



**CORPORACION FINANCIERA ALBA, S.A.**

**OPERATIONAL STANDARDS  
ELECTRONIC SHAREHOLDER FORUM**

**13 May 2019**

## **I. Introduction**

In accordance with Article 539.2 of the Capital Companies Act, Recast Text approved by Royal Legislative Decree 1/2010, of 2 July 2010, CORPORACION FINANCIERA ALBA, S.A., will enable an Electronic Shareholder Forum on its website for the purpose of the staging of its General Shareholders' Meetings.

The Board of Directors of CORPORACION FINANCIERA ALBA, S.A., approved these "Operational Standards of the Electronic Shareholder Forum" at its meeting held on 13 May 2019 (hereinafter referred to as the "Operational Standards").

## **II. Concept and Operational Standards of the Electronic Forum**

The Electronic Shareholder Forum (hereinafter also referred to as the "Forum") is the platform available on the website of the Company where shareholders may post proposals in accordance with the Act, accompanied by their contact details, in order to allow for communication among shareholders.

The Forum does not constitute a mechanism for electronic online conversation among shareholders, nor a platform for virtual debate. Nor does the Forum constitute a channel of communication between the Company and its shareholders.

These Operational Standards govern the enabling of the Forum on the website of CORPORACION FINANCIERA ALBA, S.A., the availability thereof to shareholders and any voluntary partnerships that may be established in accordance with the regulations in force, in addition to the guarantees, terms and conditions for access and usage thereof.

CORPORACION FINANCIERA ALBA, S.A. reserves the right at any time without prior notice to modify the presentation, configuration, functioning and content of the Forum; the Conditions for Access and Use and these Operational Standards, without prejudice to the legal provisions.

CORPORACION FINANCIERA ALBA, S.A. will be deemed the Moderator of the Forum (hereinafter, the "Moderator"), on the conditions and with the powers set out in these Operational Standards, reserving for itself the right of interpretation in the event of any doubt or dispute in the usage thereof.

## **III. Object and purpose of the Forum**

The Forum is enabled for the purpose of facilitating communication among the shareholders of CORPORACION FINANCIERA ALBA, S.A. (both individuals, whether natural or legal persons, and any voluntary partnerships they may establish) for the purpose of the staging of General Meetings.

Shareholders may submit for publication on the Forum any communications that, in accordance with the Act, have the following purposes:

- a) Post proposals intended for presentation in supplementation of the Agenda announced when calling the meeting.
- b) Requests for support for said proposals.
- c) Initiatives to achieve a sufficient percentage to exercise a minority shareholder right as established in the Act.
- d) Offers or requests for voluntary representation.

Shareholders may likewise, in accordance with the established period and form, present reasoned proposals for resolutions regarding matters already included or that should be included on the Agenda.

The publication on the Forum of a supplementary proposal for the Agenda will not under any circumstances constitute the acceptance thereof, nor therefore a modification to the Agenda announced when calling the Meeting.

#### **IV. Access and use of the Forum**

Access and use of the Forum are reserved solely for individual shareholders of CORPORACION FINANCIERA ALBA, S.A. and voluntary partnerships of shareholders recorded in the Register enabled for this purpose by the National Securities Market Commission [the '*Comisión Nacional del Mercado de Valores*', or '*CNMV*'].

To access the Forum, shareholders and voluntary partnerships must register as "Registered Users". They must to this end complete the Forum access application form, providing accreditation of their identity, their status as shareholders of CORPORACION FINANCIERA ALBA, S.A., or as a voluntary partnership of shareholders, duly established and registered with the CNMV.

In the case of legal entity shareholders and voluntary partnerships of shareholders, they must, in the manner established therein, provide proof on the Forum access application form of the representation with which they intend to access the Forum.

Said form must indicate the contact details to be published on the Forum, to allow interested shareholders to contact one another as a consequence of publications on the Forum.

Acceptance of the Forum Standards is required in order to formalise a request as registered user. Registration as a user of the Forum (hereinafter, a "Registered User") and access and/or usage thereof constitutes full and unreserved acceptance of the terms and conditions of the Operational Standards.

CORPORACION FINANCIERA ALBA, S.A. will send registered users access codes for the Forum, to the email address indicated by them.

Access and usage of the Forum by Registered Users are conditional on continued status as a shareholder of CORPORACION FINANCIERA ALBA, S.A.

in accordance with the applicable regulations, or as a voluntary partnership of shareholders, duly established and registered.

Should CORPORACION FINANCIERA ALBA, S.A., in its capacity as Forum Moderator, have any reasonable doubts at any time as to the fulfilment of these conditions by any registered User, it may call on that User to provide accreditation that said conditions remain in place, and may request the submission of any information or documents deemed appropriate to verify the circumstances here provided.

The Moderator may call for additional information, suspend or cancel the registration of Registered Users, if in its judgment they do not comply with the aforementioned conditions.

Communications issued by shareholders who lose said status prior to the corresponding General Meeting being held shall automatically lapse, as shall communications connected or linked to the foregoing.

The operational period of the Forum shall run from the date when the General Meeting is announced up to the date when it is held, at the start time thereof.

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

Registered Users may submit proposals regarding the matters indicated in subsection III, to be published by the Moderator on the Forum, provided that they are deemed to be compliant with the Act and these Operational Standards.

Proposals published on the Forum shall include the following identification details of the shareholder (as provided on the Registered User form):

- Given name and surname/company name and identification of the representative, in the case of legal entities.
- Registration number in the corresponding Register of the National Securities Market Commission, in the case of voluntary partnerships of shareholders.
- Contact details indicated by the shareholder on the form, to facilitate communication with other interested shareholders.

CORPORACION FINANCIERA ALBA, S.A. may refuse publication on the Forum, or withdraw this at any time, in the case of any communications that it deems not to comply with the legal regulations or these Operational Standards.

Any communications containing comments in violation of personal dignity, that are offensive, xenophobic, racist, violent, or any that in any way would be liable to be in breach of the law, or would in general be inappropriate for the nature of the Forum, or lie outside its intended scope, will not be published on the Forum.

Nor will any communications that harm, disable, overload or damage the functioning of the Forum or the IT equipment of CORPORACION FINANCIERA

ALBA, S.A. or of other Registered Users or third parties be published, nor any documents, files or any content stored on such IT equipment (hacking), or any that would prevent the normal usage and enjoyment of the Forum by other Registered Users.

No communication may include any type of marketing or advertising by Registered Users.

Any Registered User becoming aware that any content of the Forum, or any provided thereby, is in breach of the legal requirements, the rules established in these Operational Standards or the demands of good faith may inform the Moderator via the contact address referred to in the contact address subsection, without this constituting any type of responsibility on the part of CORPORACION FINANCIERA ALBA, S.A., even if it does not take any measures with regard thereto.

Registered Users undertake to make diligent, proper use of the Forum in accordance with the legal regulations, these Operational Standards and the demands of good faith, in accordance with its purpose as set out in the above subsection, "Object and purpose of the Forum".

No personal data or information of third parties may be included without the express, documented consent of the data subject, nor may the identity of other parties be supplanted.

The publication of communications on the Forum is dependent at all times on continued status as a shareholder of CORPORACION FINANCIERA ALBA, S.A. or a voluntary partnership of shareholders, duly established and registered with the CNMV. Shareholders likewise accept an obligation to notify the Company at the earliest possible opportunity should they lose their shareholder status.

No communication issued or published on the Forum may under any circumstances be deemed to constitute notice served on CORPORACION FINANCIERA ALBA, S.A. for the purposes of exercising any right held by shareholders, individually or collectively (inclusion of supplementary items on the agenda, remote voting, etc.), nor to substitute the requirements imposed by the Act, the Corporate Bylaws and internal Regulations of the Company in order to exercise any such rights or to undertake shareholder initiatives and actions. All rights and entitlements that shareholders might wish to exercise must be performed by means of the legally established channels, without the Forum under any circumstances constituting a valid channel for these purposes.

In order to exercise such rights or for any other matters, shareholders may contact the Company via the Electronic Shareholder Forum Moderator of CORPORACION FINANCIERA ALBA, S.A., at Callé Castelló 77, 5, 28006 Madrid, or via the email address [foro@corporacionalba.es](mailto:foro@corporacionalba.es).

Following conclusion of the General Shareholders' Meeting, CORPORACION FINANCIERA ALBA, S.A. reserves the right to eliminate and delete all communications referring thereto.

## **VI. Responsibility of the Moderator**

CORPORACION FINANCIERA ALBA, S.A. declines all responsibility for the precision, accuracy, validity, lawfulness or relevance of the communications published on the Forum, or any communications definitively published thereon, or the opinions expressed therein by said Registered Users.

Likewise, CORPORACION FINANCIERA ALBA, S.A., is as Forum Moderator entitled, but not obliged, to monitor the content of the communications published on the Forum, which are the sole responsibility of the shareholders issuing them. The Moderator may in any event establish communication content moderation and filtering tools, and remove content should any of the circumstances set out in these Operational Standards arise.

CORPORACION FINANCIERA ALBA, S.A. will accept responsibility only for its own services and content directly generated by it and identified with its copyright as intellectual or industrial property or trademark.

The Moderator reserves the right not to publish the communications of Registered Users on the Forum, and to exclude any Registered User from said Forum in accordance with the provisions of these Operational Standards.

## **VII. Responsibility of Registered Users**

By accessing and/or making use of the Forum, all Registered Users declare that they are aware and accept that use of the Forum takes place in all cases subject to their sole and exclusive responsibility.

All Registered Users may issue communications regarding any of the matters indicated in the subsection "Object and purpose of the Forum".

Registered Users will be liable for any damages and losses that might be suffered by CORPORACION FINANCIERA ALBA, S.A., another Registered User or any other third party as a consequence of access and/or usage of the Forum (including in particular the formulation of communications) in breach of any provision of the regulations in force, of these Operational Standards, and of the demands of good faith.

## **VIII. Cost of usage**

Access and usage of the Forum by Registered Users is free of charge, although this condition does not extend to the cost of connection via the telecommunications network provided by the access provider contracted by each Registered User.

## **IX. Protection of Personal Data**

CORPORACION FINANCIERA ALBA, S.A. is the controller of the personal data provided by shareholders for use of the Forum. The purpose of processing is the management and supervision of the functioning of the Forum, and the development, fulfilment and oversight of the existing shareholder relationship for General Shareholders' Meetings of CORPORACION FINANCIERA ALBA, S.A. Personal data will be kept by the Company until expiry of the legal terms for any resolutions passed by the General Meeting to be challenged.

Registered Users expressly accept and authorise upon their registration as such that their personal data may be published or communicated on the Forum.

Shareholders accessing the Forum may exercise rights of access, rectification, objection and cancellation, and any others covered by personal data protection regulations on the terms established in the legislation in force, and may to this end contact the Shareholder Response Office of CORPORACION FINANCIERA ALBA, S.A., of registered office at Calle Castelló, 77, 5, 28006 Madrid, or otherwise via the email address [foro@corporacionalba.es](mailto:foro@corporacionalba.es), enclosing a copy of their National Identity Document or equivalent document, and accreditation of their shareholder status.

If through the exercise of said rights the data communicated by the shareholder to the Company are rectified or cancelled at the request of said shareholder, CORPORACION FINANCIERA ALBA, S.A. will proceed to rectify or cancel any communications that might on the initiative of said party have been published on the Forum.

No personal data provided to access the Forum will be used in statistical studies as to the shareholding structure of the Company.

## **X. Suggestions**

Any Registered Users who have any suggestions or proposals to improve the Forum, who wish to file grievances regarding content in breach of these Operational Standards, or who wish to exercise their rights as recognised in personal data protection regulations, may contact the email address of the Company, which shall be stated for this purpose on the Forum. The purpose of this email address is to respond to Registered Users and to improve the quality of the Forum, without entailing any type of control or liability on the part of the Moderator.

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