

# **REGULATION OF THE ELECTRONIC SHAREHOLDERS' FORUM OF BANCO DE SABADELL, S.A.**

## **I. INTRODUCTION**

By virtue of article 539.2 of the Capital Companies Act, BANCO DE SABADELL, S.A. (hereinafter "Banco Sabadell") has approved this regulation (hereinafter, the "Regulation") regulating the Electronic Shareholders' Forum (hereinafter, the "Forum") which will be enabled on the bank's website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)) from the moment each General Meeting is announced and until it is held.

## **II. FORUM REGULATION**

This Regulation governs the functioning of the Forum on Banco Sabadell's website; its availability to Banco Sabadell shareholders and to the voluntary associations that may be formed in accordance with the regulations in force, and the assurances, terms and conditions for access and use.

With respect to the Forum, this Regulation supplements the "General Conditions" for access and use (hereinafter, "Conditions of Access and Use") for Banco Sabadell's website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)), which are fully applicable to the access to and use of the Forum except where amended by, or incompatible with, the provisions of this Regulation.

Banco Sabadell reserves the right to modify, at any time and without prior notice, the appearance, configuration, functioning and contents of the Forum, the Conditions of Access and Use, and this Regulation, without prejudice to the provisions of the law.

## **III. ACCEPTANCE OF FORUM RULES**

Registration as a user of the Forum (hereinafter, "Registered User") and access and/or use thereof entails full and unreserved acceptance of the terms and conditions set out in this Regulation and in the current "Conditions of Access and Use" of the Banco Sabadell website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)).

Banco Sabadell is the Forum administrator (hereinafter, the "Administrator"), under the conditions and with the powers envisaged in this Regulation, and with the power to interpret in the event of doubts or discrepancies over the use of the Forum.

## **IV. OBJECTIVE AND PURPOSE OF THE FORUM**

The Forum is established for the sole purpose of facilitating communication between Banco Sabadell shareholders and the voluntary associations they may create in accordance with the legislation in force, from the time notice is given of a General Meeting until the Meeting is held.

The following may be published in the Forum:

- Proposals for presentation as supplements to the agenda contained in the notice of the Meeting, within the five days following publication of the notice.
- Requests for support for such proposals.
- Initiatives to reach the percentage required to exercise the minority rights envisaged by law.
- Proxy offers or solicitations.

Under no circumstances will the publication in the Forum of a proposed supplement to the agenda entail acceptance of same or, consequently, amendment of the agenda announced in the notice of Meeting.

## V. REGISTERED USERS

Access to and use of the Forum is reserved exclusively for individual shareholders of Banco Sabadell and voluntary associations of shareholders that are validly established and registered in the special registry created for such purposes by the Spanish National Securities Market Commission (hereinafter, the "CNMV") in accordance with article 539.2 and 539.4 of the consolidated text of the Capital Companies Act and its implementing regulations.

In order to access and use the Forum, shareholders and voluntary associations of shareholders must register to become a "Registered User" by filling out a registration form, accrediting their status as shareholders of Banco Sabadell or as a voluntary association of shareholders duly established and registered with the CNMV, as indicated in the registration form.

Shareholders who are legal persons and voluntary associations of shareholders must present proof that the person seeking access to the Forum is their due representative, as established on the registration form.

Completion of a special form may be required for subsequent access to and communications in the Forum.

Access to and use of the Forum by Registered Users are subject to maintaining their status as shareholders of Banco Sabadell at all times, in accordance with the applicable regulations, or as a voluntary association of shareholders which is duly established and registered.

If, at any time, the Forum Administrator has reasonable doubts about any Registered User's fulfilment of these conditions, the Administrator may request that the User provide evidence of fulfilment, including submission of any information or documents that it deems appropriate for verification purposes.

The Administrator may request additional information and may suspend or de-register Registered Users which, in the Administrator's opinion, fail to fulfil those conditions.

Any communications made before the corresponding meeting by parties who cease to be shareholders prior to the corresponding Meeting shall automatically be invalidated, together with any related or linked communications.

## VI. RIGHTS OF REGISTERED USERS AND THE PUBLICATION OF COMMUNICATIONS

### 1. Right to access the Forum

All Registered Users may access the Forum and view the communications posted there.

### 2. Right to submit communications to the Forum

All Registered Users may submit communications regarding any of the matters set forth in Section IV above.

Communications will be submitted exclusively as text and, once published, will be accessible to all Registered Users.

All communications submitted by Registered Users are submitted on a personal basis and, except for the case of legitimate shareholder associations, communications received from the following will not be posted: shareholders' representatives, shareholder groups and agreements, depositories, financial intermediaries and other persons acting on behalf or for the account of shareholders.

Communications may be submitted by filling out the forms available in the Forum for such purposes, which will include:

- Identification of the Registered User submitting the communication.
- Content of the communication in concise terms.
- Brief rationale for the communication.

The Administrator will include the following in all communications presented by Registered Users: identification details (full name for individuals, corporate name for legal persons, name and CNMV registration number for shareholder associations and, in the latter two cases, identification details of their respective representatives), e-mail address and any other data gathered in the registration form.

Upon posting a communication, a Registered User is deemed to state and warrant that the content is legal and conforms to the law and the provisions of this Regulation, and is made in good faith, and that he/she has all necessary authorisations and permits to draft the communication in question, that it does not violate any third-party rights and that he/she expressly authorises its publication in the Forum under the terms of this Regulation.

The Administrator may respond to any communication submitted by Registered Users at the email address provided by the Registered User or by any other means of communication that it considers appropriate.

### 3. Content of communications

Any use of the Forum by Registered Users must comply fully with current legislation, be consistent with the purpose of the Forum as set out in Section IV above, and be in good faith. Consequently, the following is expressly forbidden:

- Attacking the rights, property and lawful interests of Banco Sabadell, of other Registered Users and of third parties, such as their intellectual and industrial property rights, freedom of religion, right to honour, good name and privacy, the protection of personal data or any other protected legal goods, rights or interests.
- Posting personal information or data of third parties without the informed consent of such party, and identity theft.
- Posting content or expressions that are discriminatory, racist, sexist, violent, xenophobic or otherwise offensive or degrading.
- Posting any materials which are inappropriate or not given in good faith.
- Providing information of any kind intended to be used for committing criminal, civil or administrative offences.
- Carrying out activities of any kind (or providing information to third parties) to circumvent the technical restrictions attached to the Forum's media or software for the purposes of preventing unauthorised use.
- Posting content or materials without the requisite authorisation of the holders of the corresponding intellectual and industrial rights.
- Damaging, disabling, overloading or impairing the functioning of the Forum or the computers of Banco Sabadell, other Registered Users, or third parties, as well as the

documents, files and any content stored on such computers (hacking) and preventing the normal use and enjoyment of the Forum by other Registered Users.

The insertion of any kind of advertising or publicity by Registered Users is absolutely forbidden.

Any Registered User who becomes aware that any content in or provided via the Forum is illegal or contrary to the provisions of this Regulation or the requirements of good faith must notify the Administrator via the contact mailbox referred to in Section XII below; in no event shall Banco Sabadell be liable, even if it does not take any measures in this respect.

Registered Users undertake to use the Forum diligently, properly and in compliance with the applicable law and this Regulation and in good faith, and in a manner which is consistent with the purpose of the Forum as set out in Section IV above.

#### 4. Posting of communications in the Forum

The sole objective of the Forum is to publish Registered Users' communications in connection with the subjects set out in Section IV above; in no way is it a mechanism for conversation between Registered Users or a space for virtual debate. Accordingly, the Administrator will only post in the Forum those communications which are compliant with the law and with Banco Sabadell's Corporate Governance regulations.

Before authorising publication of communications, the Administrator may confirm that they conform to the current legislation and this Regulation and are made in good faith, and may deny publication or delete from the Forum any communications that it does not consider compliant with the above or which may affect the proper functioning of the General Meeting.

#### 5. Elimination of communications after the General Meeting

Once the General Meeting has concluded, the Administrator reserves the right to remove and delete all related communications.

### VII. SCOPE OF THE FORUM

The Forum is not a channel for communication between Banco Sabadell and the Registered Users.

Accordingly, no communication sent to or posted in the Forum may be deemed to be a notice to Banco Sabadell for any purpose or, in particular, for the purposes of exercising any rights held by Registered Users, individually or collectively, nor shall it fulfil the requirements, either legal and under Banco Sabadell's Corporate Governance, for the purpose of exercising any shareholder rights or implementing shareholder initiatives or actions.

Shareholders should exercise their rights and powers using the legally established instruments, in accordance with the provisions of the law and of Banco Sabadell's Corporate Governance regulations; in no event shall the Forum be a valid channel for such purposes.

### VIII. ADMINISTRATOR'S LIABILITY

#### 1. Scope of Banco Sabadell's liability

Banco Sabadell accepts no liability for the accuracy, veracity, validity, lawfulness or relevance of the communications posted by Registered Users, for the communications finally published in the Forum, or for the opinions expressed there by Registered Users.

Banco Sabadell accepts liability only for the services and content directly originated by it and identified with its copyright as a trademark or as intellectual or industrial property of Banco Sabadell.

By accessing and/or using the Forum, all Registered Users declare that they acknowledge and agree that they shall in any event be solely and exclusively responsible for their use of the Forum.

The Administrator reserves the right not to publish communications from Registered Users in the Forum and to exclude from the Forum any Registered User who does not conform to the provisions of this Regulation.

## 2. Content

The Administrator has the power but not the obligation to monitor use of the Forum and its content, liability for which lies solely with the Registered Users.

At all events, the Administrator may establish tools to filter and moderate the content of the communications and remove content in the cases provided in this Regulation.

Registered Users are liable for any damages that may be incurred by Banco Sabadell, other Registered Users, or any third party due to access and/or use of the Forum (including, specifically, the posting of communications) in the event of violation of any provision of current regulation or this Regulation or of good faith.

## IX. ABSENCE OF LICENSE

Banco Sabadell authorises the Registered Users to use the intellectual and industrial property rights associated with the software installed on Banco Sabadell's server which executes the features that comprise the Forum solely for the purposes established in Section IV and in accordance with the terms and conditions set out in this Regulation. Registered Users shall refrain from obtaining or attempting to obtain access to or use of the Forum and its content by means or procedures other than those made available to them or indicated for such purpose in each case.

Banco Sabadell does not grant any kind of license or authorisation to use its intellectual or industrial property rights or any other property or right related to the Forum other than as provided in the previous paragraph.

## X. COST OF USING THE FORUM

Access to and use of the Forum by Registered Users is free of charge, except for the cost of the internet connection contracted by each Registered User from its access provider.

## XI. SECURITY AND PROTECTION OF PERSONAL DATA

The personal data security and protection rules contained in the "Conditions of Access and Use" of Banco Sabadell's website ([www.grupobancosabadell.com](http://www.grupobancosabadell.com)) shall apply to the Forum. Specifically, all personal data provided by Registered Users or generated through use of the Forum shall be handled by Banco Sabadell in order to establish, manage and monitor the functioning of the Forum in accordance with this Regulation and the applicable legislation.

Registered Users expressly accept and authorise the publication of their personal data in the Forum.

Registered Users may exercise their rights to access, rectify, cancel and object via the contact mailbox referred to in Section XII below.

## XII. CONTACT MAILBOX

Registered Users with suggestions or proposals for improving the Forum, who require technical assistance, who wish to make a complaint regarding content that does not conform to this Regulation, or who seek to exercise their rights recognised in the legislation protecting personal data may contact the Bank via the e-mail address provided in the Forum for such purposes. The goal of this mailbox is to provide customer service to Registered Users and to improve the Forum's quality, but does not entail any oversight or liability by the Administrator.