

**ATTENDANCE, PROXY AND REMOTE VOTING CARD**

This attendance, proxy and remote voting card is issued in relation to the Extraordinary General Shareholders' Meeting (General Meeting) of Unicaja Banco, S.A. (the Company) which will be held in Malaga, at the conference hall of the registered office, in Avenida de Andalucía 10-12, post code 29007, at 9:30 a.m. on 10 October 2017, on first call, or the following day, 11 October 2017, on second call, at the same place and time, following the agenda on the back of this card.

The holder of this card may, alternatively: use the card as an accrediting document to attend the General Meeting in person, exercise his/her right to vote remotely, or delegate his/her representation in favour of a third party, whether or not a shareholder of the Company.

SHAREHOLDER name:

Address:

Number of shares:

Shareholder number:

Securities Account Code:

**PROXY****Shareholders who wish to appoint a proxy**

The shareholder in whose favour this card has been issued appoints as a proxy for this General Meeting: (Check the relevant box.)

1. The Chairman of the Board of Directors.  
 2.

If no name is indicated, it will be deemed that proxy is granted to the Chairman of the Board of Directors.

The shareholder can give his/her specific voting instructions, by checking the corresponding box in the table below. If no instructions are given, it will be deemed that the proxy is authorized to vote in favour of the proposed resolutions made by the Board of Directors.

Voting instructions for delegation using this card.

Vote direction	Sole Item on the Agenda
In favour	
Against	
Abstention	
Blank	

If the proxy appointed by the Shareholder is a member of the Board of Directors (including the Chairman), he/she could be in a situation of conflict of interest with regard to the items not included in the agenda. If that is the case, it will be deemed that proxy is granted to the Deputy Secretary Non-member of the Board of Directors.

**Proposals regarding items not included in the agenda of the call to Meeting**

Proxy will be extended to proposals regarding items not included in the agenda. In that case, unless the box 'Abstention' is checked or other voting instructions are given, the Shareholder instructs the proxy to vote in the direction that he/she considers most favourable for the interests of the represented party, within the framework of corporate interest.

- Abstention
- Other instructions \_\_\_\_\_.

A conflict of interest shall arise in the event that matters not included in the agenda are submitted to the General Meeting and that refer to the separation or corporate liability action (*acción social de responsabilidad*) against the proxy, if the latter is a Director of the Company. If there is a situation of conflict of interest and no precise instructions are given, the proxy shall abstain from voting.

**SIGNATURE OF THE SHAREHOLDER APPOINTING A PROXY AND SIGNATURE OF THE PROXY ATTENDING THE MEETING**

SIGNATURE OF SHAREHOLDER APPOINTING A PROXY

SIGNATURE OF THE PROXY ATTENDING THE MEETING

In ....., on..... 2017

**ATTENDANCE****Shareholders who wish to attend the Meeting in person**

Shareholders who wish to attend the Meeting in person must sign this card, in the space below and present it on the day of the Meeting at the place where it is to be held.

**SIGNATURE OF THE SHAREHOLDER ATTENDING IN PERSON**

In....., on..... 2017

## ATTENDANCE, PROXY AND REMOTE VOTING CARD

Pursuant to the provisions of article 186 of the Spanish Capital Corporations Law (*Ley de Sociedades de Capital*), the Agenda of the General Meeting is included.

**AGENDA**

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

**RIGHT TO ATTEND**

Only shareholders who hold at least one thousand (1,000) shares and have those shares registered in the corresponding book-entry registry at least five (5) days prior to the date on which the General Meeting is to be held shall be entitled to attend to the General Meeting. Shareholders must bring to the General Meeting their national identity document or any other document which legally allows to prove their identity. This present attendance card may only be replaced by a certificate of legitimation showing compliance with the attendance requirements.

**RIGHT TO REMOTE ATTENDANCE**

Shareholders having the right to attend (or their representatives) may attend the General Meeting through the use of data transmission means, pursuant to that indicated on the corporate website.

**SHAREHOLDERS WHO WISH TO DELEGATE THEIR VOTE BY MEANS OF THIS CARD**

If the Shareholder does not intend to attend, he/she may grant a proxy to any other individual or legal person. To do so, the shareholder must complete the section 'Proxy' in the Attendance and Proxy Card, and sign it. The proxy form can be delivered to the Bank by hand or by regular mail at the registered office of UNICAJA BANCO, S.A. (Avenida de Andalucía, 10-12, 29007 Málaga; Ref.: Shareholder and Bondholder Service Office). The duly completed and signed card must be received at the registered office at least 24 hours before the holding of the General Meeting on first call. The proxy shall attend the General Meeting bringing his/her national identity document or any other document allowing to prove his/her identity, unless proxy is granted to any member of the Board of Directors. The rules included in the Call to the Meeting and on the corporate website must also be followed.

**SHAREHOLDERS WHO WISH TO VOTE REMOTELY PRIOR TO THE MEETING BY MEANS OF THIS CARD**

If the Shareholder does not intend to attend and does not wish to delegate his/her right to attend, he/she may vote remotely regarding the items on the Agenda. To do so, the shareholder must complete the section 'Remote Voting' in the front of this document and sign it in the space provided. The shareholder who votes remotely will be considered as present for the purposes of setting up the General Meeting. Remote votes may be sent to the Bank by regular mail or hand delivery, in accordance with that established in the General Meeting Regulations. The rules included in the Call to the Meeting and on Unicaja Banco corporate website must also be followed. If both the proxy and remote voting sections are signed, the remote voting shall prevail and the proxy shall be rendered ineffective.

**SHAREHOLDERS WHO WISH TO DELEGATE OR VOTE REMOTELY PRIOR TO THE MEETING BY ELECTRONIC MEANS**

Shareholders may delegate representation and vote regarding the items on the agenda of the Meeting by electronic means, in accordance with the provisions of the Bylaws and the General Meeting Regulations. To do so, the rules included in the Call to the Meeting and on the corporate website must also be followed

**RIGHT TO INFORMATION**

Since the publication of the call and up to five (5) days before the date scheduled for the General Meeting, shareholders may request, in writing or by electronic communication, clarification or ask questions regarding the items included in the agenda, or related to 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 was held. 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. Directors must submit the information requested as per the paragraphs above in the manner and within the periods established by the Law, with the exceptions set in the General Meeting Regulations published on the corporate website.

Also, 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.

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) the full text of the call to the Meeting, ii) the total number of share and voting rights as of the date of the call; iii) the full text of the proposed resolution; iv) the attendance, proxy and voting card form, and v) information on the venue of the General Meeting.

During the Meeting, shareholders may request verbally information or clarifications that they deem appropriate regarding the item on the agenda. In the case that it is not possible to satisfy the right of the shareholder during the Meeting, the directors shall provide the interested shareholder with the information requested in writing 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 the 'Shareholder and Bondholder Service Office' in person, from Monday to Friday, from 8:00 a.m. to 3:00 p.m., by post sent to the registered office: Avenida de Andalucía, 10-12, 29007 - Málaga; by e-mail sent to "[buzondeaccionistas@unicaja.es](mailto:buzondeaccionistas@unicaja.es)"; or by calling +34 952 076 250.

**NOTARISED MINUTES**

The Board of Directors has agreed to require the presence of a notary public to take the minutes of the Meeting.

**PERSONAL DATA PROTECTION**

The personal data on this Attendance, Proxy and Remote Voting Card, and those provided during the General Meeting shall be handled under the responsibility of UNICAJA BANCO, S.A. (and included, where applicable, in files owned by it) for the development, management and control of the exercise of the rights of the shareholder (in whose favour this card has been issued), as well as for the management and control of the holding and, if applicable, broadcasting of the General Meeting and for compliance with legal obligations. Such data will be made available to the notary who is to attend the General Meeting and may be made available to third parties in the exercise of their right to receive information laid down in the Law or made accessible to the public to the extent that there are included in the information available on the website ([www.unicajabanco.com](http://www.unicajabanco.com)) or are stated at the General Meeting, the proceedings of which may be recorded by audiovisual means and broadcast on such website. By attending the General Meeting, attendees consent to such recording and broadcast. Pursuant to the provisions of the Organic Law 15/1999, of 13 December, on the Protection of Personal Data, the owners of the personal data may request, access, cancel their data or challenge certain ways of processing thereof by written notice sent to 'Shareholder and Bondholder Service Office', Unicaja Banco, Avenida de Andalucía 10-12, C.P. 29007 Málaga.

**GENERAL INFORMATION**

The Board of Directors expects the General Meeting to be held on first call.