



# **INSTRUCTIONS FOR REMOTELY ATTENDING THE GENERAL SHAREHOLDERS' MEETING**

**Board of Directors – 16 April 2020**

These *Instructions for remotely attending the General Meeting* shall apply both in the event that the General Shareholders' Meeting is held physically at the venue indicated in the meeting announcement, or where it is held exclusively online as the state of emergency declared by Royal Decree 463/2020, of 14 March remains in force, or any other measure is set down by the administrative or health authorities that restrict or impede the Company's Ordinary General Shareholders' Meeting from being held with shareholders and shareholder representatives attending in person.

## Remote attendance of the General Meeting

Shareholders and proxies who have the right to attend the General Shareholders' Meeting remotely may use online media, connecting remotely, pursuant to the procedures described in these *Instructions for remotely attending the General Shareholders' Meeting*, which seek to make it possible for shareholders and proxies attending the General Shareholders' Meeting remotely to interact in real time and, thus, exercise their rights and ensure the meeting can be held accordingly.

The remote attendance of shareholders shall take preference over any votes those shareholders may have cast remotely and any powers of representation granted ahead of the meeting.

## Previous registration of shareholders and proxies to attend remotely

Shareholders or proxies that wish to attend the General Shareholders' Meeting remotely shall register on the Remote Attendance Platform accessible via the Ordinary General Shareholders'-Meeting – May 2020 section of the Company's website ([www.caixabank.com](http://www.caixabank.com)).

The Remote Attendance Platform will come online starting at 8.00 am on the day of the General Shareholders' Meeting, i.e., 21 May 2020, at first call and, where applicable, 22 May 2020, at second call.

### Previous registration of shareholders

**Shareholders** that wish to attend the General Shareholders' Meeting remotely **shall register on the Remote Attendance Platform, starting from 8:00 am and until 11.00 am** on the day that the General Shareholders' Meeting is held (i.e, 21 May 2020, at first call and, where applicable, 22 May 2020, at second call).

To prove their identity, shareholders shall identify themselves using an electronic national ID card (DNIe), a recognised or advanced electronic signature, based on a valid, recognised electronic certificate, issued by the Spanish Public Certification Entity (CERES), belonging to the Fábrica Nacional de Moneda y Timbre or, for users of the digital banking service *CaixaBankNow*, using their customized access codes.

For a **legal entity shareholder** to register on the Remote Attendance Platform and attend the General Shareholders' Meeting remotely, the authorised representative completing the registration process on behalf of the corporate shareholder **must prove in advance** that he/she is entitled to act on behalf of that legal entity, as well as his/her own identity by sending per email the Attendance Card addressed to the legal entity shareholder issued by the Company or by the entity in which the legal entity shareholder has deposited the shares, duly filled in and signed, together with a copy of the national ID card (DNI), foreign resident card (NIE) or passport belonging to the representative that is authorised to attend the General Shareholders' Meeting remotely, and a copy of the document evidencing his/her powers or position allowing him/her to act on behalf of the legal entity shareholder. All such documents should be sent to [personajuridica.junta@caixabank.com](mailto:personajuridica.junta@caixabank.com), prior to 11:59 pm on 19 May 2020. After receiving and verifying the documentation, the representative will be able to register and attend the Meeting remotely, provided that he/she satisfies the access and identification requirements indicated in the paragraph above.

#### Previous registration of proxies

Proxies that wish to attend the General Shareholders' Meeting remotely shall register on the **Remote Attendance Platform, starting 8:00 am and ending 11:00 am** on the day that the General Shareholders' Meeting is held (i.e, 21 May 2020, at first call and, where applicable, 22 May 2020, at second call).

To prove their identity, proxies shall identify themselves using an electronic national ID card (DNIe), a recognised or advanced electronic signature, based on a valid, recognised electronic certificate, issued by the Spanish Public Certification Entity (CERES), belonging to the Fábrica Nacional de Moneda y Timbre, for users of the digital banking service *CaixaBankNow*, using their customised access codes.

In order for a proxy holder to register on the Remote Attendance Platform and attend the General Shareholders' Meeting remotely with shares that are not owned by him/herself, in case the proxy has not been sent or delivered to the Company via remote channels in due course and in accordance with the *Instructions for Proxy and Remote Voting prior to the General Meeting* that are published on the Company's website ([www.CaixaBank.com](http://www.CaixaBank.com)), the proxy holder will have to prove in advance the existence of the proxy and his/hnister identity by sending a copy of the Proxy Card (*Tarjeta de Delegación*) issued by the Company or by the entity in which the legal entity shareholder has deposited the shares, duly filled in and signed by the represented shareholder, together with a copy of the proxy's national identity card (DNI), foreign resident certificate (NIE) or passport to the email address [delegaciones.junta@caixabank.com](mailto:delegaciones.junta@caixabank.com) before 11.59 pm on May. Once the delegation and other documentation has been received and verified, the proxy will be able to register and attend the General Shareholders' Meeting remotely provided they satisfy the requirements described in the paragraph above.

#### Other aspects relating to the registration of shareholders and proxies

- Shareholders and proxies who have failed to satisfy the previous registration requirements under the terms and conditions mentioned in the aforementioned sections shall not be entitled to attend the General Shareholders' Meeting remotely. In

this connection, once the registration has elapsed, the registration of new attendees shall not be allowed.

- If the General Shareholders' Meeting cannot be held on 21 May 2020 at first call because the required *quorum* has not been met, the shareholders and proxies holders registered for the meeting at first call shall have to complete the registration process again in order to remotely attend the General Shareholders' Meeting on 22 May 2020, at second call. If the General Shareholders' Meeting is held at second call, only the shareholders and proxy holders completing the registration and accreditation process on 22 May 2020 may attend, participate, request information, submit proposals and vote at the General Shareholders' Meeting as provided for in these *Instructions for remotely attending the General Shareholders' Meeting*.
- Shareholders attending the General Shareholders' Meeting remotely shall be considered present, to all intents and purposes, for all shares they own as reflected in CaixaBank's Shareholders Registry Book five (5) days prior to the date on which the General Shareholders' Meeting is held.
- For jointly owned shares, the joint holder who registers first to attend the General Shareholders' Meeting shall be considered as the attendee and shall be entitled to participate, request information, propose motions and vote in relation to the jointly owned shares.
- Shareholders and proxy holders remotely attending the General Shareholders' Meeting who wish to expressly put on record that they are leaving the meeting so that their vote is not counted shall do so by sending an electronic notification via the link available to this end on the Remote Attendance Platform on the corporate website. Once notification of the departure has been submitted, no action performed remotely after that time shall be considered valid.

## Streaming of the General Shareholders' Meeting

The General Shareholders' Meeting will be streamed at the link provided under *Information on the General Shareholders' Meeting - May 2020* on the Company's website ([www.caixabank.com](http://www.caixabank.com)), which may be accessed by both the Company's shareholders and non shareholders. The streaming of the General Shareholders' Meeting may also be watched in English, and a sign language interpreter will also be available.

## Exercise by shareholders and proxies of their rights to participate, receive information, submit proposals and vote remotely

### Right of participation, information and proposal

Shareholders and proxies attending the General Shareholders' Meeting remotely and who, in the exercise of their rights, wish to participate at the General Shareholders' Meeting, request information or clarifications in writing that they deem necessary about the items of the agenda, the information accessible to the public that the Company has submitted to the CNMV since the last General Shareholders' Meeting or in relation to the auditor's report, or make proposals in writing under the terms provided for by law, shall indicate, where applicable, their intention of doing so when registering to attend the General Shareholders Meeting via the Remote Attendance Platform.

Speeches, requests for information and, where applicable, proposals, shall be submitted in writing using the link provided for that purpose on the Remote Attendance Platform **when**

**registering to use the Remote Attendance Platform and until speeches ends**, which will be duly indicated during the course of the Meeting. The text shall contain a maximum of 7,500 characters, and each registered attendee shall be entitled to submit only one document.. Shareholders and proxies that wish their speeches to be included in the minutes of the meeting, will have to indicate this clearly and expressly in the heading of the submitted document. The Company shall accept only speeches, requests for information and proposals that are submitted using the mechanisms provided to this end on the Remote Attendance Platform, in the manner and before the deadline set out in these instructions.

Requests for information or clarifications from shareholders and proxies who remotely attend the meeting shall be answered verbally during the General Shareholders' Meeting or in writing, within the following seven (7) days.

#### Right to vote

Shareholders and proxies who attend the General Shareholders' Meeting remotely will be entitled to vote on the proposals relating to agenda items via the link and using the voting form provided via the Remote Attendance Platform **once they have registered until the time for the proposals ends**, which will be announced at the appropriate time during the meeting.

The voting during the General Shareholders' Meeting of any proposals that are not included in the agenda items shall be carried out using the link and form set up for this purpose on the Remote Attendance Platform, from the moment the proposals have been read and until the time for voting the proposals ends, which will be duly announced during the meeting.

Only votes cast using the mechanisms set up to this end via the Remote Attendance Platform will be accepted.

### **Miscellanea**

#### Personal data protection

The personal data of shareholders and, where applicable, their proxies, provided to the Company, controlled by CaixaBank, S.A. (Corporate Taxpayer ID No. A-08663619 and whose registered office is located at Calle Pintor Sorolla, 2-4, 46002 in Valencia) will be processed for the purposes of managing and controlling both the existing shareholder relationship and the announcement, development and dissemination of the General Shareholders' Meeting, and to satisfy its legal obligations.

These data may be passed on to public authorities for the purposes of complying with a legal obligation, as well as to suppliers of services and to third parties where necessary to handle and carry out arrangements related to the service and/or agreement. The data will be accessible to the notary public attending the General Shareholders' Meeting and will be publicly available when the data are included in the documentation available on the corporate website ([www.caixabank.com](http://www.caixabank.com)) or where the data are spoken or otherwise expressed at the General Shareholders' Meeting, which may be recorded in audiovisual format and made available to the public on the corporate website.

Shareholders may exercise their rights in relation to their personal data (access, portability, revocation of consent, rectification, objection of processing, restriction of processing, erasure), pursuant to the regulations in force, by submitting a copy of their DNI, or equivalent document and sending the request by email to [accionista@caixabank.com](mailto:accionista@caixabank.com) or by post to Apartado de Correos 209, 46080 Valencia, indicating "Ejercicio de derechos accionistas" as a reference.

If you wish to exercise your rights as a CaixaBank customer with regard to your personal data (access, portability, revocation of consent, rectification, objection, restriction of processing, erasure), you may file a request pursuant to the regulations in force by writing to CaixaBank,

S.A., Apartado de Correos 209, 46080, Valencia, by visiting any branch of CaixaBank, S.A., via the website ([www.caixabank.com/ejerciciodederechos](http://www.caixabank.com/ejerciciodederechos)), or by digital or mobile banking.

Furthermore, claims concerning the processing of your personal data may be lodged with the Spanish Data Protection Agency ([www.agpd.es](http://www.agpd.es)). Finally, concerns may be addressed to the Data Protection Officer of CaixaBank, S.A. at [www.caixabank.com/delegadoprotecciondedatos](http://www.caixabank.com/delegadoprotecciondedatos).

#### Safekeeping of electronic signatures and passwords

The shareholder is exclusively responsible for the safekeeping and use of his/her electronic signature and, concerning users of the digital banking service CaixaBankNow, for the safekeeping and use of their personal passwords.

#### Incidents

The Company accepts no liability for any damage or loss caused to the shareholder or their proxy holder in the event that its website is temporarily down or suffers an outage, including faults, overloads, connection failures or any other similar circumstance or eventuality beyond the Company's control, notwithstanding measures being adopted that in response to the particular circumstances, including the temporary suspension of the Meeting, as necessary, to guarantee the full exercise of rights by shareholders and their proxy holders

#### Information

Requests for information regarding the registration of shareholders and proxy holders on the Remote Attendance Platform, as well as of the exercise of the rights of participation, information, proposal and voting attending the meeting remotely using on line media may be submitted by writing to [accionista@caixabank.com](mailto:accionista@caixabank.com) or by calling the "2020 Ordinary General Shareholders' Meeting Hotline" at 902 11 05 82 or 935 82 98 03, from Monday to Sunday between 9.00 am and 7.00 pm.

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