

**GENERAL MEETING OF THE BONDHOLDERS OF THE EXCHANGEABLE BONDS DUE 2016 ISSUED  
BY CAIXABANK, S.A.**

**ISIN code XS0994834587**

In accordance with the provisions of articles 421 and following of the Spanish Law on Capital Companies, approved by Royal Legislative Decree 1/2010 of 2 July and the terms and conditions (the “**Terms and Conditions**”) of the exchangeable bonds due 2016 issued by CaixaBank, S.A, entitled “€594,300,000 4.50 per cent. Exchangeable Bonds due 2016” (ISIN code XS0994834587) (the “**Issue**” and the “**Bonds**”) and in the regulations of the syndicate of Bondholders (respectively, the “**Regulations of the Syndicate**” and the “**Syndicate of Bondholders**”), Structured Finance Management (Spain), S.L., in its capacity as provisional commissioner of the Syndicate of Bondholders (the “**Provisional Commissioner**”), convenes the first general meeting of the Bondholders (the “**General Meeting**”) to take place at the registered office of the Syndicate of Bondholders at Avenida Diagonal 621-629, 08028, Barcelona, Spain, at 12:00 (CET) on 10 September 2014. In the event that the required quorum (being two thirds of the holders of the Bonds in issue) is not met at the first meeting, a second meeting will be convened to hold the General Meeting (which will not have a minimum required quorum).

The agenda for the General Meeting will be as follows:

**AGENDA**

**First** – Review and approve the Provisional Commissioner’s management.

**Second** – Confirm the appointment of the Provisional Commissioner as Commissioner of the Syndicate of Bondholders or the appointment of a substitute Commissioner.

**Third** – Review and ratify the final version of the Regulations of the Syndicate.

**Fourth** – Delegation of powers for the registration and execution of the resolutions adopted by the General Meeting.

**Fifth** – Any other business.

**Sixth** – Drafting and approval of the minutes of the General Meeting.

**ACCESS TO INFORMATION**

In relation to the proposals in the above Agenda, following the publication of this notice convening the General Meeting on the website of the Issuer ([www.caixabank.com](http://www.caixabank.com)) any Bondholder can access and examine copies of the complete text of the resolutions that will be proposed at the General Meeting at the registered office of the Syndicate of Bondholders at 621-629 Avenida Diagonal, 08028 Barcelona, Spain, and can access the Regulations of the Syndicate on CaixaBank S.A.’s website ([www.caixabank.com](http://www.caixabank.com)).

## **RIGHT TO ATTEND**

In accordance with the Terms and Conditions, pursuant to their subscription of the Bonds the Bondholders granted full power and authority to the Fiscal Agent (Citibank, N.A., London Branch) so that it can, in the name of the Bondholders, vote in favour of the proposals set out in the Agenda.

Each of the Bondholders that is a holder of Bonds at least five (5) working days prior to the General Meeting, has the right to attend the General Meeting.

The directors of CaixaBank, S.A. and the Fiscal Agent also have the right to attend the General Meeting as well as the legal and financial advisors of CaixaBank, S.A., the Provisional Commissioner and the Fiscal Agent.

Proof of holding of the Bonds for which a holder wishes to attend the General Meeting will be evidenced by a certificate (a voting certificate) provided by the Paying Agent (Citibank, N.A., London Branch) which will be dated five (5) working days before the General Meeting and will identify the Bonds held by the relevant Bondholder.

For further information in relation to the quorum and majorities or the rights to attend and vote at the General Meeting, the Bondholders should refer to the Regulations of the Syndicate.

## **RIGHT TO BE REPRESENTED**

Each Bondholders that has the right to attend the General Meeting also has the right to be represented by another person. The appointment of a representative must be in writing and only in relation to this General Meeting.

## **ADDITIONAL INFORMATION**

Please use the following contact details if you need further information or have any questions in relation to this General Meeting:

Attention: Jaime José Azcona San Julián  
Tel. +34 91.510.08.80  
E-mail: [jaime.azcona@sfmeurope.com](mailto:jaime.azcona@sfmeurope.com)

Madrid, 29 July 2014 - Structured Finance Management (Spain), S.L., in its capacity as Provisional Commissioner