

**PROPOSED RESOLUTION TO BE ADOPTED BY THE EXTRAORDINARY GENERAL
SHAREHOLDERS' MEETING OF UNICAJA BANCO, S.A.**

Sole item.- COMMITMENT TO GUARANTEE THE OBLIGATIONS ASSUMED BY BANCO DE CAJA ESPAÑA DE INVERSIONES, SALAMANCA Y SORIA, S.A. ("ESPAÑADUERO")

For the purposes of obtaining from the European Central Bank the exemption from compliance with the solvency requirements on an individual basis provided for in Article 7 of Regulation 575/2013 of 26 June, on the prudential requirements of credit institutions and Companies Investment services ("CRR"), in relation to Banco de Caja España de Inversiones, Salamanca and Soria, SA ("**EspañaDuero**"):

1.- To authorize the granting of a commitment to EspañaDuero, in order to subsidiarily guarantee all the commitments and obligations incurred by EspañaDuero with third parties to date, as well as those commitments that it may assume, and obligations that it may incur in the future (the "**Guarantee**").

In those cases where the guaranteed credit is subordinated, credits derived, if any, from the execution of the Guarantee shall have, for the purposes of priority of credits, the same rank as that one.

The effectiveness of the Guarantee is subject to compliance with the condition precedent consisting of the grant by the European Central Bank of the exemption to EspañaDuero from compliance with the solvency requirements on an individual basis required under Article 6 of CRR.

2.- To expressly instruct the Board of Directors to carry out such actions as may be necessary or convenient for this purpose, including, but not limited to, the following:

(i) To carry out such actions as may be pertinent, including, if so decided, the preparation of such statements as may be necessary to ensure that the Guarantee is reflected in the consolidated financial statements of Unicaja Banco or in an annex thereto.

(ii) To present and perform any relevant action to any competent authority for the Guarantee to have full effect, and in particular to the European Central Bank, in order to present the necessary documents, as well as to remedy, complement and clarify this resolution in the sense that may necessary or deemed convenient.

(iii) To write and publish announcements or communications of relevant fact as may be necessary or convenient.

(iv) To grant powers to the persons it deems appropriate for the purpose of carrying out the actions contemplated in this resolution.

3.- To expressly authorize the Board of Directors of Unicaja Banco to make this resolution ineffective if, at its discretion, circumstances may occur that so advise it.