

**NOTICE OF CALL
ANNUAL GENERAL MEETING OF SHAREHOLDERS
UNICAJA BANCO, S.A.**

The Board of Directors of Unicaja Banco, S.A. (hereinafter referred to as the *Company* or *Unicaja Banco*), has resolved to call the Annual General Meeting of Shareholders of the Company (hereinafter referred to as the *General Meeting*), to be held at the registered office of the Company, located in Málaga, Avenida de Andalucía, 12, on 26 April 2018, at 9:30 am, on first call and, if there is not a sufficient quorum, on second call, on 27 April 2018, at the same place and time, with the following:

AGENDA

One.- Approval of the annual accounts (balance sheet, profit and loss account, statement of recognised income and expense, statement of changes in equity, cash flow statement and notes) and management report of Unicaja Banco, S.A. and its consolidated group, corresponding to the year ended on 31 December 2017.

1.1 Approval of the annual accounts of Unicaja Banco, S.A., stated by the Board of Directors, and of the Management Report, prepared by the same body, corresponding to the financial year ended on 31 December 2017.

1.2 Approval of the annual accounts of the Consolidated Group of Unicaja Banco, S.A., stated by the Board of Directors, and of the Management Report, prepared by the same body, corresponding to the financial year ended on 31 December 2017

Two.- Approval of the Board of Directors' management during the financial year ended on 31 December 2017.

Three.- Approval of the proposed allocation of profit for the year ended on 31 December 2017.

Four.- Re-election, ratification and appointment of Directors.

4.1 Re-election of Mr. Manuel Azuaga Moreno.

4.2 Re-election of Mr. Agustín Molina Morales.

4.3 Re-election of Mr. Juan Fraile Cantón.

4.4 Re-election of Mr. Eloy Domínguez-Adame Cobos.

4.5 Re-election of Mr. Victorio Valle Sánchez.

4.6 Re-election of Mrs. Petra Mateos-Aparicio Morales.

4.7 Ratification and appointment of Mr. Manuel Muela Martín-Buitrago.

4.8 Appointment of Mr. María Antonia Otero Quintas.

4.9 Appointment of Mrs. Ana Lucrecia Bolado Valle.

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4.10 Appointment of Mr. Manuel Conthe Gutiérrez.

4.11 Appointment of Mrs. María Teresa Sáez Ponte.

Five.- Approval of the merger by absorption of Banco de Caja España de Inversiones, Salamanca y Soria, S.A., in accordance with the common draft terms of merger dated 26 January 2018. Consideration of Unicaja Banco, S.A. individual annual balance sheet, as of 31 December 2017, as merger balance sheet. Submission to the special tax regime for mergers. Delegation of authority to the Board of Directors, with authority to subdelegate.

Six.- Amendment of the Corporate Bylaws.

6.1 Amendment of Article 29 of the Corporate Bylaws.

6.2 Derogation of the Transitional Provisions of the Corporate Bylaws.

Seven.- Delegation to the Board of Directors of the authority to issue debentures (*obligaciones*), bonds (*bonos*) and other non-convertible fixed-income securities, with the maximum limit of one thousand and five hundred million euros (€1,500,000,000), as well as to develop a promissory notes programme, with the maximum limit of one thousand and five hundred million euros (1,500,000,000), annulling, in the amount not yet used, the delegation related thereto granted by resolution adopted at the Annual General Meeting held on 30 April 2015.

Eight.- Remuneration of Directors.

8.1 Approval of the Remuneration Policy for Directors.

8.2 Fixing the maximum annual remuneration of the whole of directors in their capacity as such.

8.3 Approval of the delivery of shares to executive Directors, due to the performance of executive functions.

Nine.- Advisory vote on the Annual Report on Remuneration of Directors corresponding to the financial year 2017.

Ten.- Delegation of authority to execute, interpret, supplement, develop, correct and implement the resolutions adopted by the General Meeting of Shareholders.

Notice of Call

Pursuant to article 516 of the Spanish Corporate Enterprises Act (*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 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 the meeting to be held.

Supplement to the call and submission of proposed resolutions

In accordance with Article 519 of the Corporate Enterprises Act, shareholders representing at least three percent of the share capital may: a) request the publication of a supplement to the call to General Meeting,

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adding one or more items to the Agenda, provided that the said new items are accompanied by an explanatory justification or, as applicable, a proposed resolution with an explanatory justification; and b) submit reasoned proposals for resolutions on matters already included on the agenda of the General Meeting.

The mentioned rights to supplement the call and to submit proposed resolutions must be exercised by certifiable notice, to be received at Unicaja Banco, S.A. - "Shareholder and Bondholder Service Office"; Avenida de Andalucía 10-12, 29007-Málaga, within five days following the publication of this call.

Right of attendance

In accordance with Article 9.3 of the Corporate 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 provide proof of identity of the shareholders, or of those who validly represent them, at the entrance of the venue where the General Meeting will be held, the attendees will be asked for the attendance, proxy and voting card and to show the Spanish identity document or any other official document generally accepted for these purposes. If applicable, 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 institutions, 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 these have been 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 20 April 2018.

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

As from the date of publication of the notice of 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 Corporate Enterprises Act and Article 8 of the General Meeting Regulations, as from the date of publication of this call, the following information will be incorporated into the corporate website of the Company (www.unicajabanco.com) in an uninterrupted manner until the date of the General Meeting:

- (i) Notice of call
- (ii) Annual accounts and management reports, both individual and consolidated, corresponding to the financial year 2017, as well as the auditors' report for that financial year.
- (iii) Full texts of the proposed resolutions.

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- (iv) Mandatory information on those directors whose re-election, ratification or appointment is proposed in items Four.1 to Four.11 of the agenda (including the mandatory reports of the Board of Directors and Appointments Committee with regard to the said re-elections, ratifications and appointments, as well as the CVs and category of each of the proposed directors).
- (v) The documents indicated in the section “Information related to the merger by absorption of Banco de Caja España de Inversiones, Salamanca y Soria, S.A. (Absorbed Company), by Unicaja Banco, S.A. (Absorbing Company)” related to the item Five of the agenda.
- (vi) Directors’ report on the items of sections Six 1 and Six 2 of the agenda. Also, in relation to this item on the agenda, it is noted that, in accordance with the provisions of Article 287 of the Corporate Enterprises Act, shareholders may inspect at the Company’s registered address (Avenida de Andalucía, 10-12, 29007 – Málaga), from the date of publication of the notice of call, the full text of the proposed resolutions and the mandatory reports of directors submitted to the General Meeting, as well as request the free delivery of the said documents.
- (vii) The reasoned proposal of the Board of Directors regarding the remuneration policy for directors, the text of the remuneration policy for directors to which item Eight 1 of the agenda makes reference and the specific report of the Remunerations Committee on it. Also, and in accordance with that established in section 2 of Article 529 *novodecies* of Corporate Enterprises Act, it is stated that, from the date of publication of the notice of call, shareholders may inspect the full text of those documents at the Company’s registered address (Avenida de Andalucía, 10-12, 29007 – Málaga), as well as request the free delivery of the said documents.
- (viii) Annual report on remuneration of directors.
- (ix) Annual corporate governance report.
- (x) Report on the operation of the Audit and Regulatory Compliance Committee, which includes the reports of the said Committee on the auditor’s independence and on related-party transactions.
- (xi) Report on the operation of the Remuneration Committee.
- (xii) Report on the operation of the Appointments Committee.
- (xiii) Report on the Company’s corporate responsibility policy.
- (xiv) Applicable rules for proxy and remote voting and the documents required for that purpose.
- (xv) Attendance, proxy and remote voting card.
- (xvi) Regulations of the Shareholders’ Electronic Forum.
- (xvii) Total number of shares and voting rights as at the date of the call to General Meeting.
- (xviii) Information about the venue where the General Meeting is to be held.
- (xix) Valid requests for information, clarifications or questions submitted by the shareholders pursuant to their right to information and the replies provided, if applicable, by the directors.

Pursuant to articles 197 and 520 of the Corporate Enterprises Act and Article 9 of the General Meeting Regulations, as from the publication of the notice of call and up to the fifth (5) day prior to that scheduled for holding the Meeting on first call, shareholders may request, in writing or by electronic communication, information or clarifications, or ask questions about the items on the agenda, or about the information accessible to the public that may have been provided by the Company to the Comisión Nacional del Mercado de Valores since the last General Meeting.

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Valid requests for information, clarifications or questions made in writing, and the answers provided in writing by the directors will be posted 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 on the agenda. In the event that it is not possible to satisfy the right of the shareholder during the Meeting, the directors shall provide in writing the information requested to the interested shareholder within seven (7) days following the end of the General 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. In case of electronic communications, and for the purpose of providing the system with the appropriate guarantees of the authenticity and identification of the shareholder exercising his/her right, the shareholder shall incorporate to the electronic document used to request information, his/her electronic signature or, if failing, his/her name and surname (or company name), tax identification number and number of shares that he/she holds.

Information related to the merger by absorption of Banco de Caja España de Inversiones, Salamanca y Soria (Absorbed Company) by Unicaja Banco, S.A. (Absorbing Company)

Pursuant to the provisions of Article 39.1 of the Spanish Law 3/2009 of 3 April, on Structural Modifications of Companies (hereinafter, "Law on Structural Modifications"), on 21 March 2018, prior to the notice of call, the following documents have been incorporated to the websites of the Company (www.unicajabanco.com) and of Banco de Caja España de Inversiones, Salamanca y Soria, S.A. (www.bancocajaespana-duero.es), with the possibility to download and print them:

- Common Draft Terms of Merger, dated 26 January 2018.
- Report of Unicaja Banco and EspañaDuero directors on the common draft terms of merger on its legal and economic terms, with special reference to the exchange ratio of shares.
- Fairness opinions issued by the financial advisors of the Company and EspañaDuero.
- Report of the independent expert appointed by the Trade Register of Málaga (Registro Mercantil de Málaga) on the common draft terms of merger.
- Annual accounts, management reports and audit reports of the three latest financial years (2017, 2016, 2015) of Unicaja Banco and EspañaDuero.
- Merger balance sheets of the Company and EspañaDuero, corresponding to the balance sheet of each institution as at 31 December 2017, matching those included in the audited individual annual accounts of the entities.
- Bylaws in force of Unicaja Banco and EspañaDuero.
- Identity of Unicaja Banco and EspañaDuero directors, as well as the date since which they hold office.

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Pursuant to that established in Article 40.2 of the Law on Structural Modifications, the minimum disclosures of the draft merger terms legally required in the notice of call are stated below:

1.- Identification of the merging companies

Absorbing company: Unicaja Banco, S.A. is a Spanish banking institution with registered address in Málaga, Avenida de Andalucía, 10-12, 29007 and tax identification number A-93139053.

Unicaja Banco is registered in the Trade Register of Málaga (Registro Mercantil de Málaga), in Volume 4952, Book 3859, Section 8, Sheet MA-111580, Folio 1, 1st registration, and in the Special Register (Registro Especial) of the Bank of Spain with the number 2103.

Absorbed company: Banco de Caja España de Inversiones, Salamanca y Soria, S.A. is a Spanish financial institution with registered address in Madrid, Calle Titán, 8, 28045 and tax identification number A-86289642.

Banco de Caja España de Inversiones, Salamanca y Soria, S.A. is registered in the Trade Register of Madrid, in Volume 29.418, Folio 1, Sheet M-529500, 1st registration, and in the Special Register (Registro Especial) of the Bank of Spain under the number 2108.

2.- Exchange ratio.

The ratio for the exchange of the shares of Unicaja Banco and EspañaDuero, which has been set based on the real value of their corporate assets and liabilities, as established in Article 25 of the Law on Structural Modifications, will be of one share of Unicaja Banco, with a nominal value of 1 euro, for every five shares of EspañaDuero, with a nominal value of 0.25 euros per share, with no complementary cash consideration.

3.- Manner of covering the exchange

Unicaja Banco will cover the exchange of shares of EspañaDuero, set in accordance with the exchange ratio established in section 2 above, with treasury shares. Therefore, a capital increase of the absorbing company will not be necessary for the execution of the merger.

In any case, pursuant to Article 26 of the Law on Structural Modifications, any shares of EspañaDuero held by Unicaja Banco and any treasury shares held by EspañaDuero will not be exchanged but will be cancelled. In this regard, it is stated that, as at 31 December 2017, EspañaDuero held 202,280,425 treasury shares, representing 19.94% of its share capital.

It is also stated that, as at 31 December 2017, Unicaja Banco held directly 777,145,356 shares representing 76.63% of EspañaDuero share capital, and indirectly, 476,400 shares representing 0.047%. This grants Grupo Unicaja Banco a total shareholding of 76.68% in EspañaDuero share capital.

Considering the exchange ratio mentioned in section 2 above, and considering that the total number of shares of EspañaDuero's current shareholders (other than Unicaja Banco and EspañaDuero itself) stands at 34,306,055 shares, the maximum number of shares that Unicaja Banco will have to deliver to the current shareholders of EspañaDuero (other than Unicaja Banco and EspañaDuero itself) is 6,861,211 shares.

In relation to the above, it is noted that Unicaja Banco will acquire, in accordance with the authorization granted by its General Meeting of shareholders and by the European Central Bank, a maximum of

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6,861,211 own shares during the precise period to cover the exchange ratio, always in compliance with the applicable regulations.

4.- Exchange procedure

Following the approval of the Merger by the general meetings of shareholders of Unicaja Banco and EspañaDuero, the next steps will be:

4.1.- Compliance with the following conditions precedent:

- (i) Authorization by the Ministry of Economy, Industry and Competitiveness (Ministerio de Economía, Industria y Competitividad), as established in the twelfth additional provision of the Law 10/2014 of 26 June, on the ordering, supervision and solvency of credit institutions.
- (ii) Obtaining any other authorizations that, because of the activity of EspañaDuero, may be required from the European Central Bank, Bank of Spain, Comisión Nacional del Mercado de Valores, Directorate General of Insurance and Pension Funds (Dirección General de Seguros y Fondos de Pensiones) or any other administrative body or supervisory institution.

4.2.- Registration of the merger deed at the Trade Register of Málaga.

4.3.- Exchange of the EspañaDuero shares for Unicaja Banco shares.

The exchange will take place from the date indicated in the notices that are required to be published in one of the most read newspapers in the provinces of Madrid and Malaga, in the Official Gazettes of the Spanish Stock Exchanges (Boletines Oficiales de las Bolsas de Valores españolas) and in the Official Gazette of the Trade Register (Boletín Oficial del Registro Mercantil).

For those purposes, Unicaja Banco will act as agent, and that fact will be indicated in the mentioned notices.

The exchange of EspañaDuero shares for Unicaja Banco shares will be carried out through the entities which participate in IBERCLEAR and that are the depositaries of the EspañaDuero shares, following the procedures established for the book-entry system, in accordance with the provisions of the Spanish Royal Decree 878/2015 of 2 October on the clearing, settlement and registration of negotiable securities represented by book entries, and applying, where applicable, the provisions of Article 117 of the Corporate Enterprises Act.

Holders of a number of EspañaDuero shares which, under the agreed exchange ratio, does not entitle them to receive an integer number of shares of Unicaja Banco may acquire or transfer shares for the resulting shares to entitle them to, according to the mentioned exchange ratio, receive an integer number of Unicaja Banco shares. This decision to buy or sell will correspond to each shareholder individually.

Notwithstanding the above, the merging entities have decided to establish a mechanism for the number of Unicaja Banco shares to deliver to EspañaDuero shareholders (other than Unicaja Banco) under the exchange is an integer.

The said mechanism will consist of the appointment of Finanduro, S.V., S.A., institution of Grupo Unicaja, as “fractions agent” (agente de picos) to act as counterparty for the purchase of odd-lots of shares. This way, every shareholder of EspañaDuero shares which, under the agreed exchange ratio and taking into account the number of shares of EspañaDuero held, is not entitled to receive an integer number of Unicaja Banco shares or is entitled to receive an integer number of Unicaja Banco shares but

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then has a number of EspañaDuero shares left over that is insufficient to be entitled to receive an additional share of Unicaja Banco may convey those left-over EspañaDuero shares to the fractions agent, who will pay their value in cash at a price of 0.25 euros per share.

Unless otherwise expressly stated in writing, it will be understood that all the shareholders of EspañaDuero accept the system to acquire odd-lots by the fractions agent herein established, and they will not have to send instructions to the institutions where their shares are deposited, which will inform them of the result of the transaction once that it is concluded.

As a result of the Merger, the shares of EspañaDuero will be cancelled.

5.- Contributions of labor, ancillary obligations, special rights and securities other than those representing capital

For the purposes of sections 3 and 4 of Article 31 of the Law on Structural Modifications, it is hereby stated that neither at Unicaja Banco nor at EspañaDuero shareholders have made contributions of labor, and that there are no ancillary obligations, privileged special shares or holders of special rights other than simple holding of shares. Consequently, there is no need to grant any special right or to offer any kind of option.

The shares of Unicaja Banco which are delivered to the shareholders of EspañaDuero as a result of the merger will not grant any special rights to its holders.

6.- Benefits extended to independent experts and directors

With regard to Article 31.5 of the Law on Structural Modifications, it is hereby stated that no benefits will be extended to the independent expert who acts in the merger process or to the directors of Unicaja Banco or EspañaDuero.

7.- Date from which the holders of the shares delivered in the exchange will have a right to participate in the corporate profits of Unicaja Banco.

In accordance with that established in Article 31.6 of the Law on Structural Modifications, it is hereby stated that, as no new shares of Unicaja Banco are to be issued in the framework of the merger (the exchange will be covered with treasury shares), no mention is to be made on this particular. However, it is remarked that the shares delivered by Unicaja Banco to the shareholders of EspañaDuero to cover the exchange, in compliance with the terms set in section 2 above, will confer its holders, from the date on which the shares are delivered, the right to participate in the corporate profits of Unicaja Banco on the same terms as the rest of shares of Unicaja Banco in circulation on that date.

8.- Effective merger date for accounting purposes

For the purposes of Article 31.7 of the Law on Structural Modifications, 1 January 2018 is established as the date from which EspañaDuero transactions will be deemed as performed, for accounting purposes, on behalf of Unicaja Banco, as the merger will be approved by the general meetings of shareholders of Unicaja Banco and EspañaDuero in the year 2018.

It is hereby stated, for the appropriate purposes, that the accounting retroaction so determined complies with the General Chart of Accounting (Plan General de Contabilidad), approved by the Spanish Royal Decree 1514/2007 of 16 November, and with the Circular 4/2017, of 27 November, of the Bank of Spain, to credit institutions, on public and reserved financial information and financial statement models.

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9.- Amendment of the bylaws

As a result of the merger, there will be no amendment to the corporate bylaws of the absorbing company. Therefore, once the merger is completed, Unicaja Banco, in its condition as absorbing company, will continue to be governed by its current corporate bylaws, published on Unicaja Banco's corporate website (www.unicajabanco.com) (copy attached to the Draft Merger Terms for the purposes of Article 31.8 of the Law on Structural Modifications).

Regardless of the above, two proposals to amend the Bylaws are submitted for approval at this General Meeting, under items 6.1 and 6.2 of the agenda. The Board of Directors of Unicaja Banco has prepared the corresponding explanatory report on the said proposals

10.- Valuation of EspañaDuero's assets and liabilities to be transferred

As a result of the Merger, EspañaDuero will be dissolved without liquidation, and its assets and liabilities will be transferred en bloc and by universal succession to Unicaja Banco.

For the purposes of Article 31.9 of the Law on Structural Modifications, it is noted that the assets and liabilities transferred by EspañaDuero to Unicaja Banco will be registered in Unicaja Banco's accounting for the amount that would correspond, once the transaction is carried out, in the group's consolidated accounts as at the date of the accounting effect of this Merger, that is, 1 January 2018.

All of the previous in accordance with the General Chart of Accountants (Plan General de Contabilidad), approved by Royal Decree 1514/2007, of 16 November, and Circular 4/2017 of 27 November, of the Bank of Spain, to credit institutions, on public and reserved financial information and financial statement models.

11.- Account dates used to establish the terms of the merger

For the purposes provided for in Article 36.1 of the Law on Structural Modifications, the balance sheets of Unicaja Banco and España Duero as at 31 December 2017 will be considered the merger balance sheets.

Merger balance sheets of Unicaja Banco and EspañaDuero, duly verified by their account auditors, will be submitted to approval by the General Meeting of Shareholders of each of the institutions which have to resolve on the merger, prior to the adoption of the merger resolution itself.

For the purposes of Article 31.10 of the Law on Structural Modifications, it is noted that the terms of the merger have been established based on the abovementioned annual accounts of the merging entities for the year ended on 31 December 2017.

12.- Possible consequences of the merger for employment

The merging entities will meet their obligations to inform and, where applicable, consult the legal representatives of their respective employees in accordance with employment law. Notice of the planned merger will also be given to the appropriate public bodies, in particular the General Treasury of the Social Security Administration (Tesorería General de la Seguridad Social).

After the merger, Unicaja Banco will complete the analysis of overlaps, duplicities and economies of scale arising from the process. As of this date, no decision has been made in relation to the possible measures on employment that may be necessary to adopt in order to proceed to the integration of the workforce as a consequence of the merger. In any case, the integration of the workforce will be carried

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out respecting the legal procedures established in any case, and especially, those related to the right to information and consultation to the workers' representatives, holding the corresponding meetings and negotiations to develop the mentioned workforce integration with the highest agreement between the parties.

The merger is not expected to result in changes to the composition of Unicaja Banco's governing body.

Without prejudice to the above, regardless of the merger, and in the ordinary renewal of the board of directors of Unicaja Banco, the appointment, ratification or re-election of directors is proposed to the General Meeting.

The merger is not expected to have an impact on Unicaja Banco's corporate social responsibility policy.

In accordance with that established in the common draft terms of merger, it is noted that the effectiveness of the merger is subject to the following conditions precedent: (i) authorization by the Ministry of Economy, Industry and Competitiveness, as established in the twelfth additional provision of the Law 10/2014 of 26 June, on the ordering, supervision and solvency of credit institutions, and (ii) obtaining any other authorizations that, because of the activity of EspañaDuro, may be required by the European Central Bank, Bank of Spain, National Securities Market Commission (Comisión Nacional del Mercado de Valores), Directorate General of Insurance and Pension Funds (Dirección General de Seguros y Fondos de Pensiones) or any other administrative body or supervisory institution.

For the purposes of Article 32.3 of the Law on Structural Modifications, it is noted that on 26 January 2018, the common draft terms of merger were posted on the websites of Unicaja Banco and EspañaDuro. It is also noted that the publication of the draft merger terms on the mentioned websites was disclosed at the Official Gazette of the Companies Register (*Boletín Oficial del Registro Mercantil*), respectively, on 6 and 8 February 2018, indicating the corresponding corporate website and the insertion date.

Shareholders' electronic forum

Pursuant to articles 539.2 of the Corporate Enterprises Act and 8.3 of the General Meeting Regulations, from the date of this call, the Company has enabled a shareholders' electronic forum at the Company's corporate website (www.unicajabanco.com), which can be accessed with the proper guarantees both by individual shareholders and voluntary associations that may be constituted in accordance with the provisions of article 539.4 of the Corporate Enterprises Act, in order to facilitate their communication prior to the holding of the Meeting. The rules of procedure the shareholders' electronic forum are available on the Company's corporate website (www.unicajabanco.com).

Procedure to appoint a proxy

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 appointed in writing or by remote communication means, with special status for each Meeting, except if the appointed proxy is the spouse, ascendant or descendant of the person represented or of it is general proxy, in a public document, to manage all the assets that the shareholder has in Spain.

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

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a) Postal delivery or correspondence.

The proxy will be appointed 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 Office".

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.

The appointment of proxies 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 9 April. It explains in detail the procedure to be followed by the shareholder to exercise this right. The shareholder must provide proof of his/her 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 General Meeting, as long as he/she reaches the minimum number of shares that confer the right to attend, delivering the attendance and proxy cards, signed by the shareholder, at the registration tables for shareholders.

The shareholder entrusting his/her representation must inform the appointed proxy of the representation he/she has been given in his/her 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 Corporate Enterprises Act, it is noted 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 formulated by the Board, as well as to proposals or items that, although not included on the agenda, may be submitted to voting at 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 on 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 appointment of a proxy will be followed.

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If the card does not indicate the direction of the vote, it will be understood in any case that the shareholder votes in favour of the proposed 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 9 April. 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

Verification of details

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 Company's shares) as well as the legitimacy of their rights and to admit the validity of the document of attendance or proxy, 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 who 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 it to be valid, the proxy and/or the vote issued by any of the aforementioned means of remote communication must be received by the Company before midnight (24:00) of the day before the date scheduled for holding of the General Meeting on first call.

Revocation and priority

Attendance to the General Meeting by the represented shareholder, physically or by casting a distance vote, means the revocation of any proxy, regardless of the date and form thereof.

The proxy and the 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 casting of vote 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 proxy if so required or imposed by technical or security reasons.

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The Company shall not be liable for the damages that may be caused to the shareholder arising from faults, overloads, failure 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 remote 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 remote communication means in accordance with that indicated on the Company's corporate website (www.unicajabanco.com).

Notary attestation

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 proxies, provided to the Company by the said Shareholders, their proxies 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 processed (and 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 proxy 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 available 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 26 April 2018, at the place and time previously mentioned.

Málaga, 21 March 2018.- The Secretary of the Board of Directors.

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