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UNICAJA BANCO, S.A. (Unicaja Banco or the Company), pursuant to Article 17 of Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse, and Article 228 of the restated text of the Spanish Securities Market Law, passed through Royal-Legislative-Decree 4/2015, of 23 October, and following the offering prospectus registered with the Spanish Securities Exchange Commission (*Comisión Nacional del Mercado de Valores* or **CNMV**) on 15 June 2017 (under registration number 10,779) (the **Offering Prospectus**), discloses the following

RELEVANT FACT

On this date, once market conditions have been analysed and the demand in the book-building period for the offering of Unicaja Banco shares (the **Offering**) has been registered, Unicaja Banco, after consultation with Morgan Stanley & Co. International plc and UBS Limited (together, the **Joint Global Coordinators**), has agreed that the final price of the Offering amounts to 1.10 euros per share (the **Offer Price**), which implies a market capitalization for Unicaja Banco amounting to €1,703 million.

Furthermore, following determination of the Offer Price, Unicaja Banco has entered into the relevant underwriting agreement (the **Underwriting Agreement**) with the Joint Global Coordinators and with, Citigroup Global Markets Limited, Credit Suisse Securities (Europe) Limited, Alantra Capital Markets, S.V., S.A.U., Fidentiis Equities, S.V., S.A. and Stifel Nicolaus Europe Limited (trading as Keefe, Bruyette & Woods) (collectively with the Joint Global Coordinators, the **Managers**), without any variations in relation to the placing entities or in the percentages underwritten by each of them indicated in the section "*The Offering- The Managers and the Underwriting Agreement*" of the Offering Prospectus.

The expected calendar for the allocation and payment by investors of the Offer Price is as outlined in the section "*The Offering Expected timetable for the Offering*" of the Offering Prospectus.

It is expected that the shares of the Company will be admitted to trading on the Stock Exchanges of Madrid, Barcelona, Bilbao and Valencia on 30 June 2017, after verification by the CNMV that the requirements for admission have been met and admission is approved by the Stock Exchange Managing Companies (*Sociedades Rectoras de las Bolsas de Valores*).

Additionally, from the date of admission to listing of the shares on the Stock Exchanges (*Bolsas de Valores*) (expected to be 30 June 2017), this date included, and during the following 30 natural days, Morgan Stanley & Co. International plc, or any of its agents (the **Stabilizing Manager**), acting on behalf of the Managers, may carry out stabilization transactions in accordance with the Regulation (EU) No 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse and with the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016, supplementing the above-mentioned market abuse regulation with regard to regulatory technical standards for the



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conditions applicable to buy-back programs and stabilization measures. The stabilization transactions will take place on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges and aim to support the price of Unicaja Banco shares, although it is not certain that these actions will take place, and they may be interrupted, if they are commenced, at any time.

Accordingly, the Stabilizing Manager, on its own behalf and on behalf of the Managers, has entered, for over-allotment purposes, into a share loan agreement with Fundación Bancaria Unicaja with respect to 62,500,000 shares of Unicaja Banco, which represent, approximately, 6.77% of the share capital and 10% of the initial number of shares offered in the Offering. The repayment of this loan may be carried out through the exercise, during the stabilization period, of the over-allotment option granted by Unicaja Banco to the Stabilizing Manager, acting on behalf of the Managers, over the same number of shares.

Málaga, 28 June 2017.

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LEGAL NOTICE

This announcement is not a prospectus (or prospectus equivalent document). Neither this announcement nor any part of it shall form the basis of or be relied on in connection with or act as an inducement to enter into any contract or commitment whatsoever. This document does not contain or constitute, and is not, an offer to sell or a solicitation of an offer to buy, or subscribe for, securities (the “**securities**”) of Unicaja Banco, S.A. (the “**Company**”) in the United States, Australia, Canada, Japan, South Africa or in any other jurisdiction. This document does not solicit money, securities or any other type of consideration, and, if any money, securities or other type of consideration is sent in response hereto, it will not be accepted. The securities may not be offered or sold in the United States absent registration under the US Securities Act of 1933, as amended (the “**Securities Act**”) or an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The securities have not been and will not be registered under the Securities Act or under the applicable securities laws of Australia, Canada, Japan or South Africa. Subject to certain exceptions, the securities may not be offered or sold in Australia, Canada, South Africa or Japan or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada, South Africa or Japan. The Company does not intend to register any part of the Offering in the United States or to make any public offering of the securities in the United States.

This communication is directed only at persons who (i) are outside the United Kingdom, (ii) have professional experience in matters relating to investments, or (iii) are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations, etc.”) of The Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 or other persons to whom it may otherwise be lawfully communicated (all such persons together being referred to as “relevant persons”). This communication must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this communication relates is available only to relevant persons and will be engaged in only with relevant persons.

This relevant information is an announcement and does not constitute a prospectus and therefore, its content does not constitute a securities offering. No investor shall acquire (or subscribe) the shares referred to in this communication unless this is done on the basis of the information included in the prospectus published by the Company in relation to the admission to listing of its shares in the Spanish Stock Exchanges. This prospectus was approved by the Spanish National Securities Commission (*Comisión Nacional del Mercado de Valores*) on June 15, 2017. The investors may obtain a copy of the prospectus, at www.unicajabanco.es and www.cnmv.es.

In any member State belonging to the EEA which has implemented Directive 2003/71/CE (as amended and together with any other implementing measures in any member State, the “**Prospectus Directive**”), this announcement is directed exclusively at qualified investors of such member State, in accordance with the Prospectus Directive. However, it is noted that in



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the case of Spain the referred transaction will only be addressed to professional clients within the meaning of Article 205.2 of the consolidated text of the Spanish Securities Market Law.