

**CALL TO
EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING
UNICAJA BANCO, S.A.**

The Board of Directors of Unicaja Banco, S.A. (hereinafter referred to as the *Company*), has agreed to convene an Extraordinary General Meeting of Shareholders of the Company (hereinafter referred to as the *General Meeting*), having scheduled it at the registered office of the Bank located in Málaga, Avenida de Andalucía, 12, on October 10th, 2017, at 9:30 am, on first call and, if there is not a sufficient quorum, on the second call, on October 11, 2017, at the same place and time, with the following:

AGENDA

Sole Item.- Commitment to guarantee the obligations assumed by Banco de Caja España de Inversiones, Salamanca y Soria, S.A. (“EspañaDuero”)

Notice of the call

Pursuant to article 516 of the Spanish Capital Corporations Law (*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 the 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) and on the Company's corporate website (www.unicajabanco.com) at least one month before the date set for its celebration.

Submission of proposals for resolutions.

In accordance with Article 519.3 of the Capital Corporations Law, shareholders representing at least three percent (3%) of the share capital may submit well-founded proposals for resolutions on matters already included in the agenda of the General Meeting. The Company will publish on its corporate website (www.unicajabanco.com) the proposed resolutions and the attached documentation, if any, as they are received.

The right to submit proposals for resolutions must be exercised by reliable notification, to be received at the following address: Unicaja Banco, S.A. - "Shareholder and Bondholder Service Office"; Avenida de Andalucía 10-12, 29007-Málaga, within five days from the publication of this call.

Right to attend.

In accordance with Article 9.3 of the 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 to 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 prove the identity of the shareholders, or of those who validly represent them, at the entrance of the venue where the General Meeting will be held, they will be asked for the attendance, proxy and

voting card and the presentation of the Spanish identity document or any other official document generally accepted for these purposes, in its case, 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 institution, 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 they are 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, that is, at 23:59 on October 5th, 2017.

One hour before the scheduled time for the start of the meeting, that is, after 8:30 am, 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.

Since the publication of the 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 Capital Corporations Law and Article 8 of the General Meeting Regulations, from the date of publication of this call, the said information is incorporated into the corporate website of the Company (www.unicajabanco.com) in an uninterrupted manner until the date of the General Meeting.

Pursuant to articles 197 and 520 of the Capital Corporations Law and Article 9 of the General Meeting Regulations, from the publication of the call and up to the fifth (5) day prior to that scheduled for the holding of the Meeting on first call, shareholders may request, in writing or by electronic communication, information or clarification, or ask questions about the items included in the agenda, or about the information accessible to the public that may have been provided by the Company to the National Securities Market Commission 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 included 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 in the agenda. In the event that it is not possible to satisfy the right of the shareholder in the act of the Meeting, the directors shall provide in writing the information requested to the interested shareholder within seven (7) days following the end of the 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", or 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 telephone to the following number +34 952 076 250.

Shareholders' Electronic Forum.

Pursuant to articles 539.2 of the Capital Corporations Law and 8.3 of the General Meeting Regulations, from the date of this call, the Company has enabled a shareholders' electronic forum on the Company's corporate website (www.unicajabanco.com), which can be accessed with the due guarantees both by

individual shareholders and voluntary associations that may be constituted in accordance with the provisions of article 539.4 of the Capital Corporations Law, in order to facilitate their communication prior to the holding of the Meeting. The operating rules of the electronic shareholders' forum are available on the Company's corporate website (www.unicajabanco.com).

Proxy-granting procedure.

Pursuant to Article 11 of the General Meeting Regulations, shareholders may exercise their right to attend in person or being represented at the General Meeting by another person, whether or not a shareholder ("proxy"). The proxy must be granted in writing or by remote communication means, with special status for each Meeting, except if its granted to the spouse, ascendant or descendant of the represented or of it is general proxy, in a public document, to administer all the wealth that the represented shareholder has in the national territory.

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

- a) Postal delivery or correspondence.

The representation will be granted 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 Officer".

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.

Proxy-granting 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 September the 18th. It explains in detail the procedure to be followed by the shareholder to exercise this right. The shareholder must prove his 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 Meeting, as long as he/she reaches the minimum number of shares that confer the right to attendance, delivering the attendance and proxy cards, signed by the shareholder, at the registration tables of shareholders.

The shareholder entrusting his representation must inform the appointed proxy of the representation he has been given in his 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 Capital Corporations Law, it is stated 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 other than those formulated by the Board and items that, although not included in the agenda, may be submitted to vote in the Meeting, as permitted by Law.

Remote voting.

Pursuant to Article 23 of the General Meeting Regulations, shareholders may cast their votes on proposals relating to items included in 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 proxy-granting representation 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 favor of the proposals for resolutions formulated by the Board of Directors in 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 18 September. 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.

Data verification

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 shares of the Company) and the legitimacy of their rights and to admit the validity of the document or attendance or proxy document, 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 which 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 its validity, the proxy and/or the vote granted by any of the aforementioned means of remote communication must be received by the Company before midnight (24:00) hours of the day before the date scheduled for holding of the General Meeting on first call.

Revocation and priority

The attendance at the General Meeting of the represented shareholder, either physically or by casting the distance vote, means the revocation of any delegation, regardless of the date and form thereof.

The proxy and 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 distance communication will only take place through the attendance of the shareholder at the General Meeting.

The issuance of votes 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 delegation 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 damages, overloads, falls 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 distance communication.

Attendance through real-time remote communication means (remote attendance).

Shareholders entitled to attend (or their proxies) may attend the General Meeting through the use of telematic means in accordance with that indicated on the Company's corporate website (www.unicajabanco.com).

Affidavit.

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 provisions of the Spanish Organic Law 15/1999 of 13 December on the Protection of Personal Data, the personal data of shareholders and, if applicable, their representatives, provided to the Company by the said Shareholders, their representatives or 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 incorporated into a file, under the responsibility of Unicaja Banco, S.A., in order to manage the development, compliance and control of the existing shareholding relationship. All personal data collected on the nominative attendance, proxy and remote vote card are necessary and mandatory in order to exercise the right to attend, delegate and remote voting.

Shareholders will be responsible for obtaining the consent of the representative appointed, if there is a delegation, for the processing of their personal data by the Company for the purpose indicated above.

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 of information provided by law or accessible to the public 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 in said web page. By attending at the General Meeting, the attendee consents for recording and dissemination.

Shareholders are also informed of the possibility of exercising their right of access, rectification, cancellation and opposition by means of a written communication addressed to Unicaja Banco, S.A. - "Shareholder and Bondholder Service Office"; Avenida de Andalucía 10-12, 29007 Málaga.

General information.

The General Meeting is expected to be held on first call, on October 10th, 2017, at the place and time previously mentioned.

Málaga, September 1st, 2017.- The Secretary of the Board of Directors.