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**CAIXABANK, S.A.**

**AMENDMENTS TO BE MADE TO THE BYLAWS  
OF CAIXABANK, S.A. AS A RESULT OF THE  
MERGER**

***Article 39.1.7 OF LAW 3/2009, DATED 3 APRIL, ON  
STRUCTURAL AMENDMENTS TO CAPITAL  
CORPORATIONS***

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**AMENDMENTS TO ARTICLES 5 AND 6 OF THE BYLAWS**

**OF CAIXABANK, S.A. RELATING TO SHARE CAPITAL AND SHARES**

In accordance with the provisions of the merger project of CaixaBank, S.A. by absorption of Banca Cívica, the exchange of shares in Banca Cívica, S.A. will take place by allocating the shareholders of Banca Cívica, S.A. treasury shares, newly issued shares or a combination of both.

In case CaixaBank, S.A. carries out the exchange of shares fully or partially with newly issued shares, it has been proposed to the General Shareholders Meeting that is to discuss the merger (announced at first call for 26 June 2012) an increase of the share capital of CaixaBank, S.A. by issuing new shares in the amount required, with a maximum of 310,714,250 shares having a face value of one euro each, corresponding to the same class and series as the current shares in CaixaBank, S.A. represented in book-entry form.

The maximum number of shares to be issued by CaixaBank, S.A. by virtue of the merger may be reduced in accordance with three different factors: (i) the number of treasury shares of CaixaBank, S.A. that are allocated an alternative to the allocation of newly issued shares of CaixaBank, S.A.; (ii) the treasury shares held by Banca Cívica, S.A.; and (iii) the shares in Banca Cívica, S.A. owned by CaixaBank, S.A., there being express provisions for the possibility of the incomplete subscription of the increase in capital.

The capital increase that may take place, if necessary, shall be entirely subscribed and paid up following the transfer of the assets of Banca Cívica, S.A. to CaixaBank, S.A., which shall acquire all of the rights and obligations of Banca Cívica, S.A.

The Board of Directors has proposed to the General Shareholders Meeting the joint and several delegation to the Board of Directors, the Executive Committee, the Chairman and the Vice-Chairman of the power to determine the specific number of treasury shares or newly issued shares of CaixaBank, S.A. required for to allocate in exchange for the current shares in Banca Cívica, S.A., taking into account the exchange ratio set forth in the merger project, as well as the power to allocate them and to set the terms and conditions of the increase that may be necessary for the exchange of shares, and to proceed as necessary for the completion thereof and to sign and execute the public and private documents that may be required to carry out the increase, all in accordance with article 297.1 of the Spanish Capital Companies Act. In turn, should the increase in capital take place, a proposal has been submitted to the General Shareholders Meeting to authorise, jointly and severally, the Board of Directors, the Executive Committee, the Chairman, the Vice-Chairman and the Secretary to amend article 5 and section 1 of article 6 of the Bylaws of CaixaBank, S.A. relating to share capital and shares.

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