



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

**March 2016**

## **I. Introduction**

In accordance with Article 539.2 of the revised Spanish Corporate Enterprises Act and the Article 7 bis of the Regulations of the General Meeting, CaixaBank, S.A. (“CaixaBank” or the “Company”) has set up an online shareholders’ forum for the Annual General Meeting, which can be found on the Company’s website ([www.CaixaBank.com](http://www.CaixaBank.com)).

At its March 10, 2016 meeting, CaixaBank’s Board of Directors approved these “Rules of procedure for the online shareholders’ forum” (hereinafter the “Forum Rules”), establishing the procedures, timeframes and other conditions required for the proper functioning of the online shareholders’ forum ( hereinafter “The forum”).

## **II. What is an online forum?**

A space on the Company’s website where shareholders can publish proposed resolutions in accordance with the law, accompanied by their contact details, so as to allow communication among shareholders.

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

## **III. Purpose of the forum**

The forum has been set up to facilitate communications among CaixaBank’s shareholders (individual shareholders, whether natural persons or legal entities, and any voluntary associations that may exist) in the run-up to General Meetings.

Shareholders who register as forum users in accordance with these Rules can submit communications for publication on the forum. By law these must be one of the following, as well as any other content required by the legislation in force at each moment:

- Proposals that are intended to be presented where applicable according to the legislation in force and the internal regulations of the Company.
- Requests to support such resolutions.
- Initiatives to reach the threshold percentage to exercise a minority right under the law.
- Offers or requests to act as proxy.

No communications submitted to or published on the forum shall be considered valid notice to CaixaBank for the purposes of exercising any right as shareholders, whether individually or collectively. Nor can a forum submission replace any procedure required by the law, bylaws or the Company’s internal rules for the exercise of such rights or for the instigation of shareholders’ initiatives and actions. All rights and powers that shareholders wish to exercise must be exercised through the legally established channels. The forum can never be a valid channel for these purposes.

#### IV. Accessing and using the forum

The forum will only be open between the publication date of the call to the AGM, in accordance with Article 516 of the revised Spanish Corporate Enterprises Act, and the commencement of the AGM.

The only users allowed to access and use the forum are CaixaBank's individual shareholders and voluntary associations of CaixaBank shareholders registered as such in the Commercial Register and also in the corresponding Register of the Spanish securities market regulator (Comisión Nacional del Mercado de Valores). To access the forum, a shareholder or association must register as a user, by completing the access request form and providing the stipulated proof of identity.

In particular and with the aim of duly proving the identity of the interested party:

- The shareholders, individuals who wish to register as Users of the Forum must be in possession of an electronic National Identity Document (DNle) or a recognised or advanced electronic signature, based on a recognised and legal electronic certificate, issued by the Spanish Certification Public Authority (CERES), a dependent of the National Coin and Stamp Factory, and identify themselves in the registration process using any of the said devices.
- The shareholders, foreign individuals who wish to register as Users of the Forum must contact the Administrator, through the address [jga@caixabank.com](mailto:jga@caixabank.com), who will notify them of the proof of identity documentation which they must send to the aforementioned address to assist the process of becoming a User.
- The representatives, legal or voluntary, from voluntary associations of shareholders registered in the Commercial Register and in the special Register activated to such effect by CNMV or shareholder legal entities (national or foreign) who wish to register as Users of the Forum must contact the Administrator, through the address [jga@caixabank.com](mailto:jga@caixabank.com), who will notify them of the proof of identity documentation of the legal representative of the association or shareholder represented and their faculties of representation which they must send to the aforementioned address to assist the process of becoming a User.

Shareholders must also state on the form the contact details which will be published on the forum so that users can communicate among themselves and with the forum administrator in response to the publications posted.

To submit a request to become a registered user, shareholders must accept the Forum Rules.

Access and use of the forum by registered users, in accordance with the rules in force, is conditional on the user continuing to hold shares in CaixaBank or the continued existence of a duly constituted voluntary shareholders' association.

If CaixaBank, as forum administrator, has reasonable doubts about whether any registered forum user meets this condition, it can ask them to provide proof, by requesting whatever information or documents it considers appropriate to establish the facts.

The user undertakes to notify the Company at the earliest opportunity if they cease to be a shareholder.

Communications posted by shareholders that cease to hold shares before the AGM shall be automatically deleted, as shall related or linked publications.

## **V. Publication of communications on the forum**

Shareholders who register as users can submit proposals on the matters listed in section III, which will then be published by the forum administrator if comply with the law and these Forum Rules.

Communications must be submitted using the corresponding forms on the forum and, once published, will be accessible to any other forum user.

Proposed resolutions published on the forum must include the identity of the user putting these forward: full name, in the case of individuals, company name in the case of legal entities and name and registration data in the specific registers in the case of shareholders' associations. Legal entities and associations must also identify their representatives. Proposals will also show the date and time they were submitted.

The email addresses of users submitting the communications posted on the forum will be sent to users who respond to the proposals, initiatives or offers or requests for proxies they contain.

Users undertake to use the forum in a responsible and correct manner, in accordance with the law and these Forum Rules and in good faith. In consequence, the forum explicitly forbids posts that:

- Infringe the rights, goods and legitimate interests of the Company, of other forum users or of third parties, as well as their intellectual and industrial property rights, religious freedom, honor, reputation and privacy, data protection rights and any other protected legal goods, rights or interests.
- Include content that refers to religious beliefs or political ideology, is anti-social, offensive, provocative, disrespectful, violent, obscene and/or sexual or any other content that may offend third parties, breach their fundamental rights and public freedoms recognized by regulations in force and/or laws on consumer and user rights, protection of minors, or which represents an intrusion into the personal or family life of individuals or violates the reputation of third parties or the confidentiality of communications.
- Include personal data or information on third parties without obtaining the express and documented consent of the person affected or assuming their identity.
- Incorporate content or material without the authorization of the intellectual or industrial property rights holders.
- Include content or expressions that are discriminatory, racist, sexist, violent, xenophobic or degrading or offensive in any way.
- Incorporate any type of material that is inappropriate, not in a spirit of good faith or, in general, unsuited to the nature of the forum or which goes beyond its stated purpose.
- Damage, disable, overload or impair the working of the forum, the Company's website, the websites of other users or third parties, or the documents, archives and any other content stored on the IT equipment (hacking) and prevent the normal use and enjoyment of the forum by other users.

The communication of any type of advertising or publicity by any user of the forum is strictly prohibited.

## **VI. Responsibility of the administrator**

CaixaBank is not responsible for the accuracy, truth, timeliness, legality or pertinence of the communications published on the forum. CaixaBank therefore has the power, but not the obligation, to control the content of communications published on the forum, which are the sole responsibility of the shareholders who author them, CaixaBank being exonerated of any liability arising from its use.

CaixaBank shall be responsible solely for its own services and content directly originated by it and identified with its copyright as its brand or intellectual or industrial property.

By using or accessing the forum, the user acknowledges that he/she is aware and accepts that use of the forum is at his/her sole responsibility.

The administrator of the forum may refuse to publish on the forum or withdraw from it at any time, all communications that were in breach of the law or these Forum Rules. It can also contact forum users via the email address supplied or by any other means.

Users shall be held liable for any damage or prejudice to the Company, other users or any third party as a result of any access and/or use of the forum (specifically including communications that they author) that breaches any law or regulations, Forum Rules or the spirit of good faith.

## **VII. Deletion of communications after the General Meeting**

Once the Annual General Meeting is over, CaixaBank reserves the right to remove and delete all communications referring to it.

## **VIII. No license**

The Company authorizes users to use intellectual and industrial property rights pertaining to the forum IT application solely for the purposes set out in section III and under the terms and conditions stated in the Forum Rules. Users must not seek to obtain access or use of the forum and its contents via media or procedures other than those that have been made available to or indicated to them.

CaixaBank grants no license or authorization for any kind of use of its intellectual or industrial property rights or any other property or right related with the forum except as specified in the paragraph above.

## **IX. Cost of use**

The forum is free for users to access and use but users may be charged for the connection through the telecoms network by their internet service provider.

## **X. Personal data protection**

Personal data provided by shareholders in using the forum will be held on a file owned by CaixaBank for the purpose of managing and supervising the operations of the forum and managing CaixaBank's annual general meetings and for compiling statistical studies of the Company's shareholders.

Shareholders who access the forum can exercise their legal rights to see, correct, object to and cancel data held on them by writing to CaixaBank, S.A. -Junta General Ordinaria de Accionistas-2016, Apartado de Correos 281, 08080 Barcelona, or by email to [jga@caixabank.com](mailto:jga@caixabank.com), attaching a copy of their national identity document.

Any data corrected or cancelled at the shareholder's request in exercise of their rights shall also be corrected or cancelled by CaixaBank in any communications it has caused to be published on the forum.

Forum users accept, authorize and expressly consent to the forum administrator publishing the content of all communications submitted to the forum website. They also accept, authorize and consent that content sent by any forum user shall be visible to any other registered user and that their full name or company name shall be visible to any registered user identifying the author of each publication.

CaixaBank reserves the right to amend, at any time and without notice, the presentation, configuration, operations and content of the forum as well as the terms and conditions of its use, without prejudice to the law.

#### **XI. Contact mailbox**

The Users that have suggestions or proposals about improvements to the Forum, who require technical assistance, who wish to unsubscribe as a registered user or who wish to exercise their rights recognized in the legislation on personal data protection will be able to make contact through the electronic mail address [jga@caixabank.com](mailto:jga@caixabank.com).

Barcelona, March 10th, 2016

**WARNING:** The English version is only a translation of the original in Spanish for information purposes. In case of a discrepancy, the Spanish version prevails.