

Call of Annual General Meeting of CaixaBank, S.A.

The Board of Directors of CAIXABANK, S.A. (the “**Company**”), at a meeting held on 7 March 2013, resolved to call the Annual General Meeting, to be held at **Recinto de Gran Via de Fira de Barcelona, Pavelló 8 - Centre de Convencions Gran Via, carrer del Foc 35, Barcelona** on 25 April 2013 at 12:00 on first call. If the required attendance quorum is not achieved on first call, the meeting shall take place on second call at the same venue and on the same time on 26 April 2013.

It is expected that the General Meeting will be held on first call, i.e. on 25 April 2013, at the venue and time aforesaid.

The General Meeting will be held according to the following:

AGENDA

- 1 Approval of the individual and consolidated Annual Accounts and the respective Management Reports for the year ending December 31, 2012.
- 2 Approval of the management performance by the Board of Directors during the financial year ending December 31, 2012.
- 3 Approval of the proposed distribution of profit for the year ending December 31, 2012.
- 4 Ratification and appointment of Directors.
 - 4.1 Ratification and appointment of Caja de Ahorros y Monte de Piedad de Navarra (Caja Navarra)
 - 4.2 Ratification and appointment of Monte de Piedad Caja de Ahorros de San Fernando de Guadalajara, Huelva, Jerez y Sevilla (Cajasol)
- 5 Amendment of article 34 (“Remuneration of Directors”) of the By-Laws.
- 6 Remuneration of the Board members.
- 7 Capital increases charged to reserves:
 - 7.1 Approval of an increase of share capital in an amount determinable pursuant to the terms of the resolution, by issuing new common shares having a par value of one (1) euro each, of the same class and series as those currently outstanding, charged to voluntary reserves, offering the shareholders the possibility of selling the free subscription rights to the Company itself or on the market. Funding of restricted reserve. Delegation of authority to the Board of Directors, with authorization in turn to delegate to the Executive Committee, to fix the date the increase is to be implemented and the terms of the increase in all respects not provided for by the General Meeting, all in accordance with article 297(1)(a) of the Corporate Enterprises Act. Application for admission to official trading of the newly-issued shares on the Barcelona, Bilbao, Madrid and Valencia stock exchanges through Spain's Continuous Market.
 - 7.2 Approval of a second increase of share capital in an amount determinable pursuant to the terms of the resolution, by issuing new common shares having a par value of one (1) euro each, of the same class and series as those currently outstanding, charged to voluntary reserves, offering the shareholders the possibility of selling the free subscription rights to the Company itself or on the market. Funding of restricted reserve. Delegation of authority to the Board of Directors, with authorization in turn to delegate to the Executive Committee, to fix the date the

increase is to be implemented and the terms of the increase in all respects not provided for by the General Meeting, all in accordance with article 297(1)(a) of the Corporate Enterprises Act. Application for admission to official trading of the newly-issued shares on the Barcelona, Bilbao, Madrid and Valencia stock exchanges through Spain's Continuous Market.

- 7.3 Approval of a third increase of share capital in an amount determinable pursuant to the terms of the resolution, by issuing new common shares having a par value of one (1) euro each, of the same class and series as those currently outstanding, charged to voluntary reserves, offering the shareholders the possibility of selling the free subscription rights to the Company itself or on the market. Funding of restricted reserve. Delegation of authority to the Board of Directors, with authorization in turn to delegate to the Executive Committee, to fix the date the increase is to be implemented and the terms of the increase in all respects not provided for by the General Meeting, all in accordance with article 297(1)(a) of the Corporate Enterprises Act. Application for admission to official trading of the newly-issued shares on the Barcelona, Bilbao, Madrid and Valencia stock exchanges through Spain's Continuous Market.
- 7.4 Approval of a fourth increase of share capital in an amount determinable pursuant to the terms of the resolution, by issuing new common shares having a par value of one (1) euro each, of the same class and series as those currently outstanding, charged to voluntary reserves, offering the shareholders the possibility of selling the free subscription rights to the Company itself or on the market. Funding of restricted reserve. Delegation of authority to the Board of Directors, with authorization in turn to delegate to the Executive Committee, to fix the date the increase is to be implemented and the terms of the increase in all respects not provided for by the General Meeting, all in accordance with article 297(1)(a) of the Corporate Enterprises Act. Application for admission to official trading of the newly-issued shares on the Barcelona, Bilbao, Madrid and Valencia stock exchanges through Spain's Continuous Market.
- 8 Authorization to the Board of Directors so that, in accordance with the provisions in article 297(1)(b) of the Corporate Enterprises Act, it can increase the Company's share capital on one or more occasions at any time within a term of five years, by way of cash contributions in a maximum nominal amount of €2,244,874,317, all on the terms and conditions the Board deems most suitable, revoking the authorization in effect to date. Delegation of powers to exclude pre-emptive subscription rights in accordance with article 506 of the Corporate Enterprises Act.
- 9 Delegation of powers to the Board to issue securities that can be converted into and/or exchanged for shares of the Company, as well as warrants or other similar securities that can give the right to directly or indirectly subscribe or acquire shares in the Company for a combined total amount of up to three billion (3,000,000,000) euros; as well the power to increase the Company's share capital by the necessary amount, and to exclude, where appropriate, the right to preferential subscription. Revocation of the authorization in effect to date for the unused part.
- 10 Delegation to the Board of Directors of authority to issue straight or exchangeable fixed income securities or similar debt instruments for a combined total of up to sixty-six billion (66,000,000,000) euros. Revocation of the authorization in effect to date for the unused part.
- 11 Reappointment of the auditor of the accounts of the Company and its consolidated group for the 2014 Financial Year.

- 12 Approval of the variable remuneration scheme for the 2013 financial year.
- 13 Reduction of the term for call of Extraordinary General Meetings as provided in Article 515 of the Corporate Enterprises Act.
- 14 Authorization and delegation of the authority to interpret, correct, supplement, implement and develop the resolutions adopted by the Meeting, and delegation of authority to notarise those resolutions in public deeds and register them, and if applicable to correct them.
- 15 Consultative vote regarding the annual report on remuneration of the members of the Board of Directors for the 2012 financial year.
- 16 Communication of the audited balance sheets that served as the basis for the approval by the Company's Executive Committee (following the delegation of the Company's Board of Directors), at its meetings of May 24, 2012 and September 6, 2012, as well as the approval by the Company's Board of Directors, at its meetings of November 29, 2012 and March 7, 2013, respectively, of the terms and implementation of the resolutions for capital increases against reserves approved by the Company's General Shareholders Meeting held on April 19, 2012, under sections 1 and 2 of point 6 of the Agenda and by the Company's General Shareholders Meeting held on June 26, 2012, under sections 1 and 2 of point 5 of the Agenda, all in the context of the shareholder remuneration scheme called the "Dividend / Share Program". Terms for execution of the aforesaid increases.
- 17 Communication of the report issued by the Board of Directors and the report issued by the auditor according to the provisions of article 511 of the Corporate Enterprises Act.

SUPPLEMENT TO CALL AND PRESENTATION OF PROPOSED RESOLUTIONS

Pursuant to article 519.1 of the Corporate Enterprises Act and article 19 of the Company's General Shareholders Meeting Regulations, shareholders representing no less than 5% of the Company's share capital may request publication of a supplement to this call, including one or more points on the Agenda, provided that the new points are accompanied by an explanation or, if applicable, an explained proposed resolution.

Also, in accordance with article 519(2) of the Corporate Enterprises Act, shareholders representing at least 5% of the Company's share capital may submit grounded resolution proposals regarding matters already included or that should be included on the Agenda of the Meeting called hereby.

The right of supplementation of this call and the right to submit resolution proposals must be exercised by notice served by reliable means. The notice must be received at the Company's registered office in Avda. Diagonal, 621, 08028 Barcelona, for the attention of the General Secretary, within five days after publication of this call, giving particulars of the shareholders using the right of supplementation and/or the right to submit resolution proposals, of the number of shares held, as well as the points to be included on the Agenda and/or the resolution proposals attaching, if relevant, such documentation as may be required or appropriate.

ATTENDANCE

Pursuant to article 8 of the By-laws and article 22 of the General Shareholders Meeting Regulations, the General Meeting may be attended by shareholders holding a minimum of (1,000) shares, either individually or jointly with other shareholders, provided such shares are registered in the appropriate registry of book entries with no less than five days prior to the date of the Meeting, that is at 23:59 of April 20.

Shareholders intending to attend the Meeting should collect an attendance card issued by the Company or by the entities that are members of the company responsible for managing Spain's securities registration, clearing and settlement systems ("Iberclear"). The Company has chosen to send cards directly to the shareholders for use at the General Meeting. However, if cards are unavailable for any reason you may find replacement cards on the Company's web site www.caixabank.com).

In order to confirm the identity of the shareholders in attendance, at the entrance of the venue where the Annual General Meeting shall be held, it may be required, along with the attendance card, the National Identity Card or any other official document generally accepted for these purposes. Likewise, legal entities shareholders may be required, where appropriate, the pertinent evidence of representation of the legal entity shareholder. Registration of attendance cards shall commence two hours before the scheduled start time of the Meeting.

REPRESENTATION AND REMOTE VOTING

Shareholders not attending the General Meeting personally may be represented by a proxy by satisfying the requirements and formalities prescribed in the General Shareholders' Meeting By-laws, the Company's Articles of Association and the Corporate Enterprises Act.

Shareholders intending to attend the Meeting by a proxy must have the ownership of their shares registered at the appropriate register of book entries with no less than five days prior to the date scheduled for the Meeting.

Proxies must be filled out and signed by the shareholders, using the relevant card.

The Company has chosen to send cards directly to the shareholders to allow them to cast their vote by proxy and remotely. However, if cards are unavailable for any reason, you may find replacement cards on the Company's web site (www.caixabank.com).

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

The proxy must be presented by the representative on the date and at the venue of the General Meeting. Representatives must give proof of their identity with their National Identity Card or other official document generally accepted for these purposes.

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

In order to grant a proxy or cast a vote remotely, the following methods are acceptable:

Postal correspondence

In order to grant a proxy or cast a vote by post, shareholders must fill out and sign a "Proxy Card" or a "Remote Voting Card", as the case may be, issued by the Company or by the IBERCLEAR member company in which the shares are deposited. Once filled out and signed, cards should be posted to CaixaBank, S.A. - Junta General Ordinaria de Accionistas 2013, Apartado de Correos 281, 08080 Barcelona.

Electronic communication

To appoint a proxy or cast a vote electronically, as the case may be, you must do so via the Company's web site (www.caixabank.com), following the instructions available in the section "Annual General Meeting- 2013". To prevent identity fraud, shareholders wishing to cast their vote or appoint a proxy electronically must be in possession of a valid electronic certificate issued by the *Fábrica Nacional de Moneda y Timbre* (FNMT) or one of the certifying authorities listed on the Company's web site. Alternatively, customers of CaixaBank's *Linea Abierta* online banking service must be in possession of their personal password card.

Votes cast and proxies appointed remotely may be expressly cancelled by the shareholder.

Rules on remote voting and proxies

- i) The electronic voting and appointment of proxies service will be open for shareholders from 18 March 2013.
- ii) Proxies granted and votes cast remotely 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. before 23 April 2013 at 12:00.
- iii) On the date and at the venue of the General Meeting, appointed proxies must identify themselves with their National Identity Card or such other official document as is generally acceptable for these purposes.
- iv) Shareholders casting their vote remotely, either by postal or electronic methods, shall be deemed to be in attendance for the purposes of quorum at the General Meeting.
- v) In the event of a various proxies appointed by a shareholder with respect to the same shares, regard will be had to the latest appointment. If there date of the grant is unknown, preference shall be given to the last one received by the Company.
- vi) If a shareholder casts a vote several times in regards to the same shares, preference shall be given to the latest vote cast. If the date on which the vote was cast is unknown, preference shall be given to the last one received by the Company.
- vii) Votes cast remotely shall render null and void any electronic or written proxy appointment, whether previous (in which case it would be regarded as cancelled) or subsequent (in which case it would not be recognised).
- viii) Personal attendance at the General Meeting by the shareholder who had previously appointed a proxy or cast his vote remotely, will cancel the aforesaid proxy or vote.
- ix) Corporate shareholders may enquire with the Company about the possibility to adopt, if necessary and with the necessary safeguards, methods of casting a vote and appoint proxies remotely.
- x) Shareholders are responsible for the safekeeping of their e-signatures. Users of the *Línea Abierta* online banking service are also responsible for the safekeeping of their personal password cards.
- xi) The Company reserves the right to modify, suspend, cancel, or restrict the electronic mechanisms for votes and proxies for technical or security reasons. The Company will not be responsible for any damage or loss that the shareholder may suffer as a result of its website not being available, or from breakdowns, overloads, line or connection failures, poor postal service, or any other similar eventuality beyond the Company's control that might hinder or prevent the use of remote voting or proxy mechanisms.

RIGHT OF INFORMATION

Pursuant to applicable rules and regulations and the General Meeting's By-laws, from the date of publication of this call, shareholders may inspect, at the Company's registered office, consult on the Company's web site (www.caixabank.com) and, and when legally appropriate, request a copy of the following documentation, to be delivered or posted free of charge:

- Notice of call of General Meeting.
- Total number of shares and voting rights on the date of the call.
- Full text of the proposed resolutions for all items in the Agenda, and proposed resolutions submitted by the shareholders, if any.
- Individual Annual Accounts (Balance Sheet, Profit and Loss Statement, Statement of Changes in Net Worth –including the State of Income and Expenses Recognised and the Statement of Total Changes in Net Worth-, and Statement of Cash Flows and the Notes

thereto), and consolidated Annual Accounts (Balance Sheet, Profit and Loss Statement, Statement of Income and Expenses Recognised, Statement of Changes in Net Worth and Statement of Cash Flows and the Notes thereto), for the year ended December 31, 2012, as well as the corresponding Management Reports (including the Annual Corporate Governance Report), the respective audit reports and declarations of responsibility for the content of the Annual Accounts.

- Reports by the Board of Directors on certain proposed resolutions included in the Agenda, namely: (i) report on the proposed amendment of article 34 of the By-laws, included in item no. 5 of the Agenda, (ii) report setting out the grounds of the proposals for increasing the share capital, included in paragraphs 1, 2, 3 and 4, item no. 7 of the Agenda, (iii) report on the delegation to the Board of Directors of the authority to increase the share capital one or more times and at any time over a maximum term of 5 years, by way of cash contributions in a maximum nominal amount of 2,244,874,317 euros, with authority to exclude pre-emption subscription rights, included in item no. 8 of the Agenda (iv) report on the delegation to the Board of Directors of authority to issue securities convertible into and/or exchangeable for shares of the Company, as well as warrants or other comparable securities that can give the right, directly or indirectly, to subscription or acquisition of shares of the Company, included in item no. 9 of the Agenda, and (v) the Annual Report on Remuneration of the members of the Board of Directors for the 2012 financial year, included in item no. 15 of the Agenda.
- Professional and biographical background of the Directors whose ratification and appointment has been put forward to the Annual General Meeting.
- Balance sheets closed December 31, 2011, June 30, 2012 and December 31, 2012, prepared by the Board of Directors and verified by the Company's auditor of accounts, that served as the basis for the approval by the Company's Executive Committee (following the delegation of the Company's Board of Directors), at its meetings of May 24, 2012 and September 6, 2012, as well as the approval by the Company's Board of Directors, at its meetings of November 29, 2012 and March 7, 2013, respectively, of the terms and implementation of the resolutions for capital increases against reserves approved by the Company's General Shareholders Meeting held on April 19, 2012, under sections 1 and 2 of point 6 of the Agenda and by the Company's General Shareholders Meeting held on June 26, 2012, under sections 1 and 2 of point 5 of the Agenda, all in the context of the shareholder remuneration scheme called the "Dividend / Share Program".
- Report issued by the Board of Directors and report issued by the auditor in relation to the amendment of certain terms and conditions of the issuance of subordinated bonds mandatorily convertible into new shares of the Company, Series I/2011.

Pursuant to articles 197 and 520 of the Corporate Enterprises Act and article 7 of the General Shareholders' Meeting By-laws, up until the seventh day before the scheduled date of the Meeting, shareholders will be able to request from the Directors the information or the clarifications that they deem necessary, 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 the Company has made available to the Spanish securities market regulator (CNMV) since the last General Meeting.

Shareholders may request information or clarifications or pose questions regarding items included on the Agenda, by addressing the Company, CaixaBank, S.A.- Junta General Ordinaria de Accionistas 2013, Apartado de Correos, 281, 08080 Barcelona, evidencing their identity with a photocopy of their National Identity Card or Passport (and, in the case of legal entities, the pertinent evidence of representation), along with the evidence of share ownership and the number of shares held, and the institution with which they are deposited.

Information requests can also be made via electronic mail at jga@caixabank.com, stating full first and last names (or company name), National Identity or Passport number, number of shares held, and the name of the depositary institution. Information requests received via this method, unless the shareholder indicates otherwise, will be dealt with by the Company and answered to the electronic mail address of the shareholder who sent the request.

NOTARY PARTICIPATION IN 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 December 13, on Protection of Personal Data, the personal data of shareholders and, where applicable, of their proxy holders, as provided by the by Banking Institutions or Stockbrokers in which the shareholders have their shares deposited, via the entity legally qualified to run the book-entry ledger (IBERCLEAR), will be included in a file, for which CaixaBank, S.A. will be responsible, the purpose being to manage the development, compliance, and control the list of shareholders. Shareholders are informed of their right to access, correct, cancel, and oppose to the inclusion of such data by means of a written notice sent to the Company at the following address: CaixaBank, S.A. - Junta General Ordinaria de Accionistas 2013, Apartado de Correos, 281, 08080 Barcelona.

ONLINE SHAREHOLDERS FORUM

Pursuant to articles 539 of the Corporate Enterprises Act and 7 bis of the General Meeting By-laws, from publication of this call until the day the General Meeting is held, the Online Shareholders Forum is available at the Company's website (www.caixabank.com). The rules of procedure and the form that shareholders need to complete before participating in the aforementioned Forum are available on the Company's website.

NOTE

Any reference to "the shareholders" in this call shall include bondholders of the subordinated bonds mandatorily convertible and/or exchangeable included in series B/2012, issued by Banca Cívica, by virtue of the resolution adopted by its General Shareholders Meeting held on May 23, 2012, for a maximum nominal amount of 317,031,000 euros, by the issuance of 3,170,310 bonds, which total mandatory conversion shall occur before the Annual General Meeting. Likewise, it includes, if any, those bondholders of the subordinated bonds mandatorily convertible included in series I/2011 issued by the Company by virtue of the resolution adopted by its General Shareholders Meeting held on May 12, 2011, for an initial nominal amount of 1,500,000,000 euros, by the issuance of 15,000,000 bonds, and that acquire Company shares in the context of the conversion of the said bonds between this date and that of the Annual General Meeting called hereby.

GENERAL INFORMATION

For issues relating to the Annual General Meeting that have not been covered in this notice, shareholders may refer to the General Shareholder's Meeting By-laws available on the Company's website (www.caixabank.com).

All the information and documentation relating to the Annual General Meeting is available to shareholders on the Company's website (www.caixabank.com). For more information on how to exercise shareholders' rights relating to the Annual General Meeting, shareholders may contact the Company's shareholder service "Shareholder Service - Annual General Meeting 2012" on 902 11 05 82, from Monday to Sunday from 09:00 to 19:00, or by sending an email to jga@caixabank.com.

How to get to the venue of the Annual Shareholders' Meeting:

Metropolitan Railways: Ildefons Cerdà (L8, S33, S4, S8, R5, R6)

City bus lines: 9, 37, 72, 109, 125

For more information: www.firabcn.es

Barcelona, 7 March 2013. The Chairman of the Board of Directors, Mr. Isidro Fainé Casas.

CaixaBank, S.A.

Avda. Diagonal, 621, 08028 Barcelona.

**Registered in the Barcelona Commercial Registry, Book 43.422, Folio 81, Sheet B-41.232,
Tax Id. number A08663619.**