



Operating rules of the shareholder Advisory Committee of CaixaBank, S.A.

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Article 1 – Mission

The shareholder Advisory Committee ("**Committee**") of CaixaBank, S.A. ("**CaixaBank**") aims to propose, promote and assess actions and communication channels between CaixaBank and its shareholders, in addition to the content and quality of these communications, in order to improve the dialogue between the company and its shareholders and, in particular, its retail shareholders.

The Committee is one of the initiatives to promote and establish regular information channels with shareholders by developing the Policy on Communication and Contacts with Shareholders, Institutional Investors and Proxy Advisors approved by the Company in compliance with the recommendations of the Good Governance Code of Listed Companies.

Article 2 – Nature and regulation

The Committee does not form part of CaixaBank's governing bodies or management teams. It is a consultative body with consultative, reporting and advisory functions to promote dialogue between shareholders and the entity.

It will have neither legal capacity nor a legal personality, nor will it have any managerial, administrative or representative powers or any executive functions of any kind.

The reports and recommendations that it may draw up, if any, will not be binding.

The Committee will be governed by the provisions of these operating rules.

The Committee will have an indefinite duration. However, CaixaBank may at any time deem that its purpose has been fulfilled and may agree to dissolve the Committee, and its members will be duly informed of this.

Article 3 – Composition

The Chairman of the Board of Directors of CaixaBank will act as Chairman of the Committee, and the Secretary, who will not be a Committee member, will be the Director of Shareholder Relations.

The members of the Committee are individual shareholders representing CaixaBank's shareholder base.

Each member must hold at least 1,000 CaixaBank shares and must undertake to retain these shares for as long as he or she forms part of the Committee. A member must be able to prove at any time that he or she is compliant with the Committee's membership requirements.

During their time on the Committee, no member may sit on an advisory Committee or similar body at another company listed on a Spanish exchange.

Article 4 – Selection

The selection of Committee members will be carried out by a selection committee, chaired by the Director of Shareholder Relations, and composed of at least three CaixaBank employees.

Committee members will be selected from among the valid applications received within the period indicated in the request for applications issued by CaixaBank through its website (www.CaixaBank.com) or other means of communication.

Any person who wishes to be a member of the Committee must complete and send the application form, in the manner and within the period indicated in the request for applications, to the address specified by CaixaBank.

The application form can be downloaded from the website.

The selection committee will appoint Committee members on the basis of candidacy forms, with a view to ensuring that the composition of the Committee reflects the diversity of CaixaBank's shareholder base. If it deems it appropriate, the selection committee may conduct personal interviews with candidates.

If a member steps down from the Committee for any reason, the selection committee may appoint a new member from among candidacies received.

Article 5 – Exclusion

CaixaBank reserves the right to remove any Committee member without notice, particularly in the event of a repeated and unjustified failure to attend Committee meetings.

Article 6 – Operation

The Committee will meet at least twice a year physically at any place chosen by CaixaBank and/or by remote and simultaneous connection, provided that the recognition of those attending and the interactivity and intercommunication in real time is ensured as well as, therefore, the integrity of the event. All of this will be indicated in the corresponding notice, which will be sent to the Committee members in due time before the meeting.

For each meeting, the Secretary will prepare an agenda, to be sent to all members 15 days in advance of the meeting.

CaixaBank reserves the right to invite third parties (experts, operating area representatives, etc.) to Committee meetings for the purpose of providing information or content that may be of assistance in relation to an item of business to be addressed.

After each meeting, the Committee Secretary shall draw up a memorandum, which will be sent to all its members and published on the CaixaBank website and any other medium CaixaBank deems appropriate.

CaixaBank may postpone the date of a Committee meeting if an insufficient number of members confirm their intention to attend.

The Secretary may use any manner of electronic means of communication and arrange teleconferencing to facilitate communications with Committee members.

Article 7 – Participation in corporate events directed at shareholders

Committee members will be invited to take part in the events organised by CaixaBank for its retail shareholders.

Article 8 – Confidentiality

Committee members undertake not to exploit their capacity as such for their own personal or business purposes and not to disclose any confidential information to which they may gain access through their involvement with the Committee.

Article 9 – Remuneration and reimbursement of expenses

To assure the utmost standard of independence, Committee members will receive no economic compensation or remuneration of any kind for their Committee membership. CaixaBank shall not indemnify any Committee member for any loss of earnings caused by his or her participation in the Committee.

CaixaBank shall handle and cover the costs of Committee members' travel from their usual place of residence to the venue of events that it schedules and organises and the costs of any necessary accommodation.

Article 10 – Communication

The Secretary shall be responsible for communicating information relating to the Committee. Said communications may include, among other things:

- The composition of the Committee, which can be found on the CaixaBank website.
- The areas of concern of the Committee, which are also disclosed on the website or in communications to CaixaBank Shareholders.

Article 11 – Modification of Committee operating rules

CaixaBank reserves the right to modify these rules at any time. In that case, CaixaBank will inform Committee members in a timely fashion.

Article 12 – Dissolution

The Committee may be dissolved by CaixaBank. In that case, CaixaBank will inform Committee members in a timely fashion.

Article 13 – Personal data

Each Committee member disinterestedly authorises CaixaBank, with worldwide effect and for an unlimited time, to disclose and publish his or her name, city of residence, occupation, voice and image, particularly in the following media:

- Corporate website, internal magazines, annual report and, in general, any other CaixaBank communication media.
- Any other means, whether known or unknown at the present date and whether in existence now or in the future (electronic, optical, numeric, computer-based, etc.).