

## Call Notice for the Annual General Meeting of CaixaBank, S.A.

At a meeting held on 10 March 2016, the Board of Directors of CAIXABANK, S.A. (the "Company") resolved to call the Annual General Meeting, to be held at the **Gran Via Venue of Fira de Barcelona, Pabellón 8 - Centro de Convenciones Gran Vía, Calle del Foc 35, Barcelona** on 28 April 2016 at 11:30 a.m. on first call. If the required attendance quorum is not obtained on first call, the meeting will take place on second call, at the same venue and the same time on 29 April 2016.

**The General Meeting is expected to be held on first call, i.e. on 28 April 2016, at the aforementioned time and venue.**

The General Meeting will be held in accordance with the following

### AGENDA

1. Approval of the individual and consolidated annual accounts and the respective management reports for the year ending on 31 December 2015.
2. Approval of the Board of Directors' management during the financial year ending on 31 December 2015.
3. Approval of the proposed allocation of profit for the year ending on 31 December 2015.
4. Re-election of the auditor for the Company and its consolidated group for the financial year 2017.
5. Setting the number of members of the Board of Directors within the limits established in the Company By-laws. Ratification and appointment of Board members:
  - 5.1 Setting the number of Board members at eighteen (18).
  - 5.2 Ratification and appointment of Fundación Privada Monte de Piedad y Caja de Ahorros San Fernando de Huelva, Jerez y Sevilla (Fundación Cajasol).
  - 5.3 Ratification and appointment of Ms. María Verónica Fisas Vergés.
6. Reduction of the company's share capital by treasury stock redemption, charged against reserves and with exclusion of the right to opposition, and consequent amendment of Articles 5 and 6 of the Company By-laws relating to share capital and shares.
7. Amendment of some Articles of the Company By-laws to adapt them to the various reforms of the Capital Companies Act introduced by Law 5/2015 of 27 April on Promotion of Business Financing, Law 15/2015 of 2 July on Non-Contentious Jurisdiction, Law 11/2015 of 18 June on Recovery and Resolution of Credit Institutions and Investment Firms and Law 22/2015 of 20 July on Accounts Auditing, and to simplify their wording, in accordance with the current legal regime.
  - 7.1 Amendment of Articles 14 ("Issue of debentures and other securities ") and 15 ("Convertible and exchangeable bonds") of Title IV ("Bonds").
  - 7.2 Amendment of Articles 19 ("Call for General Meeting "), 21 ("Quorum for the General Meeting"), 22 ("Right of attendance") and 23 ("Right of representation") of Title V, Section I ("The General Meeting").
  - 7.3 Amendment of Article 40 ("Audit and Control Committee, Risk Committee, Appointments Committee and Remuneration Committee") of Title V, Section III ("Delegation of powers. Board Committees").
8. Amendment of the Company's General Shareholders' Meeting Regulations to adapt them to the reforms of the Capital Companies Act introduced by Law 5/2015 of 27 April on

Promotion of Business Financing and Law 11/2015 of 18 June on Recovery and Resolution of Credit Institutions and Investment Firms and adjust their wording to that of the articles in the Company By-laws, the amendment of which has been proposed in the previous item above.

8.1 Amendment of Articles 8 (“Right of attendance”) and 10 (“Right of representation”).

8.2 Amendment of Article 12 (“Quorum for the General Meeting”).

9. Increase of the Company’s share capital by a determinable amount in accordance with 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. Allocation of non-distributable reserve. Granting of powers to the Board of Directors, authorising it to delegate in turn to the Executive Committee, to set the date on which the capital increase will be made, and all other terms of the increase where not provided for by the General Meeting, all in accordance with Article 297.1.a) of the Capital Companies Act. Application for admission to trading of the newly-issued shares on the Barcelona, Bilbao, Madrid and Valencia stock exchanges through the Spanish Stock Exchange Interconnection System (Continuous Market).
10. Delivery of shares to the executive Directors and senior executives as part of the Company's variable remuneration scheme.
11. Approval of the maximum bonus that may be earned by certain employees whose work has a significant impact on the Company’s risk profile.
12. Delegation of powers to the Board of Directors to issue bonds, securities, preferred stock and any other fixed income securities or debt instruments of an analogous nature convertible to Company shares or securities granting the direct or indirect right to subscription or acquisition of Company shares, including warrants, with the possibility of their being additionally or alternatively redeemable for Company shares, for a combined amount of up to three billion euros (€3,000,000,000) (or its equivalent in foreign currency), and the powers to both increase the share capital by the required amount and exclude the pre-emptive right, where the case may be. Rendering null and void the unused part of the authorisation in force until the current time, approved at the Annual General Meeting held on April 25, 2013.
13. Authorisation for the Company to acquire treasury stock by virtue of Article 146 of the Capital Companies Act, rendering null and void the unused part of the authorisation in force until the current time, approved at the Annual General Meeting held on April 19, 2012.
14. Authorisation and delegation of powers to interpret, correct, supplement, implement and develop the resolutions adopted by the Meeting, and delegation of powers to notarise those resolutions in public deeds, register them and, where the case may be, correct them.
15. Consultative vote regarding the Annual Report on Remuneration of the members of the Board of Directors for the 2015 financial year.
16. Reduction of the term for call of Extraordinary General Meetings as provided in Article 515 of the Capital Companies Act.
17. Reporting on the amendment of the Board of Directors Regulations agreed on at the meeting of 10 March 2016 to adapt them to the reform of the Capital Companies Act introduced by Law 22/2015 of 20 July on Accounts Auditing, adjusting its wording to that of the Company By-laws, the amendment of which is proposed in item 7.3 above.

18. Presentation of the audited balance sheets serving as the basis for approval by the Company's Executive Committee (by delegation of the Board of Directors) at its meeting of 3 September 2015 and by the Board of Directors at its meeting of 25 February 2016 of the terms and implementation of the resolutions for capital increases against reserves approved by the Company's General Shareholders Meeting of 23 April 2015, under sections 1 and 2 of item 8 of the agenda, within the framework of the shareholder remuneration scheme called the "Dividend/Share Programme". The terms for the implementation of the aforementioned increases.

#### **SUPPLEMENT TO CALL AND SUBMITTAL OF MOTIONS FOR RESOLUTION**

In accordance with Article 519.1 of the Capital Companies Act, shareholders representing at least 3% of the Company's share capital may request publication of a supplement to this call, including one or more items on the agenda, providing the new items are accompanied by justification of the same, or if applicable, a justified motion for resolution.

Also, in accordance with Article 519.3 of the Capital Companies Act, shareholders representing at least 3% of the Company's share capital may submit grounded motions for resolution regarding matters already included or which should be included on the agenda of the Meeting called herein. The Company will post the motions for resolution and any attached documentation on its corporate website ([www.caixabank.com](http://www.caixabank.com)) as they are received, as established by law.

The right to supplement this call and the right to submit motions for resolution must be exercised by written notice, sent to the Company's registered office in Avda. Diagonal, 621, 08028 Barcelona, to the attention of the General Secretary, within five days of the publication of this call, listing the names of the shareholders exercising the right of supplementation and/or the right to submit motions for resolution and the number of shares they hold, together with the items for inclusion on the agenda and/or in the motions for resolution, attaching, if relevant, such documentation as may be required or appropriate.

#### **ATTENDANCE**

In accordance with Article 22 of the Company By-laws and Article 8 of the General Meeting Regulations, the General Meeting may be attended by shareholders who hold at least one thousand (1,000) shares, either individually or jointly with other shareholders, provided such shares are registered in the appropriate book-entry register no less than five days prior to the date of the Meeting, i.e. at 11.59 p.m. on 23 April 2016.

Shareholders wishing to attend the Meeting will require an attendance card issued by the Company or by the entities in which their shares are held. The Company has decided to send cards directly to the shareholders, to be used for attending the General Meeting in person. However, if they cannot obtain these cards for any reason, the attendance card form may be found on the Company's website ([www.caixabank.com](http://www.caixabank.com)).

To confirm the identity of the attending shareholders, attendants will be asked to show their National Identity Card or any other official document generally accepted for these purposes together with their attendance card at the entrance to the venue of the General Meeting. Likewise, in the case of legal entity shareholders, attendants may be required to provide proof that they are the representative of the said legal entity.

Registration of attendance cards will commence two hours before the scheduled start time of the Meeting.

#### **PROXY AND REMOTE VOTING**

Shareholders not attending the General Meeting in person may be represented by a proxy, complying with the requirements and formalities set forth in the General Meeting Regulations, the Company By-laws and the Capital Companies Act.

Shareholders wishing to attend the Meeting by proxy must have the ownership of their shares entered in the appropriate book-entry register at least five days prior to the date scheduled for the Meeting.

Proxy forms must be filled in and signed by the shareholders, using the relevant card.

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

The delegation of vote must be presented by the proxy at the time and place of the General Meeting. Proxies must provide proof of their identity with their National Identity Card or other official document generally accepted for these purposes.

It is hereby informed that the Company has decided to send cards directly to the shareholders for proxy voting ("Proxy Card") or remote voting ("Remote Voting Card"). However, if they cannot obtain these cards for any reason, Proxy Card and Remote Voting Card forms may be found on the Company's website ([www.caixabank.com](http://www.caixabank.com)), which may be printed out, filled in, signed and delivered or sent to the Company, as the case may be, as described below.

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

The following methods are accepted for proxy or remote voting:

By post

To appoint a proxy or vote by post, shareholders must fill in and sign a "Proxy Card" or "Remote Voting Card", as the case may be, issued by the Company or entity in which their shares are deposited. Once filled in and signed, cards should be posted to CaixaBank, S.A. - Junta General Ordinaria de Accionistas 2016, Apartado de Correos 281, 08080 Barcelona. However, if they cannot obtain these cards for any reason, card forms may be found on the Company's website ([www.caixabank.com](http://www.caixabank.com)), which may be printed out, filled in, signed and sent to the Company.

By electronic means

Proxies should be appointed or remote votes cast, as the case may be, via the Company's website ([www.caixabank.com](http://www.caixabank.com)), following the instructions given in the section "Annual General Meeting 2016". To ensure their identity, shareholders wishing to cast their vote or appoint a proxy electronically must be in possession of a Spanish Electronic Identity Card (DNIE) or a qualified or advanced electronic signature, based on a valid electronic certificate issued by the Spanish Public Certification Entity (CERES), belonging to the Fábrica Nacional de Moneda y Timbre, while customers of CaixaBank's Línea Abierta online banking service must be in possession of their personal password card.

Votes cast and proxies appointed may also be expressly cancelled by the shareholder by electronic means.

**Rules for remote voting and proxy appointment**

- i) Electronic voting and proxy appointment services will be available to shareholders from 23 March 2016.
- ii) Remote proxy appointments and votes 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. by 11.30 a.m. on 26 April 2016.
- iii) At the time and place of the General Meeting, appointed proxies must provide proof of their identity with their National Identity Card or other official document generally accepted for these purposes.

- iv) Shareholders casting their vote remotely, either by post or electronically, shall be deemed to be in attendance for the purposes of quorum at the General Meeting.
- v) If more than one proxy is appointed by a shareholder with regard to the same shares, only the last proxy to be appointed will be valid, regardless of the means of delegation used. If the date of appointment is unknown, preference will be given to the last one received by the Company.
- vi) If more than one vote is cast by a shareholder with respect to the same shares, only the last vote to be cast will be valid. If the date of voting is unknown, preference will be given to the last vote received by the Company.
- vii) Votes cast remotely shall render null and void any electronic or written proxy appointment, either previous (in which case it will be regarded as cancelled) or subsequent (in which case it will not be recognised).
- viii) Personal attendance of the General Meeting by a shareholder who has previously appointed a proxy or cast a vote remotely will render the said vote or proxy null and void.
- ix) Legal entity shareholders may consult the Company regarding the possibility of using remote voting and proxy appointment procedures, where the case may be, with all due guarantees.
- x) Shareholders hold sole liability for safekeeping of their e-signatures, and users of the Línea Abierta online banking service hold sole liability for safekeeping of their personal password cards.
- xi) The Company reserves the right to modify, suspend, cancel or limit the electronic voting and proxy appointment procedures for technical or security reasons. The Company shall hold no liability for any loss or damage that the shareholder may suffer as a result of its website not being available, or from any breakdowns, overloads, line or connection failures, malfunctioning of the postal service or any other similar contingency beyond the Company's control that may hinder or prevent use of the remote voting or proxy appointment procedures.
- xii) In conflict of interest situations, they will not be entitled to exercise their voting rights, and the Capital Companies Act, the Company By-laws and the Regulations of the Company's General Shareholders' Meeting will apply, in addition to the delegation.

#### **RIGHT TO INFORMATION**

In accordance with current legislation and the General Meeting Regulations, from the date of publication of this call, shareholders are entitled to inspect the following documentation at the Company's registered office, consult it on the Company's website ([www.caixabank.com](http://www.caixabank.com)) and, if legally appropriate, request a copy of it, which will be provided or sent free of charge.

- General Meeting call notice.
- Total number of shares and voting rights on the date of call.
- Full text of the proposals of resolutions corresponding to each item on the agenda, and proposals of resolutions submitted by shareholders, if any.
- Individual Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Changes in Net Worth – including the Statement of Recognised Income and Expense and the Statement of Total Changes in Net Worth – Cash Flow Statement and Annual Report) and the consolidated group's Annual Accounts (Balance Sheet, Profit and Loss Account, Statement of Recognised Income and Expense, Statement of Changes in Net Worth, Cash Flow Statement and Annual Report) for 2015, together with the corresponding Management Reports (including the Annual Corporate Governance

Report), the respective Audit Reports and the Statements of Liability regarding the content of the Annual Accounts.

- Reports by the Board of Directors on certain issues included in the agenda, namely: (i) explanatory report on the proposal for share capital reduction referred to in item 6 of the agenda, (ii) explanatory report on the amendment of the Company By-laws, referred to in sections 1, 2 and 3 of item 7 of the agenda, together with the full text of the proposed amendments, (iii) explanatory report on the amendment of the General Meeting Regulations referred to in sections 1 and 2 of item 8 of the agenda, together with the full text of the proposed amendments, (iv) explanatory report on the proposals for share capital increase referred to in item 9 of the agenda, (v) explanatory report on the proposal to approve the maximum amount of variable remuneration that may be paid to certain employees whose work has a significant impact on the Company's risk profile, referred to in item 11 of the agenda, (vi) report on the proposal for delegation of powers to the Board of Directors to make capital increases referred to in item 12 of the agenda, (vii) the Annual Report on the Directors' Remuneration for 2015, referred to in item 15 of the agenda, (viii) report on the amendments to the Board of Directors Regulations referred to in item 17 of the agenda, and (ix) report on the terms and implementation of the resolutions for capital increase against reserves ("Dividend/Share Programme") approved at the Company's General Shareholders' Meeting held on 23 April 2015, in accordance with sections 1 and 2 of item 8 on the agenda, and presentation of the balance sheets used as a basis for their approval, all referred to in item 18 of the agenda.
- The text of the current Company By-laws, and the text resulting from the same, in case of approval and authorisation of the amendments proposed at the General Meeting.
- The text of the current General Meeting Regulations, and the text resulting from these Regulations, in case of approval and authorisation of the amendments proposed at the General Meeting.
- The text of the current Board of Directors Regulations, and the text resulting from the same, in case of approval and authorisation of the amendments to the By-laws proposed at the General Meeting.
- The identity, Curriculum Vitae and category of each of the Board members whose ratification and appointment have been proposed at the General Meeting in sections 2 and 3 of item 5 of the agenda, and the mandatory proposals and reports on their ratification and appointment.
- The balance sheets closed on 30 June 2015 and 31 December 2015, drawn up by the Board of Directors and audited by the Company's accounts auditor, which were used as proof of the existence of sufficient reserve for approval by the Company's Executive Committee (on delegation by the Board of Directors) at the meeting of 3 September 2015 and by the Board of Directors at the meeting of 25 February 2016 of the terms and implementation of the resolutions for capital increase against reserves approved by the Company's General Shareholders' Meeting of 23 April 2015, in accordance with sections 1 and 2 of item 8 of the agenda, within the framework of the shareholder remuneration scheme called the "Dividend/Share Programme".

In accordance with Articles 197 and 520 of the Capital Companies Act, up to five days before the scheduled date of the Meeting, shareholders may request any information or clarifications they consider necessary from the administrators, or set out in writing any questions they deem relevant on the issues included in the agenda and on the publicly available information the Company has supplied to the Spanish securities market regulator (CNMV) since the last General Meeting or regarding the auditor's report.

Shareholders may request information or clarifications or pose questions regarding items included on the agenda by writing to CaixaBank, S.A.- Junta General Ordinaria de Accionistas 2016, Apartado de Correos 281, 08080 Barcelona, enclosing a photocopy of their National Identity Card or Passport for proof of identity (and pertinent proof of representation in the case of legal entities), together with proof of share ownership, indicating the number of shares held and the depository entity.

Information requests may also be emailed to [jga@caixabank.com](mailto:jga@caixabank.com), stating the requestor's name and surname (or company name), National Identity Document or Passport number, the number of shares held and the depository entity. The Company will respond by email to the sender of such information requests, unless the shareholder indicates otherwise.

Valid requests for information or clarification or any questions submitted in writing and the written responses provided by the administrators will be posted on the Company's website ([www.caixabank.com](http://www.caixabank.com)).

#### **ATTENDANCE OF A NOTARY PUBLIC AT 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 13 December concerning Personal Data Protection, the personal data of the shareholders and that of their proxies, where applicable, supplied to the Company by the said shareholders or their proxies or by the Banking Institutions or Stockbrokers with whom their shares are deposited, via the entity legally qualified to maintain the register of shareholders (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal - "Iberclear"), will be included in a file held by CaixaBank, S.A. with the purpose of managing the development, compliance and control of the list of shareholders. Shareholders are informed that they may exercise their rights of access, rectification, cancellation and opposition by writing to the Company at the following address: CaixaBank, S.A. -Junta General Ordinaria de Accionistas 2016, Apartado de Correos 281, 08080 Barcelona.

#### **ELECTRONIC SHAREHOLDER FORUM**

In accordance with Article 539 of the Capital Companies Act and Article 7 bis of the General Meeting Regulations, from the date of this call notice until the day the General Meeting is held, the Electronic Shareholder Forum will be available at the Company's website ([www.caixabank.com](http://www.caixabank.com)). The rules of procedure and the form to be filled in by shareholders wishing to participate in this Forum are available on the Company's website.

#### **GENERAL INFORMATION**

For any issues relating to the Annual General Meeting that have not been covered in this notice, shareholders may consult the General Meeting Regulations, which are available on the Company's website ([www.caixabank.com](http://www.caixabank.com)).

All information and documentation relating to the Annual General Meeting is available to shareholders on the Company's website ([www.caixabank.com](http://www.caixabank.com)). For further information on exercising their rights with regard to the General Meeting, shareholders may contact the "Shareholder Service - Annual General Meeting 2016" by telephoning 902 110582, 7 days a week from 9.00 a.m. to 7.00 p.m., or by sending an email to [jga@caixabank.com](mailto:jga@caixabank.com).

Public transport to the Meeting venue:

**City metro:** L-9 South (stations: Fira and Europa/Fira)

**FGC trains:** S8, S33, R6, R5, S4 (station: Europa/Fira)

**City bus lines:** 72, 79 and 125

**Further information:** [www.firabarcelona.com](http://www.firabarcelona.com)

Barcelona, 10 March 2016. The Chairman of the Board of Directors, Mr. Isidro Fainé Casas.

**CaixaBank, S.A.**

**Avda. Diagonal, 621, 08028 Barcelona.**

**Entered in the Commercial Register of Barcelona, Volume 44818, Folio 88, Sheet B-41.232,  
Tax Number (CIF) A08663619.**