



Rules of Procedure of the CaixaBank Shareholder Advisory Committee

June 2019

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Article 1 – Mission

The CaixaBank, S.A. (“CaixaBank”) Shareholder Advisory Committee (the “Committee”) aims to propose, promote and value shares and communication channels between CaixaBank and its shareholders, and the content and quality of the information communicated, to improve the flow of dialogue between them.

The Committee's purpose is to improve dialogue between CaixaBank and its shareholders, pursuant to the recommendations of the new Good Governance Code of Listed Companies with regards to its information and communication policies and contact with shareholders, institutional investors and proxy shareholders. The Committee is a further initiative to bolster and foster regular information exchange with shareholders.

Article 2 – Nature and regulation

The Committee is an external organ of CaixaBank and its group, forming no part of the governance bodies or management teams thereof.

The Committee is a consultative body with powers to make proposals and produce reports.

It has no legal capacity or personality, and has no management, administrative, proxy or executive functions of any type.

Its reports and recommendations are not binding.

The Committee is subject to the provisions of these Rules of Procedure, and elsewhere to the laws of Spain.

The Committee has been established for an indefinite period. CaixaBank may consider the mission of the Committee to be completed and agree to dissolve at any time, informing its members of this as appropriate.

Article 3 – Composition

The Committee shall comprise individuals representing CaixaBank's shareholder base.

Each member must hold at least 1,000 CaixaBank shares, and must undertake to retain such shares for the duration of their membership. Members must be able to prove at all times that they are compliant with the Committee's membership requirements.

The members of the Committee shall be replaced on the basis of length of service, which may not exceed three years.

During their term on the Committee, no member may contemporaneously sit on any other advisory committee or similar body at another company listed on a Spanish exchange.

Article 4 – Selection

Committee members shall be selected from among the applications received from the time that the invitation to apply is published on CaixaBank's website (www.CaixaBank.com) or communicated by any other means.

Persons wishing to serve on the Committee must complete the application form as indicated in the invitation to apply and submit this as stipulated by CaixaBank to the address given.

The application form may be downloaded from the website.

A selection committee comprising three or more CaixaBank employees shall be set up under the chairmanship of the head of the Shareholder Relations Department.

The selection committee shall appoint Committee members on the basis of their application forms, with a view to ensuring that the composition of the Committee reflects the diversity of CaixaBank's shareholder base. The selection committee may also interview candidates in person, as it deems appropriate.

If a member steps down from the Committee for any reason, the selection committee shall appoint a new member from among the applications received.

Article 5 – Removal

CaixaBank reserves the right to remove any Committee member without notice, particularly in the event of a member's repeated and unjustified failure to attend Committee meetings.

Article 6 – Manner of Proceeding

CaixaBank shall designate a chairman and secretary for the Committee.

The Committee shall meet at least twice a year at the registered office of CaixaBank or at such other place as CaixaBank may determine.

The secretary shall prepare an agenda for each meeting, which shall be sent to all members 15 days in advance of the meeting.

CaixaBank reserves the right to invite third parties (experts, operating area representatives, etc.) to Committee meetings to provide information or content that may be of assistance with any items of business.

After each meeting, the Committee secretary shall draw up a memorandum, which shall be sent to all Committee members and published on the CaixaBank website and any other medium CaixaBank thinks fit.

CaixaBank may postpone the date of a Committee meeting if an insufficient number of members confirm their intention to attend.

The secretary may use any electronic means of communication and arrange teleconferencing to facilitate communication with Committee members.

Article 7 – Participation in corporate events for shareholders

Committee members shall be invited to take part in events hosted by CaixaBank for its shareholders.

Article 8 – Confidentiality

Committee members undertake not to exploit their capacity as such for their own personal or business purposes and not to disclose any confidential information to which they may gain access by reason of their involvement with the Committee.

Article 9 – Remuneration and reimbursement of expenses

To assure the highest standards of independence, Committee members shall receive no economic compensation or remuneration of any kind for their Committee membership. CaixaBank shall not indemnify any Committee member for any loss of earnings caused by their participation in the Committee.

CaixaBank shall handle and defray the costs of Committee members' travel from their usual place of residence to the venue of events scheduled and organised within the framework of the Committee, or the costs of any accommodation required.

Article 10 – Communication

The Committee secretary shall be responsible for communicating information relating to the Committee. Such communications may include:

- The composition of the Committee, which may be consulted on the CaixaBank website.
- The Committee's areas of work, which are disclosed on the website and communications to CaixaBank shareholders;
- A summary of the Committee's activities is included in the CaixaBank annual report.

Article 11 – Amendment of the Committee rules

CaixaBank reserves the right to amend these rules at any time. In such an event, CaixaBank shall inform Committee members in a timely fashion.

Article 12 – Dissolution

The Committee may be dissolved by CaixaBank. In such an event, CaixaBank shall inform Committee members in a timely fashion.

Article 13 – Image rights

Each Committee member disinterestedly authorises CaixaBank to disclose and publish their name, city of residence, occupation and image, with worldwide effect and for an unlimited time, particularly through

- its website, in-house newsletters, annual report and, in general, any other means of communication relating to CaixaBank's financial reporting or aimed at CaixaBank shareholders as a whole;
- Any other medium, whether known or unknown at the present date, and whether in existence now or in the future (electronic, optical, numeric, IT, etc).