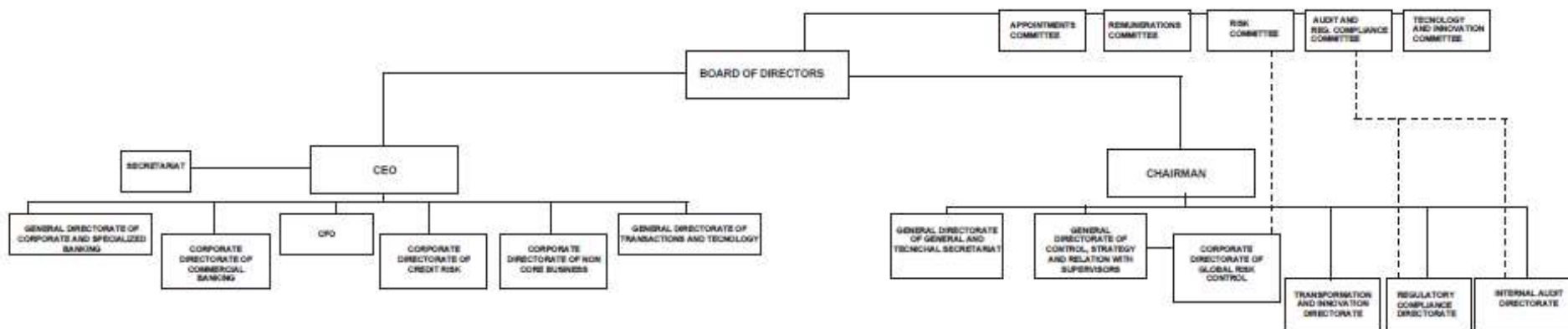


# LINES OF RESPONSIBILITY IN THE DECISION-MAKING PROCESS, DISTRIBUTION OF FUNCTIONS IN THE ORGANIZATION AND CRITERIA FOR THE PREVENTION OF CONFLICTS OF INTERESTS

## 1. LINES OF RESPONSIBILITY

GENERAL ORGANIZATION CHART OF UNICAJA BANCO



## 2. BASIC FUNCTIONS OF GENERAL DIRECTORATES, CORPORATE DIRECTORATES AND DEPARTMENTS

General Directorate of Corporate and Specialized Banking	General Directorate of Control, Strategy and Relations with Supervisors	CFO	General Directorate of Transactions and Technology	General Directorate of General and Technical Secretariat
Corporate Banking Business Banking Syndicated loans Specialized Banking Means of Payment, Credit, Consumer and Point of Sale Financing Insurance Investment Funds Commercial Strategy Commercial Intelligence and Digital Banking	<b>Global Risk Control</b> Risks Capital Key Processes Internal Validation (IRB) Cybersecurity (CISO) Financial Information Taxation and Tax Management Planning, Analytics and Data Data Governance and Quality Relations with Banking Supervisors	Market Analysis and Strategy Balance sheet Management Investor Relations Treasury Capital Markets	Technology Projects Organization Transactions Services and Security	Legal Communication Efficiency Studies Technical Cabinet Image Human Resources Social Media Institutional Relations and Relations with Stakeholders and Social Groups Corporate Reputation and Sustainable Finance Secretariat to Governing Bodies and Management Customer Service

Corporate Directorate of Commercial Banking	Corporate Directorate of Non-core Business	Corporate Directorate of Credit Risk	Internal Audit Directorate	Regulatory Compliance Directorate	Transformation and Innovation Directorate
Retail Banking	Asset Management Real Estate Investees	Risk Analysis Credit Risk Control and Monitoring Credit Risk Models	Overview of the Institution's action under internal and external regulations Independent review of policies and models Relation with external auditors	Corporate Conduct and Market Conduct Regulation Money Laundering Prevention and Terrorism Financing Blocking	Transformation Innovation

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### 3. CRITERIA FOR THE PREVENTION OF CONFLICTS OF INTEREST

The mechanisms to detect, determine and resolve the potential conflicts of interest between the Institution and its directors or managers are regulated in the Corporate Bylaws, the Board of Directors Regulations and the Policy for the Identification and Management of Conflicts of Interest and Related Transactions of Unicaja Banco's Directors, Significant Shareholders and Senior Managers.

At the level of relations with the reference shareholder, the elements to consider are: the Protocol for the Management of Fundación Bancaria Unicaja Financial Participation in Unicaja Banco and the Internal Protocol of Relations between Fundación Bancaria Unicaja and Unicaja Banco.

Article 13 of the Corporate Bylaws commissions the Board of Directors to define a corporate governance system to ensure a sound and prudent management of the institution, including the adequate division of duties in the organization and the prevention of conflicts of interest.

The Board of Directors has developed the internal regulations for the prevention of conflicts of interest in the Board of Directors Regulation, specifically in articles 7, 15, 17, 18, 20 and 21.

Article 7.4.m of the Board of Directors Regulations reserves to the exclusive knowledge of the Board the operations that the Company enters into with Directors, Senior Managers, significant shareholders or shareholders represented at the Board, or with people related to them ("related operations"), prior favorable report by the Audit and Regulatory Compliance Committee.

Article 15 of the Board of Directors Regulation sets forth that the obligations of the Directors are, among others: a) not to exercise their powers without other purposes different from those for which they were granted; b) to exercise their functions under the principle of personal responsibility with freedom of criterion or judgment and independence with regard to third-party instructions and relations; c) to adopt the necessary measures to avoid situations where their interests, for their own or third-party account, may enter into conflict with the corporate interest and with their duties towards the Company; d) to report to the Board of Directors, according to the established procedure, any direct or indirect situation of conflict; e) to have the appropriate dedication and adopt the necessary measures for the good management and control of the Company. In particular, Directors shall report to the Appointments Committee on their other professional obligations, in case they may interfere with the dedication inherent to their position.

In the same line, Article 17 of the Board of Directors Regulations establishes as a duty of the Director to refrain from: a) entering into transactions with the Company, unless they are ordinary transactions, carried out on the standard terms for customers and of scarce relevance, considering as such those whose reporting is not required to give a true and fair view of the Company's equity, financial situation and results of operations; b) carrying out activities for their own or third-party account which entail an effective competition, current or potential, to the Company or which, in any other way, place them in a permanent conflict with the Company's interests; c) attending and participating in the deliberations and voting of agreements or decisions where they or a person related to them have a conflict of interest, whether direct or indirect. The resolutions or decisions that may affect them in their role as directors (for instance, appointment or revocation for positions in the Board or similar) will be excluded from this duty to abstain, as well as others of similar meaning.

Article 18 of the Regulations prohibits Directors from using the Company's confidential information for private purposes.

Also, Article 20 of the Board of Directors Regulations, establishes that directors and the persons related to them shall not: a) use for their own benefit any business opportunity of the Company; b) use the Group's assets for private purposes; c) use their position in the Company to get an advantage; d) get advantages or remunerations from third-parties different from the Company and its Group associated to the performance of their positions, with the exception of mere courtesies.

Finally, Article 21 of the Board of Directors Regulation establishes that Directors shall report to the Company all the positions that they hold and the activities that they carry out in other companies

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or institutions and, in general, any fact or situation that may be relevant for their performance as Company managers.

The Board of Directors approved the Policy for the Identification and Management of Conflicts of Interest and related transactions, of directors, significant shareholders and senior managers, in force since 30 July 2015, which develops that set forth in the Board Regulations and intends to:

- a) adopt measures allowing to prevent the arising of conflicts of interest;
- b) to establish procedures for the identification and reporting of conflicts of interest;
- c) to establish procedures and to manage and control conflicts; and
- d) to regulate the scheme for the authorization of transactions that the Company may carry out with the Subject Persons, the Relevant Shareholders or with persons related to them.

To establish the mechanisms to prevent potential conflicts of interest between Fundación Bancaria Unicaja and Unicaja Banco, due to its nature as reference shareholder in the Company, the Board of Trustees of Fundación Bancaria Unicaja prepared on 21 April 2017, according to that set forth by Law 26/2013, of 27 December, on Savings Banks and Banking Foundations, the Protocol for the Management of Fundación Bancaria Unicaja's Financial Participation in Unicaja Banco. The said Protocol was approved by the Bank of Spain and is available at the Company's website and at Fundación Bancaria's website. Finally, it is important to mention the Internal Protocol of Relations that Unicaja Banco entered into with Fundación Bancaria Unicaja on 1 December 2016.

The Protocol for the Management of the Financial Participation in Unicaja Banco sets forth the mechanisms to prevent possible conflicts of interest which may arise from the nature of reference shareholder of the Fundación Bancaria Unicaja, establishing the criteria for the election of the persons proposed as Directors of Unicaja Banco.

Under that set forth in the Internal Protocol of Relations between Fundación Bancaria Unicaja and Unicaja Banco, intra-group services will be provided transparently, in market conditions, considering economy and efficient management criteria, and under the principle of confidentiality. The provision of services additional to those set forth in the Protocol will be formalized in writing, determining at least the purpose, term and duration.