



## Shareholder Advisory Committee

Meeting, 9 November 2016

## Meeting participants:

<b>Members of the Advisory Committee present:</b>	<b>Region</b>
Antonia Rogelia Mesa Hernández	Canary Islands
Antonio Valle Rincón	Andalusia
Carlos Javier Artaiz Wert	Madrid
Gabriel Puig Romagosa	Catalonia
José Antonio Conde Salazar	Castile-Leon
José Gabriel Martín Aguilar	Catalonia
Josep Maria Salvans Rifà	Catalonia
Juan Luis Borrás Rodríguez	Valencia
Juan Miguel Sucunza Nicasio	Navarra
María Dolores Alonso Vázquez	Catalonia
Marc Bonnín Vilaplana	Catalonia
María de los Ríos Jurado	Andalusia
Maria Carme Pons Gatell	Catalonia
María del Mar Santana Rollán	Madrid
Pablo García Pérez	Madrid
Teodoro Palacios-Cueto Ruiz-Zorrilla	Cantabria

### **CaixaBank personnel:**

Jordi Gual – CaixaBank Chairman and Committee Chairman  
Antoni Massanell - Deputy Chairman of CaixaBank.  
Edward O’Loghlen – Corporate Director of Investor Relations  
Meritxell Soler – Director of Shareholder Relations – Committee Secretary  
Sergi Salvó – Shareholder Relations  
Ramón Fuentes – Shareholder Relations  
August Masa – Shareholder Relations

## Agenda:

### Meeting of 9 November 2016

#### Agenda

- 9.30 Welcome and breakfast
- 10.00 Presentation by CaixaBank Deputy Chairman, Antonio Massanell
- 11.00 Presentation of new Committee members
- Review of Bylaws
  - Proposal for a new area on the website with members' photos and biographies
- 11.15 First working session
- Progress update on improvements proposed by the Committee at the last meeting
- 11.45 Second working session
- Review of current communication initiatives and events for shareholders
  - Characterisation of the shareholder base, impact of Shareholder Relations initiatives and shareholder interest in communications and events
- 13.15 Group photograph
- 13.30 Lunch with CaixaBank Chairman Jordi Gual
- 16.00 Third working session. Division into two work groups
- Brainstorming* of issues addressed in second working session
- 16.30 Fourth working session
- Presentation of new projects and proposal for their monitoring by the Committee
- 17.30 End

## Conclusions of the working sessions

### First working session:

#### Progress update on initiatives proposed at the March meeting

##### *1. Inform shareholders of the challenges faced and efforts made by the bank to increase profitability*

###### Actions carried out:

- Interview with CaixaBank Chairman Jordi Gual, in which he set out the strengths of the entity's business model against a backdrop of very low interest rates. (December 2016 magazine)
- Article on the contribution of the insurance business - which is less exposed to interest rates - to CaixaBank's results. (December 2016 magazine)

###### Results:

- Magazine distributed physically to around 150,000 shareholders with at least 1,000 shares in December.
- Also sent by e-mail to around 100,000 shareholders with fewer than 1,000 CaixaBank shares, and to employees and subscribers to the Shareholder Information Service.

**Degree of fulfilment: 100 %**

##### *2. Publish an article explaining the BPI transaction*

###### Actions carried out:

- Article in the October newsletter about the results of BPI's extraordinary shareholders' meeting, and announcement of the mandatory public takeover bid for BPI shares.
- The June magazine also included an article on the launch of the voluntary takeover bid for BPI, subject to the results of BPI's extraordinary shareholders' meeting.
- The takeover bid will be reported in the magazine and the newsletter when it is completed.

###### Results:

- Newsletter: sent to some 180,000 shareholders.
- Magazine: sent physically to around 150,000 shareholders holding at least 1,000 shares. Also sent by e-mail to around 100,000 shareholders with fewer than 1,000 CaixaBank shares, and to employees and subscribers to the Shareholder Information Service.

**Degree of fulfilment: 100 %**

##### *3. Examine the potential for unlocking synergies among group companies and using their training materials*

**Actions carried out:**

- No direct actions have been carried out with other group companies. A content proposal is being developed for 2017.
- An action was carried out with one media outlet to enhance content and tools.

**Results:**

- The results of the collaboration with the media body were satisfactory, due to the synergies created.

**Degree of fulfilment: 50 %**

*4. A proposal that not all invitations to corporate events for shareholders should be distributed in the same city, but that some should also be distributed in nearby municipalities*

**Actions carried out:**

- We have been sending out more invitations to Shareholder Relations' events in the provinces of the regional capital where events are to be held since early 2016.

**Results:**

- This has been very positive, although the results vary by province. This has shown there is interest in our events, even if shareholders have to travel to attend them.
- For example:
  - 50% of attendees at events advertised by deliveries in the province of Madrid were from outside the capital city.
  - The ratio of attendees from outside the capital city was also around 50% in Catalonia's provinces (Barcelona, Tarragona, Lerida and Girona).
  - This percentage fell to 30% in the province of Bizkaia.
  - Attendance from outside the city was even lower in Zaragoza, where it was just 10%.

**Degree of fulfilment: 100 %**

*5. Conduct research to find out how many shareholders receive no communications from the bank other than the call notice for the AGM*

Actions carried out:

- Research carried out

Results:

- Presentation of results in the second working session

**Degree of fulfilment: 100%**

*6. Consider the possibility of including information on shareholder benefits in AGM documentation*

No action has yet been taken on this proposal, as the entity is considering rationalising the documents its sends to shareholders.

**Degree of fulfilment: 0%**

## Second working session:

### Review of current communication initiatives and events for shareholders

A detailed review of all of the department's communication initiatives and events was carried out, with two objectives:

- 1) To inform new members of such initiatives and events
- 2) To generate interest in lower-profile initiatives

### Characterisation of the shareholder base, impact of Shareholder Relations initiatives and shareholder interest in communications and events

In response to a request by the Committee at the previous meeting, a report on the shareholder base has been prepared and was debated in this session.

The most important points for the members included:

- The distribution of shareholders by number of shares held and changes thereto
- Retail shareholder profile
- Distribution of shareholders by communication channels
- Ratio of opening of communications and confirmation of attendance of events

**Note:** this was not completed in the morning session and continued after lunch.

#### Fourth working session:

##### Presentation of new projects and proposal for their monitoring by the Committee

The Shareholder Relations Action Plan for the coming year was presented to the Committee to discuss the most important initiatives.

The Committee was also reminded of the department's mission and how its key initiatives fit with the priorities set down in CaixaBank's 2015-2018 Strategic Plan. The mission of Shareholder Relations is effective communication and service for shareholders.

The new initiatives planned to meet the objectives set were detailed.

Finally, it was suggested that Committee members should form work groups to monitor progress on some of these initiatives.

## Improvement proposals made by the Committee

### 1. Communication:

- Distil the digital information sent to shareholders as far as possible. Generate a basic, main story and provide further information using links.
- Prepare a glossary of financial terms for inclusion in documents to help shareholders understand the information they receive.
- Consider delivery of the physical pamphlet to shareholders, directly or through the branch network.
- Evaluate and modify the content of the *Weekly Report*, to include information on share performance over the last 12 months and earnings per share.
- Assess the possibility of informing shareholders (by internet or email) of all relevant events related to the entity, shareholders, sales of shareholdings, etc., such as the entity's share placement for the BPI takeover bid in the last quarter.

### 2. Advantages:

- There is a proposal to study the possibility of opening a window in the CaixaBank New Investment Account to enable shareholders to decide the day on which they want to buy the new shares.

### 3. Others:

- Proposal to carry out a campaign to collect email addresses for the shareholder base, working with the branch network.
- Prepare training materials for:
  - Calculating the expected dividend.
  - Understanding the balance sheets of financial entities.