



**REPORT ON THE PROPOSAL FOR THE AMENDMENT OF THE
REGULATIONS OF THE GENERAL SHAREHOLDERS' MEETING OF
CAIXABANK, S.A.**

Board of Directors - 10 March 2016

1. INTRODUCTION AND PURPOSE OF THE REPORT

This report has been prepared by the Board of Directors of CaixaBank, in compliance with the provisions of Article 512 of Royal Legislative Decree 1/2010, of 2 July, approving the revised text of the Capital Companies Act (hereinafter, "**Capital Companies Act**"), which requires the drafting of an explanatory report and, consequently, the amendment of the Regulations of the Meeting is to be submitted, for its approval, before the General Meeting of Company Shareholders, convened on 28th April 2016, on the first call, and the following day, 29th April, for the second call, under Sections 1 and 2 of Item 8 of the Agenda.

Due to the various amendments to the Spanish Capital Companies Act, introduced by Law 5/2015, of 27 April, on Promoting Corporate Financing and Law 11/2015, of 18 June, on Recovery and Resolution of Credit Institutions and Investment Service Companies, among others, it has been considered appropriate to proceed to align the Regulations of the General Shareholders' Meeting of CaixaBank, S.A. (hereinafter "**CaixaBank**" or the "**Company**") in order to, where appropriate, incorporate the provisions that introduce aforementioned standards, by adjusting its wording in accordance with the statutory amendments proposed before the General Shareholders' Meeting under Item 7.2 of the Agenda.

This report has been prepared by the Board of Directors for the purpose of clarifying the amendments to the following Articles: Article 8 ("Right to Attend"), Article 10 ("Right to Proxy") and Article 12 ("Constitution of the General Meeting") of the Regulations of the General Shareholders' Meeting.

2. SUBSTANTIATION FOR THE AMENDMENT AND PROPOSED AMENDMENTS

In order to better understand the amendments to the Regulations of the General Shareholders' Meeting, the amendments have been divided into two groups.

Furthermore, in order to make a better comparison between the new wording of the Articles being proposed for amendment and the current wording, an **Annex** is attached to this report with the current text of the Regulations of the General Shareholders' Meeting and, with tracked changes, the amendments to be proposed before the General Shareholders' Meeting.

a) **Amendment based on the adoption of Law 5/2015, of 27 April, on Promoting Corporate Financing:**

Article 406 of the Capital Companies Act, in its new wording, as implemented by Article 45.4 of Law 5/2015, of 27 April, on Promoting Corporate Financing, expressly grants the administrative body the **power to agree to the issue and admission to trading of bonds**, unless otherwise stipulated under the Articles of Association. Nonetheless, the issuance of convertible bonds for shares or bonds that confer bondholders a shareholding in corporate earnings shall remain being the decision of the General Meeting.

For financial institutions, the issuance of non-convertible bonds is, in practice, an action of regular management that aims to obtain financing through institutional markets, in the same manner that individuals do with sight deposits or term deposits. Proof of such is the recurrent nature of the authorisations, granted by the General Meeting, for the Board of Directors to issue such bonds for significant amounts. For this reason, it is proposed to the General Meeting for the amendment of Article 14 of the Articles of Association, in order to confer the authority to issue bonds and other securities (non-convertible and that do not grant a share on the Company's profits) to the administrative body. Likewise, the amendment of Article 15 of the Articles of Association is also proposed so that, pursuant to Article 406.2 of the Capital Companies Act, the General Meeting expressly reserves the authority to issue convertible bonds or those that confer a right to a share on the Company's profits. Finally, in order to avoid confusion and to be in line with the current applicable regulations, it has been proposed to the General Meeting for the amendment of Article 21 of the Articles of Association, with regard to the quorum for the General Meeting, to explicitly specify that the reinforced constitution quorum required to agree to issue bonds shall only apply to emissions that *fall under authority* of the General Meeting.

In light of the foregoing and in line with the proposed statutory amendments, it is proposed to the General Shareholders' Meeting for the amendment of **Article 12 of the Regulations of the General Shareholders' Meeting**, with regard to the assembling of the General Shareholders' Meeting, in order to explicitly specify under the Regulations of the General Shareholders' Meeting that the **reinforced constitution quorum** required to agree to issue bonds shall only apply to emissions *that are within the authority of the General Meeting*.

It must be noted that this amendment to the Regulations of the General Shareholders' Meeting shall enter into force at the same time as the entry into force of the amendment of Article 21 ("Quorum for the General Meeting") of the Articles of Association, whose approval has been proposed to the General Shareholders' Meeting under Item 7.2 of the Agenda. The amendment to these Articles of Association are subject to the **authorisation scheme** pursuant to Article 10 of Royal Decree 84/2015, of 13 February, implementing Law 10/2014, of 26 June, on ordination, supervision and solvency of credit institutions.

b) Amendments based on Law 11/2015 of 18 June, on Recovery and Resolution of Credit Institutions and Investment Service Companies:

Pursuant to the 10th Additional Provision of the Capital Companies Act, introduced by the 9th Final Provision of Law 11/2015, of 18 June, on Recovery and Resolution of Credit Institutions and Investment Service Companies, for the purposes specified under such law and when meeting the conditions provided therein, the five (5) day period of Article 179.3 of the Capital Companies Act shall not be applicable in order to have the

ownership of shares registered at the corresponding register of book entries to be able to attend or be represented at the General Meeting.

As a result of these regulatory changes, it has been proposed to the General Meeting for the amendment of Article 22 (“Right of Attendance”) and Article 23 (“Right of Representation”) of the Articles of Association, which requires the shareholders to have their ownership of shares registered under the corresponding register of book entries at least five (5) days prior to the date on which the Meeting is to be convened or to be represented at the General Meeting, pursuant to Article 179.3 of the Capital Companies Act. For this reason and, being in line with the amendment of Article 22 (“Right of Attendance”) and Article 23 (“Right of Representation”) of the Articles of Association that have been proposed to the General Shareholders' Meeting, it is also proposed before the General Shareholders' Meeting for the amendment of Article 8 (“Right of Attendance”) and Article 10 (“Right of Representation”) of the Regulations of the General Shareholders' Meeting, to expressly indicate, with regard to the aforementioned five (5) day period, that *there shall be an exception for the specific circumstances under which any law applicable to the Company establishes a regime that is incompatible*.

It must be noted that these amendments to the Regulations of the General Shareholders' Meeting shall enter into force at the same time as the entry into force of the amendment of Articles 22 (“Right of Attendance”) and Article 23 (“Right of Representation”) of the Articles of Association, whose approval has been proposed to the General Shareholders' Meeting under Item 7.2 of the Agenda. The amendment to these Articles of Association are subject to the **authorisation scheme** pursuant to Article 10 of Royal Decree 84/2015, of 13 February, implementing Law 10/2014, of 26 June, on ordination, supervision and solvency of credit institutions.

With regards to the submission, before the General Meeting, of the proposal to amend the Regulations of the General Shareholders' Meeting, the Articles have been grouped, whose amendment is proposed on the basis of subject matter, through which the content of the Regulations of the General Shareholders' Meeting is systematised, in order to proceed with their corresponding **separate vote**.

In Barcelona, 10 March 2016.

ANNEX

Text of the Regulations of the General Shareholders' Meeting

Tracked changes have been highlighted for the proposed modifications to be presented at the General Meeting

**REGULATIONS OF THE GENERAL MEETING OF
“CAIXABANK, S.A.”**

Last date of approval: April 23, 2015

Last date of registration with the Commercial Registry: October 21, 2015

REGULATIONS OF THE GENERAL MEETING OF CAIXABANK, S.A.

These Regulations have been approved by the General Shareholders' Meeting of "CaixaBank, S.A." (hereinafter, the "**Company**") in accordance with the regulations in force, with the aim of bringing the General Meeting in line with applicable law and the Company's by-laws.

With this overriding objective in mind, these Regulations do not include verbatim transcriptions of applicable legal provisions and the by-laws governing the General Meeting, although in certain cases some of these provisions may be included to aid with interpretation. In similar fashion, these Regulations are not intended to regulate basic shareholder rights, seeing as though such rights are already envisaged at law and through the by-laws. Any attempt to regulate them herein would therefore be inappropriate, in that the overarching aim of these regulations is to govern purely procedural aspects.

CHAPTER I

INTRODUCTION

ARTICLE 1. PURPOSE

The purpose of these Regulations is to implement applicable law governing the Company, along with those aspects of the by-laws relating to the General Meeting, in strict accordance with such provisions, which will always take precedence over the terms of these Regulations, the aim of which is to govern procedural aspects of the General Meeting.

ARTICLE 2. TERM, INTERPRETATION AND MODIFICATION

1. These Regulations will apply to all General Meetings convened from the date on which this document is approved.
2. These Regulations will be interpreted in accordance with applicable law and the by-laws, particularly with the spirit and purpose thereof.
3. The Board of Directors may request the General Meeting to modify these Regulations when, in its opinion, it deems such modification to be necessary or advisable.

CHAPTER II

TYPES AND DUTIES OF THE GENERAL MEETING

ARTICLE 3. TYPES OF GENERAL MEETING

General Meetings may be ordinary or extraordinary in nature, in accordance with the terms in the Law and Article 18 of the by-laws.

ARTICLE 4. DUTIES OF THE GENERAL MEETING

The duties of the General Meeting are those envisaged by applicable law from time to time.

CHAPTER III

CONVENING THE GENERAL MEETING

ARTICLE 5. CALL TO GENERAL MEETINGS

General Meetings will be announced in accordance with the terms of the Law and Article 19 of the by-laws.

ARTICLE 6. POWER AND OBLIGATION TO CONVENE THE GENERAL MEETING

The power and obligation to convene the General Meeting is governed by applicable law and by Article 19 of the by-laws.

ARTICLE 7. RIGHT OF INFORMATION BEFORE THE GENERAL MEETING

1. From the time the notice of the General Meeting scheduled for approval of the annual accounts is published, shareholders will be entitled to visit the Company's registered offices in order to retrieve, immediately and at no cost, the non-consolidated and, where appropriate, consolidated annual accounts, management report and audit report. In addition, when the agenda contains any modification of the By-laws, the shareholders will have the right to examine in the registered office the complete text of the modification proposed and the report regarding such modification, as well as to request the handover or free delivery of the mentioned documents.

Whenever the agenda contains the approval of the remuneration policy for Directors, the shareholders will have the right to request the handover or free delivery of the motivated proposal of the mentioned policy and the specific report of the Remuneration Committee.

The documents mentioned in this section will also be made available to shareholders through the Company's website (www.caixabank.com) from the publication date of the Meeting notice until, at least, the date of the General Meeting held to approve them.

2. From the date on which the notice of the ordinary or extraordinary General Meeting is published, shareholders may visit the registered offices in order to consult proposed motions, reports and other documents that must be made available in accordance with applicable law and the by-laws. These documents will also be made available to shareholders through the Company's website (www.caixabank.com) from the aforementioned date, this without prejudice to the right of shareholders to request free delivery of the unabridged text of the documents in question subject to applicable legal requirements.
3. Up until the fifth day leading up to the scheduled date for the General Meeting, shareholders may request from the Company's directors any information or clarification they deem necessary, regarding the items included on the agenda, or raise in writing any questions they deem salient. They may likewise request information or clarifications or send written questions in relation to any public information that the Company may have disclosed to the Spanish National Securities

Market Commission (*Comisión Nacional del Mercado de Valores*) since the date of the immediately preceding General Meeting, and regarding the audit reports.

Directors shall provide the requested information described above in writing before the date on which the General Meeting in question is to be held. The valid requests for information, clarifications or questions made in writing and the answers provided in writing by the Directors will be included on the Company's website (www.caixabank.com).

4. Directors must provide shareholders with any information requested under section 3 above, unless that information is unnecessary for the safeguarding of the rights of the shareholders or there are objective reasons to consider that it could be used for extra-business aims or its disclosure may be used to harm the Company or its related companies. Directors may discharge this obligation during the meeting through the Company's management team, or through any employee or expert on the matter in question. This refusal of information may not proceed when the corresponding request is supported by shareholders representing at least 25% of the share capital.
5. The directors may restrict their response to a reference to the information provided under the question-response format when, prior to any specific question, the requested information is clearly, expressly and directly available to all shareholders on the Company's website (www.caixabank.com) under the mentioned format.

ARTICLE 7 BIS. ONLINE FORUM FOR SHAREHOLDERS

1. On occasion of the notice of each General Meeting, the Company shall set up an Electronic Shareholders' Forum on its website. The forum will feature the necessary security measures and will be available to individual shareholders and to any voluntary groups of shareholders that may be created in accordance with applicable law, the aim being to raise awareness of, and provide information on the General Meeting before it is held. Shareholders may use the forum to post any additional motions they may wish to add to the agenda published in the notice of meeting, along with requests for adherence to such proposed motions, initiatives aimed at reaching the legally envisaged percentage for exercising minority rights, offers of, or requests for, voluntary representation, as well as offers or solicitations of voluntary proxies.
2. The Board of Directors may develop the regulatory aspects discussed in the preceding section further by establishing additional procedures, timeframes and other conditions required for the proper functioning of the Electronic Shareholders' Forum.

CHAPTER IV

STAGING THE GENERAL MEETING

ARTICLE 8. RIGHT OF ATTENDANCE

1. Shareholders who own at least one thousand (1,000) shares, whether individually or when pooled with other shareholders will be entitled to attend the General Meeting in person.

2. To attend the General Meeting the shareholder will have the shares recorded in the appropriate register of dematerialized shares at least five days ahead of the scheduled date for the meeting. [This will not apply in any specific cases in which laws applicable to the Company establish an incompatible system](#) Every shareholder entitled to attend the General Meeting pursuant to the aforementioned requirements will be sent a personal attendance card, which will be used to record the number of shares they own along with their corresponding voting rights, on the basis of one vote per share. Attendance cards will be issued by the Company itself, after ownership of the shares has been duly substantiated, or by the Spanish Central Securities Depository (*Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, or Iberclear*), or participating entities. Shareholders may only claim entitlement to the attendance card by furnishing the corresponding certificate of eligibility evidencing compliance with the attendance requirements.
3. The Chairman of the General Meeting is authorized to determine compliance with the requirements for attendance at the General Meeting, but may delegate this task to the Secretary.
4. Members of the Board of Directors must attend General Meetings, although under no circumstances will their absence for any reason prevent the General Meeting in question from being validly held.

ARTICLE 9. ATTENDANCE OF THIRD PARTIES

1. The Chairman may authorize the attendance of parties who lend their services within, or to the Company, and turn the floor over to them when deemed appropriate and in the interests of the General Meeting.
2. With a view to increasing awareness of General Meetings and the resolutions carried, the Chairman may authorize the press, financial analysts and other experts to attend the meetings.
3. General Meetings may also be attended by any persons to whom the Chairman of the Board of Directors may have extended an invitation.
4. Notwithstanding the above, the General Meeting may revoke authorizations extended by the Chairman to those persons mentioned in sections 2 and 3 above.

ARTICLE 10. RIGHT OF REPRESENTATION

1. Without prejudice to the right of legal entity shareholders to attend through their chosen representative, any shareholder may grant a proxy authorizing another person, whether or not a shareholder, to represent them at the General Meeting. In order to attend the General Meeting in person, the proxy holder must be a shareholder and/or represent one or more shareholders on a combined basis holding a minimum of one thousand (1,000) shares.
2. Representation may always be revoked. As a general rule, the most recent action performed by the shareholder ahead of the General Meeting shall be valid, in the sense that the last delegation revokes all previous ones. In any case, the proxy will be deemed revoked if the principal attends the General Meeting in person. In addition,

prior proxies shall be deemed revoked and subsequent proxies shall be deemed as no effected.

3. Proxies must be appointed specifically for each meeting, in writing or by means of remote communication that duly guarantees the identity of the principal and the security of the electronic communications, in accordance with the procedures established in the by-laws and these General Meeting Regulations.
4. Any shareholder wishing to be represented by proxy at the General Meeting must have registered ownership of its shares in the relevant book-entry ledger at least five (5) days in advance of the date on which the General Meeting is to be held. [This will not apply in any specific cases in which laws applicable to the Company establish an incompatible system.](#)
5. The Chairman of the General Meeting is authorized to determine whether proxies have been validly conferred and, particularly, to verify the identity of the shareholders and their representatives, to check the ownership and legitimacy of their rights and the validity of the attendance card, and may delegate this task to the Secretary.
6. If there are conflicts of interest, the provisions in the Law and by-laws will apply. In any event, in contemplation of the possibility that a conflict may exist, proxies may be granted subsidiarily to another person.
7. If a public request for representation is effected as prescribed by Law, the Director that obtains such representation will be subject to the limitation on voting rights corresponding to the shares subject to the proxy as established in Law.
8. The previous regulations about the exercising of the proxy's representational powers are understood without prejudice to legal provisions concerning cases of family representation and the granting of general powers of attorney.

ARTICLE 11. ORGANIZATION OF THE GENERAL MEETING

1. The General Meeting will be held at the venue and on the date outlined in the notice and within the municipal district in which the Company has its registered offices. However, the Board of Directors will be entitled to choose a meeting venue at any other location within Spain, with the location to be stipulated in the notice. Should the notice fail to mention the venue, the meeting will be deemed to take place at the Company's registered offices.
2. In order to guarantee the personal security of attendees and ensure that the meeting progresses as planned, the Chairman will make sure that all appropriate security and surveillance measures are in place, including access control systems.
3. If the Board of Directors deems fit, the meeting may also feature simultaneous translation equipment.
4. The Chairman may also dictate that the General Meeting be videotaped fully or in part.

5. If, for any reason, the General Meeting must be held in separate rooms/halls, audiovisual equipment will be set up to allow for real-time intercommunication between the different rooms/halls, thus enabling the meeting to be held as a single continuous act. If the rooms/halls are located at different venues, the meeting will be deemed held at the place where the head table is located. Attendees at any of the aforementioned locations will be treated as attendees of the General Meeting, provided that all requirements prescribed by these Regulations are duly met.
6. Those in attendance may not use photography, video or recording equipment in the room(s)/hall(s) where the General Meeting is held, nor may mobile telephones or similar devices be used, unless the Chairman grants his/her consent. Controls may be set up at the meeting access point to ensure that this obligation is honored.

ARTICLE 12. QUORUM FOR THE GENERAL MEETING

1. The ordinary or extraordinary General Meeting will be validly convened on first call when shareholders present or represented by proxy account for at least 25% of the subscribed share capital with voting rights attached. On second call, the meeting will be validly convened irrespective of the percentage of share capital in attendance.
2. Notwithstanding the above, and in order for the Ordinary or Extraordinary General Meeting to vote on the placement of securities [where this is within its competence](#), the elimination or limitation of subscription rights, capital increases or reductions, transformations, mergers, spin-offs, universal transfers of assets and liabilities, moving the registered offices to a foreign country, or making any changes to the by-laws, shareholders in attendance at first call, whether present or represented by proxy, must account for at least 50% of subscribed capital with voting rights attached. On second call, only 25% of said capital will be necessary. This will be understood without prejudice to other cases set forth in the Law, in particular, special Laws applicable to the Company.
3. If there is no valid quorum on second call to address all items on the agenda, the agenda will be shortened accordingly to include those items for which a valid quorum exists. To such end, the General Meeting will be validly convened to vote on and adopt resolutions on those items for which a sufficient quorum exists.
4. Any absences occurring after the General Meeting is officially called to order will not affect the validity of the quorum.

ARTICLE 13. CHAIRMAN, SECRETARY AND HEAD TABLE

1. General Meetings will be chaired by the Chairman of the Board of Directors and, in the absence thereof, as in cases of vacancy, absence or impossibility, by the corresponding Vice-Chairman in order of priority. In the absence of both, the oldest director will act as Chairman.
2. The Secretary will be the Secretary to the Board of Directors, and in the absence thereof, as in cases of vacancy, absence or impossibility, the Vice-Secretary in order of priority, if any, and in the absence thereof, as in cases of vacancy, absence or impossibility, the youngest director.

3. If the Chairman or the Secretary leaves the meeting for any reason and at any point during the proceedings, their replacement for the meeting in question will be determined in accordance with the preceding sections.
4. The Chairman is charged with calling the meeting to order, coordinating and passing the floor and speaking times in accordance with the provisions of these Regulations, concluding discussions when he/she deems the matter to have been sufficiently discussed and organize votings. The Chairman shall also clarify any doubts concerning the agenda and the list of attendees, declare resolutions as approved, adjourn the meeting and, in general, exercise any such powers as may prove necessary, including disciplinary powers, to ensure the smooth running of the meeting, with entitlement to expel anyone intending to disturb the normal course of the meeting. The Chairman is likewise vested with powers to interpret the provisions of these Regulations.
5. The head table of the General Meeting will comprise the Chairman and the Secretary of the General Meeting, along with any members of the Board of Directors who may be in attendance.

ARTICLE 14. ATTENDANCE REGISTER

1. The admission point where attendance cards and proxies may be handed in will open one hour before the scheduled start time for the meeting, unless the notice of meeting dictates otherwise, and will close immediately before the list of attendees is drawn up.
2. The register of shareholders present and represented by proxy in attendance at the meeting will be kept by the person/s designated for such purpose by the Secretary, using, where applicable, any technical equipment deemed appropriate.
3. The attendance register will include the full name of those shareholders present in person, and of those represented by proxy and the names of their proxies, as well as the number of shares they directly or indirectly represent at the meeting.
4. The total number of shareholders present or represented by proxy will be displayed at the end of the list, together with the amount of share capital they hold or represent by proxy, including the amount thereof belonging to shareholders with voting rights.
5. The Chairman shall resolve any questions that may arise relating to attendance and preparation of the attendance register, but may delegate this task to the Secretary.
6. If the attendance register does not appear at the beginning of the minutes of the General Meeting, it will be attached by means of an annex signed by the Secretary with the approval of the Chairman. The attendance register may also be drawn up in the form of a file, or introduced electronically. In these cases, the means used will be stated in the minutes, and the sealed cover of the file or media will bear the relevant identification note signed by the Secretary with the approval of the Chairman.
7. During the General Meeting, any shareholder entitled to attend may confirm their attendance by checking the attendance register, provided that this does not delay or slow down proceedings once the Chairman has called the meeting to order. The head

table will be under no obligation to read out the register or provide copies thereof during the meeting itself.

8. The Chairman may extend the process of drawing up the attendance register by a few minutes should certain shareholders decide to pool their shares at the last minute. Should this situation arise, the Chairman may provisionally close the attendance register in order to confirm that there is a sufficient quorum for the meeting to be validly held. The final attendance register and subsequent calculation of the final quorum must invariably be carried out before moving on to discuss the items on the agenda.
9. Shareholders or proxies who arrive late at the General Meeting after the cut-off point for handing in attendance cards and proxies will be allowed in as guests at the meeting, should they so wish (either in the meeting room/hall itself, or, should the Company so decide in order to avoid possible confusion during the meeting, in an adjacent room/hall from which they can follow the meeting), although neither such shareholders nor their proxies will be included on the attendance register.

CHAPTER V

PROCEEDINGS AT THE GENERAL MEETING

ARTICLE 15. CALLING THE MEETING TO ORDER

1. At the start of the meeting, the Chairman or, by delegation, the Secretary will discuss the notice of meeting and read out the information relating to the number of shareholders with voting rights in attendance at the meeting (either in person, or through proxy), likewise stating the number of shares they represent and their percentage of the share capital. If appropriate, the Chairman will declare the meeting validly convened on first or second call, as applicable, and will state whether the meeting is able to address and carry resolutions on all items included on the agenda, or whether the agenda must be shortened.
2. If the situation envisaged in section 8 of the Article above materializes, the aforementioned information relating to the provisional closing of the attendance register may be read out, and the Chairman may declare the meeting validly convened and determine the items on the agenda that can be heard in accordance with such information. Once the attendance register has been closed definitively, but before deliberations and voting on the agenda get under way, the final information recorded in the register will be read out. The Chairman will then declare the meeting validly convened and determine the items on the agenda that can be addressed. This information will be deemed final for all applicable purposes.
3. Once the General Meeting has been declared validly convened, shareholders in attendance may voice their concerns or challenge such a finding.

ARTICLE 16. PARTICIPATION

1. Once the General Meeting has been declared validly convened, the Chairman and/or the Board members and/or the persons designated for such purpose by the Chairman,

will address those attending the meeting to present the corresponding reports on the items included on the agenda.

Once these reports have been presented, but before the meeting votes on the items included on the agenda, the Chairman shall open the floor over to the shareholders for discussion.

2. The Chairman may dictate that all contributions be made before starting the voting, or that contributions be made in relation to each item on the agenda as each one comes up for voting.
3. The Chairman shall pass the floor over to shareholders who have made the corresponding request, and will respond directly or through any person he or she may designate, either after the corresponding shareholder's contribution, or after all shareholders have made their contributions, whichever the Chairman deems most convenient with a view to ensure the successful development of the deliberation and taking into consideration the content of the various contributions.
4. The time initially allotted to shareholders for each contribution will be five minutes, although the Chairman of the General Meeting will be entitled to extend or shorten use of the floor in accordance with the provisions of section 7 below.
5. Shareholders may request clarifications or make proposals during their allotted time in relation to any aspect of the agenda, provided that this is possible according to the Law, insofar as their contribution relates to the specific item on the agenda up for debate at the time in question, or if the shareholder is only given the floor once during the meeting to discuss all items.

Shareholders may similarly propose motions on any issues the General Meeting is able to address and vote on without the need for these to be included on the agenda for the meeting.

6. Shareholders wishing for their contribution to be recorded in the minutes, along with their final voting decision and possible objection to the resolution, must make an express request to such effect. Should they wish for their address to be transcribed verbatim, they must furnish the Secretary or the notary (if the presence of the latter is required for the purpose of drawing up the minutes) with the written text of their address before they read it out so that it may be verified and subsequently attached to the minutes, if it is not to be transcribed directly into the body of the minutes.
7. Before starting their address, those shareholders or proxies that previously requested the floor must identify themselves by stating their name, confirming whether they act on their own behalf or on behalf of a shareholder -in which case they must likewise identify their principal- and specifying the number of shares they hold or represent by proxy for the purposes of the meeting, and likewise the number or reference listed on their attendance card, if any.
8. In exercise of his/her duty to organize and chair the General Meeting, and without prejudice to other duties, the Chairman will be vested with the following powers, who may be assisted to these effects by the head table:

- (i) passing the floor over to shareholders in accordance with the terms of the preceding sections;
- (ii) extending, where appropriate, the time initially assigned to the shareholder for his/her contribution;
- (iii) limiting shareholders' use of the floor when the Chairman believes that they have expressed and argued their point in sufficient detail, or when the item in question has been sufficiently discussed;
- (iv) moderating the contributions of shareholders, and demanding that they address solely those items included on the agenda and conduct themselves appropriately during their address;
- (v) calling shareholders to order when their addresses are deemed inappropriate, are made with the clear intention of obstructing proceedings, or are intended to disrupt the smooth running of the meeting;
- (vi) demanding that speakers return to their seats when the allotted time for each address has ended or when, despite the Chairman having issued the warnings envisaged under sections (iv) and (v) above, the shareholders' offending conduct remains unabated. In furtherance of this power, the Chairman may expel from the meeting room any shareholder who repeatedly fails to heed his requests and warnings, and may likewise take the appropriate steps to enforce this by calling in security staff;
- (vii) requesting speakers to clear up any questions that may not have been sufficiently explained during their address;
- (viii) reading out voting results; and
- (ix) resolving any questions that may arise over the course of the General Meeting in relation to the points set forth in these Regulations.

ARTICLE 17. RIGHT OF INFORMATION DURING THE GENERAL MEETING

1. During the discussion round, all shareholders may verbally request any information or clarifications they deem necessary in relation to the items included on the agenda, the public information provided by the Company to the National Securities Market Commission since the holding of the most recent General Meeting, and the audit reports. For such purpose, shareholders must have identified themselves in advance pursuant to Article 16 above.

The Board of Directors must provide this requested information unless that information is unnecessary for the safeguarding of the shareholders rights or there are objective reasons for considering it could be used for extra-business aims or that such disclosure would harm the Company or linked companies. Information may not be refused when the corresponding request is supported by shareholders representing at least 25% of the share capital. The directors can limit their response to the information facilitated under the question-response format when, previously the making of any specific questions of the shareholders when the requested information

is clear, expressly and directly available to all shareholders on the company's website (www.caixabank.com) in the mentioned format.

The Board of Directors must provide the requested information under the preceding paragraph unless, that information is unnecessary for the safeguarding of the rights of the shareholders or there are objective reasons to consider that it could be used for extra-business aims or its disclosure may be used to harm the Company or its related companies. This refusal of information may not proceed when the corresponding request is supported by shareholders representing at least 25% of the share capital. The directors may restrict their response to make a reference to the information provided under the question-response format when, prior to any specific question, the requested information is clearly, expressly and directly available to all shareholders on the Company's website (www.caixabank.com) under the mentioned format.

2. The requested information or clarification will be provided by the Chairman, or, should the Chairman so state, by the Chief Executive Officer, the respective Chairmen of the Committees attached to the Board, the Secretary or Vice-secretaries, any Board member or, if deemed advisable, any employee or expert on the matter. The Chairman shall decide on a case-by-case basis, and depending on the nature of the requested information or clarification, whether it would be better to provide individual responses or responses grouped by subject-matter.
3. If the shareholder's right cannot be satisfied during the meeting itself, the Board of Directors shall send the requested information to the interested shareholder in writing within the term of seven (7) days running the date of the General Meeting.

ARTICLE 18. EXTENSION AND SUSPENSION OF THE GENERAL MEETING

1. The General Meeting may choose to postpone the event for one or more consecutive days, at the behest of the Board of Directors or of a group of shareholders representing at least 25% of the Company's share capital in attendance. Regardless of the number of meetings eventually held, the General Meeting will be treated as one sole event, with one set of minutes to be drawn up for all meetings. As a result, there will be no need during successive sittings of the same meeting to re-confirm compliance with the requirements prescribed by law or by the by-laws in order for the meeting to be validly held.
2. If any shareholder included on the attendance register fails to attend subsequent meetings, the majorities required to carry resolutions at such meetings will still be calculated from the information contained on the initial register.
3. In exceptional circumstances, and in accordance with the Company's by-laws, in the event of unrest that substantially hinders the proper order of the meeting, or of any other extraordinary circumstance that temporarily impedes the normal course of the meeting, the Chairman of the General Meeting may suspend the meeting in question or move it to a venue other than that stipulated in the notice, for the time period deemed necessary and for the purpose of reestablishing the conditions required to continue with the meeting. In such cases, the Chairman may take whatever measures are deemed appropriate and shall notify shareholders accordingly with a view to

ensuring the safety of those in attendance and avoiding a repeat of circumstances that may again interfere with the proper order of the meeting.

CHAPTER VI

ADOPTION, DOCUMENTATION AND PUBLISHING OF RESOLUTIONS

ARTICLE 19. VOTING ON RESOLUTIONS

1. Once an item has been sufficiently discussed in the eyes of the Chairman, it will be put to the vote. The Chairman is responsible for implementing the voting system he/she deems most appropriate and for heading the corresponding voting process, with due heed paid, where appropriate, to any complementary rules set forth in these Regulations.
2. The shareholder may not exercise the voting rights corresponding to his shares in the cases of conflict of interests in which the Law expressly establishes such prohibition, his shares being deducted from the share capital for calculating the majority of the votes necessary in each case.

In the cases of conflict of interests of the shareholder other than those foreseen in the previous paragraph, the shareholders will not be denied of their right to vote, notwithstanding the legal provisions established in this regard.

3. Items will be voted on in the order stipulated in the notice of meeting, starting with the motions presented by the Board of Directors, and continuing with the proposals, if any, presented by shareholders of the Company in exercise of the rights recognized by law. In the event of motions that the General Meeting is able to vote on but which are not included on the agenda, the Chairman shall decide on the order in which they are to be voted on.
4. Each item on the agenda will be voted on separately. In all events, items deemed materially independent will be voted on separately, although being included in the same point of the agenda and, in particular:
 - a) The appointment, the ratification, the reelection or the separation of each Director.
 - b) In the amendments of the by-laws, that of each article of group of articles deemed materially independent.
 - c) Those subjects in which the Company By-laws establish likewise.

Notwithstanding the above, and if the circumstances were to make it advisable, the Chairman may resolve to vote jointly proposals regarding several items on the agenda that in accordance to the Law, the By-laws and this Regulation should not be necessarily subject to be voted on separately. In this case the result of the voting will be deemed individually reproduced for each motion, insofar as none of those in attendance express their intention to vote differently in relation to certain items. Otherwise, the minutes will record any voting changes expressed by those in attendance and the result of the voting pertaining to each motion as a result thereof.

5. The same procedure as described in the preceding paragraph will apply to voting on motions proposed by shareholders but not included on the agenda. In all cases, once a motion has been approved, all others motions relating to the same matter and which are incompatible with the approved motion will be automatically disregarded and, therefore, need not be voted on.
6. The Secretary need not present or read out any motions the written contents of which were available to shareholders prior to the General Meeting, unless any shareholder requests all or part of any of such motions to be read out, or if the Chairman deems this advisable. Attendees must invariably be advised of the item on the agenda to which the proposed motion put up for voting refers.
7. As a general rule, to ensure the smooth functioning of the General Meeting, and based on the presumption that any shareholder that leaves the meeting before the voting, without providing prior notice of his/her absence and the item on the agenda that he/she is to miss, intends to vote in favor of the motions presented or approved by the Board of Directors in relation to the items included on the agenda, resolutions will be voted on in accordance with the following procedure and voting system:
 - (a) In the case of resolutions on items included on the agenda, the votes attaching to all shares represented at the meeting, whether present or represented by proxy in accordance with the attendance register, will be deemed as cast in favor of motions put forward or assumed by the Board of Directors, minus: 1) votes attaching to shares whose holders or representatives have informed the Secretary (or the person/s designated by the Secretary to such end) that they will be absent from the meeting during the voting in question; 2) votes against; 3) abstentions; 4) blank votes, if any.

When voting, the Chairman will firstly ask for any votes against, before then asking for abstentions, there therefore being no need to request votes for.

Blank votes will only be taken into account when shareholders wishing to do so make an express request to such effect, without the Chairman having to ask particularly about it.

- (b) In the case of resolutions on items not included on the agenda or motions not assumed by the Board of Directors, the votes attaching to all shares represented at the meeting, whether present or represented by proxy in accordance with the attendance register, will be deemed as cast against the item or motion, minus: 1) votes attaching to shares whose holders or representatives have informed the Secretary (or the person/s designated by the Secretary to such end) that they will be absent from the meeting during the voting in question; 2) votes for; 3) abstentions; 4) blank votes, if any.

When voting, the Chairman will firstly ask for votes in favor, before then asking for abstentions, there therefore being no need to calculate votes against.

Blank votes will only be taken into account when shareholders wishing to do so make an express request to such effect, without the Chairman having to ask particularly about it.

8. Shareholders wishing to leave the meeting must communicate their intention to the Secretary (or the person/s designated by the Secretary to such end) in writing. The notification must also be signed by the shareholder or his/her representative, indicating the number of shares owned or represented and the item on the agenda the shareholder intends to miss prior to voting. For the foregoing purposes, the card furnished to the shareholder or representative at the time they registered their name on the attendance register in preparation for written voting may be used.
9. Notwithstanding the provisions of section 7 above, the Chairman, if he or she considers it advisable, may establish any other voting system that enables the Company to calculate the votes for required to approve a resolution and keep minutes of the results of the voting. In all cases, and regardless of the voting system employed, shareholders may insist that their objection to a particular resolution be recorded in the minutes. If the corresponding motion is not voted on verbally, such objection must be expressly raised before the Secretary or the notary, if the latter is present to draw up the minutes for the meeting.
10. The Chairman and the Secretary will be responsible for counting the votes, unless the General Meeting previously designates two scrutinizing shareholders to carry out this task.
11. If the directors have made a public solicitation of proxies in order to carry any of the resolutions in which a conflict of interest is found to exist, except when the shareholder has conferred the delegation alternatively in favor of another person or has given specific instructions for voting, the shares with respect to which a director cannot exercise the voting right will not be calculated for purposes of determining the quorum for voting thereon, by application of the provisions of Law.
12. In accordance with the provisions of the by-laws, the exercise of voting rights may be delegated or exercised by the shareholder by regular post, electronic communication or any other means of absentee voting, provided that, for such cases, the Company has procedures in place that duly guarantee the identity of the shareholder exercising its right to remote vote, and record the identity and status (shareholder or proxy holder) of the voters, along with the number of shares with which they are voting, the direction of their vote or, as the case may be, any abstention, as well as the security of electronic communications.

In all cases, the procedures in place for exercising proxy rights or voting remotely shall be published in the notice of the General Meeting and on the Company's website (www.caixabank.com).

ARTICLE 20. ADOPTION OF RESOLUTIONS AND CLOSURE OF THE MEETING

1. Resolutions will be carried by simple majority of the share capital with voting right attached present or represented at the General Meeting, with each share conferring one vote, understanding that an agreement has been adopted when it obtains more votes in favor than against of the present or represented capital, unless applicable Law or the by-laws dictate that such resolutions must be adopted by a qualified majority.

In particular, in order for the General Meeting to validly resolve the agreements requiring reinforced constitutional quorum according to Law and those foreseen in article 21.2 of the By-laws, if the capital present or represented exceeds 50% an absolute majority will suffice, but the favorable vote of two thirds of the capital present or represented in the Meeting will be needed when on second call shareholders representing 25% or more of subscribed voting capital attend, without reaching 50%. This will be understood without prejudice to other cases set forth in the Law, in particular, special Laws applicable to the Company.

2. The Chairman will declare resolutions adopted when he or she has determined that there are sufficient votes for to reach the required majority in each case, notwithstanding any instructions that shareholders in attendance may make in relation to the direction in which they wish to vote.
3. Once the General Meeting has addressed all items on the agenda and all those items which, despite not being included on the agenda, can be validly heard by the meeting, the Chairman will adjourn the meeting.

ARTICLE 21. MINUTES OF THE GENERAL MEETING

1. Minutes will be taken of resolutions adopted at the General Meeting, and will be transcribed in a minutes book. The minutes of the Meeting must be approved by the Meeting after it has been held, being signed by the Chairman and the Secretary or, failing this, within the following term of fifteen (15) days, by the Chairman and two (2) inspectors, one representing the majority and the other representing the minority, all of them having to sign the minutes. The minutes approved in any of these ways will have executive powers as from the date of their approval.
2. The Board of Directors may request the presence of a notary to draw up the minutes of the meeting, and will be under the obligation to do so following a request to such effect made by shareholders representing at least 1% of share capital, five (5) days in advance of the date scheduled for the meeting. In both cases, the notary's record will not be submitted for approval, it will be treated as the minutes for the meeting and the agreements included therein will be effective as from the date of closing.

ARTICLE 22. PUBLICITY OF RESOLUTIONS

1. Regardless of the requirements for publication laid down by applicable law or regulations in each case, information regarding the resolutions adopted at the Annual General Meeting and the result of the votes will be made available to shareholders on the Company's website(www.caixabank.com).
2. Any shareholder, or any party who may have attended the General Meeting on behalf of shareholders, may obtain a written record of the resolutions adopted and the minutes for the meeting at any time, that will be issued by the Secretary or by the Vice-secretary of the Board of Directors with the approval of the Chairman or of the Vice-Chairman, if applicable.
3. Resolutions requiring filing must be recorded with the corresponding Companies Registry.

4. The Company shall inform the Spanish *Comisión Nacional del Mercado de Valores* (securities market regulator), and applicable stock market regulatory bodies, of the resolutions adopted by the General Meeting, either verbatim or by providing an extract thereof, within as short a timeframe as possible and meeting, in all cases, any applicable deadlines.

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