



**Shareholder Advisory Committee**  
Virtual meeting of 12 November 2020

## Meeting participants:

<b>Members of the Advisory Committee present:</b>	<b>Region</b>
Yolanda Torres Lusarreta	Navarre
Susana del Castillo Bello	Canary Islands
Gerard Arfinengo	Madrid
Aleix Riñé Casajuana	Catalonia
Ramon Grau Sala	Catalonia
Antonio Lucio-Villegas Ramos	Andalusia
Mercedes Basterra Larroude	Basque Country
Josep Casalprim Compte	Catalonia
Patricia Ripollés Albiol	Catalonia
María Bertolín Pérez	Valencia
Honorato López Isla	Madrid
Lluís Miquel Fernàndez Fernàndez	Catalonia

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**CaixaBank personnel**

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Jordi Gual – Chairman of CaixaBank

Edward O’Loughlen – Director of Investor Relations

Meritxell Soler – Director of Shareholder Relations – Committee Secretary

Zaida García – Shareholder Relations

Manuel Ripoll – Shareholder Relations

Josep Lop – Shareholder Relations

Anna Moix – Shareholder Relations

Inés Perrote – Shareholder Relations

Meritxell Quintana – Shareholder Relations

David Quintana – Shareholder Relations

German Jover – Shareholder Relations

## Agenda:

### Virtual meeting of 12 November 2020

#### Agenda

09.00am	Start of connections
09.10am	Welcome
09.20am	Presentation of the Committee members
09.40am	Presentation of the campaign requesting the vote for the Extraordinary General Shareholders' Meeting
10.10am	Assessment of communication actions of the CaixaBank-Bankia merger
10.30am	10-minute break
10.40am	Topics of interest to bring up by the Chairman or CEO in the next General Shareholders' Meeting
11.00am	Presentation by CaixaBank's Chairman Mr Jordi Gual
12.00pm	End of the meeting

## Conclusions

### *Presentation of the campaign requesting the vote for the Extraordinary General Shareholders' Meeting*

#### Actions carried out:

- With the aim of encouraging the participation of shareholders in the next Extraordinary General Shareholders' Meeting, 0.50 euros per registered vote or proxy vote, up to a maximum of 60,000 euros, will be destined to the Red Cross' solidarity project RESPONDE; the funds will be used to mitigate the impact of the pandemic among the most vulnerable.
- Participation through electronic channels will be prioritised, and attendance in person is not recommended.
- A series of ad hoc materials are being produced to complement the 2020 Extraordinary General Shareholders' Meeting, including Cómico Aula, which explains what a General Shareholders' Meeting is and how it develops; two videos; and a series of creative work for the planned emailing.

#### Comments:

- A question is asked about whether the communication will also be carried out by post. The question is answered informing that the communication by post will only be carried out for those who did not provide an email or telephone number and are not registered as customers in CaixaBankNow.
- Comments are made that voting via CaixaBankNow is very easy and intuitive, unlike in other financial institutions.
- The possibility is presented, for the future, of voting through the ATM.

### *Assessment of communication actions of the CaixaBank-Bankia merger*

#### Actions carried out:

- Corporate website: publication of all the information, and access from the home page by creating a section specifically for it. In addition, inclusion of the presentation to analysts in the Investor section.
- Twitter @AccionistasCABK: monitoring of the news via the RT @CaixaBank.
- Emailing, SMS and push app.
- Shareholder Newsletter: main article and video of the October publication dedicated to explaining the merger.
- Reports on the action: information and access to all the documentation from the weekly and monthly reports.
- Virtual corporate meeting: online live meeting, and in streaming format, explaining the merger.
- Internal communication: monitoring of all the information related to the merger on the intranet.

Comments:

- The Committee members request access to the presentation used in the work session with some time in advance, so they can give an informed opinion.

### *Virtual corporate meeting*

- The Committee members are informed how the Virtual Corporate Meeting of 21 September went, in which Enric Fernández, Chief Economist at CaixaBank, explained the macroeconomic environment and Edward O’Loughlen, Director of Investor Relations, presented the details of the CaixaBank-Bankia merger agreement. The virtual corporate meetings, which were initiated in 2019, are a pioneering initiative in the IBEX 35.

### *Topics of interest to bring up by the Chairman or CEO in the next General Shareholders' Meeting*

- Prior to the Shareholders' Meetings, the members of the Advisory Committee are asked if there is any topic of interest that the Chairman or CEO should bring up in their speech.

Comments:

- The Committee members show some of their interests so that they are taken into account:
  - Is the merger approved today a prior step to initiating cross-border mergers by CaixaBank, and, more specifically, by CaixaBank Luxembourg?
  - How will the new CaixaBank's shareholding structure be reflected, and what will be the "la Caixa" Banking Foundation's actual weight in the new entity?
  - Detail of how the exchange of shares will be carried out, and the implications of the capital increase for shareholders.
  - Detail of the Board's new composition.
  - Consequences of the merger in terms of personnel, dividend and share price.
  - Effects of the merger on the Spanish financial sector, and the consequences of a possible BBVA-Sabadell merger for CaixaBank.
  - Which will be the model applied in the new entity with respect to the current investees (both those of CaixaBank and Bankia)?