

UNICAJA BANCO, S.A., pursuant to the provisions of Article 228 of the consolidated text of the Spanish Securities Market Law, approved by Legislative Royal Decree 4/2015 of 23 October, hereby discloses the following

#### **RELEVANT FACT**

The Company notifies the call to the Annual General Meeting of Shareholders of the Company, to be held on 25 April 2019 on first call and, if the sufficient quorum is not reached, on 26 April 2019, on second call, at the registered address, with the expectation that the meeting will be held on first 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](http://www.unicajabanco.com)).

Malaga, 22 March 2018

**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, 12, on 25 April 2019, at 09:30 a.m., on first call and, if there is not a sufficient quorum, on second call, on 26 April 2019, 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 2018.

**Two.-** Approval of the Non-financial Information Statement of Unicaja Banco and its consolidated group, corresponding to the business year ending on 31 December 2018.

**Three.-** Approval of the Board of Directors' management during the business year ending on 31 December 2018.

**Four.-** Approval of the proposed allocation of profit for the business year ending on 31 December 2018.

**Five.-** Determination of the number of Directors

**Six.-** Advisory vote on the Annual Report on Remuneration of Directors corresponding to the business year ending on 31 December 2018.

**Seven.-** Delegation of authority to execute, interpret, supplement, develop, correct and implement the resolutions adopted by the General Meeting of Shareholders.

**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 in the Official Gazette of the Companies Register (*Boletín Oficial del Registro Mercantil*), on the website of the Comisión Nacional del Mercado de Valores ([www.cnmv.es](http://www.cnmv.es)) and on the Company's corporate website ([www.unicajabanco.com](http://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, 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

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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 (5) 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 8:30 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**

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](http://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.

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- (iii) Annual accounts and management reports, both individual and consolidated, corresponding to the year 2018, as well as the respective auditors' report.
- (iv) Non-financial Information Statement of Unicaja Banco and its consolidated group, as well as the report by the independent provider of assurance services.
- (v) Annual corporate governance report.
- (vi) Annual report on remuneration of directors.
- (vii) Annual report of the Audit and Regulatory Compliance Committee.
- (viii) Annual report of the Remuneration Committee.
- (ix) Annual report of the Appointments Committee.
- (x) Applicable rules for proxy and remote voting and the documents required for that purpose.
- (xi) Attendance, proxy and remote voting card.
- (xii) Regulations of the Shareholders' Electronic Forum.
- (xiii) Total number of shares and voting rights as at the date of the call to General Meeting.
- (xiv) Information about the venue where the General Meeting is to be held.
- (xv) 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 Meeting, shareholders may verbally request information or clarifications that they deem appropriate regarding the matters 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,

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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](http://www.unicajabanco.com)), which can be accessed with the proper guarantees both by individual shareholders and voluntary associations that may be constituted 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 rules of procedure the shareholders' electronic forum are available on the Company's corporate website ([www.unicajabanco.com](http://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 Spain.

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](http://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](http://www.unicajabanco.com)) from 9 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

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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 tables 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](http://www.unicajabanco.com)) from 9 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 through the corporate website ([www.unicajabanco.com](http://www.unicajabanco.com)).

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## **Notary Attestation**

The Board of Directors has agreed 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 the development, compliance and control of the existing shareholding relationship or, if applicable, of the existing proxy, the notice of call, holding and broadcast of the General Meeting, which will be recorded using audiovisual means and publicly broadcasted on the company's corporate website ([www.unicajabanco.com](http://www.unicajabanco.com)), as well as to comply with its legal obligations.

The attendees expressly 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, in 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.

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 treatment 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 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 insofar as they appear in the documentation available on the website ([www.unicajabanco.com](http://www.unicajabanco.com)) or are stated in the General Meeting whose development will be the object of audiovisual recording and public dissemination on said website.

The treatment of the personal data is necessary for the mentioned purposes and is based on the relationship as shareholder and on the compliance with legal obligations. 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 and opposition, limitation to the treatment, portability or withdraw the consent previously given, by means of a written communication addressed to Personal Data Protection Officer of Unicaja Banco, Avenida de Andalucía 10-12, 29007 Málaga, or by sending an e-mail to [oficina.proteccion.datos@unicaja.es](mailto:oficina.proteccion.datos@unicaja.es). In any case, they will always have the possibility to contact

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the Agencia Española de Protección de Datos, the Spanish authority on data protection, [www.aepd.es](http://www.aepd.es).

#### **General information**

The General Meeting is expected to be held on first call, on 25 April 2019, at the place and time previously mentioned.

Malaga, 22 March 2019.- The Secretary of the Board of Directors, Teresa Sáez Ponte

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**UNICAJA BANCO, S.A.**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2019**

**FULL TEXT OF THE PROPOSED RESOLUTIONS THAT THE BOARD OF DIRECTORS OF UNICAJA BANCO, S.A., SUBMITS TO APPROVAL BY THE GENERAL MEETING, RELATED TO THE CORRESPONDING ITEMS ON THE AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS, TO BE HELD IN MALAGA ON 25 APRIL 2019, ON FIRST CALL, AND IF THE REQUIRED QUORUM IS NOT REACHED, ON SECOND CALL ON 26 APRIL 2019.**

**MALAGA, 22 MARCH 2019**

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**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, S.A. and its consolidated group, corresponding to the business year ending on 31 December 2018.**

(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 2018, 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 Management Report, prepared by the same body, corresponding to the business year ending on 31 December 2018, all of them verified by the auditors of Unicaja Banco, S.A.

**TWO.- Approval of the Non-financial Information Statement of Unicaja Banco and its consolidated group, corresponding to the business year ending on 31 December 2018.**

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 2018, 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 2018.**

Approval of the management of the Board of Directors of Unicaja Banco, S.A., corresponding to the business year ending on 31 December 2018.

**FOUR.- Approval of the proposed allocation of profit for the business year ending on 31 December 2018.**

Approval of the following proposal for distribution of profit of Unicaja Banco, S.A. corresponding to the business year ending on 31 December 2018, stated by the Board of Directors:

|  |                          |
|--|--------------------------|
| (a) To legal reserve:                      | €20,012,695.84           |
| (b) To voluntary reserves:                 | €118,497,642.45          |
| (c) To capitalization reserve Law 27/2014: | €600,000.00 <sup>1</sup> |
| (d) To dividends:                          | €61,016,620.10           |
| <b>Total:</b>                              | <b>€200,126,958.39</b>   |

(<sup>1</sup>) 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 10 May 2019.

## **FIVE.- Determination of the number of Directors**

### **Background information**

On 21 December 2018, the Company reported, via Relevant Fact, the resignation from his position as Company Director presented by the proprietary director Mr. Eloy Domínguez-Adame Cobos.

The Board of Directors, with the support of its Appointments Committee, after concluding that the vacancy produced does not affect the collective suitability of the Board of Directors for the performance of its functions; that the Board of Directors will have the capacity to make independent and autonomous decisions to the benefit of the Company; that the different specialization areas needed are duly covered; and that both the quantitative and qualitative composition are adequate, it has not considered necessary to cover the vacancy, and therefore submits to the General Meeting the following proposed resolution.

### **Proposed resolution**

In accordance with that set forth in Article 16 of the Corporate Bylaws, to establish in twelve (12) the number of members of the Board of Directors.

## **SIX.- Advisory vote on the Annual Report on the Remuneration of Directors corresponding to the business year ended on 31 December 2018.**

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 2018.

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**SEVEN.- Delegation of authority to execute, interpret, 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 implement, interpret, 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 Secretary, Mrs. 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 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 at the Trade Register of the resolutions adopted; 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.

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