General Meeting the right to obtain information must be exercised through electronic means of remote communication, following the procedure determined by the Board of Directors.*

*The Board of Directors shall determine when and how shareholders who are to attend by telematic connection may send the Company any addresses, remarks or motions they may wish to make or raise at the meeting, thus ensuring that those attending remotely may exercise their rights while also ensuring the orderly and smooth course of the General Meeting.*

*Unless any of the circumstances warranting denial exist in accordance with the law, the By-laws or these Regulations, requests for information or clarification made by remote attendees while the General Meeting is in progress shall be answered during the meeting itself where possible. If not possible, the requested information shall be provided in writing to the interested shareholder within seven (7) days following the end of the General Meeting.*

3. *In any case, the Company accepts no liability for any damage or loss caused to the shareholder or proxy in the event that its website is temporarily down or suffers an outage, including faults, overloads, connection failures or other similar events beyond the Company's control. This is without prejudice to the adoption of pertinent measures in response to any such situation, possibly including the temporary suspension or extension of the General Meeting should this prove necessary to ensure that shareholders and their proxies are fully able to exercise their rights.*

The amendments made to Articles 8 ("Right of attendance"), 10 ("Right of representation") and 14 ("Attendance register") and the new Additional Provision ("Telematic attendance at the General Meeting via remote connection in real time ") shall take effect at the time the amendments to Articles 22 and 23 of the By-laws (governing the right of attendance and right of representation at the General Shareholders' Meeting) become effective, the approval of which has been laid before the General Shareholders' Meeting as Item 10 on the Agenda.

## **TWELVE.- Corresponding to Agenda Item 12**

**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**

To delegate to the Board of Directors, with express powers to sub-delegate, in turn, to the Executive Committee of the Board of Directors or the Board member or members it deems appropriate, the Secretary, the Deputy Secretary or Deputy Secretaries of the Board any powers it deems necessary for the purposes of interpreting, rectifying, complementing, implementing and developing any of the resolutions adopted by the General Meeting, where it is also authorised to make any modifications, amendments or additions deemed necessary or appropriate for the effectiveness and successful outcome of these resolutions.

To delegate to the Chairman of the Board of Directors, the Vice-Chairman, the Managing Director (CEO), the Secretary and the Deputy Secretary or Deputy Secretaries of this body, without distinction, to sign any private documents and to execute before a Notary of their choice any public documents that may be necessary or appropriate for execution of the aforementioned resolutions or their entry in the corresponding registers, with express powers to rectify any errors or omissions.

## **THIRTEEN.- Corresponding to Agenda Item 13**

**Consultative vote on the Annual Report on Directors' Remuneration for the financial year 2019.**

Approval of the Annual Report on Board Member Remuneration for the 2019 financial year.

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