



## **INSTRUCTIONS FOR PROXY AND REMOTE VOTING**

**Board of Directors – 21 February 2019**

The Board of Directors of CAIXABANK, S.A. (hereinafter referred to as “**CaixaBank**” or the “**Company**”), at its meeting held on 21 February 2019, resolved to accept electronic voting and proxy appointment, establishing the methods and rules for implementing proxy appointment and vote casting by remote communication means.

### **Proxy appointment by remote communication means**

In accordance with Article 24 of the Company By-laws and Article 10 of the Rules of the General Shareholders' Meeting, proxy appointment for any type of General Meeting, including, where the case may be, the voting instructions, may be made by the shareholder by post, email or any other remote communication means, provided the identity of both the proxy and principal is duly proven, together with the security of the communication in the case of electronic communications.

The following remote voting methods are accepted:

#### By post

To appoint a proxy by post, shareholders must fill in and sign the “Proxy Card” issued by the Company or entity in which their shares are deposited. It is informed that the Company has decided to send the shareholders cards which they may use to appoint a proxy. However, if they cannot obtain this card for any reason, the proxy card form is available on the Company’s website ([www.caixabank.com](http://www.caixabank.com)).

Once filled in and signed, the proxy card may be delivered in person to any of our branches or posted to CaixaBank, S.A. - Junta General Ordinaria de Accionistas 2019, Apartado de Correos 281, 08080 Barcelona or the Company’s registered office. Duly filled in and signed cards may also be delivered in person at the entity at which the shares of the shareholder in question are deposited, so that in such cases the card may be sent to the Company appropriately and in good time.

#### By electronic means

Electronic proxy appointment is to be made via the Company’s website ([www.caixabank.com](http://www.caixabank.com)), following the instructions given in the section “Ordinary General Shareholders’ Meeting 2019”. To prove their identity, shareholders wishing to appoint a proxy electronically must be in possession of a Spanish Electronic Identity Card (DNIe) or a qualified or advanced electronic signature, based on a valid electronic certificate issued by the Spanish Public Certification Entity (CERES), belonging to the Fábrica Nacional de Moneda y Timbre, while users of the *CaixaBank Now* digital banking service must be in possession of their personal password card.

## Voting by remote communication means

In accordance with Articles 24 of the Company By-laws and Article 19 of the Rules of the General Meeting, shareholders may cast their vote on the motions for resolution submitted to the General Meeting by post or via electronic means.

### By post

To vote by post, shareholders must fill in and sign the “Remote Voting Card” issued by the Company or entity in which their shares are deposited. It is informed that the Company has decided to send the shareholders cards which they may use to vote remotely. However, if they cannot obtain this card for any reason, the remote voting card form is available on the Company’s website ([www.caixabank.com](http://www.caixabank.com)).

Once filled in and signed, the remote voting card may be delivered in person to any of our branches or posted to CaixaBank, S.A. - Junta General Ordinaria de Accionistas 2019, Apartado de Correos 281, 08080 Barcelona or the Company’s registered office. Duly filled in and signed cards may also be delivered in person at the entity at which the shares of the shareholder in question are deposited, so that in such cases the card may be sent to the Company appropriately and in good time.

### By electronic means

Electronic votes are to be cast via the Company’s website ([www.caixabank.com](http://www.caixabank.com)), following the rules and instructions given for this purpose in the section “Ordinary General Shareholders’ Meeting 2019”. To prove their identity, shareholders wishing to vote electronically must be in possession of a Spanish Electronic Identity Card (DNle) or a qualified or advanced electronic signature, based on a valid electronic certificate issued by the Spanish Public Certification Entity (CERES), belonging to the Fábrica Nacional de Moneda y Timbre, while users of the *CaixaBank Now* digital banking service must be in possession of their personal password card.

## Rules for remote voting and proxy appointment

### Availability of electronic means

- Electronic voting and proxy appointment services will be available to shareholders from 1 March 2019.

### Deadline for receipt

- Remote proxy appointments and votes must be received by the Company at least 48 hours prior to the start time of the General Meeting on second call, i.e. by 11.00 a.m. on 3 April 2019.

### Physical attendance and identification on the day of the General Meeting

- To attend the General Meeting in person, the representative must hold and/or represent one or more shareholders together holding a minimum of one thousand (1,000) shares.
- At the time and place of the General Meeting, appointed proxies must provide proof of their identity by showing their National Identity Card or other official document generally accepted for these purposes.

### Proxy notification

- Shareholders appointing a proxy must notify the proxy of his/her appointment.
- If the person appointed as a proxy is the Chairman or the person chairing the General Meeting, a Director, the Secretary or the First Deputy Secretary of the Board of Directors,

the proxy notification will be considered to have been made when the document containing this notification is received by the Company.

- In case of any conflict of interest situations, the Spanish Corporation Law, the Company By-laws and the Regulations of the Company's General Shareholders' Meeting will apply, the same being the case for proxy appointment.

#### **Rules for priority between proxy voting, remote voting and attendance of the General Meeting**

- Shareholders casting their vote remotely, either by post or electronically, shall be deemed to be in attendance for purposes of quorum at the General Meeting.
- If more than one proxy is appointed by a shareholder with regard to the same shares, only the last proxy to be appointed will be valid, regardless of the means of proxy appointment used. If the date of appointment is unknown, preference will be given to the last one received by the Company.
- If more than one vote is cast by a shareholder with regard to the same shares, only the last vote to be cast will be valid. If the date of voting is unknown, preference will be given to the last vote received by the Company.
- Votes cast remotely shall render null and void any electronic or written proxy appointment, either previous (in which case it will be considered revoked) or subsequent (in which case it will be considered not to have been made).
- Personal attendance of the General Meeting by a shareholder who has previously appointed a proxy or cast a vote remotely will render the said vote or proxy appointment null and void.

#### **Revocation of electronic proxy appointment or voting**

- Votes cast or proxy appointments made electronically may be revoked by express annulment by the shareholder, also made electronically.

#### **Validity of proxy appointment and remote voting**

- The validity of proxy appointments made and votes cast remotely is subject to proof being provided of the shares held. If there is any difference between the number of shares notified by the shareholder and the number of which the Company is aware via the data in the Register of Shareholders received from IBERCLEAR, the lower of the two numbers will be considered valid for purposes of quorum and voting.
- Both proxy appointments and remote votes cast shall be null and void if the Company becomes aware of the disposal of the shares before the date on which the General Meeting is held on first call.

#### **Personal Data Protection**

- The personal data of the shareholders and that of their proxies, where applicable, supplied to the Company and owned by CaixaBank, S.A. (Tax Number (NIF) A-08663619 and registered office at Calle Pintor Sorolla, 2-4, Valencia) will be processed with the purpose of managing and monitoring both the existing list of shareholders and the call to General Meeting, the meeting itself and information published on the same, and complying with its legal obligations.
- These data may be notified to public bodies and authorities for purposes of complying with an applicable legal obligation and to services providers and third parties necessary for the management and implementation of the relationship deriving from the service and/or the contractual relationship. The data will be accessible to the notary public

attending the General Meeting and will be publicly available insofar as it figures in the documentation available on the corporate website ([www.caixabank.com](http://www.caixabank.com)) or is revealed at the General Meeting, of which an audio-visual recording may be made and posted on the said website.

- The data owners may exercise their rights with regard to the personal data (access, portability, revocation of consent, rectification, opposition, limitation, deletion) in accordance with current legislation by writing to CaixaBank, S.A. - Junta General Ordinaria de Accionistas 2019, Pintor Sorolla, 2-4, 46002 Valencia or to CaixaBank, S.A., Apartado de Correos 209-46080, Valencia, or at the branches of CaixaBank, S.A. or via the website link [www.caixabank.com/ejerciciodederechos](http://www.caixabank.com/ejerciciodederechos). 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](http://www.agpd.es). Finally, you may contact CaixaBank, S.A.'s Data Protection Officer via the link [www.caixabank.com/delegadoprotecciondedatos](http://www.caixabank.com/delegadoprotecciondedatos).

#### **Filling in the proxy and voting cards**

- The Chairman of the General Meeting, or the Secretary of the General Meeting on delegation by the former, will answer any queries regarding the validity and effectiveness of the proxy appointment and remote voting documents received, endeavouring to resolve any shortcomings in the same, wherever possible.
- If CaixaBank or the Board of Directors are appointed as proxy or if the proxy's name is left blank, the person chairing the General Meeting will be considered to have been appointed as proxy, unless the agenda includes any item constituting a conflict of interest situation for the person chairing the General Meeting, in which case the proxy appointed will be a member of the Board of Directors with the status of independent Director, the Secretary of the General Meeting and the First Deputy Secretary of the Board of Directors, jointly and severally and in succession. The Board of Directors will decide which member of the Board with the status of independent Director should be appointed as proxy. If the conflict of interest should arise with regard to voting a motion that is not on the agenda, the proxy appointment shall be made solely and exclusively with regard to the vote cast on this new motion.
- If the name of the shareholder figures as the proxy on the card, the person chairing the General Meeting will be considered to have been appointed as proxy, unless the agenda includes any item constituting a conflict of interest situation for the person chairing the General Meeting, in which case the proxy appointed will be a member of the Board of Directors with the status of independent Director, the Secretary of the General Meeting and the First Deputy Secretary of the Board of Directors, jointly and severally and in succession. The Board of Directors will decide which member of the Board with the status of independent Director should be appointed as proxy. If the conflict of interest should arise with regard to voting a motion that is not on the agenda, the proxy appointment shall be made solely and exclusively with regard to the vote cast on this new motion.
- If a shareholder signs and sends the attendance card and the proxy card, a proxy appointment will be considered to have been made.
- If a shareholder signs and sends the attendance card and the remote voting card it will be considered that the shareholder has voted, unless the vote is invalid, in which case it will be considered that the shareholder has made a proxy appointment, if the proxy appointment meets the necessary requirements.
- If a shareholder signs and sends the proxy card and the remote voting card, or signs and sends the attendance, proxy and remote voting cards, it will be considered that the

shareholder has cast a remote vote, if the voting intention for all or some of the agenda items has been indicated. If the voting intention is not indicated or if the vote is invalid, the proxy appointment will be considered valid, providing it meets the necessary requirements.

- If the remote voting card is signed and sent back with no voting intention indicated for all or some of the agenda items, in the case of the agenda items left blank it will be considered that the shareholder has voted in favour of the motions of the Board of Directors, taking the voting to refer to the motions made public by the Board of Directors on making the call for general meeting.
- If the card is not signed it will be rendered null and void.
- In case of reasonable doubt regarding the identity of the person signing the card, CaixaBank may render it null and void.

#### **Other matters**

- Joint shareholders must appoint one person to exercise the shareholder's rights.
- Shareholders that are legal entities may consult the Company regarding the possibility of adapting remote voting and proxy appointment procedures, where the case may be, with all due guarantees.
- Shareholders have sole liability for the safekeeping of their electronic signatures, and of their personal password cards in the case of users of the *CaixaBank Now* digital banking service.
- The Company reserves the right to modify, suspend, cancel or limit the electronic voting and proxy appointment procedures for technical or security reasons.
- The Company shall hold no liability for any loss or damage that the shareholder may suffer as a result of its website not being available, or from any breakdowns, overloads, line or connection failures, malfunctioning of the postal service or any other similar contingency beyond the Company's control that may hinder or prevent use of the remote voting or proxy appointment procedures.
- For further information on making a proxy appointment or remote voting, shareholders may contact the "Ordinary General Meeting 2019 Shareholder Service" by telephoning 902 11 05 82 or 935 82 98 03 (7 days a week from 9.00 a.m. to 7.00 p.m.) or by sending an email to [accionista@caixabank.com](mailto:accionista@caixabank.com).

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