

CAIXABANK, SOCIEDAD ANÓNIMA
(Absorbing company)
BARCLAYS BANK, SOCIEDAD ANÓNIMA UNIPERSONAL
(Absorbed company)

Announcement of merger by absorption

For the purpose of articles 43 and 51 of Act 3/2009, of April 3, on structural modifications of commercial companies (the "**Structural Modifications Act**"), the common merger plan referring to the merger by absorption of Barclays Bank, Sociedad Anónima Unipersonal (single-shareholder corporation) ("**Barclays Bank**") into CaixaBank, Sociedad Anónima (public limited company) ("**CaixaBank**") is hereby made public, having been drafted and signed by the Board of Directors of CaixaBank, by written procedure without a meeting, on March 30, 2015, and by the Board of Directors of Barclays Bank in a meeting held on March 30, 2015 (the "**Merger Plan**").

For all relevant purposes it is hereby noted that, in compliance with article 32 of the Structural Modifications Act, the Merger Plan was inserted in the respective corporate websites of Barclays Bank (www.barclays.es) and CaixaBank (www.caixabank.com) on March 30, 2015, as shown through publications in the Official Gazette of the Commercial Registry of April 6 and 8, 2015. Furthermore, on March 31, 2015 and on April 7, 2015 both copies of the Merger Plan were filed in the Commercial Registries of Barcelona and Madrid.

In accordance with the provisions of articles 22 and 23 of the Structural Modifications Act, the envisaged merger involves the extinction, via dissolution without liquidation, of Barclays Bank, and the transfer, en bloc, of its corporate assets to CaixaBank, which is to acquire Barclays Bank's rights and obligations by universal succession.

As indicated in the Merger Plan, the effectiveness of the merger is subject to and conditional upon obtaining the relevant authorization from the Ministry of the Economy and Competitiveness in accordance with the Twelfth Additional Provision of Law 10/2014, of June 26, on the organization, supervision and solvency of banks.

The merger, which has been approved by the Boards of Directors of both companies, is carried out according to the provisions of article 49.1 of the Structural Modifications Act, on mergers by absorption of wholly-owned companies,

since CaixaBank is the direct owner of the whole of the capital stock of Barclays Ban. Consequently, and because this is not a cross-border merger, the following is not necessary for this merger: (i) the reference in the Merger Plan to paragraphs 2, 6, 9 and 10 of article 31 of the Structural Modifications Act, (ii) the reports of directors and experts on the Merger Plan, (iii) the increase in share capital of CaixaBank, and (iv) the approval of the merger by the General Meeting of Shareholders of Barclays Bank.

In accordance with the provisions of articles 43.1 and 51.1 of the Structural Modifications Act, the following is noted:

1. The right of the shareholders of CaixaBank and Barclays Bank to examine at their business addresses (Avenida Diagonal 621, 08028 Barcelona and Plaza de Colón 2, 28046 Madrid, respectively), as well as on the corporate websites of both companies (www.caixabank.com and www.barclays.es, respectively), the merger documents indicated in numbers 1, 4 and 5 of section 1 of article 39 and in article 43.1 of the Structural Modifications Act, as well as to obtain the free delivery or sending of the full text thereof, i.e.:
 - (i) The Merger Plan.
 - (ii) The individual and consolidated financial statements, management reports and audit reports of Barclays Bank for the years ending December 31, 2012, December 31, 2013 and December 31, 2014, and the individual and consolidated financial statements, management reports and audit reports of CaixaBank for the years ending December 31, 2012, December 31, 2013 and December 31, 2014.
 - (iii) The merger balance sheet of Barclays Bank for the financial statements of the year ending December 31, 2014.
 - (iv) The annual financial report required by the securities laws corresponding to financial year ending December 31, 2014, which includes the audit report of the financial statements for that year issued by the account auditor of the bank on February 26, 2015. It is noted that this annual financial report replaces the merger balance sheet (and for the appropriate purposes and as necessary will operate as merger balance sheet), according to the provisions of article 36.3 of the Structural Modifications Act.

- (v) The full text of the approved resolutions.
2. The right of shareholders of CaixaBank representing at least one percent of its share capital to require that a general shareholders meeting is called for the approval of the merger. This right can be exercised through a notarized request sent to the directors of CaixaBank and which must be received at the business address of the company (Avenida Diagonal 621, 08028 Barcelona) within fifteen days of the publication of this announcement.
 3. The right of the creditors of CaixaBank and Barclays Bank to oppose the merger within one month from the date of publication of this announcement, in the terms set out in article 44 of the Structural Modifications Act. In accordance with that provision, those creditors whose loans were created prior to the insertion date of the Merger Plan in the corporate website of the companies involved in the merger may oppose the merger if said loans were not due at that time, and until a guarantee/security is provided for those loans. Under article 44.2, paragraph two, of the Structural Modifications Act, creditors whose loans are already sufficiently secured will not have the right to oppose to the merger.

For the relevant purposes, the content of the Merger Plan is reproduced below:

**“COMMON MERGER PLAN ON
THE MERGER OF BARCLAYS BANK, S.A.U. (ABSORBED COMPANY)
INTO CAIXABANK, S.A. (ABSORBING COMPANY)**

This common merger plan refers to the merger of BARCLAYS BANK, S.A.U. ("**Barclays Bank**") into CAIXABANK ("**CaixaBank**"). In accordance with the provisions of Articles 22 and 23 of Law 3/2009, of April 3, on structural modifications of commercial companies (*Ley 3/2009, de 3 de abril, sobre modificaciones estructurales de las sociedades mercantiles* – "**LME**") the envisaged merger involves the extinction, via dissolution without liquidation, of Barclays Bank, and the transfer, en bloc, of its corporate assets to CaixaBank, which is to acquire Barclays Bank's rights and obligations by universal succession.

This merger is subject to Article of 49.1 of the LME, relating to mergers by absorption of wholly owned subsidiaries, to the extent that CaixaBank is the direct owner of the whole of the capital stock of Barclays Bank. This single stockholder

status of Barclays Bank is duly registered in the Registry of Corporations in accordance with the provisions of Article 13 of the Spanish Companies Act (*Ley de Sociedades de Capital*). It is also stated that this merger is not a cross-border merger. As a consequence, this common merger plan –hereinafter, the "**Merger Plan**"– does not include mention 2, 6, 9 and 10 of Article 31 of the LME and there is no need for the reports from the directors and experts on the Merger Plan, an increase in the capital stock of CaixaBank or the approval of the merger by the General Stockholders' Meeting of Barclays Bank.

As indicated above, CaixaBank is holder of the shares representing 100% of the share capital of Barclays Bank, having acquired those by virtue of the deed of sale and purchase authorized on January 2, 2015 before the Notary Public of Madrid, Mr. Miguel Ruiz-Gallardón García de la Rasilla, under number 2 of his record. Therefore, under Article 51 of the LME, the merger is to be carried out without the need for it to be submitted to the Stockholders' General Meeting of CaixaBank, unless so required by Stockholders representing at least 1% of its share capital within the term legally provided for such purpose.

In accordance with Article 30 of the LME, this Merger Plan have been drawn up by the undersigned, in their capacity as members of the Board of Directors of CaixaBank and Barclays Bank.

1. IDENTIFICATION OF THE COMPANIES INVOLVED IN THE MERGER

1.1. In compliance with the provisions of Article 31.1 of the LME, indicated below are the identification details of the companies participating in the merger:

1.2. CaixaBank (absorbing company):

- (a) Registered Name: CAIXABANK, S.A.
- (b) Corporate form: Corporation (*Sociedad Anónima*).
- (c) Registered Address: Avenida Diagonal núm. 621, Barcelona.
- (d) Identification details for its registration in the Mercantile Registry: registered in the Barcelona Mercantile Registry at Volume 42.657, Page 33, Sheet B-41.232. Registered in the Bank of Spain's Registry of Banks and Bankers (*Registro de Bancos y Banqueros del Banco de España*) under number 2.100.

(e) Tax Identification Number (N.I.F.): A-08663619.

1.3. Barclays Bank (absorbed company):

(a) Registered Name: BARCLAYS BANK, S.A.

(b) Corporate form: Corporation (*Sociedad Anónima*).

(c) Registered Address: Plaza de Colón núm. 2, Madrid.

(d) Identification details for its registration in the Mercantile Registry: registered in the Madrid Mercantile Registry at Volume 3.775, Page 1, Sheet 62.564. Registered in the Bank of Spain's Registry of Banks and Bankers under number 0065.

(e) Tax Identification Number (N.I.F.): A-47001946.

2. MERGER EXCHANGE RATE AND PROCEDURE

2.1. CaixaBank is the sole shareholder and, therefore, owner of all of the shares representing the share capital of Barclays Bank, and therefore this is a merger by absorption of a totally owned subsidiary.

2.2. Accordingly, and given that this is not a cross-border merger, by application of what is provided for in Article 49.1.1 of the LME and does not include mention 2, 6, 9 and 10 of Article 31 of the LME, therefore, does not consider any kind of exchange, monetary compensation, exchange procedure, information on the valuation of assets and liabilities, or date of participation in corporate profits, as the absorption is to be carried out with a capital stock increase in CaixaBank, with the termination Barclays Bank through the amortization of all of the shares representing its capital stock.

2.3. For the same reason, by application of the provisions of Article 49.1.2 of the LME, the reports from the directors or from independent experts on the Merger Plan foreseen in Articles 33 and 34 of the LME are not required in relation to this merger.

3. IMPACT ON CONTRIBUTION OF INDUSTRY OR ACCESSORY SERVICES

- 3.1. For the purposes of Article 31.3 of the LME, it is stated that this merger does not have any impact on this aspect or will any compensation be granted to the sole stockholder of Barclays Bank, because contributions of industry are not permitted in this entity (by virtue of what is provided for in Article 58 of the Spanish Companies Act) and there are no accessory services.

4. SPECIAL RIGHTS

- 4.1. For the purposes of Article 31.4 of the LME, it is expressly stated that in Barclays Bank there is no special class stock, nor holders of special rights or holders of securities other than stock conferring any such special rights. Accordingly, it is not necessary to grant any special right or offer any kind of option as a consequence of the merger.

5. ADVANTAGES FOR INDEPENDENT EXPERTS AND DIRECTORS

- 5.1. Under Article 49.1.2 of the LME it is not necessary to obtain the independent experts' report on the Merger Plan. Furthermore, the circumstances provided for in Article 35 of the LME are not present in this merger. Accordingly, there is no need to include any reference to special advantages in favor of independent experts.
- 5.2. Further, no advantages on any type are attributable to the directors of the companies being merged.

6. DATE OF MERGER EFFECTS FOR ACCOUNTING PURPOSES

- 6.1. For the purposes of the provisions of Article 31.7 of the LME it is expressly stated that the operations by Barclays Bank are to be considered for accounting purposes by CaixaBank as from the same date on which said operations were recorded for accounting purposes in the consolidated balance sheet of CaixaBank (January 1, 2015), and that on the basis of the applicable accounting rules for banks.

7. BYLAWS OF THE ABSORBING COMPANY

- 7.1. For the purpose of Articles 31.8 and 39.1.7 of the LME, it is stated that no modifications are to be introduced into the Bylaws of CaixaBank as a

consequence of the merger.

- 7.2. The Bylaws for CaixaBank currently in force are registered with the Barcelona Mercantile Registry and are available on the entity's corporate web page: www.caixabank.com.
- 7.3. Notwithstanding the foregoing, for all relevant purposes it is hereby stated that, in the general shareholders meeting scheduled to be held on first call on April 23, 2015, certain amendments to the bylaws of the company will be submitted to the vote of the shareholders, as indicated in the shareholders meeting calling notice published by means of Relevant Fact dated March 17, 2015.

8. MERGER BALANCE SHEETS

- 8.1. For the purposes of Article 36 of the LME:
 - (a) Since CaixaBank is a corporation whose shares are listed on an official stock exchange, the annual financial report required by the securities laws corresponding to financial year 2014 will replace the merger balance sheet (and for any relevant purposes will operate as merger balance sheet), in accordance with Article 36.3 of the LME, hereby expressly acknowledging, for the relevant purposes, that such annual financial report: (i) was closed on December 31, 2014, and made available to the public as "Relevant Fact" on the Spanish securities exchange commission website and on CaixaBank's website on February 27, 2015, i.e. within the six months prior to the date of the merger plan to which the following resolution refers, in accordance with said Article 36.3 of the Structural Modifications Law; (ii) substitutes, to the extent it was publicly disclosed within two months after the end of financial year 2014, the second bi-annual financial report of the company pursuant to Article 35.2 of the Stock Exchanges Act 24/1988, of July 28, and Article 11 of Royal Decree 1362/2007, of October 19, implementing such Act; and (iii) includes the audit report on the annual accounts of such financial year issued by the company's auditor on February 26, 2015;
 - (b) With respect to Barclays Bank, the balance sheet corresponding to the annual accounts closed at December 31, 2014 will be considered as the merger balance sheet. Such annual accounts were drawn-up by the

Board of Directors of Barclays Bank on February 27, 2015, were audited by such entity's auditor, and have been approved by CaixaBank, as sole shareholder thereof, on March 12, 2015.

9. POSSIBLE CONSEQUENCE OF THE MERGER ON EMPLOYMENT AS WELL AS ITS POSSIBLE GENDER IMPACT ON THE MANAGEMENT BODIES AND THE IMPACT, AS APPLICABLE, ON THE ENTITY'S CORPORATE REESPONSIBILITY

- 9.1. For the purposes of the provisions of Article 31.11 of the LME, it is stated that no effects are expected on the volume of employment in Barclays Bank by reason of the merger.
- 9.2. Notwithstanding this, and based on its negative economic situation, Barclays Bank commenced an employment restructuring plan in January 2015, which terminated on February 25, 2015, with a collective agreement with the employees' representatives for the termination of 975 employment contracts. Should the execution of such agreement not be completed by the effective date of the merger, said execution will be completed thereafter.
- 9.3. In any case, in accordance with the provisions of Article 44 of the consolidated text of the Workers' Statute Law (Ley de Estatuto de los Trabajadores) approved by Royal Legislative Decree 1/1995 of March 24, regulating business transfers, CaixaBank will subrogate itself in the labor rights and obligations for the employees coming from Barclays Bank.
- 9.4. The integration of the workforces of both entities is to be carried out in accordance with the legally established procedures, and in particular, with regard to any information and consultation rights of the employee's representatives to. Also, the planned merger is to be notified to the appropriate public bodies, in particular the Spanish General Social Security Treasury.
- 9.5. No changes or any gender impacts on the composition of the board of directors of CaixaBank are foreseen as a result of the merger.
- 9.6. It is not expected that the merger will have an impact on the corporate responsibility policy of CaixaBank.

10. CONDITION PRECEDENT

- 10.1. The effectiveness of this merger is subject to and conditioned by obtaining the relevant authorization from the Ministry of the Economy and Competitiveness in accordance with the Twelfth Additional Provision of Law 10/2014, of June 26, on the organization, supervision and solvency of banks.

11. FILING AND PUBLICATION OF THE MERGER PLAN

- 11.1. For the purposes of Article 32 of the LME, this Merger Plan is to be placed on the corporate websites of CaixaBank and Barclays Bank. Notwithstanding the above, the Merger Plan is to be filed with the Barcelona and Madrid Mercantile Registries, with this being put on record in the Official Gazette of the Mercantile Registry (*Boletín Oficial del Registro Mercantil*).

The insertion of the Merger Plan on the entities' corporate websites is also to be published in the Official Gazette of the Mercantile Registry, expressly referring to the websites for each corporation, as well as to the date of the insertion. The insertion in the web pages is to be effected in accordance with the provisions of Article 32 of the LME.

- 11.2. Further, in accordance with the requirements set out in Articles 43 and 51 of the LME, a notice is to be published along with the Merger Plan on the corporate web pages of CaixaBank, Barclays Bank, in the Official Gazette of the Mercantile Registry and in a widely-circulated newspaper in Barcelona and Madrid, stating (i) the right of the shareholders of CaixaBank and the creditors of both companies to examine at the registered office and on the corporate web pages the merger documents listed in Article 39.1 of the LME, sections 1, 4 and 5 and in Article 43.1 of the same legal text, as well as for the full text of these to be provided to them or sent to them free of charge; (ii) the right of shareholders representing at least 1% of the share capital of CaixaBank to request that a general shareholders meeting of this entity is held for the approval of the merger, and (iii) the right of the creditors of both corporations to oppose to the merger under the terms set out in the LME.

The documents referred to in the aforementioned Article 39 of the LME that are applicable with respect to this merger are to be made available to the shareholders, bondholders, holders of special rights and representatives of

the employees of CaixaBank and Barclays Bank, for their examination at the respective registered offices and are also to be inserted, with the possibility of being downloaded and printed, on their respective corporate web pages.

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Based on the above considerations, the Directors of CaixaBank and Barclays Bank sign two (2) identical copies of the Draft Terms of Reference on the front page of 29 sheets, each of them, of class 8 official stamped paper, identical in content and presentation, the first with numbers 0L0911631 to 0L0911659 (numbers 0L0911640 to 0L0911659 are signatures pages) and the second with numbers 0L0911661 to 0L0911689 (numbers 0L0911670 to 0L0911689 are signatures pages), with this Merger Plan having been approved by the Boards of Directors of CaixaBank, in writing and without a meeting on March 30, 2015 and of Barclays Bank in a meeting held on March 30, 2015.”

In Barcelona and Madrid, on April 8, 2015.- The Chairman of the Board of Directors of CaixaBank, S.A., Mr. Isidro Fainé Casas, and the Chairman of the Board of Directors of Barclays Bank, S.A.U., Mr. Juan Antonio Alcaraz García.