



**REPORT OF THE BOARD OF DIRECTORS OF CAIXABANK, S.A.
ON THE PROPOSED AMENDMENT OF THE REGULATIONS OF
THE ANNUAL GENERAL MEETING OF CAIXABANK, S.A.**

Board of Directors – 17 February 2022

1. PURPOSE OF THE REPORT

This report has been prepared by the Board of Directors of CaixaBank, S.A. (“**CaixaBank**” or the “**Company**”) in compliance with Article 512 of Royal Legislative Decree 1/2010, of 2 July, enacting the restated text of the Corporate Enterprises Act (“**Corporate Enterprises Act**” or “**LSC**” to use its Spanish acronym), which requires that the proposal to approve and, hence, amend the Regulations of the Meeting be submitted for the approval of the Company’s Annual General Meeting, to be held on 7 April 2022, at first call, and on the following day, 8 April 2022, at second call, under agenda item 8.

2. REASONS FOR THE PROPOSED AMENDMENT

Spanish Law 5/2021 of 12 April, on the promotion of long-term shareholder engagement at listed companies–, which transposes into Spanish law Directive (EU) 2017/828 of the European Parliament and of the Council of 17 May 2017 amending Directive 2007/36/EC– (“**Law 5/2021**”), was published on 13 April 2021 in the Official State Gazette. Among other matters, this law amends the Spanish Corporate Enterprises Act in relation to the regime for the identification of shareholders and the exercise of voting rights, capital increases and pre-emptive subscription rights, the composition of the board of directors, the director’s remuneration, related-party transactions and remote attendance at the general shareholders’ meeting, also introducing the possibility for the companies to call general meetings to be held exclusively remotely if this is expressly regulated in the by-laws.

At the last Annual General Meeting, certain amendments to the By-laws were approved in view of the imminent enactment of Law 5/2021, including the provision to hold general meetings attended by shareholders and their proxies exclusively by remote means when permitted by applicable regulations, being also the Regulations of the General Meeting amended accordingly.

Following the approval of Law 5/2021, and being currently in force, CaixaBank’s Board of Directors now submits a proposal to the General Meeting to review and approve various amendments to the internal corporate rules and regulations, including the Regulations of the General Meeting, to include further specific information in relation to remote attendance at the General Shareholders’ Meeting and its adaptation to Law 5/2021. In this regard, the Board has deemed it appropriate to submit for approval by the General Shareholders’ Meeting the amendment of certain articles of the Regulations of the General Meeting, while also further clarifying the rules of operation of the General Meeting due to the experience that the Company has amassed in the last two years on how to organise and hold General Meetings with the option of remote attendance by shareholders and their proxies, in addition to the traditional method of physical attendance, and the sole General Meeting held exclusively via remote means in 2020 during the state of alarm imposed by the Spanish authorities amid the COVID-19 health crisis, in accordance with the regulations and recommendations in force at that time, all in addition to the introduction of certain technical or systematic clarifications.

The proposed amendments to the articles of the Regulations of the General Meeting are explained at greater length below. For the sake of clarity, all references to the numbering of the articles reflect the new numbering resulting from the proposed amendment, unless expressly stated otherwise.

2.1. Proposed amendment to Article 5 (“Call to General Meetings”)

It is proposed to incorporate two new clarifying paragraphs in relation to the possibility, as already provided for in the current By-laws and Regulations of the General Meeting, of holding meetings with the remote attendance of shareholders and proxies and of holding remote-only meetings.

The new section 2 clarifies matters by stating that meetings may be held with the physical and remote attendance of shareholders and proxies, while also providing for the remote-only holding of meetings, all on the basis of the corresponding resolutions passed by the Board of Directors. Meanwhile, the new section 3 expressly provides that when the Board has authorised attendance at the meeting via remote channels or has called the General Meeting to be held exclusively using remote means, all the information in this respect regarding the formalities and procedures to be followed for this type of attendance shall be included in the meeting announcement and, as the case may be, in the implementing regulations approved by the Board for that purpose.

2.2. Proposed amendment to Article 7 (“Right of Information before the General Meeting”)

It is proposed to simplify the wording of the current sections 1 and 2, including in general terms and in summary form the obligation of the Company to publish the relevant documentation on its website and also to make the legally required documentation available to shareholders or send it to them free of charge, given that this information is to be explicitly included in the announcements convening the General Meeting.

It is likewise proposed to further specify section 2 in relation to requests for information, explaining that they may be made by delivering the request to the registered office or by sending it to the Company by post or by electronic means of communication *“to the postal or electronic addresses provided for this purpose”*, in accordance with standard practices at the Company.

It is also proposed to include a number of drafting clarifications in this and the following paragraph.

2.3. Proposed amendment to Article 8 (“Right of Attendance”)

It is proposed to include, in section 3, further technical information on the identification and accreditation system for shareholders attending the General Meeting physically, in accordance with CaixaBank’s established practices for holding its General Meetings, and to expressly state that *“If, for any reason, these cards are not available to shareholders, the attendance card model that will be published on the Company’s website at the time of the meeting may be used”*, in accordance with the Company’s standard practices. It is likewise proposed to introduce a new section 4 along the same lines but with regard to those attending remotely, also specifying that in no case shall the Company be liable for any damage that may be caused to the shareholder or proxy as a result of any technical

problems that may arise. This information is already included in the Additional Provision currently in force but which it is proposed to remove so as to streamline the Regulations.

It is also proposed to technically complete section 6, specifying, with regard to the duty of Board members to attend general meetings, that not attending the meeting “*physically or remotely*”, in line with the usual practice of listed companies in accordance with the current state of the art, shall not frustrate or prevent the valid constitution of the meeting.

2.4. Proposed amendment to Article 10 (“Right of Representation”)

It is proposed to technically complete paragraph 2 by indicating that personal attendance at the General Meeting of the shareholder, “*in person or remotely*”, shall have the effect of revoking the proxy.

It is likewise proposed to expressly include a new paragraph 4 stating that a proxy may represent more than one shareholder without limitation as to the number of shareholders represented and, when representing several shareholders, may cast votes both for and against the motion, according to the instructions given by each shareholder, in accordance with Article 522.4 of the LSC.

It is also proposed to complete paragraph 7, on situations of conflict of interest, by stating that “*The rules approved by the Board of Directors for delegating remote voting and the vote delegation card may provide the identity of the proxy and the substitute or substitutes of the proxy in the event of a conflict of interest, unless expressly designated by the represented shareholder*”, in accordance with the Company’s standard practices.

Lastly, it is proposed to further specify paragraph 8 to include information on the public solicitation of proxies by the directors, with reference also to the information to be included on the proxy card in relation thereto, which shall include a request for instructions for the exercise of voting rights and an indication of how the proxy should vote in the event that precise instructions are not given, in accordance with Article 186.1 of the LSC. It is also proposed that the newly worded paragraph make reference to the rules of implementation of proxy voting via electronic channels approved by the Board, in accordance with the Company’s standard practices.

2.5. Proposed amendment to Article 13 (“Chairman, Secretary and Head Table”)

It is proposed to complete section 5 of this article, indicating that the Head Table shall be made up of the Chairman and Secretary of the General Meeting and the members of the Board of Directors who attend the meeting “*physically or remotely*”, in line with standard practice at listed companies and in accordance with the prevailing state of the art.

2.6. Proposed amendment to Article 14 (“Attendance Register”)

It is proposed to further specify paragraph 1, relating to the registration of shareholders for attendance at the General Meeting, so as to clearly explain the relevant procedure for shareholders who attend in person and the procedure for those who attend remotely.

It is likewise proposed to amend the wording of paragraph 8 in line with the Company's practices, in accordance with the applicable rules and regulations, with regard to the quorum required for the General Meeting to be validly convened.

Lastly, a minor drafting change is introduced in Article 14(2) (Spanish version).

2.7. Proposed amendment to Article 15 (“Calling the Meeting to Order”)

It is further proposed, in coordination with the proposed amendment to Article 14, paragraph 8, to bring the wording of paragraph 2 in line with the Company's standard practices, in accordance with applicable rules and regulations, with regard to the quorum required to convene the General Meeting.

A technical clarification (replacing “*shareholders in attendance*” with “*shareholders and proxies*”) is also included in paragraph 3 of this Article 15.

In addition, the new paragraph 4 introduces the possibility of live streaming of the General Meeting, in accordance with the Company's standard practices and in line with Recommendation 7 of the Code of Good Governance.

2.8. Proposed amendment to Article 16 (“Participation”)

It is proposed to introduce a number of technical clarifications in this article and, in particular:

- It is proposed to remove the explanation regarding the point in the meeting at which shareholders and proxies may speak, as it is considered more desirable to leave a wide margin in this respect within the legal limits so that this time can be better organised according to the specific needs of each General Meeting, seeing as though there may be technical constraints arising from remote attendance, among other possible issues (paragraph 1 and current paragraph 2, which is removed).
- It is proposed to replace the existing provision (“*The Chairman shall pass the floor over to shareholders who have made the corresponding request*”) with the following wording: “*The contributions will be made by shareholders or proxies attending the meeting physically as well as those made by shareholders or proxies attending remotely, who have previously requested to speak in the period and manner required, will take place in the order established by the Chairman*”, so as to include not only use of the floor by shareholders and representatives who attend in person but also by those who attend remotely, thus providing for a generic wording to make the prevailing system more flexible in practice.
- It is proposed to incorporate certain drafting clarifications in paragraphs 3 and 4, eliminating in the latter case the reference to “shareholders”, given that both duly accredited shareholders and their proxies may request and speak at the General Meeting.
- It is likewise proposed to amend paragraph 5 so as to bring it in line with the proposed amendment to paragraph 1 under the terms indicated above and also to eliminate the

reference to requesting clarification on any point on the agenda. This is to be replaced with a reference to the exercise of the right to information regulated in Article 17 of the Regulations, which expressly states that the right to information extends not only to the items on the agenda, but also to the information accessible to the public that the Company has provided to the National Securities Market Commission since the last general meeting was held and the information contained in the auditor’s report, pursuant to Article 520.1 of the LSC.

- Lastly, it is proposed to include certain technical drafting clarifications regarding the possibility of holding meetings with remote attendance of shareholders and proxies and remote-only meetings in accordance with paragraph 6, concerning the request by shareholders and proxies attending the meeting to have their intervention, or their possible opposition to a motion or the direction of their vote, recorded verbatim in the minutes; paragraph 7, concerning the point in the meeting at which shareholders and proxies may speak; and paragraph 8, which mentions certain specific powers vested in the Chairman of the General Meeting further to his remit to steer the course of the meeting, eliminating the reference made to *“reading out voting results”*, since this particular function, unlike the others listed in section 8, does not refer to shareholders’ interventions, and is already included in Article 20.2 of the Regulations of the General Meeting.

2.9. Proposed amendment to Article 17 (“Right of Information during the General Meeting”)

It is proposed to introduce certain technical clarifications in paragraph 1 to reflect the possibility, as already provided for in the By-laws and in the Regulations of the General Meeting, of holding General Meetings with the remote attendance of shareholders and their proxies, as well as remote-only General Meetings. Further drafting clarifications are also made to paragraph 3.

2.10. Amendment of Article 19 (“Voting on Resolutions”)

It is proposed to incorporate various technical and drafting clarifications to Article 19, in particular:

- Drafting clarifications are made to paragraph 1 in order to bring the rules regarding the end of the speaking time and the answers provided, in accordance with the Company’s standard practices, in line with good practices of listed companies in general.
- Paragraph 4 incorporates a drafting clarification, stating that if *“during the meeting”* motions have been raised on matters that fall within the General Meeting’s remit despite not being included on the agenda, then the Chairman shall decide on the order in which they are to be put to the vote.
- In section 5, the first paragraph is to be brought in line with the wording of Article 197 bis of the LSC, thus removing the reference to *“Each item on the agenda will be voted on separately”*. The last paragraph is also to be removed, since both the voting cards of shareholders or their proxies physically attending the General Meeting and the voting form on the telematic platform will have separate items assigned to them. Furthermore, removing this paragraph

does not affect the Chairman’s power to establish the voting system, as already provided for in paragraph 2 of Article 19.

- The last subparagraph of paragraph 7 (*“Attendees must invariably be advised of the item on the agenda to which the proposed motion put up for voting refers”*) is to be deleted to avoid any possible confusion given the different times at which the right to vote may be exercised.
- With regard to paragraphs 8 and 9, minor changes are made to certain aspects relating largely to remote attendance and strictly procedural aspects that are included in the rules published in the meeting announcement or are typically explained at meeting itself are eliminated; and in paragraph 8 the reference to blank vote is removed, given that this is not provided for in the Corporate Enterprises Act in the case of public limited companies, all with the aim of streamlining the provisions of this section and making them more readily understandable.
- In paragraph 10, the reference to paragraph 7 is deleted, such that the reference made to the voting system refers instead to the relevant paragraphs preceding paragraph 10.
- In paragraph 13, minor drafting clarifications are included which do not affect the current rules on the casting of votes and the granting of proxies via remote channels of communication *“prior to the General Meeting”*, including an express reference to the *“delivery”* of such vote or proxy (at the place indicated in the meeting announcement), in accordance with the Company’s usual practice and also in line with the proposed amendment to Article 24 of the By-laws.
- In accordance with Article 189.3 of the LSC, a new section 14 is added whereby *“Shares of shareholders who have voted using remote means of communication prior to the General Meeting will be considered as present”*.
- Lastly, a new paragraph 15 is to be included concerning the electronic confirmation of votes cast via electronic channels, as well as the confirmation of the registration and recording of votes, all in accordance with Article 527 bis of the LSC, as introduced by Law 5/2021.

2.11. Amendment of Article 21 (“Minutes of the General Meeting”)

It is proposed to further specify paragraph 2 of Article 21 to provide that if the Company’s General Meeting is held as a remote-only event in accordance with Article 22 bis of the By-laws, then the minutes of the meeting must be drawn up by a notary public, in accordance with Article 521.3.b) of the LSC, as contained in Act 5/2021.

2.12. Removal of the additional provision (“Telematic attendance at the General Meeting via remote connection in real time”)

It is proposed to remove the additional provision of the Regulations of the General Meeting to streamline the structure of the document, as its various provisions relating to remote attendance at

the General Meeting by shareholders and proxies and remote-only meetings are already reflected in other articles of the Regulations.

4. APPENDIX

The attached Appendix contains the proposed amendments to the Company's Regulations of the General Meeting, showing how the affected articles would read if and when the proposed changes are approved at the Annual General Meeting of CaixaBank.

APENDIX

PROPOSED AMENDMENTS TO THE COMPANY’S REGULATIONS OF THE GENERAL MEETING, SHOWING HOW THE AFFECTED ARTICLES WOULD READ IF AND WHEN THE PROPOSED CHANGES ARE APPROVED AT THE ANNUAL GENERAL MEETING OF CAIXABANK

These Regulations have been approved by the General Shareholders’ Meeting of “CaixaBank, S.A.” (hereinafter, the “**Company**”) in accordance with the regulations in force, with the aim of bringing the General Meeting in line with applicable law and the Company’s by-laws.

With this overriding objective in mind, these Regulations do not include verbatim transcriptions of applicable legal provisions and the by-laws governing the General Meeting, although in certain cases some of these provisions may be included to aid with interpretation. In similar fashion, these Regulations are not intended to regulate basic shareholder rights, seeing as though such rights are already envisaged at law and through the by-laws. Any attempt to regulate them herein would therefore be inappropriate, in that the overarching aim of these regulations is to govern purely procedural aspects.

CHAPTER I

INTRODUCTION

ARTICLE 1. PURPOSE

The purpose of these Regulations is to implement applicable law governing the Company, along with those aspects of the by-laws relating to the General Meeting, in strict accordance with such provisions, which will always take precedence over the terms of these Regulations, the aim of which is to govern procedural aspects of the General Meeting.

ARTICLE 2. TERM, INTERPRETATION AND MODIFICATION

1. These Regulations will apply to all General Meetings convened from the date on which this document is approved.
2. These Regulations will be interpreted in accordance with applicable law and the by-laws, particularly with the spirit and purpose thereof.
3. The Board of Directors may request the General Meeting to modify these Regulations when, in its opinion, it deems such modification to be necessary or advisable.

CHAPTER II

TYPES AND DUTIES OF THE GENERAL MEETING

ARTICLE 3. TYPES OF GENERAL MEETING

General Meetings may be ordinary or extraordinary in nature, in accordance with the terms in the Law and Article 18 of the by-laws.

ARTICLE 4. DUTIES OF THE GENERAL MEETING

The duties of the General Meeting are those envisaged by applicable law from time to time.

CHAPTER III

CONVENING THE GENERAL MEETING

ARTICLE 5. CALL TO GENERAL MEETINGS

1. General Meetings will be announced in accordance with the terms of the Law and Article 19 of the by-laws.
2. Without prejudice to the physical attendance of shareholders and their representatives at the General Shareholders' Meeting, the Board of Directors may authorise their remote attendance or allow the Meeting to be held exclusively through remote means, in accordance with the law, the By-laws and this Regulations.
3. If case the Board of Directors has authorised attendance of the meeting using remote means or has called the General Meeting to be held exclusively using remote means, this must be expressly stated in the call notice, which will inform of the processes and procedures that must be followed to be registered and to draw up the list of attendees, in addition to the terms, formats and manner in which shareholders may exercise their rights, and to properly reflect this in the minutes of the Meeting, in accordance with the law, the by-laws and this Regulations, and the implementing regulations, if applicable, approved by the Board of Directors on occasion of the call of the General Meeting, which will be published on the Company's website.

ARTICLE 6. POWER AND OBLIGATION TO CONVENE THE GENERAL MEETING

The power and obligation to convene the General Meeting is governed by applicable law and by Article 19 of the by-laws.

ARTICLE 7. RIGHT OF INFORMATION BEFORE THE GENERAL MEETING

1. From the time the notice of the General Meeting ~~scheduled for approval of the annual accounts~~ is published, and at least up until it is held, the Company must continuously publish on its website the text of the proposed resolutions, in addition to the reports and other documentation which must be made available by law and under the by-laws. ~~shareholders will be entitled to visit the Company's registered offices in order to retrieve, immediately and at no cost, the non-consolidated and, where appropriate, consolidated annual accounts, management report and audit report.~~ In addition, when legally applicable, shareholders may examine ~~the agenda contains any modification of the By-laws, the shareholders will have the right to examine in the registered office~~ the full text of these documents in the registered office, or request it be delivered to them free of charge ~~the complete text of the modification proposed and the report regarding such modification, as well as to request the handover or free delivery of the mentioned documents.~~

~~Whenever the agenda contains the approval of the remuneration policy for Directors, the shareholders will have the right to request the handover or free delivery of the~~

~~motivated proposal of the mentioned policy and the specific report of the Remuneration Committee.~~

~~The documents mentioned in this section will also be made available to shareholders through the Company's website (www.caixabank.com) from the publication date of the Meeting notice until, at least, the date of the General Meeting held to approve them.~~

~~2. From the date on which the notice of the ordinary or extraordinary General Meeting is published, shareholders may visit the registered offices in order to consult proposed motions, reports and other documents that must be made available in accordance with applicable law and the by-laws. These documents will also be made available to shareholders through the Company's website (www.caixabank.com) from the aforementioned date, this without prejudice to the right of shareholders to request free delivery of the unabridged text of the documents in question subject to applicable legal requirements.~~

23. Up until the fifth day leading up to the scheduled date for the General Meeting, shareholders may request from the Company's directors any information or clarification they deem necessary, regarding the items included on the agenda, or raise in writing any questions they deem salient. They may likewise request information or clarifications or send written questions in relation to any public information that the Company may have disclosed to the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*) since the date of the immediately preceding General Meeting, and regarding the audit reports.

Requests for information may be made by delivering the request in person at the Company's registered office or by sending it to the Company by post or by electronic means of communication [to the postal or electronic addresses provided for this purpose](#), subject to the identification requirements, procedure and deadlines prescribed by the Board of Directors, thus ensuring that the shareholder can be duly identified and authenticated through this system for requesting information. The shareholder will have the burden of proving that the request has been sent to the Company in due time and following proper procedure. The Company's website will explain the requirements for exercising the rights of shareholders to obtain information, in accordance with the law, the By-laws, these Regulations and the any implementing rules approved by the Board of Directors.

Directors shall provide the requested information described in this section ~~3~~ in writing before the date on which the General Meeting in question is to be held. The valid requests for information, clarifications or questions made in writing and the answers provided in writing by the Directors will be included on the Company's website (www.caixabank.com).

43. Directors must provide shareholders with any information requested under section 3 above, unless that information is unnecessary for the safeguarding of the rights of the shareholders or there are objective reasons to consider that it could be used for extra-business aims or its disclosure may be used to harm the Company or its related companies. Directors may discharge this obligation during the meeting through the Company's management team, or through any employee or expert on the matter in question. This refusal of information may not proceed when the corresponding request is supported by shareholders representing at least 25% of the share capital.

54. The Directors may restrict their response to a reference to the information provided under the question-response format when, prior to any specific question, the requested information is clearly, expressly and directly available to all shareholders on the Company's website (www.caixabank.com) under the mentioned format.

ARTICLE 7 BIS. ONLINE FORUM FOR SHAREHOLDERS

1. On occasion of the notice of each General Meeting, the Company shall set up an Electronic Shareholders' Forum on its website. The forum will feature the necessary security measures and will be available to individual shareholders and to any voluntary groups of shareholders that may be created in accordance with applicable law, the aim being to raise awareness of, and provide information on the General Meeting before it is held. Shareholders may use the forum to post any additional motions they may wish to add to the agenda published in the notice of meeting, along with requests for adherence to such proposed motions, initiatives aimed at reaching the legally envisaged percentage for exercising minority rights, offers of, or requests for, voluntary representation, as well as offers or solicitations of voluntary proxies.
2. The Board of Directors may develop the regulatory aspects discussed in the preceding section further by establishing additional procedures, timeframes and other conditions required for the proper functioning of the Electronic Shareholders' Forum.

CHAPTER IV

STAGING THE GENERAL MEETING

ARTICLE 8. RIGHT OF ATTENDANCE

1. Shareholders who own at least one thousand (1,000) shares, whether individually or when pooled with other shareholders will be entitled to attend the General Meeting in person or remotely via a telematic connection.
2. To attend the General Meeting the shareholder will have the shares recorded in the appropriate register of dematerialized shares at least five days ahead of the scheduled date for the meeting. This will not apply in any specific cases in which laws applicable to the Company establish an incompatible system.
3. All shareholders attending the General Shareholders' Meeting physically on the day the meeting is called must prove their identity using the personal attendance card. ~~Every shareholder entitled to attend the General Meeting pursuant to the aforementioned requirements will be sent a personal attendance card, which will be used to record~~ which will show the number of shares they own ~~along with their corresponding voting rights, on the basis of one vote per share.~~ Attendance cards will be issued by the Company itself, ~~after ownership of the shares has been duly substantiated,~~ or by ~~the Spanish Central Securities Depository (Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, or Iberclear), or participating~~ the entities in which the shareholders have deposited their shares, although both ownership and the number of shares owned may also be proved using any other legally valid form accepted by the Company. ~~Shareholders may only claim entitlement to the attendance card by furnishing the corresponding certificate of eligibility evidencing compliance with the attendance requirements.~~ If, for any reason, these cards are not available to

shareholders, the attendance card model that will be published on the Company's website at the time of the meeting call may be used.

4. If the Board of Directors has authorised the attendance of the meeting using remote means, or has called the General Meeting to be held exclusively remotely, shareholders and proxies who have the right to attend the Meeting may do so using telematic means that allow them to connect in real time to the location where the General Meeting is being held and that also ensure the attendees are properly identified, can properly exercise their rights, interact in real time and, in general, ensure that the meeting runs properly. The Company will under no circumstances be held liable for any claims or damages caused to the shareholders in the event its website becomes temporarily unavailable, or for any faults, overloading, line disconnections, connection errors or any other similar incident that is beyond the Company's control, without prejudice to the appropriate measures being implemented to address the situation, including the temporary suspension or extension of the Meeting, if this is deemed necessary to ensure that the shareholders and proxies can fully exercise their rights.
35. The Chairman of the General Meeting is authorized to determine compliance with the requirements for attendance at the General Meeting, but may delegate this task to the Secretary.
46. Members of the Board of Directors must attend General Meetings, although under no circumstances ~~will their absence~~ not attending the Meeting, physically or remotely, for any reason will not prevent the General Meeting in question from being validly held.

ARTICLE 9. ATTENDANCE OF THIRD PARTIES

1. The Chairman may authorize the attendance of parties who lend their services within, or to the Company, and turn the floor over to them when deemed appropriate and in the interests of the General Meeting.
2. With a view to increasing awareness of General Meetings and the resolutions carried, the Chairman may authorize the press, financial analysts and other experts to attend the meetings.
3. General Meetings may also be attended by any persons to whom the Chairman of the Board of Directors may have extended an invitation.
4. Notwithstanding the above, the General Meeting may revoke authorizations extended by the Chairman to those persons mentioned in sections 2 and 3 above.

ARTICLE 10. RIGHT OF REPRESENTATION

1. Without prejudice to the right of legal entity shareholders to attend through their chosen representative, any shareholder may grant a proxy authorizing another person, whether or not a shareholder, to represent them at the General Meeting. In order to attend the General Meeting in person or via a telematic connection, the proxy holder must be a shareholder and/or represent one or more shareholders on a combined basis holding a minimum of one thousand (1,000) shares.

2. Representation may always be revoked. As a general rule, the most recent action performed by the shareholder ahead of the General Meeting shall be valid, in the sense that the last delegation revokes all previous ones. In any case, the proxy will be deemed revoked if the principal attends the General Meeting in person or remotely. In addition, prior proxies shall be deemed revoked and subsequent proxies shall be deemed as no effected.
3. Proxies must be appointed specifically for each meeting, in writing or by means of remote communication that duly guarantees the identity of the principal and the security of the electronic communications, in accordance with the procedures established in the by-laws, in these General Meeting Regulations and in any rules the Board of Directors may approve, which will be posted on the Company's corporate website.
4. Proxies may represent an unlimited number of shareholders. When proxies represent more than one shareholder they may vote in different ways according to the instructions received from each one.
45. Any shareholder wishing to be represented by proxy at the General Meeting must have registered ownership of its shares in the relevant book-entry ledger at least five (5) days in advance of the date on which the General Meeting is to be held. This will not apply in any specific cases in which laws applicable to the Company establish an incompatible system.
56. The Chairman of the General Meeting is authorized to determine whether proxies have been validly conferred and, particularly, to verify the identity of the shareholders and their representatives, to check the ownership and legitimacy of their rights and the validity of the attendance card, and may delegate this task to the Secretary.
67. If there are conflicts of interest, the provisions in the Law and by-laws will apply. In any event, in contemplation of the possibility that a conflict may exist, proxies may be granted subsidiarily to another person. The rules approved by the Board of Directors for delegating remote voting and the vote delegation card may provide the identity of the proxy and the substitute or substitutes of the proxy in the event of a conflict of interest, unless expressly designated by the represented shareholder.
78. If a public request for representation is effected as prescribed by Law, the Director that obtains such representation will be subject to the limitation on voting rights corresponding to the shares subject to the proxy as established in Law. The vote delegation card will contain the request for instructions for the exercise of the voting right and an indication of how the representative should vote in the event that no specific instructions are given, without prejudice to the regulations on remote delegation using electronic means that may be approved by the Board of Directors at the time the General Meeting is called and published on the Company's website.
89. The previous regulations about the exercising of the proxy's representational powers are understood without prejudice to legal provisions concerning cases of family representation and the granting of general powers of attorney.

ARTICLE 11. ORGANIZATION OF THE GENERAL MEETING

1. The General Meeting will be held at the venue and on the date outlined in the notice and within the municipal district in which the Company has its registered offices. However, the Board of Directors will be entitled to choose a meeting venue at any other location within Spain, with the location to be stipulated in the notice. Should the notice fail to mention the venue, the meeting will be deemed to take place at the Company's registered offices.
2. In order to guarantee the personal security of attendees and ensure that the meeting progresses as planned, the Chairman will make sure that all appropriate security and surveillance measures are in place, including access control systems.
3. If the Board of Directors deems fit, the meeting may also feature simultaneous translation equipment.
4. The Chairman may also dictate that the General Meeting be videotaped fully or in part.
5. If, for any reason, the General Meeting must be held in separate rooms/halls, audiovisual equipment will be set up to allow for real-time intercommunication between the different rooms/halls, thus enabling the meeting to be held as a single continuous act. If the rooms/halls are located at different venues, the meeting will be deemed held at the place where the head table is located. Attendees at any of the aforementioned locations will be treated as attendees of the General Meeting, provided that all requirements prescribed by these Regulations are duly met.
6. Those in attendance may not use photography, video or recording equipment in the room(s)/hall(s) where the General Meeting is held, nor may mobile telephones or similar devices be used, unless the Chairman grants his/her consent. Controls may be set up at the meeting access point to ensure that this obligation is honored.

ARTICLE 12. QUORUM FOR THE GENERAL MEETING

1. The ordinary or extraordinary General Meeting will be validly convened on first call when shareholders present or represented by proxy account for at least 25% of the subscribed share capital with voting rights attached. On second call, the meeting will be validly convened irrespective of the percentage of share capital in attendance.
2. Notwithstanding the above, and in order for the Ordinary or Extraordinary General Meeting to vote on the placement of securities where this is within its competence, the elimination or limitation of subscription rights, capital increases or reductions, transformations, mergers, spin-offs, universal transfers of assets and liabilities, moving the registered offices to a foreign country, or making any changes to the by-laws, shareholders in attendance at first call, whether present or represented by proxy, must account for at least 50% of subscribed capital with voting rights attached. On second call, only 25% of said capital will be necessary. This will be understood without prejudice to other cases set forth in the Law, in particular, special Laws applicable to the Company.
3. If there is no valid quorum on second call to address all items on the agenda, the agenda will be shortened accordingly to include those items for which a valid quorum exists. To

such end, the General Meeting will be validly convened to vote on and adopt resolutions on those items for which a sufficient quorum exists.

4. Any absences occurring after the General Meeting is officially called to order will not affect the validity of the quorum.

ARTICLE 13. CHAIRMAN, SECRETARY AND HEAD TABLE

1. General Meetings will be chaired by the Chairman of the Board of Directors and, in the absence thereof, as in cases of vacancy, absence or impossibility, by the corresponding Vice-Chairman in order of priority. In the absence of both, the oldest director will act as Chairman.
2. The Secretary will be the Secretary to the Board of Directors, and in the absence thereof, as in cases of vacancy, absence or impossibility, the Vice-Secretary in order of priority, if any, and in the absence thereof, as in cases of vacancy, absence or impossibility, the youngest director.
3. If the Chairman or the Secretary leaves the meeting for any reason and at any point during the proceedings, their replacement for the meeting in question will be determined in accordance with the preceding sections.
4. The Chairman is charged with calling the meeting to order, coordinating and passing the floor and speaking times in accordance with the provisions of these Regulations, concluding discussions when he/she deems the matter to have been sufficiently discussed and organize votings. The Chairman shall also clarify any doubts concerning the agenda and the list of attendees, declare resolutions as approved, adjourn the meeting and, in general, exercise any such powers as may prove necessary, including disciplinary powers, to ensure the smooth running of the meeting, with entitlement to expel anyone intending to disturb the normal course of the meeting. The Chairman is likewise vested with powers to interpret the provisions of these Regulations.
5. The head table of the General Meeting will comprise the Chairman and the Secretary of the General Meeting, along with any members of the Board of Directors who may be in attendance [physically or remotely](#).

ARTICLE 14. ATTENDANCE REGISTER

1. The admission point [at the place where the General Meeting is to be held](#) where attendance [and proxy](#) cards ~~and proxies~~ may be handed in will open one hour before the scheduled start time for the meeting, unless the notice of meeting dictates otherwise, and will close immediately before the list of attendees is drawn up. [All shareholders and proxies attending the General Meeting using remote means, when this has been approved by the Board of Directors in the call notice, may register on the remote voting platform from the time indicated in the call notice and in the instructions for remote attendance of the General Shareholders' Meeting that will be published on the Company's website at the time the call notice is released.](#)
2. The register of shareholders present and represented by proxy in attendance at the meeting will be kept by the person/s designated for such purpose by the Secretary, using, where applicable, any technical equipment deemed appropriate.

3. The attendance register will include the full name of those shareholders present in person, and of those represented by proxy and the names of their proxies, as well as the number of shares they directly or indirectly represent at the meeting.
4. The total number of shareholders present or represented by proxy will be displayed at the end of the list, together with the amount of share capital they hold or represent by proxy, including the amount thereof belonging to shareholders with voting rights.
5. The Chairman shall resolve any questions that may arise relating to attendance and preparation of the attendance register, but may delegate this task to the Secretary.
6. If the attendance register does not appear at the beginning of the minutes of the General Meeting, it will be attached by means of an annex signed by the Secretary with the approval of the Chairman. The attendance register may also be drawn up in the form of a file, or introduced electronically. In these cases, the means used will be stated in the minutes, and the sealed cover of the file or media will bear the relevant identification note signed by the Secretary with the approval of the Chairman.
7. Any shareholder entitled to attend may confirm their attendance by checking the attendance register, provided that this does not delay or slow down proceedings once the Chairman has called the meeting to order. The head table will be under no obligation to read out the register or provide copies thereof during the meeting itself.
8. [Once the registration of attendance and proxy cards has been completed at the location of the General Meeting and/or, where applicable, the remote registration period has ended, and once a sufficient quorum has been established, the General Shareholders' Meeting will be deemed valid and a list of attendees will be drawn up.](#) The Chairman may extend the process of drawing up the attendance register by a few minutes should certain shareholders decide to pool their shares at the last minute. Should this situation arise, the Chairman may provisionally close the attendance register in order to confirm that there is a sufficient quorum for the meeting to be validly held, [and, where applicable, the remote attendance of shareholders and proxies has been verified.](#) ~~The final attendance register and subsequent calculation of the final quorum must invariably be carried out before moving on to discuss the items on the agenda.~~
9. Shareholders or proxies who arrive late at the General Meeting after the cut-off point for handing in attendance cards and proxies will be allowed in as guests at the meeting, should they so wish (either in the meeting room/hall itself, or, should the Company so decide in order to avoid possible confusion during the meeting, in an adjacent room/hall from which they can follow the meeting), although neither such shareholders nor their proxies will be included on the attendance register.

CHAPTER V

PROCEEDINGS AT THE GENERAL MEETING

ARTICLE 15. CALLING THE MEETING TO ORDER

1. At the start of the meeting, the Chairman or, by delegation, the Secretary will discuss the notice of meeting and read out the information relating to the number of shareholders with voting rights in attendance at the meeting (either in person, or

through proxy), likewise stating the number of shares they represent and their percentage of the share capital. If appropriate, the Chairman will declare the meeting validly convened on first or second call, as applicable, and will state whether the meeting is able to address and carry resolutions on all items included on the agenda, or whether the agenda must be shortened.

2. If the situation envisaged in section 8 of the Article above materializes, the aforementioned information relating to the provisional closing of the attendance register may be read out, and the Chairman may declare the meeting validly convened and determine the items on the agenda that can be heard in accordance with such information. Once the attendance register has been closed definitively, and, where applicable, the remote attendance of shareholders and proxies has been verified, ~~but before deliberations and voting on the agenda get under way, the final information recorded in the register will be read out.~~ The Chairman will then declare the meeting validly convened and determine the items on the agenda that can be addressed. This information will be deemed final for all applicable purposes.
3. Once the General Meeting has been declared validly convened, shareholders and proxies in attendance may voice their concerns or challenge such a finding.
4. When established by the Chairman, and in any case if the General Meeting has been called with the option to attend using remote means, the meeting may be broadcast in real time using any online channel or other means that are deemed to be appropriate.

ARTICLE 16. PARTICIPATION

1. Once the General Meeting has been declared validly convened, the Chairman and/or the Board members and/or the persons designated for such purpose by the Chairman, will address those attending the meeting to present the corresponding reports on the items included on the agenda.

Once these reports have been presented, ~~but before the meeting votes on the items included on the agenda,~~ the Chairman shall open the floor over to the shareholders for discussion.

- ~~2. The Chairman may dictate that all contributions be made before starting the voting, or that contributions be made in relation to each item on the agenda as each one comes up for voting.~~
- ~~2.~~ 32. The contributions made by shareholders or proxies attending the Meeting physically as well as those made by shareholders or proxies attending remotely, who have previously requested to speak in the period and manner required, will take place in the order established by t~~The Chairman, shall pass the floor over to shareholders who have made the corresponding request, and~~
3. The Chairman will respond directly or through any person he or she may designate, either after ~~the corresponding shareholder's~~ each contribution, or after all ~~or some~~ shareholders have made their contributions have been made, whichever the Chairman deems most convenient with a view to ensuring the successful development of the deliberation and taking into consideration the content of the various contributions.

4. The time initially allotted ~~to shareholders~~ for each contribution will be five minutes, although the Chairman of the General Meeting will be entitled to extend or shorten use of the floor in accordance with the provisions of section 8 below.
5. During their contribution, sShareholders or proxies may exercise their right to information pursuant to article 17 of this Regulation, or ~~request clarifications or make proposals during their allotted time in relation to any aspect of the agenda,~~ provided that this is possible according to the Law, ~~insofar as their contribution relates to the specific on any item on the agenda up for debate at the time in question, or if the shareholder is only given the floor once during the meeting to discuss all items.~~

Shareholders may similarly propose motions on any issues the General Meeting is able to address and vote on without the need for these to be included on the agenda for the meeting.

6. Shareholders and proxies wishing for their contribution to be recorded in the minutes, along with their final voting decision and possible objection to the resolution, must make an express request to such effect. Should they wish for their address to be transcribed verbatim, they must furnish the Secretary or the notary (if the presence of the latter is required for the purpose of drawing up the minutes) with the written text of their address before they read it out so that it may be verified and subsequently attached to the minutes, if it is not to be transcribed directly into the body of the minutes. Further, all shareholders and proxies attending the General Meeting using remote means who wish to include in the minutes their contribution, how they have voted, and where applicable, their opposition to the resolution, must indicate this in their contribution in accordance with the instructions for remote attendance of the General Meeting that have been approved by the Board of Directors at the call of the General Meeting, which will be published on the Company's website.
7. Before starting their address, those shareholders or proxies attending the meeting physically that previously requested the floor must identify themselves by stating their name, confirming whether they act on their own behalf or on behalf of a shareholder - in which case they must likewise identify their principal- and specifying the number of shares they hold ~~or represent by proxy~~ for the purposes of the meeting, and likewise the number or reference listed on their attendance card, if any. Further, all shareholders and proxies attending the General Meeting remotely who have asked to make a contribution must identify themselves in accordance with the instructions for remote attendance that have been approved by the Board of Directors at the call of the General Meeting.
8. In exercise of his/her duty to organize and chair the General Meeting, and without prejudice to other duties, the Chairman will be vested with the following powers, who may be assisted to these effects by the head table:
 - (i) passing the floor over to shareholders and proxies in accordance with the terms of the preceding sections;
 - (ii) extending, where appropriate, the time initially assigned ~~to the shareholder~~ for his/her contribution;

- (iii) limiting shareholders' use of the floor or extending their contribution when the Chairman believes that they have expressed and argued their point in sufficient detail, or when the item in question has been sufficiently discussed;
- (iv) moderating the contributions of shareholders and proxies, and demanding that they address solely those items included on the agenda and conduct themselves appropriately during their address;
- (v) calling shareholders to order when their addresses are deemed inappropriate, are made with the clear intention of obstructing proceedings, or are intended to disrupt the smooth running of the meeting;
- (vi) ending the contribution ~~demanding that speakers return to their seats~~ when the allotted time for each address has ended or when, despite the Chairman having issued the warnings envisaged under sections (iv) and (v) above, the shareholder or proxies' offending conduct remains unabated. In furtherance of this power, the Chairman may expel from the meeting room any shareholder who repeatedly fails to heed his requests and warnings, and may likewise take the appropriate steps to enforce this by calling in security staff or, where appropriate, ending the contribution;
- (vii) requesting speakers to clear up any questions that may not have been sufficiently explained during their address; and
- ~~(viii) — reading out voting results; and~~
- ~~(ix)~~ (viii) resolving any questions that may arise over the course of the General Meeting in relation to the points set forth in these Regulations.

ARTICLE 17. RIGHT OF INFORMATION DURING THE GENERAL MEETING

1. During the discussion round, all shareholders and proxies attending the General Meeting physically may verbally request any information or clarifications they deem necessary in relation to the items included on the agenda, the public information provided by the Company to the National Securities Market Commission since the holding of the most recent General Meeting, and the audit reports. For such purpose, shareholders must have identified themselves in advance pursuant to Article 16 above. Further, shareholders and proxies attending the Meeting remotely may ask for any information or clarification they consider appropriate relating to the matters discussed in the terms set out in the meeting call, and, where applicable, in the remote attendance rules approved by the Board of Directors and published at the call of the General Meeting.

The Board of Directors must provide the requested information under the preceding paragraph unless, that information is unnecessary for the safeguarding of the rights of the shareholders or there are objective reasons to consider that it could be used for extra-business aims or its disclosure may be used to harm the Company or its related companies. This refusal of information may not proceed when the corresponding request is supported by shareholders representing at least 25% of the share capital. The directors may restrict their response to make a reference to the information provided under the question-response format when, prior to any specific question, the requested

information is clearly, expressly and directly available to all shareholders on the Company's website (www.caixabank.com) under the mentioned format.

2. The requested information or clarification will be provided by the Chairman, or, should the Chairman so state, by the Chief Executive Officer, the respective Chairmen of the Committees attached to the Board, the Secretary or Vice-secretaries, any Board member or, if deemed advisable, any employee or expert on the matter. The Chairman shall decide on a case-by-case basis, and depending on the nature of the requested information or clarification, whether it would be better to provide individual responses or responses grouped by subject-matter.
3. If the ~~shareholder's~~ right to information cannot be satisfied during the meeting itself, the Board of Directors shall send the requested information to the interested shareholder or proxy in writing within the term of seven (7) days running the date of the General Meeting.

ARTICLE 18. EXTENSION AND SUSPENSION OF THE GENERAL MEETING

1. The General Meeting may choose to postpone the event for one or more consecutive days, at the behest of the Board of Directors or of a group of shareholders representing at least 25% of the Company's share capital in attendance. Regardless of the number of meetings eventually held, the General Meeting will be treated as one sole event, with one set of minutes to be drawn up for all meetings. As a result, there will be no need during successive sittings of the same meeting to re-confirm compliance with the requirements prescribed by law or by the by-laws in order for the meeting to be validly held.
2. If any shareholder included on the attendance register fails to attend subsequent meetings, the majorities required to carry resolutions at such meetings will still be calculated from the information contained on the initial register.
3. In exceptional circumstances, and in accordance with the Company's by-laws, in the event of unrest that substantially hinders the proper order of the meeting, or of any other extraordinary circumstance that temporarily impedes the normal course of the meeting, the Chairman of the General Meeting may suspend the meeting in question or move it to a venue other than that stipulated in the notice, for the time period deemed necessary and for the purpose of reestablishing the conditions required to continue with the meeting. In such cases, the Chairman may take whatever measures are deemed appropriate and shall notify shareholders accordingly with a view to ensuring the safety of those in attendance and avoiding a repeat of circumstances that may again interfere with the proper order of the meeting.

CHAPTER VI

ADOPTION, DOCUMENTATION AND PUBLISHING OF RESOLUTIONS

ARTICLE 19. VOTING ON RESOLUTIONS

1. Once the contributions have been completed and the responses provided in accordance with this Regulation, the an items on the agenda will be ~~has been sufficiently discussed~~

~~in the eyes of the Chairman, it will be~~ put to the vote, in addition, where appropriate, to any other items put forward by the shareholders according to the law.

2. The Chairman is responsible for implementing the voting system he/she deems most appropriate and for heading the corresponding voting process, with due heed paid, where appropriate, to any complementary rules set forth in these Regulations.

23. The shareholder may not exercise the voting rights corresponding to his shares in the cases of conflict of interests in which the Law expressly establishes such prohibition, his shares being deducted from the share capital for calculating the majority of the votes necessary in each case.

In the cases of conflict of interests of the shareholder other than those foreseen in the previous paragraph, the shareholders will not be denied of their right to vote, notwithstanding the legal provisions established in this regard.

34. Items will be voted on in the order stipulated in the notice of meeting, starting with the motions presented by the Board of Directors, and continuing with the proposals, if any, presented by shareholders of the Company in exercise of the rights recognized by law. In the event ~~of that~~ motions that the General Meeting is able to vote on, but which are not included on the agenda are submitted during the meeting, the Chairman shall decide on the order in which they are to be voted on.

45. ~~Each item on the agenda will be voted on~~ The General Meeting will vote separately on. ~~In all events, i~~ all items deemed materially independent ~~will be voted on separately~~, although they are ~~being~~ included in the same point of the agenda and, in particular:

(a) The appointment, the ratification, the reelection or the separation of each Director.

(b) In the amendments of the by-laws, that of each article of group of articles deemed materially independent.

(c) Those subjects in which the Company By-laws establish likewise.

~~Notwithstanding the above, and if the circumstances were to make it advisable, the Chairman may resolve to vote jointly proposals regarding several items on the agenda that in accordance to the Law, the By-laws and this Regulation should not be necessarily subject to be voted on separately. In this case the result of the voting will be deemed individually reproduced for each motion, insofar as none of those in attendance express their intention to vote differently in relation to certain items. Otherwise, the minutes will record any voting changes expressed by those in attendance and the result of the voting pertaining to each motion as a result thereof.~~

56. The same procedure as described in the preceding paragraph will apply to voting on motions proposed by shareholders but not included on the agenda. In all cases, once a motion has been approved, all others motions relating to the same matter and which are incompatible with the approved motion will be automatically disregarded and, therefore, need not be voted on.

67. The Secretary need not present or read out any motions the written contents of which were available to shareholders prior to the General Meeting, unless any shareholder requests all or part of any of such motions to be read out, or if the Chairman deems this advisable. ~~Attendees must invariably be advised of the item on the agenda to which the proposed motion put up for voting refers.~~

78. As a general rule, to ensure the smooth functioning of the General Meeting, voting on items of the agenda will be carried out according to the following procedure and voting system:

(a) ~~and based on the presumption that~~ The vote of any shareholder attending the meeting, physically or remotely, that leaves the meeting before the voting, without providing prior notice of his/her absence and the item on the agenda that he/she is to miss, in accordance with section 9 below, will be deemed cast ~~intends to vote~~ in favor of the motions presented or approved by the Board of Directors in relation to the items included on the agenda, ~~resolutions will be voted on in accordance with the following procedure and voting system; and will be deemed cast against motions on matters that are not included on the agenda or which have not been assumed by the Board.~~

(ab) In the case of voting on resolutions on items included on the agenda, the votes attaching to all shares represented at the meeting, whether present or represented by proxy in accordance with the attendance register, will be deemed as cast in favor of motions put forward or assumed by the Board of Directors, minus: 1) votes attaching to shares whose holders or representatives have formally stated ~~informed the Secretary (or the person/s designated by the Secretary to such end) that they~~ will of being absent from the meeting according to the procedure mentioned in section 9 below, before having expressly voted ~~during the voting in question;~~ 2) votes against; and 3) abstentions; ~~4) blank votes, if any.~~

~~When voting, the Chairman will firstly ask for any votes against, before then asking for abstentions, there therefore being no need to request votes for.~~

~~Blank votes will only be taken into account when shareholders wishing to do so make an express request to such effect, without the Chairman having to ask particularly about it.~~

(bc) In the case of voting on resolutions on items not included on the agenda or motions on items included on the agenda but not assumed by the Board of Directors, the votes attaching to all shares represented at the meeting, whether present or represented by proxy in accordance with the attendance register, will be deemed as cast against the item or motion, minus: 1) votes attaching to shares whose holders or representatives have stated their intention of leaving the meeting in the manner indicated in section 9 below, before having expressly voted ~~informed the Secretary (or the person/s designated by the Secretary to such end) that they will be absent from the meeting during the voting in question;~~ 2) votes for; and 3) abstentions; ~~4) blank votes, if any.~~

For the adoption of resolutions relating to items not included on the agenda, the shares held by shareholders who cast their vote via remote channels of

communication ahead of the General Meeting shall not be counted as present and, therefore, those shareholders shall not take part in the voting.

~~When voting, the Chairman will firstly ask for votes in favor, before then asking for abstentions, there therefore being no need to calculate votes against.~~

~~Blank votes will only be taken into account when shareholders wishing to do so make an express request to such effect, without the Chairman having to ask particularly about it.~~

~~89.~~ For the purposes of this article, sShareholders or proxies attending the General Meeting physically, who wishing to leave the meeting must communicate their intention to the Secretary (or the person/s designated by the Secretary to such end) in writing. The notification must also be signed by the shareholder or his/her representative, indicating the number of shares owned and/or represented and the item on the agenda the shareholder intends to miss prior to voting. For the foregoing purposes, the card furnished to the shareholder or representative at the time they registered their name on the attendance register in preparation for written voting may be used. Further, if a shareholder or proxy attending the General Meeting remotely wishes to leave, they must communicate their intention to do so through the remote attendance platform in the terms set out in the implementing rules approved by the Board of Directors at the time of the General Meeting call, which will be published on the Company's website.

~~910.~~ Notwithstanding the provisions of the sections~~7~~ above, the Chairman, if he or she considers it advisable, may establish any other voting system that enables the Company to calculate the votes for required to approve a resolution and keep minutes of the results of the voting. In all cases, and regardless of the voting system employed, shareholders may insist that their objection to a particular resolution be recorded in the minutes.

~~1011.~~ The Chairman and the Secretary will be responsible for counting the votes, unless the General Meeting previously designates two scrutinizing shareholders to carry out this task.

~~1112.~~ If the directors have made a public solicitation of proxies in order to carry any of the resolutions in which a conflict of interest is found to exist, except when the shareholder has conferred the delegation alternatively in favor of another person or has given specific instructions for voting, the shares with respect to which a director cannot exercise the voting right will not be calculated for purposes of determining the quorum for voting thereon, by application of the provisions of Law.

~~1213.~~ In accordance with the provisions of the by-laws, the exercise of voting rights may be delegated or exercised by the shareholder prior to the General Meeting, by delivery in person, regular post, electronic communication or any other means of absentee voting, provided that, for such cases, the Company has procedures in place that duly guarantee the identity of the shareholder exercising its right to remote vote, and record the identity and status (shareholder or proxy holder) of the voters, along with the number of shares with which they are voting, the direction of their vote or, as the case may be, any abstention, as well as the security of electronic communications.

The Board of Directors may approve any instructions, rules, means and procedures for the purpose of implementing the distance voting and proxy measures [prior to the General Meeting](#), in accordance with the prevailing state of the art and, with any related rules or provisions contained in the By-laws and these Regulations. In all cases, the procedures in place for exercising proxy rights or voting remotely shall be published in the notice of the General Meeting and on the Company's website (www.caixabank.com).

[14. Shares of shareholders who have voted using remote means of communication prior to the General Meeting will be considered as present.](#)

[15. When a vote has been made using remote means, the Company will send the shareholder issuing the vote an electronic confirmation that the vote has been received as stipulated by law. Further, one month after the General Meeting, the shareholder or proxy and the final beneficiary may request confirmation that the votes corresponding to their shares have been correctly registered and accounted for by the Company pursuant to applicable regulations.](#)

ARTICLE 20. ADOPTION OF RESOLUTIONS AND CLOSURE OF THE MEETING

1. Resolutions will be carried by simple majority of the share capital with voting right attached present or represented at the General Meeting, with each share conferring one vote, understanding that an agreement has been adopted when it obtains more votes in favor than against of the present or represented capital, unless applicable Law or the by-laws dictate that such resolutions must be adopted by a qualified majority.

In particular, in order for the General Meeting to validly resolve the agreements requiring reinforced constitutional quorum according to Law and those foreseen in article 21.2 of the By-laws, if the capital present or represented exceeds 50% an absolute majority will suffice, but the favorable vote of two thirds of the capital present or represented in the Meeting will be needed when on second call shareholders representing 25% or more of subscribed voting capital attend, without reaching 50%. This will be understood without prejudice to other cases set forth in the Law, in particular, special Laws applicable to the Company.

2. The Chairman will declare resolutions adopted when he or she has determined that there are sufficient votes for to reach the required majority in each case, notwithstanding any instructions that shareholders in attendance may make in relation to the direction in which they wish to vote.
3. Once the General Meeting has addressed all items on the agenda and all those items which, despite not being included on the agenda, can be validly heard by the meeting, the Chairman will adjourn the meeting.

ARTICLE 21. MINUTES OF THE GENERAL MEETING

1. Minutes will be taken of resolutions adopted at the General Meeting, and will be transcribed in a minutes book. The minutes of the Meeting must be approved by the Meeting after it has been held, being signed by the Chairman and the Secretary or, failing this, within the following term of fifteen (15) days, by the Chairman and two (2) inspectors, one representing the majority and the other representing the minority, all

of them having to sign the minutes. The minutes approved in any of these ways will have executive powers as from the date of their approval.

2. The Board of Directors may request the presence of a notary to draw up the minutes of the meeting, and will be under the obligation to do so following a request to such effect made by shareholders representing at least 1% of share capital or a Meeting has been called to be held exclusively using remote means, five (5) days in advance of the date scheduled for the meeting. In both cases, the notary's record will not be submitted for approval, it will be treated as the minutes for the meeting and the agreements included therein will be effective as from the date of closing.

ARTICLE 22. PUBLICITY OF RESOLUTIONS

1. Regardless of the requirements for publication laid down by applicable law or regulations in each case, information regarding the resolutions adopted at the Annual General Meeting and the result of the votes will be made available to shareholders on the Company's website(www.caixabank.com).
2. Any shareholder, or any party who may have attended the General Meeting on behalf of shareholders, may obtain a written record of the resolutions adopted and the minutes for the meeting at any time, that will be issued by the Secretary or by the Vice-secretary of the Board of Directors with the approval of the Chairman or of the Vice-Chairman, if applicable.
3. Resolutions requiring filing must be recorded with the corresponding Companies Registry.
4. The Company shall inform the Spanish *Comisión Nacional del Mercado de Valores* (securities market regulator), and applicable stock market regulatory bodies, of the resolutions adopted by the General Meeting, either verbatim or by providing an extract thereof, within as short a timeframe as possible and meeting, in all cases, any applicable deadlines.

Additional Provision

~~Telematic attendance at the General Meeting via remote connection in real time~~

- ~~1.— Shareholders and representatives of shareholders who are entitled to attend the General Meeting may do so via any telematic technology that enables them to connect remotely and in real time to the venue where the General Meeting is being held. In any case, the means of connection employed must guarantee the identity of those attending via remote connection, while allowing them to exercise their rights and interact in real time. In general, these systems must not disrupt the normal and smooth course of the meeting.~~
- ~~2.— Attendance at the General Meeting by remote connection in real time shall be subject to the following rules, which shall be developed and expanded by the Board of Directors and posted on the Company's website:
 - ~~(a)— The meeting announcement shall detail the cut-off time prior to the start of the meeting by which shareholders wishing to attend the meeting must have registered in order to be considered as a shareholder in attendance. Any shareholder who registers after the established cut-off time will not be counted as present.~~
 - ~~(b)— Any shareholder or proxy who wishes to attend the General Meeting telematically must identify himself or herself by means of digital signature or similar type of identification that reliably guarantees his or her identity, under the terms established by the Board of Directors.~~
 - ~~(c)— During the General Meeting the right to obtain information must be exercised through electronic means of remote communication, following the procedure determined by the Board of Directors.~~~~

~~The Board of Directors shall determine when and how shareholders who are to attend by telematic connection may send the Company any addresses, remarks or motions they may wish to make or raise at the meeting, thus ensuring that those attending remotely may exercise their rights while also ensuring the orderly and smooth course of the General Meeting.~~

~~Unless any of the circumstances warranting denial exist in accordance with the law, the By-laws or these Regulations, requests for information or clarification made by remote attendees while the General Meeting is in progress shall be answered during the meeting itself where possible. If not possible, the requested information shall be provided in writing to the interested shareholder within seven (7) days following the end of the General Meeting.~~

- ~~3.— The provisions mentioned above, when they comply with the law, shall also be applicable in cases in which, pursuant to Article 22 bis of the By-laws and prevailing regulations, the notice of the meeting call specifies that the General Meeting shall be held exclusively using remote means and, therefore, that no shareholders or their proxies shall attend in person, nor any members of the Board of Directors, where applicable. In any case, the meeting call notice must inform of the rules that apply in this respect.~~

4. ~~In any case, the Company accepts no liability for any damage or loss caused to the shareholder or proxy in the event that its website is temporarily down or suffers an outage, including faults, overloads, connection failures or other similar events beyond the Company's control. This is without prejudice to the adoption of pertinent measures in response to any such situation, possibly including the temporary suspension or extension of the General Meeting should this prove necessary to ensure that shareholders and their proxies are fully able to exercise their rights.~~

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