

Pursuant to the provisions of Article 227 of the consolidated text of the Spanish Securities Market Law, Unicaja Banco, S.A. hereby discloses the following

OTHER RELEVANT INFORMATION

The Company notifies the call to the Annual General Meeting of Shareholders of the Company, to be held on 29 April 2019 on first call and, if the sufficient quorum is not reached, on 30 April 2019, on second call, at the registered address, with the expectation that the meeting will be held on first call.

Considering the date set for holding the General Meeting and given the uncertainty about the future evolution of the situation posed by the COVID-19, the Company recommends its shareholders to pay attention to the measures that may be adopted by the competent authorities to manage the situation and to the relevant information that the Company may publish on its corporate website and on the CNMV website.

In any case, although it may seem premature at the moment, following the CNMV considerations on general meetings of listed companies in view of the health situation caused by the COVID-19, published on 10 March 2020, the Company's Board of Directors, working the best interest and the highest protection of the health of our shareholders, employees, customers and providers, has agreed to issue the followings recommendations to shareholders:

- 1) Shareholders are recommended not to attend the general meeting in person. They will be able to follow the development of the meeting, which will be broadcast live through the corporate website (www.unicajabanco.com).
- 2) Shareholders are recommended to exercise their rights to be informed, to attend and to vote through the remote means made available by the Company and described in the notice of call.

The notice of call and the proposed resolutions to be submitted to approval by the General Meeting of Shareholders are included below.

The documents related to the General Meeting are available on the Company's corporate website (www.unicajabanco.com).

Malaga, 27 March 2020

**NOTICE OF CALL
ANNUAL GENERAL MEETING OF SHAREHOLDERS
UNICAJA BANCO, S.A.**

The Board of Directors of Unicaja Banco, S.A. (hereinafter referred to as the Company or Unicaja Banco), has resolved to call the Annual General Meeting of Shareholders of the Company (hereinafter referred to as the General Meeting), to be held at the registered office of the Company, located in Málaga, Avenida de Andalucía, 10-12, on 29 April 2020, at 10:30 a.m., on first call and, if there is not a sufficient quorum, on second call, on 30 April 2020, at the same place and time, with the following:

AGENDA

One.- Approval of the Annual Accounts (balance sheet, profit and loss account, statement of recognised income and expense, statement of changes in equity, cash flow statement and notes) and Management Report of Unicaja Banco, S.A. and its consolidated group, corresponding to the business year ending on 31 December 2019.

Two.- Approval of the consolidated Non-financial Information Statement, corresponding to the business year ending on 31 December 2019.

Three.- Approval of the Board of Directors' management during the business year ending on 31 December 2019.

Four.- Approval of the proposed allocation of profit for the business year ending on 31 December 2019.

Five.- Ratification of the appointment and designation of Ms. María Luisa Arjonilla López as independent Director

Six.- Re-election of the accounts auditor of the Company and its Consolidated Group for the year 2020.

Seven.- Reduction of the share capital by means of the redemption of own shares, with a charge to unrestricted reserves and with exclusion of the creditors' right to opposition. Amendment of Article 5 of the Bylaws. Delegation to the Board of Directors with the power to sub-delegate.

Eight.- Amendment of Article 16 and 17 of the Bylaws and addition of a new Transitional Provision.

Nine.- Delegation of powers to execute, construe, supplement, develop, correct and implement the resolutions adopted by the General Meeting of Shareholders.

Ten.- Advisory vote on the Annual Report on Remuneration of Directors corresponding to the business year ending on 31 December 2019.

Notice of Call

Pursuant to article 516 of the Spanish Corporate Enterprises Act (*Ley de Sociedades de Capital*) and Article 7.1 of the General Shareholders' Meeting Regulations of Unicaja Banco, S.A. (the "General

Meeting Regulations"), the notice of call shall be published on some of the newspapers with the highest circulation in Spain, on the website of the Comisión Nacional del Mercado de Valores (www.cnmv.es) as "Other Relevant Information" (*Otra Información Relevante*) and on the Company's corporate website (www.unicajabanco.com) at least one month before the date set for the meeting to be held.

Supplement to the call and submission of proposed resolutions

In accordance with Article 519 of the Corporate Enterprises Act, and with sections 4 and 5 of the General Meeting Regulations, shareholders representing at least three per cent of the share capital may: a) request the publication of a supplement to the call to General Meeting, adding one or more items to the Agenda, provided that the said new items are accompanied by an explanatory justification or, as applicable, a proposed resolution with an explanatory justification; and b) submit reasoned proposals for resolutions on matters already included or which must be included on the agenda of the General Meeting.

The mentioned rights to supplement the call and to submit proposed resolutions must be exercised by certifiable notice, to be received at Unicaja Banco, S.A. - "Shareholder and Bondholder Service Office"; Avenida de Andalucía 10-12, 29007-Málaga, within five days following the publication of this call.

Right of Attendance

In accordance with Article 9.3 of the Corporate Bylaws and with Article 10.2 of the General Meeting Regulations, shareholders who hold at least one thousand (1,000) shares and have those shares registered in the corresponding accounting registry at least five (5) days prior to the date on which the General Meeting is to be held on first call, shall be entitled to attend the General Meeting. Holders of fewer shares may group together until they reach at least that figure, and they shall appoint their representative.

In order to provide proof of identity of the shareholders, or of those who validly represent them, at the entrance of the venue where the General Meeting will be held, the attendees will be asked for their attendance, proxy and voting card and to show their Spanish identity document or any other official document generally accepted for these purposes. If applicable, certificate of legitimation or the documents proving the status of the representative.

Without prejudice to the fact that the Company, the entities participating in IBERCLEAR or the corresponding intermediary, management or depository institutions, send to each shareholder entitled to attend a nominative attendance card, the Company may issue the mentioned card before the beginning of the General Meeting in favor of those holders of shares which prove that these have been registered in the corresponding accounting registry at least five (5) days before the day on which the meeting is to be held on the first call.

One hour before the scheduled time for the start of the meeting, that is, after 9:30 a.m., the shareholders, or those who validly represent them, will be able to present to the staff their respective attendance, delegation and voting cards and, as the case may be, documents proving legal representation.

Right to Information

This document is a translation of an original text in Spanish for information purposes only. In the event of discrepancy between both texts, the Spanish original will prevail.

As from the date of publication of the notice of call, any shareholder may obtain from the Company, immediately and free of charge, the documents related to the General Meeting or to be submitted to approval by the Meeting.

For that purpose, and in accordance with the provisions of article 518 of the Corporate Enterprises Act and Article 8 of the General Meeting Regulations, as from the date of publication of this call, the following information will be incorporated into the corporate website of the Company (www.unicajabanco.com) in an uninterrupted manner until the date of the General Meeting:

- (i) Notice of call
- (ii) Full texts of the proposed resolutions.
- (iii) Annual accounts and management reports, both individual and consolidated, corresponding to the year 2019, as well as the respective auditors' report.
- (iv) Consolidated Non-financial Information Statement, as well as the report by the independent provider of assurance services.
- (v) Preceptive information on the director whose appointment and designation is submitted to ratification is proposed in item Five of the agenda (including the preceptive reports of the Board of Director and of the Appointments Committee in relation to the said proposal, as well as the candidate's CV).
- (vi) Report of the Board of Directors in relation to the proposal to reduce share capital of the Company referred to in item Seven of the agenda.
- (vii) Report of the Board of Directors in relation to the proposal to amend the corporate bylaws referred to in section Eight of the Agenda, including the full text of the proposed amendment.
- (viii) Annual corporate governance report.
- (ix) Annual report on the remuneration of directors.
- (x) Annual report of the activity of the Audit and Regulatory Compliance Committee.
- (xi) Annual report of the activity of the Remuneration Committee.
- (xii) Annual report of the activity of the Appointments Committee.
- (xiii) Applicable rules for proxy and remote voting and the documents required for that purpose.
- (xiv) Attendance, proxy and remote voting card.
- (xv) Regulations of the Shareholders' Electronic Forum.
- (xvi) Total number of shares and voting rights of the Company as at the date of the call to General Meeting.
- (xvii) Information about the venue where the General Meeting is to be held.

- (xviii) Valid requests for information, clarifications or questions submitted by the shareholders pursuant to their right to information and the replies provided, if applicable, by the directors.

Pursuant to articles 197 and 520 of the Corporate Enterprises Act and Article 9 of the General Meeting Regulations, as from the publication of the notice of call and up to the fifth (5) day prior to that scheduled for holding the Meeting on first call, shareholders may request, in writing or by electronic communication, information or clarifications, or ask questions about the items on the agenda, or about the information accessible to the public that may have been provided by the Company to the Comisión Nacional del Mercado de Valores since the last General Meeting.

Valid requests for information, clarifications or questions made in writing, and the answers provided in writing by the directors will be posted on the Company's website and will be made available to all shareholders attending the Meeting at the beginning of the corresponding session.

During the General Meeting, shareholders may verbally request information or clarifications that they deem appropriate regarding the items included on the agenda. In the event that it is not possible to satisfy the right of the shareholder during the Meeting, the directors shall provide in writing the information requested to the interested shareholder within seven (7) days following the end of the General Meeting.

In order to facilitate or clarify any information or documentation related to this General Meeting, shareholders may contact Unicaja Banco, S.A. - "Shareholder and Bondholder Service Office", in person, from Monday to Friday, from 8:00 a.m. to 3:00 p.m., by post at the registered office, located at the following address: Avenida de Andalucía, 10 -12, 29007 - Málaga; by e-mail, through the mailbox: "buzondeaccionistas@unicaja.es"; or by calling the following phone number +34 952 138 165. In case of electronic communications, and for the purpose of providing the system with the appropriate guarantees of the authenticity and identification of the shareholder exercising his/her right, the shareholder shall incorporate to the electronic document used to request information, his/her electronic signature or, if failing, his/her name and surname (or company name), tax identification number and number of shares that he/she holds.

Shareholders' electronic forum

Pursuant to articles 539.2 of the Corporate Enterprises Act and 8.3 of the General Meeting Regulations, from the date of this call, the Company has enabled a shareholders' electronic forum at the Company's corporate website (www.unicajabanco.com), which can be accessed with the proper guarantees both by individual shareholders and voluntary associations that may be established in accordance with the provisions of article 539.4 of the Corporate Enterprises Act, in order to facilitate their communication prior to the holding of the Meeting. The terms of use of the shareholders' electronic forum are available on the Company's corporate website (www.unicajabanco.com).

Procedure to appoint a proxy

Pursuant to Article 11 of the General Meeting Regulations, shareholders may exercise their right to attend in person or to be represented at the General Meeting by another person, whether or not a shareholder. The proxy must be appointed in writing or by remote communication means, with special status for each Meeting, except if the appointed proxy is the spouse, ascendant or

descendant of the person represented or of it is general proxy, in a public document, to manage all the assets that the shareholder has in the national territory.

When a proxy is appointed by remote means of communication, it will only be considered valid if it is performed by:

a) Postal delivery or correspondence.

The proxy will be appointed by filling in the space allocated for that purpose on the card provided by the depository entity or on that made available to shareholders by the Company through its corporate website (www.unicajabanco.com) under the section General Meeting of Shareholders. The shareholder may obtain the proxy card of the Company by downloading it from the website; by withdrawing it at the registered office; or may request its free shipping to the "Shareholder and Bondholder Service Office".

The attendance, proxy and voting card, duly completed and signed by an autograph, must be sent to the Company to the following address: Unicaja Banco, S.A. - "Shareholder and Bondholder Service Office "; Avenida de Andalucía, 10-12, 29007-Málaga.

b) Electronic means.

The appointment of proxies and notification to the Company may be made electronically through the system enabled for this purpose on the Company's corporate website (www.unicajabanco.com) from 15 April. It explains in detail the procedure to be followed by the shareholder to exercise this right. The shareholder must provide proof of his/her identity by means of a valid electronic Spanish identity document (DNI) or by means of a recognized electronic certificate, which does not include its revocation, issued by the Fábrica Nacional de Moneda y Timbre (FNMT).

A proxy may represent several shareholders, being able to cast votes in different directions, depending on the instructions given by each shareholder, but a shareholder may not grant representation to more than one proxy.

The proxy may attend the General Meeting, as long as he/she reaches the minimum number of shares that confer the right to attend, delivering the attendance and proxy cards, signed by the shareholder, at the desks for the registration of shareholders.

The shareholder entrusting his/her representation must inform the appointed proxy of the representation he/she has been given in his/her favor and, where appropriate, the voting instructions. When the representation is granted in favour of a member of the Board of Directors, the communication shall be understood to be made through reception at the registered office.

Conflict of interest of the proxy director

For the purposes of articles 523 and 526 of the Corporate Enterprises Act, it is noted that if the proxy is a director of the Company, he/she may be in a situation of conflict of interest in relation to the proposed resolutions formulated by the Board, as well as to proposals or items that, although not included on the agenda, may be submitted to voting at the Meeting, as permitted by Law.

Remote voting

Pursuant to Article 23 of the General Meeting Regulations, shareholders may cast their votes on proposals related to items included on the agenda without having to attend in person and will be considered as present for the purpose of setting up the General Meeting of Shareholders in question. Shareholders have the following means:

a) Postal delivery or correspondence

The same procedure as that established for remote appointment of a proxy will be followed.

If the card does not indicate the direction of the vote, it will be understood in any case that the shareholder votes in favour of the proposed resolutions formulated by the Board of Directors on the item of the Agenda published in the call.

b) Electronic means

The vote may be issued electronically through the system enabled for this purpose on the Company's website (www.unicajabanco.com) from 15 April. It will explain in detail the procedure to be followed by the shareholder to exercise this right. Shareholders who wish to use this voting process must prove their identity by means of a valid electronic Spanish identity document (DNI) or by means of a recognized electronic certificate, which does not include its revocation, issued by the Fábrica Nacional de Moneda y Timbre (FNMT).

Common rules to the exercise of rights of proxy and voting by remote communication means

Verification of details

The Company reserves the right to verify the identity of the shareholders and their proxies, to verify ownership (by contrasting the information provided by each shareholder with that provided by the institution in charge of the accounting registry of Company's shares) as well as the legitimacy of their rights and to admit the validity of the document of attendance or proxy, and should only consider as invalid that document which lacks the minimum essential requirements and provided that these cannot be solved.

Legal persons

In the case of shareholders who are legal persons, the Company reserves the right to require evidence of the sufficiency and validity of the power of the individual acting on behalf of the shareholder.

Deadline for reception by the Company

For it to be valid, the proxy and/or the vote issued by any of the aforementioned means of remote communication must be received by the Company before midnight (24) of the day before the date scheduled for holding of the General Meeting on first call.

Revocation and priority

Attendance to the General Meeting by the represented shareholder, physically or by casting a distance vote, means the revocation of any proxy, regardless of the date and form thereof.

The proxy and the exercise of the right to vote issued by means of remote communication are always revocable. The revocation of the proxy and the exercise of the vote issued by means of remote communication will only take place through the attendance of the shareholder at the General Meeting.

The casting of vote and the delegation of proxy by electronic means shall prevail, in any case, over those which the same shareholder may make by postal delivery or correspondence.

Service availability

The Company reserves the right to modify, suspend, cancel or restrict the mechanisms of electronic voting and proxy if so required or imposed by technical or security reasons.

The Company shall not be liable for the damages that may be caused to the shareholder arising from faults, overloads, failure in the lines of communication, connection failures, malfunction of the postal service or any other possibility of the same or similar nature, unrelated to the will of the Company, which could hinder or prevent the shareholder from exercising their voting or representation rights by means of remote communication.

Live broadcast

The General Meeting will be broadcasted live through the corporate website (www.unicajabanco.com).

Notary Attestation

The Board of Directors has resolved to request the presence of a Notary to draw up the minutes of the Meeting.

Data protection

In accordance with the regulations on personal data protection, the personal data of shareholders and, if applicable, their proxies, provided to the Company for the exercise of their rights to information, attendance, proxy and voting at the General Meeting, or provided by the banking institutions and securities companies and agencies in which the former have their shares deposited, through Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, SAU (IBERCLEAR), will be processed by Unicaja Banco, S.A., with registered address in Avenida de Andalucía, 10-12, Málaga (C.P. 29007), as responsible for the processing, in order to manage and control the call, holding and broadcast of the General Meeting, in compliance with its legal obligations arising from the existing shareholding relationship. It is hereby notified that the General Meeting will be recorded using audiovisual means with the sole and exclusive purpose of being publicly broadcasted on the company's corporate website (www.unicajabanco.com).

By attending the General Meeting, the attendees expressly, unequivocally and conclusively accept and consent to the capturing, treatment, reproduction, distribution, public communication, viewing and dissemination of their voice, image and any other personal data that may be captured and expressed during the development of the General Meeting. Likewise, the purpose of the processing is based on the compliance with the Company's legitimate interest to record and broadcast the General Meeting, recognised in the rules and principles of transparency and good corporate

governance which are applicable to it, as well as in the consent of the attendee to the General Meeting, having at his/her disposal other means to exercise his/her rights.

In the case that natural persons different from the holder or, as the case may be, a third party different from the shareholder, attend the General Meeting, the shareholder must inform them of the topics mentioned in the paragraphs above related to the processing of personal data, must obtain the consent of the proxy appointed and meet any other requirement which may be applicable for the correct transfer of personal data to Unicaja Banco, which will not have to do any additional action with regard to the interested parties. The legal grounds for the processing of the said third party's data are the same as those described above for shareholders.

The data will be accessible to the Notary who will attend the General Meeting, and may be provided to third parties in the exercise of the right to information provided by law or available to the public from any location in and outside the European Union, insofar as they appear in the documentation available on the website (www.unicajabanco.com) or are stated in the General Meeting whose development will be the object of audiovisual recording and public dissemination on the said website.

The processing of the personal data is necessary for the mentioned purposes and is based on compliance with legal obligations arising from the existing shareholding relationship. The data will be conserved during the development of the said relationship and, then, during the applicable prescription periods of any legal or contractual actions.

The holders of the personal data may send their request of access, rectification, cancellation, opposition, limitation to the processing, portability or withdraw the consent previously given, by means of a written communication addressed to Personal Data Protection Office of Unicaja Banco, Avenida de Andalucía 10-12, 29007 Málaga, or by sending an e-mail to oficina.proteccion.datos@unicaja.es. In any case, they will always have the possibility to contact the Agencia Española de Protección de Datos, the Spanish authority on data protection, www.aepd.es.

General information

The General Meeting is expected to be held on first call, on 29 April 2020, at the place and time previously mentioned.

Malaga, 27 March 2020.- The Secretary of the Board of Directors.



ANNUAL GENERAL MEETING OF SHAREHOLDERS 2019

FULL TEXT OF THE PROPOSED RESOLUTIONS SUBMITTED BY THE BOARD OF DIRECTORS

MALAGA, 27 MARCH 2020

ONE.- Approval of the Annual Accounts (balance sheet, profit and loss account, statement of recognized income and expense, statement of changes in equity, cash flow statement and notes) and Management Report of Unicaja Banco and its consolidated group, corresponding to the business year ending on 31 December 2019.

(The proposed resolutions 1.1 and 1.2 will be voted separately.)

- 1.1. Approval of the Annual Accounts of Unicaja Banco, S. A. (balance sheet, profit and loss account, statement of recognised income and expense, statement of changes in equity, cash flow statement and notes), stated by the Board of Directors, as well as of the Management Report, prepared by the same body, corresponding to the business year ending on 31 December 2019, all of them verified by the auditors of Unicaja Banco, S.A.
- 1.2. Approval of the Annual Accounts of the Consolidated Group of Unicaja Banco, S. A. (balance sheet, profit and loss account, statement of recognised income and expense, statement of changes in equity, cash flow statement and notes), stated by the Board of Directors, as well as of the consolidated Management Report, prepared by the same body, corresponding to the business year ending on 31 December 2019, all of them verified by the auditors of Unicaja Banco, S.A.

TWO.- Approval of the consolidated Non-financial Information Statement corresponding to the business year ending on 31 December 2019.

Approval of the Non-financial Information Statement of Unicaja Banco, S.A. and its consolidated group, corresponding to the business year ending on 31 December 2019, prepared by the Board of Directors and verified by an independent provider of assurance services.

THREE.- Approval of the Board of Directors' management during the business year ending on 31 December 2019.

Approval of the management of the Board of Directors of Unicaja Banco, S.A., corresponding to the business year ending on 31 December 2019.

FOUR.- Approval of the proposed allocation of profit corresponding to the business year ending on 31 December 2019.

Approval of the following proposal for distribution of profit of Unicaja Banco, S.A. corresponding to the business year ending on 31 December 2019, stated by the Board of Directors:

(a) To legal reserve:	12,557,203.70 euros.
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(b) To voluntary reserves:	31,489,548.80 euros.
(c) To capitalization reserve Law 27/2014:	4,000,000.00 euros ¹ .
(d) To dividends:	77,525,284.50 euros.
Total:	125,572,037.00 euros.

(¹) This reserve will be non-disposable for a period of 5 years and will be absolutely separated from the others and under the appropriate section in the Bank's accounting books, in compliance with that set forth in article 25.1.b) of the Spanish Law 27/2014 of 27 November, on Corporate Income Tax.

Payment of dividend is expected to take place on 11 May 2020.

FIVE.- Ratification of the appointment and designation of Ms. María Luisa Arjonilla López as independent Director

Prior favorable report and at the proposal of the Appointments Committee:

Ratification of the designation by co-optation made by the Board of Directors, on 23 January 2020, of Ms. María Luisa Arjonilla López and appointment as director, with the status of independent director, for the statutory term of four years.

SIX.- Re-election of the accounts auditor of the Company and its Consolidated Group for the year 2020.

Prior proposal made by the Audit and Regulatory Compliance Committee, approval of the re-election for a one-year period, for the year 2020, of the firm PricewaterhouseCoopers Auditores, S.L., with registered address in Madrid, Torre PWC, Paseo de la Castilla 259 B and tax code B79031290, registered in the R.O.A. with number S0242, as accounts auditors of Unicaja Banco, S.A. and its Consolidated Group of Companies.

SEVEN.- Reduction of the share capital by means of the redemption of own shares, with a charge to unrestricted reserves and with exclusion of the creditors' right to opposition. Amendment of Article 5 of the Bylaws. Delegation to the Board of Directors with the power to sub-delegate.

Reduction of the share capital by means of the redemption of own shares (the "Capital Reduction"). The own shares to amortize, of one euro of nominal value, will be both those in the treasury stock of the Company and those acquired under the buy-back programme for the acquisition of own shares (the "Buy-back Programme") that the Board of Directors, exercising the powers granted by the General Meeting of Shareholders at the meetings held on 22 April 2016 and 30 July 2019, agreed to carry out under section 5 of the Regulation (EU) No 596/2014 of the

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European Parliament and of the Council, of 16 April 2014, on market abuse, and Regulation (EU) 2016/1052 of the Commission, of 8 March 2016, supplementing Regulation (EU) No 596/2014 on market abuse with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures. The Buy-back Programme, which started on 26 February 2020 and which will end on 25 February 2021, was disclosed to the market as inside information on 26 February 2020, with registration number 40 in the Registry of the Comisión Nacional del Mercado de Valores (**Annex 1**).

Consequently, the maximum amount of the Capital Reduction will be 80,515,106 euros, by means of the redemption of a maximum of 80,515,106 own shares of one euro of nominal value each.

The definitive amount of the Capital Reduction will be set by the Board of Directors, with express powers to sub-delegate in the terms set below, depending on the definitive number of shares acquired under the Buy-back Programme, which will be fully amortized, and to which those currently held by the Company as treasury stock will be added.

Given that the Capital Reduction has as objective the redemption of own shares which, at the moment of their execution, will be held by the Company itself, there will be no repayment of contributions.

The Capital Reduction is carried out with a charge to unrestricted reserves and the Company will make a reserve for redeemed capital for an amount equal to the nominal value of the redeemed shares, the use of which, pursuant to article 335 c) of the Corporate Enterprises Act, will only be possible with the same requirements as those imposed on the reduction of capital share, and therefore, in accordance with the said provision, the company creditors shall not be entitled to the right of opposition referred to in article 334 of the Corporate Enterprises Act.

The Capital Reduction shall be executed in a term no longer than one month since the end, for any case, of the Buy-back Programme.

Once the share Capital Reduction is executed, subject to the proceedings that may be applicable, Article 5 of the corporate bylaws will be reworded to include the resulting capital and number of shares.

Delegation of powers to the Board of Directors, as broadly as may be necessary in Law, with express power to sub-delegate or, when it is legally possible, to grant power to any or several persons, member or not of the same body, so that acting severally or jointly, as established, proceed to the execution of the Capital Reduction, being able to determine those aspects not expressly foreseen therein or not a consequence thereof.

In particular, and including but not limited to, the Board of Directors is authorized, as broadly as may be necessary in Law, and with the above mentioned express powers to sub-delegate or, if applicable, to grant powers, to:

- (i) Set the definitive amount of the Capital Reduction.
- (ii) Determine the date on which, within the one-month period since the end, for any reason, of the Buy-back Programme, the Capital Reduction must be executed.
- (iii) Execute the Capital Reduction.

- (iv) Reword article 5 of the Corporate Bylaws, on share Capital, to adapt it to the result of the Capital Reduction.
- (v) Carry out any actions and to subscribe public or private documents as may be necessary and convenient for the execution and formalization of the Capital Reduction, including supplement or correction of mistakes or omissions which may prevent its full effectiveness.
- (vi) Request and carry out as many procedures and actions may be necessary for the delisting of the redeemed shares in the stock exchanges of Madrid, Barcelona, Bilbao and Valencia, through the Sistema de Interconexión Bursátil (Continuous Market) and the cancellation of the corresponding accounting registries of "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A, Unipersonal" (IBERCLEAR).
- (vii) Carry out any action, necessary or convenient for the effectiveness of the Capital Reduction, before Spanish or foreign entities or public or private institutions.
- (viii) Resolve, in defense of the corporate interest, to the non-execution of the Capital Reduction if supervened circumstances arise which, in the criteria of the Board of Directors, may have a negative effect on the Company.

EIGHT.- Amendment of article 16 and 17 of the Corporate Bylaws and addition of a new Transitional Provision

(The proposed resolutions 8.1 and 8.2 will be voted separately.)

8.1. Amendment of Article 16 of the corporate bylaws.

A) Addition of a new section, with number 5, to article 16 of the bylaws, with the following wording:

5. The Board of Directors shall work to ensure that the procedures for the selection of its members guarantee diversity with respect to matters such as age, gender, disability or training and professional experience, do not suffer from implicit bias which may involve any kind of discrimination and, in particular, facilitate the selection of women directors in a number which allow to reach a balanced presence of women and men.

Article 16 will be worded as follows:

- 1. The Board of Directors shall be composed of a minimum of eight members and a maximum of fifteen members, and the General Meeting shall determine the exact number of components.*
- 2. It is not required to be a shareholder in order to be appointed member of the Board.*
- 3. The members of the Board of Directors shall have recognized commercial and professional repute, adequate knowledge and expertise to carry out their duties and be ready to ensure good governance of the Institution.*

4. *Anybody who is in any of the cases of prohibition or incompatibility established by the law will not be able to be appointed member of the Board of Directors.*
5. *The Board of Directors shall work to ensure that the procedures for the selection of its members guarantee diversity with respect to matters such as age, gender, disability or training and professional experience, do not suffer from implicit bias which may involve any kind of discrimination and, in particular, facilitate the selection of women directors in a number which allow to reach a balanced presence of women and men.*

8.2 Amendment of Article 17 of the corporate bylaws and addition of a transitional provision.

A) Reduction of the term of office of directors, from four to three years, amending section 1 of article 17, which will be as follows:

1. *The Directors will be appointed by the General Meeting to hold office for a term of three years, and may be re-elected one or more times for periods of the same term.*

Article 17 will be worded as follows:

1. *The Directors will be appointed by the General Meeting to hold office for a term of three years, and may be re-elected one or more times for periods of the same term.*

The appointment of Directors will end when, once the term of office has expired, an Annual General Meeting has been held and they have not been re-elected or the period to hold an Annual General Meeting to resolve on the approval of the previous year accounts has expired.

2. *The appointment of Directors that the Board designates by co-optation will be deemed to have been made and will be in force until the date of the next Annual General Meeting, included, without prejudice to the ratification or revocation power that the General Meeting has. If the vacancy occurs when the General Meeting has been convened and before it has been held, the Board of Directors may appoint a Director until the next General Meeting is held.*

B) Introduction in the bylaws of the following Transitional Provision:

Transitional Provision

With regard to Article 17.1 of the present bylaws, the term of office of the members of the Board of Directors in force as at the approval by the General Meeting of the corresponding statutory amendment will maintain its term of four years, applying only the three-year term for re-elections approved after that date.

The effectiveness of the statutory amendment is subject to obtaining the preceptive administrative authorization.

NINE.- Delegation of powers to execute, construe, supplement, develop, correct and implement the resolutions adopted by the General Meeting of Shareholders.

- A) To delegate to the Board of Directors to (i) carry out any legal acts or actions that may be required or convenient to execute, construe, supplement, correct or develop the resolutions, to grant public or private documents which may be deemed necessary or convenient for their fullest effectiveness, including rectification, supplement or correction; (ii) to determine any other circumstances that may be required, adopting and implementing the necessary resolutions, publishing the notices and providing the guarantees that may be required for the purposes established in the law, as well as executing the necessary documents and completing the appropriate procedures, proceeding to comply with the requirements set by the law for the broadest implementation of the resolutions approved by this General Meeting of Shareholders; and (iii) to delegate to any executive Director of the Company all or part of the authority received from this General Meeting, both under the preceding resolutions and under this resolution Seven.
- B) To delegate to the President Mr. Manuel Azuaga Moreno, to the CEO, Mr. Ángel Rodríguez de Gracia, to the Secretary, Ms. Teresa Sáez Ponte and to the Deputy Secretary, Mr. Vicente Orti Gisbert, for any of them, indistinctively and without prejudice to any other existing power, to be able to, as broadly as required (i) appear before the Notary of their choice to arrange attestation as a public document of the resolutions adopted in this General Meeting, including, in particular and among other authorizations, the granting of the public deeds and notarial acts necessary or convenient to that end, the correction, ratification, interpretation or supplement of the resolutions and execution of any other public or private document that may be necessary or convenient; (ii) proceed to submission to the Trade Register, for its registration, of the certification of the resolutions to approve the individual and consolidated annual accounts, attaching the necessary documents until obtaining the corresponding inscription; and (iii) apply to the Trade Register for the total or, if applicable, partial registration of the resolutions adopted, if they do not agree to their total registration.

TEN.- Advisory vote on the Annual Report on the Remuneration of Directors corresponding to the business year ended on 31 December 2019.

Approval, with advisory nature, of the Annual Report on the Remuneration of Directors of Unicaja Banco, S.A., corresponding to the business year ending on 31 December 2019.

Annex 1 (Buy-back Programme)

Once the corresponding authorization by the European Central Bank has been obtained, the Company will carry out a programme for the buy-back of own shares (the 'Buy-back Programme'), following the agreements adopted by the General Meeting of Shareholders at their meetings held on 22 April 2016 and 30 July 2019 and by the Board of Directors.

The Buy-back Programme will be carried out in accordance with the provisions of Article 5 of the Regulation (EU) No 596/2014 of the European Parliament and of the Council, of 16 April 2014, on market abuse (market abuse regulation) and repealing Directive 2003/6/EC of the European Parliament and of the Council and Commission Directives 2003/124/EC, 2003/125/EC and 2004/72/EC, and with the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016, supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council with regard to regulatory technical standards for the conditions applicable to buy-back programmes and stabilisation measures (the 'Delegated Regulation'), and will have the following features:

- a) Purpose of the Buy-back Programme: to reduce the Company share capital by redemption of own shares, prior agreement of the General Meeting of Shareholders, under the terms set by the latter and prior the regulatory authorization.
- b) Maximum investment of the Buy-back Programme: the Buy-back Programme for redemption shall reach up to 80,515,106 shares (representing 5 per cent of the share capital), and the maximum pecuniary amount reaches 76.63 million euros, all of the above respecting the legal maximums in force at any time.
- c) Price and volume conditions: the shares shall be acquired at market price, in accordance with the conditions laid down in Article 3 of the Delegated Regulation:
 - i. As for price, the Company shall not acquire shares at a price higher than the higher than: (a) the price of the last independent trade, or (b) the highest current independent purchase bid on the trading venue where the purchase is carried out; and
 - ii. as for volume, the Company shall not acquire on any trading day more than 25 % of the average daily volume of the shares on the trading venue on which the purchase is carried out. The average daily volume of the Company shares, for the purposes of the above, shall be based on the average daily volume traded in the twenty (20) trading days preceding the date of purchase.
- d) Duration of the Buy-back Programme: it will be in force from 26 February 2020 to 25 February 2021.

However, the Company reserves the right to end the Buy-Back Programme if, prior to its validity end date, the Company has acquired thereunder shares for a purchase price that reaches the maximum pecuniary amount or the maximum number of shares set above, or if there is any other circumstance that would advise it.