



**RULES OF PROCEDURE FOR THE CAIXABANK S.A.
ONLINE SHAREHOLDERS' FORUM**

Board of Directors – 21 February 2019

I. Introduction

In accordance with Article 539.2 of the revised Spanish Corporation Law and Article 7 bis of the Regulations of the General Meeting of CaixaBank, S.A. (hereinafter referred to as “CaixaBank” or the “Company”), an online shareholders’ forum is made available on the Company’s website (www.caixabank.com) for each General Shareholders' Meeting.

At its meeting held on 21 February 2019, the CaixaBank Board of Directors approved these “Rules of Procedure for the Online Shareholders’ Forum” (hereinafter referred to as the “Forum Rules”) establishing the procedures, deadlines and other conditions for the functioning of the online shareholders’ forum (hereinafter referred to as the “Forum”).

II. Definition of the online Forum

It is a section of the Company website in which shareholders can post proposals in accordance with the law, together with their contact details to enable communication between shareholders.

The Forum is not an online chat system for shareholders nor a place for virtual debate. Neither is it a channel of communication between the Company and its shareholders.

III. Object and purpose of the Forum

The Forum has been set up to facilitate communication between CaixaBank’s shareholders (individual shareholders, whether natural persons or legal entities, and any voluntary associations they may constitute) at the time of the General Meetings.

Shareholders who have registered as users of the Forum in accordance with these Forum Rules may submit communications for publication on the Forum. By law these must be in accordance with the following purposes, or with any other content that may be required by the current legislation at any given time:

- Proposals to be submitted when applicable, according to current legislation and the Company’s internal regulations.
- Requests to adhere to such proposals.
- Initiatives for reaching a sufficient percentage to exercise a legally established minority right.
- Offers or requests for voluntary representation.

Under no circumstances shall any communications made or posted on the Forum be considered as a notification to CaixaBank for the purposes of exercising any right the shareholders may hold, whether individually or as a group, and neither may such communications substitute the necessary requirements of the law or the Company’s By-laws or internal regulations with regard to exercising any such rights or implementing the shareholders’ initiatives and actions. The shareholders must exercise their rights and powers through the legally established channels, and the Forum may never be a valid channel for such purposes.

IV. Accessing and using the Forum

The Forum will only be open from the date of publication of the call to General Meeting, in accordance with Article 516 of the revised Spanish Corporation Law, to the date on which the General Meeting is held.

Access to and use of the Forum is exclusively reserved to CaixaBank's individual shareholders and voluntary shareholders' associations entered in the Register of Companies and in the Register created for this purpose by the Spanish Securities Market Commission (CNMV).

To access the Forum, the shareholders or voluntary associations must register as users. To do so, they must fill in the Forum access application form, providing proof of identity as required on this form.

In particular, with the purpose of proving the interested party's identity:

- Individual shareholders wishing to register as Forum users must be in possession of an electronic Spanish Identity Document (DNle) or a qualified or advanced electronic signature on the basis of a recognised valid electronic certificate issued by the Spanish Public Certification Authority (CERES), belonging to the Fábrica Nacional de Moneda y Timbre, and to provide identification during the registration process by means of any of these devices.
- Individual shareholders not of Spanish nationality who wish to register as Forum users must email the Forum administrator at accionista@caixabank.com to be informed of the proof of identity to be sent to this address for purposes of processing their user registration application.
- Legal or voluntary representatives of voluntary shareholders' associations entered in the Register of Companies and in the special Register created for this purpose by the CNMV or legal entity shareholders (either Spanish or foreign) wishing to register as Forum users must email the Forum administrator at accionista@caixabank.com so that they may be informed of the proof of legal status of the association they represent and their powers of representation that they must send to this address for purposes of processing their user registration application.

On filling in this form they must include the contact data to be posted in the Forum, to enable communication between users and with the Forum administrator with regard to the publications on the Forum.

To complete their user registration application, the shareholders must accept the Forum Rules.

In accordance with the applicable legislation, the registered users may only access and use the Forum if they continue to hold shares in CaixaBank or if a duly constituted and registered voluntary shareholders' association continues to be maintained.

If CaixaBank, as the Forum administrator, should have reasonable doubts in this regard about any registered Forum user, it may ask them to provide proof of this status being maintained, requesting any information or documents it deems appropriate for purposes of verification.

Similarly, where the case may be, the shareholders assume the obligation to notify the Company without delay if they cease to be a shareholder.

Any communications posted by shareholders that no longer hold this status before the date of the General Meeting will automatically be deleted, as will all publications relating or linked to the former.

V. Posting communications on the Forum

Shareholders who are registered users may submit proposals regarding the matters listed in section III, which will then be published by the Forum administrator, providing they comply with the law and the Forum Rules.

Communications must be submitted using the forms available in the Forum for these purposes. Once published, they will be accessible to any other Forum user.

Proposals published in the Forum must include the identity of the registered user posting them (full name in the case of individuals, company name in the case of legal entities and name and details of the entry in the corresponding registers in the case of shareholders' associations, together with the identification of their respective representatives in the latter two cases), and the date and time of submission.

The email addresses of users that have posted communications on the Forum will be sent to the users that have adhered to the proposals, initiatives or offers or requests for voluntary representation they contain.

The Forum users undertake to make correct and diligent use of the Forum, in accordance with the law and these Forum Rules and in good faith. It is therefore expressly prohibited to include any communications which:

- Infringe the rights, assets or legitimate interests of the Company, other Forum users or third parties, such as intellectual or industrial property rights, religious freedom, honour, reputation or privacy, personal data protection rights or any other legal assets, rights or protected interests.
- Include content that refers to religious affiliations or political views or is antisocial, offensive, provocative, derogatory, violent, obscene and/or of a sexual nature or any other content that may cause offence to third parties, infringe their basic rights and personal freedoms acknowledged in the applicable legislation and/or set out in the laws regarding consumer and user rights and protection of children and adolescents or invading the personal or family privacy of individuals, infringing the right to honour of third parties or constituting breach of secrecy.
- Include content or expressions that are discriminatory, racist, sexist, violent, xenophobic or degrading or offensive in any way.
- Include personal data or information on third parties without their express documented consent, or fraudulently assuming their identity.
- Include any content or material not authorised by the owners of the intellectual or industrial property rights.
- Include any type of material that is inappropriate or contrary to the requirements of good faith or, in general, unsuited to the nature of the Forum or exceeding its purpose.
- Damage, disable, overload or impair the functioning of the Forum or Company website or those of other users or third parties, or the documents, files or any other content stored on such IT equipment (hacking), preventing the normal use and enjoyment of the Forum by other users.

It is totally prohibited for the Forum users to post any type of advertising announcement.

VI. Administrator's liability

CaixaBank shall not be held liable for the accuracy, veracity, validity, legality or relevance of the communications published in the Forum. Similarly, CaixaBank is authorised, but not obliged, to monitor the content of the communications published in the Forum, which are the exclusive responsibility of the shareholders posting them, and CaixaBank is exempted from all liability deriving from this use.

CaixaBank shall only be liable for its own services and content, directly originating from itself and identified with its copyright symbol as a brand or the intellectual or industrial property of CaixaBank.

By using or accessing the Forum, all users acknowledge their awareness and acceptance that they are using it under their exclusive responsibility.

The Forum administrator may refuse to publish or remove any communications infringing the law or these Forum Rules at any time. The administrator may also send communications to Forum users at the email address they have provided or via any other means of communication deemed appropriate.

Users shall be liable for any damages caused to the Company or to other users or third parties as a result of any access and/or use of the Forum (particularly including the posting of communications) that infringes any current legal provision, these Forum Rules or the requirements of good faith.

VII. Deletion of communications after the General Meeting

On conclusion of the General Meeting, CaixaBank reserves the right to remove and delete all communications referring to it.

VIII. No licence

The Company authorises users to use the intellectual and industrial property rights pertaining to the Forum's IT application for the sole and exclusive purposes set out in section III and under the terms and conditions stated in the Forum Rules. Users must not attempt to access the Forum and its content by any means or procedures other than those that have been indicated or made available to them for this purpose.

CaixaBank grants no license or authorisation for use of any type with regard to its intellectual or industrial property rights or any other property or right relating to the Forum other than those specified in the previous paragraph.

IX. Cost of use

Access and use of the Forum is free of charge for the users, without prejudice to any connection costs they may have to pay for the telecommunications network supplied by their access provider.

X. Personal data protection

The personal data supplied by the shareholders for use on the Forum, owned by CaixaBank, S.A., with Tax Number (NIF) A-08663619 and registered address at Calle Pintor Sorolla, 2-4, Valencia, will be processed with the purpose of managing and supervising the Forum's functioning and also for managing CaixaBank's General Shareholders' Meetings and conducting statistical surveys of the Company's shareholders.

Shareholders accessing the Forum may exercise their personal data rights (access, portability, revocation of consent, rectification, opposition, limitation and erasure) with regard to this processing, in accordance with the current legislation, providing a copy of their Spanish Identity Card or equivalent document by email to accionista@caixabank.com.

If you wish to exercise your rights as a customer of CaixaBank, you may do so in person at any branch of CaixaBank, by writing to APARTADO DE CORREOS 209-46080 VALENCIA, at www.caixabank.com/ejerciciodederechos or via your digital or mobile banking application or by email to accionista@caixabank.com, providing a copy of your Spanish Identity Card or equivalent document.

These data may be notified to public bodies and authorities for purposes of complying with a required legal obligation and to services providers and third parties necessary for managing and implementing the relationship deriving from the service and/or the contractual relationship.

The data will be stored for the duration of the limitation period for the corresponding legal action, for the sole purposes of compliance with the required legal obligations and for drawing up, exercising or defending any claims.

Any claims deriving from the processing of your personal data may also be sent to the Spanish Data Protection Agency (Agencia Española de Protección de Datos) at www.agpd.es.

Data Protection Officer's contact details: www.caixabank.com/delegadoprotecciondedatos.

If, on exercising such rights, the data provided by a shareholder to the Company are rectified or cancelled on request by the said shareholder, CaixaBank will rectify or cancel all communications that have been published at their request on the Forum.

The Forum users are informed that the Forum administrator will publish the content of all communications sent to the Forum website. Similarly, it is informed that content sent by any Forum user will be visible to any other registered user and that their full name or company name will figure and will be visible to any other registered user as a means of identification of the author of any publication.

CaixaBank reserves the right to modify the presentation, settings, functioning or content of the Forum at any time and also its conditions of use, without prejudice to the legal provisions in this regard.

XI. Contact mailbox

Any users with suggestions or proposals for improving the Forum, requiring technical assistance or wishing to unsubscribe from the Forum or exercise their rights acknowledged in the personal data protection laws may send an email to accionista@caixabank.com.

Valencia, 21 February 2019

The Board of Directors of CaixaBank, S.A.