

**REPORT PREPARED BY THE BOARD OF DIRECTORS OF UNICAJA BANCO, S.A. ON 21 MARCH 2018, ON THE RE-ELECTION, RATIFICATION AND APPOINTMENT OF THE DIRECTORS REFERRED TO IN ITEM 4 OF THE ANGEDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON 26 APRIL 2018, ON FIRST CALL, AND, IF THE SUFFICIENT QUORUM IS NOT REACHED, ON SECOND CALL ON 27 APRIL 2018**

Pursuant to the provisions of Article 529 *decies* of the Spanish Corporate Enterprises Act (*Ley de Sociedades de Capital*), (i) the proposal for the appointment or re-election of the members of the Board of Directors corresponds to the Appointments Committee, in the case of independent directors, and to the Board itself in any other case; (ii) the proposal shall be accompanied by a reasoned report of the Board, assessing the competence, experience and the merits of the proposed candidate, which will be attached to the minutes of the general meeting or of the board; and (iii) the appointment or re-election proposal of any non-independent director shall be preceded, additionally, by a report of the Appointments Committee.

Therefore, Unicaja Banco's Board of Directors, based on the reports and proposals presented by the Appointments Committee in its meeting held on 20 March 2018, which are assumed by the Board, submits to the General Meeting of Shareholders of the Company, in relation to item 4 of the Agenda of the Meeting to be held on 26 April 2018, on first call, and on 27 April 2018 on second call, this present report, which assesses individually the competence, experience and merits of:

1. Mr. Manuel Azuaga Moreno.
2. Mr. Agustín Molina Morales.
3. Mr. Juan Fraile Cantón.
4. Mr. Eloy Domínguez-Adame Cobos.
5. Mr. Victorio Valle Sánchez.
6. Mrs. Petra Mateos-Aparicio Morales.
7. Mr. Manuel Muela Martín-Buitrago.
8. Mrs. María Antonia Otero Quintas.
9. Mrs. Ana Lucrecia Bolado Valle.
10. Mr. Manuel Conthe Gutiérrez.
11. Mrs. María Teresa Sáez Ponte.

The reports and proposals of the Appointments Committee referred to above and assumed by this Board are attached to this present report as an annex.

It is hereby noted that the effectiveness of the appointments of Mrs. María Antonia Otero Quintas, Mrs. Ana Lucrecia Bolado Valle, Mr. Manuel Conthe Gutiérrez and Mrs. María Teresa Sáez Ponte is subject, for each of them, to obtaining the

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corresponding regulatory authorizations, from the Bank of Spain and the European Central Bank, within the framework of the Single Supervisory Mechanism.

Additionally, this report also complies with the provisions of Article 518, section e) of the Corporate Enterprises Act, which sets out that the company must publish on its website, from the moment of publication of the notice of call and until the general meeting is held, in an uninterrupted manner, and *inter alia*, information on the appointment, ratification or re-election of Board members, their identity, CV and category, as well as the proposal and reports referred to in section 529 *decies*. It also meets the requirements of Article 8.1.e) of the General Meeting Regulations.

**1. Mr. Manuel Azuaga Moreno (item 4.1 of the Agenda of the Annual General Meeting of Shareholders)**

- Highlights of Mr. Azuaga profile and CV.
  - o Born in 1947 in Málaga.
  - o Graduate in Philosophy and Literature from the University of Málaga.
  - o Executive Chairman of Unicaja Banco since June 2016, and Director of the Company since December 2011.
  - o In addition to Chairman of the Board of Directors of Unicaja Banco, S.A. he is currently Vice-Chairman of the Board of Directors of Cecabank, S.A., and of the following companies of Grupo Unicaja Banco: Alteria Corporación Empresarial, S.L., Inmobiliaria Acinipo, S.L. and Unicaja Gestión de Activos Inmobiliarios, S.A.
  - o He held the positions of general director and Deputy-Chairman CEO of Unicaja Banco.
  - o He held the position of Chairman of the Board of Directors of Unicaja Banco's subsidiary, Banco de Caja España de Inversiones, Salamanca y Soria, S.A. ("EspañaDuro").
  - o He has been chairman of Aeropuertos Españoles y Navegación Aérea, S.A. (AENA), member of the Board of Directors of Deóleo, S.A., Autopista del Sol Concesionaria Española, S.A., Lico Corporación, S.A., Cía. Andaluza de Rentas e Inversiones, S.A. (CARISA), Sacyr Vallehermoso, S.A. and Banco Europeo de Finanzas, S.A.
  
- Assessment by the Board of Directors of the competences, experience and merits of Mr. Azuaga based on the information provided by the Appointments Committee.

The Board of Directors assumes and ratifies the assessment of the Appointments Committee in relation to Mr. Azuaga, and concludes that he, in light of his CV, his professional career and his managing experience and as director in several

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companies, has the competences, experience and merits required to develop, as he has been doing so far, the performance as Director.

- Directorship Category of Mr. Azuaga under the criteria of Article 529 *duodecies* of the Corporate Enterprises Act.

The directorship category of Mr. Azuaga would be, according to the analysis carried out by the Appointments Committee and assumed by the Board of Directors, Executive Director.

## **2. Mr. Agustín Molina Morales (item 4.2. of the Agenda of the Annual General Meeting of Shareholders)**

- Highlights of Mr. Molina profile and CV.
  - o Born in 1949 in Almería.
  - o Mr. Molina Morales has a PhD in Economics and Business Studies from the University of Málaga and is a Professor of Applied Economics (Public Finance) at the University of Almería.
  - o He was director and secretary of the Board of Caja de Ahorros de Ronda and Unicaja.
  - o He has been Director of Unicaja Banco and Secretary of the Board since December 2011.
  - o He is a member and secretary of the Board of Trustees (*Patronato*) of Fundación Unicaja, and member of the Board of Trustees of Fundación Unicaja Ronda.
- Assessment by the Board of Directors of the competences, experience and merits of Mr. Molina based on the information provided by the Appointments Committee.

The Board of Directors assumes and ratifies the assessment of the Appointments Committee in relation to Mr. Molina, and concludes that he, in light of his CV, his academic and professional career and his experience in different public and private entities –especially, in the case of the latter, in the Company itself-, has the competences, experience and merits required to develop, as he has been doing so far, the performance as Director.

- Directorship Category of Mr. Molina under the criteria of Article 529 *duodecies* of the Corporate Enterprises Act.

The directorship category of Mr. Molina would be, according to the analysis carried out by the Appointments Committee and assumed by the Board of

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Directors, Proprietary Director. He has been proposed by Fundación Bancaria Unicaja.

### **3. Mr. Juan Fraile Cantón (item 4.3. of the Agenda of the Annual General Meeting of Shareholders)**

- Highlights of Mr. Fraile profile and CV.
  - o Born in 1948 in Melilla.
  - o Mr. Fraile is Teacher of Primary Education and has a degree in Philosophy and Teaching from the Universidad Nacional de Educación a Distancia (UNED).
  - o He is Director of Unicaja Banco since 2011, with the position of Second Vice-Chairman
  - o He is currently Director at Banco Europeo de Finanzas, S.A., Director at Alteria Corporación Unicaja, S.L. and member of the Board of Trustees of Fundación Unicaja Ronda.
  - o He has held the following positions: Councilor and Mayor of the City Council of Ronda, Provincial Representative and Chairman of the Provincial Council of Málaga (Diputación de Málaga), Chairman of Patronato de Turismo Costa del Sol. He has been General Director (*Consejero General*), member of the Board of Directors and Vice-Chairman of Unicaja, where he also chaired the Audit Committee. He has been a member of the Board of Trustees of Fundación Unicaja.
  
- Assessment by the Board of Directors of the competences, experience and merits of Mr. Fraile based on the information provided by the Appointments Committee.

The Board of Directors assumes and ratifies the assessment of the Appointments Committee in relation to Mr. Fraile, and concludes that he, in light of his CV, professional career and his experience in different public and private entities –in particular, in the case of the latter, in the Company itself and its Group-, has the competences, experience and merits required to develop, as he has been doing so far, the performance as Director.

- Directorship Category of Mr. Fraile under the criteria of Article 529 *duodecies* of the Corporate Enterprises Act.

The directorship category of Mr. Fraile would be, according to the analysis carried out by the Appointments Committee and assumed by the Board of Directors, Proprietary Director. He has been proposed by Fundación Bancaria Unicaja.

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#### **4. Mr. Eloy Domínguez-Adame Cobos (item 4.4. of the Agenda of the Annual General Meeting of Shareholders)**

- Highlights of Mr. Domínguez-Adame profile and CV.
  - o Born in 1941 in Sevilla.
  - o He has a master's level degree in Civil Engineering from the Escuela Superior de Ingenieros de Caminos, Canales y Puertos (Madrid).
  - o He is Director at Unicaja Banco since January 2014.
  - o He is Director at Azora Capital, S.L. and at Valle de la Zarza, S.L.
  - o He has been Director of Técnica y Proyectos, S.A. (TYPESA), Lazora, S.A., Urbis, S.A., Aurea, S.A., Sevillana de Electricidad, S.A., Grupo Dragados, Autopista del Mare Nostrum, S.A., Intecsa-Uhde, S.A., Incro, S.A., Cobasa, S.A., Geocisa, S.A., Intecsa, S.A., Dravo, S.A., Urbaser, S.A. and Control de Aplicaciones, S.A.
  
- Assessment by the Board of Directors of the competences, experience and merits of Mr. Domínguez-Adame based on the information provided by the Appointments Committee.

The Board of Directors assumes and ratifies the assessment of the Appointments Committee in relation to Mr. Domínguez-Adame, and concludes that he, in light of his CV, professional career and his experience as manager and director in different companies, has the competences, experience and merits required to develop, as he has been doing so far, the performance as Director.

- Directorship Category of Mr. Domínguez-Adame under the criteria of Article 529 *duodecies* of the Corporate Enterprises Act.

The directorship category of Mr. Domínguez-Adame would be, according to the analysis carried out by the Appointments Committee and assumed by the Board of Directors, Independent Director.

#### **5. Mr. Victorio Valle Sánchez (item 4.5. of the Agenda of the Annual General Meeting of Shareholders)**

- Highlights of Mr. Valle profile and CV.
  - o Born in 1938 in Málaga.
  - o Mr. Valle holds a degree in Political Science and Economics from the Universidad Complutense de Madrid. He also has a PhD in Economics from the same university and Doctor Honoris Causa from the Universidad Nacional de Educación a Distancia (UNED).

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- He has been a Professor of Applied Economics at the UNED and Professor of Public Finance at the University of Málaga.
  - He is Director at Unicaja Banco since December 2011.
  - He has held the following positions: General Manager and Deputy General Manager at Fundación de las Cajas de Ahorros (FUNCAS), General Secretary at Fondo de Garantía de Depósitos de las Cajas de Ahorros, Head of Advisory and Non-Operational Services, as well as Head of Studies and Programmes, at Confederación Española de Cajas de Ahorros (CECA), Chairman of the Banco Hipotecario de España, General Director of Financial Policy at the Spanish Ministry of Economy.
- Assessment by the Board of Directors of the competences, experience and merits of Mr. Valle based on the information provided by the Appointments Committee.

The Board of Directors assumes and ratifies the assessment of the Appointments Committee in relation to Mr. Valle, and concludes that he, in light of his CV, his academic and professional career and his experience as manager and director in different companies and institutions, has the competences, experience and merits required to develop, as he has been doing so far, the performance as Director.

- Directorship Category of Mr. Valle under the criteria of Article 529 *duodecies* of the Corporate Enterprises Act.

The directorship category of Mr. Valle would be, according to the analysis carried out by the Appointments Committee and assumed by the Board of Directors, Independent Director.

**6. Mrs. Petra Mateos-Aparicio Morales (item 4.6. of the Agenda of the Annual General Meeting of Shareholders)**

- Highlights of Mrs. Mateos-Aparicio profile and CV.
- Born in 1945 in La Solana (Ciudad Real).
  - Mrs. Mateos-Aparicio has a *cum laude* PhD in Economics and Business Studies from the Universidad Complutense de Madrid.
  - She has been Professor of Financial Economics at the Department of Business Economics and Accounting of the Faculty of Economics and Business Studies of the UNED, and Professor of Financial Economics at CUNEF (Colegio Universitario de Estudios Financieros).
  - She is a Director at Unicaja Banco since January 2014.

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- She has been a member of the Board of Directors of Solvay (Belgium); Executive Chairwoman of Hispasat; Chairwoman of Hisdesat; Director at Hispamar Satélites (Brazil); Director at Xtar Llc (USA); member of the Board of Directors of different companies.
  - Mrs. Mateos-Aparicio is currently a member of the board of directors of Banco de Caja España de Inversiones, Salamanca y Soria, S.A. (“EspañaDuero”), Técnicas Reunidas, S.A., Celulosas Moldeadas, S.A., Celulosas Moldadas Portuguesas, S.A., and Ghesa Ingeniería y Tecnología, S.A.
- Assessment by the Board of Directors of the competences, experience and merits of Mrs. Mateos-Aparicio based on the information provided by the Appointments Committee.

The Board of Directors assumes and ratifies the assessment of the Appointments Committee in relation to Mrs. Mateos-Aparicio, and concludes that she, in light of her CV, her academic and professional career and her experience as manager and director in different companies and institutions –both public and private-, has the competences, experience and merits required to develop, as she has been doing so far, the performance as Director.

- Directorship Category of Mrs. Mateos-Aparicio under the criteria of Article 529 *duodecies* of the Corporate Enterprises Act.

The directorship category of Mrs. Mateos-Aparicio would be, according to the analysis carried out by the Appointments Committee and assumed by the Board of Directors, Proprietary Director. She has been proposed by Fundación Bancaria Unicaja.

**7. Mr. Manuel Muela Martín-Buitrago (item 4.7. of the Agenda of the Annual General Meeting of Shareholders)**

- Highlights of Mr. Muela profile and CV.
- Born in 1947 in Carmona (Sevilla).
  - Mr. Muela has a degree in Political Science and Economics from the Universidad Complutense de Madrid and a degree in Law from the UNED (Universidad Nacional de Educación a Distancia).
  - He was appointed Director of Unicaja Banco by co-option, under the Board resolution adopted on 21 February 2018.
  - He is currently Non-executive Chairman of Banco de Caja España de Inversiones, Salamanca y Soria, S.A. (“EspañaDuero”).

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- He held the positions of Head of Department of Savings Banks (*Jefe de Negociado de las Cajas de Ahorros*) and Head of Credit Institutions (*Jefe de Sección de Entidades de Crédito*) at the Bank of Spain.
  - He has held the following positions: Deputy General Director and Technical General Secretary at Caixa Catalunya, General Director at Caja de Ahorros y Monte de Piedad de Cádiz, CEO at “Bank of Credit and Commerce, S.A.E.” and Executive Chairman at Banco Europeo de Finanzas (in the latter two, upon proposal by the Fondo de Garantía de Depósitos), as well as independent Director at Grupo Caja3.
- Assessment by the Board of Directors of the competences, experience and merits of Mr. Muela based on the information provided by the Appointments Committee.

The Board of Directors assumes and ratifies the assessment of the Appointments Committee in relation to Mr. Muela, and concludes that he, in light of his CV, his professional career and his experience as manager and director in different companies and institutions –both public and private-, has the competences, experience and merits required to develop, as he has been doing so far, the performance as Director.

- Directorship Category of Mr. Muela under the criteria of Article 529 *duodecies* of the Corporate Enterprises Act.

The directorship category of Mr. Muela would be, according to the analysis carried out by the Appointments Committee and assumed by the Board of Directors, Proprietary Director. He has been proposed by Fundación Bancaria Unicaja.

#### **8. Mrs. María Antonia Otero Quintas (item 4.8. of the Agenda of the Annual General Meeting of Shareholders)**

- Highlights of Mrs. Otero profile and CV.
  - Born in 1955 in Sandiás (Ourense).
  - Mrs. Otero has a master’s level degree in Telecommunications Engineering, and PADE Programme (Programme on Senior Executive Management) from IESE.
  - She has developed her professional career in Grupo Telefónica, where she has held several managing positions.
  - She is currently member of the boards of directors of Canal de Isabel II, S.A., Banco Inversis, S.A. and Voztelecom Oigaa360, S.A.

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- She will be appointed, as the case may be, as a Director of Unicaja Banco for the first time in April 2018.
- Assessment by the Board of Directors of the competences, experience and merits of Mrs. Otero based on the information provided by the Appointments Committee.

The Board of Directors assumes and ratifies the assessment of the Appointments Committee in relation to Mrs. Otero, and concludes that she, in light of her CV, her professional career and her experience as manager and director in different companies, has the competences, experience and merits required to perform the position of Director at Unicaja Banco.

- Directorship Category of Mrs. Otero under the criteria of Article 529 *duodecies* of the Corporate Enterprises Act.

The directorship category of Mrs. Otero would be, according to the analysis carried out by the Appointments Committee and assumed by the Board of Directors, Independent Director.

**9. Mrs. Ana Lucrecia Bolado Valle (item 4.9. of the Agenda of the Annual General Meeting of Shareholders)**

- Highlights of Mrs. Bolado profile and CV.
  - Born in 1958 in Santander.
  - She has a degree in Pharmacy from the Universidad Complutense de Madrid and MBA from IE Business School.
  - She has developed her professional career at Banco de Santander, where she has held several managing positions.
  - She is currently member of the boards of directors of Parques Reunidos Servicios Centrales, S.A. and Metrovacesa, S.A.
  - She will be appointed, as the case may be, as a Director of Unicaja Banco for the first time in April 2018
- Assessment by the Board of Directors of the competences, experience and merits of Mrs. Bolado based on the information provided by the Appointments Committee.

The Board of Directors assumes and ratifies the assessment of the Appointments Committee in relation to Mrs. Bolado, and concludes that she, in light of her CV, her professional career and her experience as manager and director in different companies, has the competences, experience and merits required to perform the position of Director at Unicaja Banco.

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- Directorship Category of Mrs. Bolado under the criteria of Article 529 *duodecies* of the Corporate Enterprises Act.

The directorship category of Mrs. Bolado would be, according to the analysis carried out by the Appointments Committee and assumed by the Board of Directors, Independent Director.

**10. Mr. Manuel Conthe Gutiérrez (item 4.10. of the Agenda of the Annual General Meeting of Shareholders)**

- Highlights of Mr. Conthe profile and CV.
  - o Born in 1954 in Madrid.
  - o Mr. Conthe has a degree in Law from the Universidad Autónoma de Madrid and executive training from Harvard Business School.
  - o He is civil servant by competitive exam of the Special Corps of Government Economists (*Cuerpo de Técnicos Comerciales del Estado*).
  - o He has held several positions at Public Administrations and European and international institutions, such as Director General of the Treasury and Financial Policy, Deputy Minister for Economy (*Secretario de Estado de Economía*), Chairman of the Comisión Nacional del Mercado de Valores (CNMV) or Vice President at the World Bank for the Financial Sector.
  - o He is currently member of the Board of Directors of Acerinox, S.A.
  - o He will be appointed, as the case may be, as a Director of Unicaja Banco for the first time in April 2018
- Assessment by the Board of Directors of the competences, experience and merits of Mr. Conthe based on the information provided by the Appointments Committee.

The Board of Directors assumes and ratifies the assessment of the Appointments Committee in relation to Mr. Conthe, and concludes that he, in light of his CV, his professional career and his experience as manager and director in different companies, both public and private, has the competences, experience and merits required to perform the position of Director at Unicaja Banco.

- Directorship Category of Mr. Conthe under the criteria of Article 529 *duodecies* of the Corporate Enterprises Act.

The directorship category of Mr. Conthe would be, according to the analysis carried out by the Appointments Committee and assumed by the Board of Directors, Independent Director.

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## **11. Mrs. María Teresa Sáez Ponte (item 4.11. of the Agenda of the Annual General Meeting of Shareholders)**

- Highlights of Mrs. Sáez profile and CV.
  - o Born in 1951 in A Coruña.
  - o Mrs. Sáez has a degree in Economics from the University of Santiago de Compostela.
  - o She has developed most of her professional career at the Instituto de Crédito Oficial (ICO), where she has held several managing positions.
  - o She has held the position of Head of the Financial Division of Caja España de Inversiones.
  - o She was General Director at Banco Europeo de Finanzas, S.A. and Head of Investees at Unicaja Banco.
  - o She will be appointed, as the case may be, as a Director of Unicaja Banco for the first time in April 2018
  
- Assessment by the Board of Directors of the competences, experience and merits of Mrs. Sáez based on the information provided by the Appointments Committee.

The Board of Directors assumes and ratifies the assessment of the Appointments Committee in relation to Mrs. Sáez, and concludes that she, in light of her CV, her professional career and her experience as manager and director in different companies and institutions, both public and private, has the competences, experience and merits required to perform the position of Director at Unicaja Banco.

- Directorship Category of Mrs. Sáez under the criteria of Article 529 *duodecies* of the Corporate Enterprises Act.

The directorship category of Mrs. Sáez would be, according to the analysis carried out by the Appointments Committee and assumed by the Board of Directors, Proprietary Director. She has been proposed by Fundación Bancaria Unicaja.

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## **ANNEX:**

### **REPORT AND PROPOSALS OF THE APPOINTMENTS COMMITTEE ON THE RE-ELECTION, RATIFICATION AND APPOINTMENT OF THE DIRECTORS REFERRED TO IN ITEM 4 OF THE ANGEDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON 26 APRIL 2018, ON FIRST CALL, AND, IF THE SUFFICIENT QUORUM IS NOT REACHED, ON SECOND CALL ON 27 APRIL 2018**

The issuance of this report and its proposals, whose aim is to inform and make proposals to the Board of Directors, respectively, on the re-election, ratification and appointment of Directors of the Company by the Annual General Meeting of Shareholders to be held on 26 April 2018, follows the provisions of Article 529 *decies* of the Spanish Corporate Enterprises Act (*Ley de Sociedades de Capital*).

Additionally, from the point of view of the Company's internal regulations, the following provisions have been considered:

- Section 3 of Article 27 of the Bylaws, on the functions of the Appointments Committee.
- Section 1.e) of Article 8 of the Regulations of the General Meeting of Shareholders of Unicaja Banco.
- Section 5.b) of Article 32 of the Board of Directors Regulations, which assigns to the Appointments Committee the competence to “identify and recommend, via the corresponding report, in the case of executive and proprietary Directors, or to propose, in the case of independent Directors, candidates to cover the vacancies of the Board, with a view to approval by the Board of Directors or by the General Meeting”.

The Committee has also taken into account the following documents, among others, in the preparation of the reports and proposals for the re-election, ratification and appointment:

- The competence profiles already existing in the Board, prior to the start of the renewal process, and the specific competence profiles which have been deemed appropriate to cover or reinforce once the said process has started (for example, IT or banking business).

This way, on the basis of the suitability, both individual and of the Board as a whole, efforts have been made for the different specialization areas required for the day-to-day running of the Company management and to achieve its strategic

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objectives, once the corresponding resolutions are adopted by the General Meeting of Shareholders, are duly covered, as they were before.

- The previous criterion has been taken into account for the re-election and appointment ratification of Directors and for the identification of candidates proposed for the first time to be appointed by the General Meeting.
- In relation to those Directors whose re-election is informed and/or proposed by the Appointments Committee, the satisfactory performance assessment and dedication during the term of office has been especially taken into account. In this sense, section 1 of Article 13 of the Board Regulations states that Directors may be re-elected indefinitely for periods of four years, “prior report from the Appointments Committee where the quality of the work and dedication to the position of the Directors during the previous term of office is assessed”. In relation to those Directors, this report complies with the mentioned requirement, among others.

Therefore, maintaining the number of Directors of the Company in the current 13, the Appointments Committee issues the following reports and/or proposals, as corresponding due to the category of the Director or candidate, in relation to the re-elections, ratifications and appointments which shall be submitted by the Company’s Board of Directors to the General Meeting of Shareholders.

### **1.1. Re-election of Mr. Manuel Azuaga Moreno**

The Appointments Committee issues its favourable report on the proposal for the re-election of Mr. Manuel Azuaga Moreno as Director, with the category of executive director, which the Board of Directors presents to the General Meeting of Shareholders, based on the analysis of the information –and of the related documents- detailed below.

#### Competence, experience and merits

Mr. Azuaga has a degree in Philosophy and Literature from the University of Málaga.

He was head of risks at Caja Rural de Málaga. He was also head of audit and internal control, deputy director of planning and management control, organization and human resources at Caja de Ahorros y Préstamos de Antequera.

He has been chairman of Aeropuertos Españoles y Navegación Aérea, S.A. (AENA), member of the Board of Directors of Deóleo, S.A., Autopista del Sol Concesionaria Española, S.A., Lico Corporación, S.A., Cía. Andaluza de Rentas e Inversiones, S.A. (CARISA), Sacyr Vallehermoso, S.A. and Banco Europeo de Finanzas, S.A.

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He held the positions of deputy director of planning and management control, general secretary, regional director of business, head of the division of investees and managing director at Unicaja.

He has also held the position of chairman of the Board of Directors of EspañaDuro.

He has held the positions of managing director and deputy chairman CEO at Unicaja Banco.

In addition to Chairman of the Board of Directors of Unicaja Banco, S.A. he is currently Vice-Chairman of the Board of Directors of Cecabank, S.A., and of the following companies of Grupo Unicaja Banco: Alteria Corporación Empresarial, S.L., Inmobiliaria Acinipo, S.L. and Unicaja Gestión de Activos Inmobiliarios, S.A.

He has been the Executive Chairman of Unicaja Banco since June 2016, and Director of the Company since December 2011. This would be his first re-election.

In view of the above, the Appointments Committee concludes that Mr. Manuel Azuaga Moreno has the competence, experience and merits needed to perform the position of Director.

#### Suitability

In accordance with the applicable regulations (Law 10/2014, of 26 June, on the ordering, supervision and solvency of credit institutions, Royal Decree 84/2015, of 13 February, developing the Law 10/2014, of 26 June, on the ordering, supervision and solvency of credit institutions, and Circular 2/2016, of 2 February, of the Bank of Spain, to credit institutions, on supervision and solvency, which completes the adaptation of the Spanish legal system to the Directive 2013/36/EU and to the Regulation (EU) 575/2013), the “Guide to fit and proper assessment” of the European Central Bank (Banking Supervision) of May 2017, the “Policy for the Selection of Directors” and the procedure established by the “Policy for the Suitability Assessment of the members of the Board of Directors, General Managers and Similar Offices and other Key Staff for the development of the Financial activity of Unicaja Banco”, the Appointments Committee has carried out an assessment of the suitability of Mr. Manuel Azuaga Moreno as a candidate to member of the Board of Directors of Unicaja Banco, reaching the following conclusions:

- Mr. Azuaga has the good commercial and professional repute required for a sound and prudent management of the Company.
- He has the appropriate knowledge and experience, as well as the competences needed for performing the position of Director.
- He has the capacity to dedicate sufficient time to the responsibilities arising from his positions in other companies and, especially, to the obligations resulting from this position as executive Director.

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- He has the ability to perform a good governance of the Company and has the capacity to take decisions with independent criterion.
- The maximum number of positions is not exceeded and the incompatibilities regime established in Article 26 of the Law 10/2014 and its implementing provisions are not breached.

With regard to Mr. Azuaga's quality of work and dedication to the position of Director, during the preceding term of office, the Committee confirms, with the participation of the Leading Director, his involvement, continuous attendance and the quality his performance at the Board of Directors. Mr. Azuaga is Director of the Company since December 2011, and Executive Chairman since 2016. The Company's IPO took place, therefore, under his Chairmanship.

#### Directorship Category

In view of the criteria set in article 529 *duodecies* of the Law of Corporate Enterprises, the Appointments Committee deems that the directorship category of Mr. Azuaga Moreno, verified his appointment by the General Meeting of Shareholders, would be Executive director.

#### **1.2. Re-election of Mr. Agustín Molina Morales**

The Appointments Committee issues its favourable report on the proposal for the re-election of Mr. Agustín Molina Morales as Director, with the category of proprietary director, which the Board of Directors presents to the General Meeting of Shareholders, based on the analysis of the information –and of the related documents- detailed below.

#### Competence, experience and merits

Mr. Molina Morales has a PhD in Economics and Business Studies from the University of Málaga and is a Professor of Applied Economics (Public Finance) at the University of Almería. He has been the Head of the Department of Applied Economics of the University of Almería, Dean of the Social Science and Law School and Vice-Chancellor of University Extension (*Vicerrector de Extensión Universitaria*) of the same University.

His job has been recognised with the prize Premio Andalucía de Economía y Hacienda Autonómica, awarded by the Regional Government of Andalusia (Junta de Andalucía).

He has been director and secretary of the Board of Caja de Ahorros de Ronda and of the Board of Directors of Unicaja.

He is currently a member and secretary of the Board of Trustees (*Patronato*) of Fundación Unicaja, and member of the Board of Trustees of Fundación Unicaja Ronda.

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He has been Director of Unicaja Banco and Secretary of the Board since December 2011. This would be his first re-election. He has been proposed as Director by Fundación Bancaria Unicaja.

In view of the above, the Appointments Committee concludes that Mr. Molina has the competence, experience and merits needed to perform the position of Director.

### Suitability

In accordance with the applicable regulations (Law 10/2014, of 26 June, on the ordering, supervision and solvency of credit institutions, Royal Decree 84/2015, of 13 February, developing the Law 10/2014, of 26 June, on the ordering, supervision and solvency of credit institutions, and Circular 2/2016, of 2 February, of the Bank of Spain, to credit institutions, on supervision and solvency, which completes the adaptation of the Spanish legal system to the Directive 2013/36/EU and to the Regulation (EU) 575/2013), the “Guide to fit and proper assessment” of the European Central Bank (Banking Supervision) of May 2017, the “Policy for the Selection of Directors” and the procedure established by the “Policy for the Suitability Assessment of the members of the Board of Directors, General Managers and Similar Offices and other Key Staff for the development of the Financial activity of Unicaja Banco”, the Appointments Committee has carried out an assessment of the suitability of Mr. Agustín Molina Morales as a candidate to member of the Board of Directors of Unicaja Banco, reaching the following conclusions:

- Mr. Molina has the good commercial and professional repute required for a sound and prudent management of the Company.
- He has the appropriate knowledge and experience, as well as the competences needed for performing the position of Director.
- He has the capacity to dedicate sufficient time to the responsibilities arising from his positions in other companies and, especially, to the obligations resulting from this position as proprietary Director.
- He has the ability to perform a good governance of the Company and has the capacity to take decisions with independent criterion.
- The maximum number of positions is not exceeded and the incompatibilities regime established in Article 26 of the Law 10/2014 and its implementing provisions are not breached.

With regard to Mr. Molina Morales’ quality of work and dedication to the position of Director, during the preceding term of office, the Committee confirms his involvement, continuous attendance and the quality his performance at the Board of Directors and at the Audit and Regulatory Compliance Committee and Appointments Committee (where he acts as Secretary). His broad performance, since 2011, as Secretary of the Board of

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Directors, makes him fully aware of the corporate governance system and of the governance of the Company.

#### Directorship Category

In view of the criteria set in article 529 *duodecies* of the Law of Corporate Enterprises, the Appointments Committee deems that the directorship category of Mr. Molina Morales, verified his appointment by the General Meeting of Shareholders, would be Proprietary director.

### **1.3. Re-election of Mr. Juan Fraile Cantón**

The Appointments Committee issues its favourable report on the proposal for the re-election of Mr. Juan Fraile Cantón as Director, with the category of proprietary director, which the Board of Directors presents to the General Meeting of Shareholders, based on the analysis of the information –and of the related documents- detailed below.

#### Competence, experience and merits

Mr. Fraile is Teacher of Primary Education and has a degree in Philosophy and Teaching from the Universidad Nacional de Educación a Distancia (UNED).

He has held the following positions: Councilor and Mayor of the City Council of Ronda, Provincial Representative and Chairman of the Provincial Council of Málaga (Diputación de Málaga), Chairman of Patronato de Turismo Costa del Sol and Member of the European Parliament (member of the Subcommittee on Human Rights, Committee for the Development and Delegation to the Joint Parliamentary Assembly ACP-UE).

He has been General Director (*Consejero General*), member of the Board of Directors and Vice-Chairman of Unicaja, where he also chaired the Audit Committee. He has been a member of the Board of Trustees of Fundación Unicaja.

He is currently Second Vice-Chairman at Unicaja Banco, Director of Banco Europeo de Finanzas, S.A., Director of Alteria Corporación Unicaja, S.L.U. and member of the Board of Trustees of Fundación Unicaja Ronda.

He is Director of Unicaja Banco since December 2011. This would be his first re-election. He has been proposed as Director by Fundación Bancaria Unicaja.

Therefore, the Appointments Committee concludes that Mr. Fraile Cantón has the competence, experience and merits needed to perform the position of Director.

#### Suitability

In accordance with the applicable regulations (Law 10/2014, of 26 June, on the ordering, supervision and solvency of credit institutions, Royal Decree 84/2015, of 13

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February, developing the Law 10/2014, of 26 June, on the ordering, supervision and solvency of credit institutions, and Circular 2/2016, of 2 February, of the Bank of Spain, to credit institutions, on supervision and solvency, which completes the adaptation of the Spanish legal system to the Directive 2013/36/EU and to the Regulation (EU) 575/2013), the “Guide to fit and proper assessment” of the European Central Bank (Banking Supervision) of May 2017, the “Policy for the Selection of Directors” and the procedure established by the “Policy for the Suitability Assessment of the members of the Board of Directors, General Managers and Similar Offices and other Key Staff for the development of the Financial activity of Unicaja Banco”, the Appointments Committee has carried out an assessment of the suitability of Mr. Juan Fraile Cantón as a candidate to member of the Board of Directors of Unicaja Banco, reaching the following conclusions:

- Mr. Fraile has the good commercial and professional repute required for a sound and prudent management of the Company.
- He has the appropriate knowledge and experience, as well as the competences needed for performing the position of Director.
- He has the capacity to dedicate sufficient time to the responsibilities arising from his positions in other companies and, especially, to the obligations resulting from this position as proprietary Director.
- He has the ability to perform a good governance of the Company and has the capacity to take decisions with independent criterion.
- The maximum number of positions is not exceeded and the incompatibilities regime established in Article 26 of the Law 10/2014 and its implementing provisions are not breached.

With regard to Mr. Fraile’s quality of work and dedication to the position of Director, during the preceding term of office, the Committee confirms his involvement, continuous attendance and the quality his performance at the Board of Directors and at the Audit and Regulatory Compliance Committee and Remuneration Committee (acting as Secretary in both Committees). His broad performance as Director, since 2011, and his position of Director in companies such as Alteria Corporación Unicaja, S.L. provide him with a deep insight of Grupo Unicaja Banco and its operation.

#### Directorship Category

In view of the criteria set in article 529 *duodecies* of the Law of Corporate Enterprises, the Appointments Committee deems that the directorship category of Mr. Fraile Cantón, verified his appointment by the General Meeting of Shareholders, would be Proprietary director.

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#### **1.4. Re-election of Mr. Eloy Domínguez-Adame Cobos**

The Appointments Committee issues its favourable report and submits to the Board of Directors the proposal for the re-election of Mr. Eloy Domínguez-Adame Cobos as Director, with the category of independent director, for the Board of Directors to present it to the General Meeting of Shareholders, based on the analysis of the information –and of the related documents- detailed below.

##### Competence, experience and merits

Mr. Domínguez-Adame has a master's level degree in Civil Engineering from the Escuela Superior de Ingenieros de Caminos, Canales y Puertos (Madrid).

He has been Director of Técnica y Proyectos, S.A. (TYPSA), Lazora, S.A., Urbis, S.A., Aurea, S.A., Sevillana de Electricidad, S.A., Grupo Dragados, Autopista del Mare Nostrum, S.A., Intecsa-Uhde, S.A., Incro, S.A., Cobasa, S.A., Geocisa, S.A., Intecsa, S.A., Dravo, S.A., Urbaser, S.A. and Control de Aplicaciones, S.A.

He is Director of Azora Capital, S.L. and of Valle de la Zarza, S.L.

He is Director at Unicaja Banco since January 2014. This would be his first re-election.

Therefore, the Appointments Committee concludes that Mr. Domínguez-Adame has the competence, experience and merits needed to perform the position of Director.

##### Suitability

In accordance with the applicable regulations (Law 10/2014, of 26 June, on the ordering, supervision and solvency of credit institutions, Royal Decree 84/2015, of 13 February, developing the Law 10/2014, of 26 June, on the ordering, supervision and solvency of credit institutions, and Circular 2/2016, of 2 February, of the Bank of Spain, to credit institutions, on supervision and solvency, which completes the adaptation of the Spanish legal system to the Directive 2013/36/EU and to the Regulation (EU) 575/2013), the “Guide to fit and proper assessment” of the European Central Bank (Banking Supervision) of May 2017, the “Policy for the Selection of Directors” and the procedure established by the “Policy for the Suitability Assessment of the members of the Board of Directors, General Managers and Similar Offices and other Key Staff for the development of the Financial activity of Unicaja Banco”, the Appointments Committee has carried out an assessment of the suitability of Mr. Eloy Domínguez-Adame Cobos as a candidate to member of the Board of Directors of Unicaja Banco, reaching the following conclusions:

- Mr. Domínguez-Adame has the good commercial and professional repute required for a sound and prudent management of the Company.
- He has the appropriate knowledge and experience, as well as the competences needed for performing the position of Director.

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- He has the capacity to dedicate sufficient time to the responsibilities arising from his positions in other companies and, especially, to the obligations resulting from this position as Independent Director.
- He has the ability to perform a good governance of the Company and has the capacity to take decisions with independent criterion.
- The maximum number of positions is not exceeded and the incompatibilities regime established in Article 26 of the Law 10/2014 and its implementing provisions are not breached.

With regard to Mr. Domínguez-Adame's quality of work and dedication to the position of Director, during the preceding term of office, the Committee confirms his involvement, continuous attendance and the quality his performance at the Board of Directors and at the Audit and Regulatory Compliance Committee (where he acts as the Chairman) and Appointments Committee. In addition to his performance as Director, the Chair of the Audit and Regulatory Compliance Committee provides him with a broad view of the Company and of the operation of two -regulatory compliance and internal audit- of the three control functions which compose the "Three Lines of Defense" model, fully implemented at Unicaja Banco.

#### Directorship Category

In view of the criteria set in article 529 *duodecies* of the Law of Corporate Enterprises, the Appointments Committee deems that the directorship category of Mr. Domínguez-Adame, verified his appointment by the General Meeting of Shareholders, would be Independent director.

#### **1.5. Re-election of Mr. Victorio Valle Sánchez**

The Appointments Committee issues its favourable report and submits to the Board of Director the proposal for the re-election of Mr. Victorio Valle Sánchez as Director, with the category of independent director, for the Board of Directors to present it to the General Meeting of Shareholders, based on the analysis of the information –and of the related documents- detailed below.

#### Competence, experience and merits

Mr. Valle holds a degree in Political Science and Economics from the Universidad Complutense de Madrid. He also has a PhD in Economics from the same university and Doctor Honoris Causa from the Universidad Nacional de Educación a Distancia (UNED).

He has been a Professor of Applied Economics at the UNED and Professor of Public Finance at the University of Málaga.

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He has held the following positions: General Manager and Deputy General Manager at Fundación de las Cajas de Ahorros (FUNCAS), General Secretary at Fondo de Garantía de Depósitos de las Cajas de Ahorros, Head of Advisory and Non-Operational Services, as well as Head of Studies and Programmes, at Confederación Española de Cajas de Ahorros (CECA), Chairman of the Banco Hipotecario de España, General Director of Financial Policy at the Spanish Ministry of Economy.

He is Director of Unicaja Banco since December 2011. This would be his first re-election.

Therefore, the Appointments Committee concludes that Mr. Victorio Valle Sánchez has the competence, experience and merits needed to perform the position of Director.

### Suitability

In accordance with the applicable regulations (Law 10/2014, of 26 June, on the ordering, supervision and solvency of credit institutions, Royal Decree 84/2015, of 13 February, developing the Law 10/2014, of 26 June, on the ordering, supervision and solvency of credit institutions, and Circular 2/2016, of 2 February, of the Bank of Spain, to credit institutions, on supervision and solvency, which completes the adaptation of the Spanish legal system to the Directive 2013/36/EU and to the Regulation (EU) 575/2013), the “Guide to fit and proper assessment” of the European Central Bank (Banking Supervision) of May 2017, the “Policy for the Selection of Directors” and the procedure established by the “Policy for the Suitability Assessment of the members of the Board of Directors, General Managers and Similar Offices and other Key Staff for the development of the Financial activity of Unicaja Banco”, the Appointments Committee has carried out an assessment of the suitability of Mr. Victorio Valle Sánchez as a candidate to member of the Board of Directors of Unicaja Banco, reaching the following conclusions:

- Mr. Valle has the good commercial and professional repute required for a sound and prudent management of the Company.
- He has the appropriate knowledge and experience, as well as the competences needed for performing the position of Director.
- He has the capacity to dedicate sufficient time to the responsibilities arising from his positions in other companies and, especially, to the obligations resulting from this position as Independent Director.
- He has the ability to perform a good governance of the Company and has the capacity to take decisions with independent criterion.
- The maximum number of positions is not exceeded and the incompatibilities regime established in Article 26 of the Law 10/2014 and its implementing provisions are not breached.

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With regard to Mr. Valle's quality of work and dedication to the position of Director, during the preceding term of office, the Committee confirms his involvement, continuous attendance and the quality his performance at the Board of Directors and at the Appointments Committee (where he acts as the Chairman) and Audit and Regulatory Compliance Committee. Also, during the previous term of office, he was Chairman of the Audit Committee for 4 years, leaving that position when the maximum term was reached, in accordance with the applicable regulations. His broad performance as Director -since 2011- and the exercise of the Chair of the Audit Committee, in the past, and of the Appointments Committee, currently, make him fully aware of the Company.

#### Directorship Category

In view of the criteria set in article 529 *duodecies* of the Law of Corporate Enterprises, the Appointments Committee deems that the directorship category of Mr. Valle, verified his appointment by the General Meeting of Shareholders, would be Independent director.

#### **1.6. Re-election of Mrs. Petra Mateos-Aparicio Morales**

The Appointments Committee issues its favourable report on the proposal for the re-election of Mrs. Petra Mateos-Aparicio Morales as Director, with the category of Proprietary director, which the Board of Directors presents to the General Meeting of Shareholders, based on the analysis of the information –and of the related documents– detailed below.

#### Competence, experience and merits

Mrs. Mateos-Aparicio has a *cum laude* PhD in Economics and Business Studies from the Universidad Complutense de Madrid. She has been Professor of Financial Economics at the Department of Business Economics and Accounting of the Faculty of Economics and Business Studies of the UNED, and Professor of Financial Economics at CUNEF (Colegio Universitario de Estudios Financieros).

She has been a member of the Board of Directors of Solvay (Belgium); Executive Chairwoman of Hispasat; Chairwoman of Hisdesat and Chairwoman of the Audit Committee, Director at Hispamar Satélites (Brazil); Director at Xtar Llc (USA); member of the Board of Directors of different companies, such as Iberia, Banco Exterior de España, Banco Exterior de Francia, Banco Exterior de Reino Unido, Banco de Alicante, Factorex (Chairwoman), Gexterior (Deputy Chairwoman).

Mrs. Mateos-Aparicio is currently a member of the board of directors of Banco de Caja España de Inversiones, Salamanca y Soria, S.A. (“EspañaDuero”), Técnicas Reunidas, S.A., Celulosas Moldeadas, S.A., Celulosas Moldadas Portuguesas, S.A., and Ghesa Ingeniería y Tecnología, S.A.

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She is Director of Unicaja Banco since January 2014. This would be her first re-election. She has been proposed to be appointed Director by Fundación Bancaria Unicaja.

Therefore, the Appointments Committee concludes that Mrs. Mateos-Aparicio has the competence, experience and merits needed to perform the position of Director.

#### Suitability

In accordance with the applicable regulations (Law 10/2014, of 26 June, on the ordering, supervision and solvency of credit institutions, Royal Decree 84/2015, of 13 February, developing the Law 10/2014, of 26 June, on the ordering, supervision and solvency of credit institutions, and Circular 2/2016, of 2 February, of the Bank of Spain, to credit institutions, on supervision and solvency, which completes the adaptation of the Spanish legal system to the Directive 2013/36/EU and to the Regulation (EU) 575/2013), the “Guide to fit and proper assessment” of the European Central Bank (Banking Supervision) of May 2017, the “Policy for the Selection of Directors” and the procedure established by the “Policy for the Suitability Assessment of the members of the Board of Directors, General Managers and Similar Offices and other Key Staff for the development of the Financial activity of Unicaja Banco”, the Appointments Committee has carried out an assessment of the suitability of Mrs. Petra Mateos-Aparicio Morales as a candidate to member of the Board of Directors of Unicaja Banco, reaching the following conclusions:

- Mrs. Mateos-Aparicio has the good commercial and professional repute required for a sound and prudent management of the Company.
- She has the appropriate knowledge and experience, as well as the competences needed for performing the position of Director.
- She has the capacity to dedicate sufficient time to the responsibilities arising from his positions in other companies and, especially, to the obligations resulting from this position as Proprietary Director.
- She has the ability to perform a good governance of the Company and has the capacity to take decisions with independent criterion.
- The maximum number of positions is not exceeded and the incompatibilities regime established in Article 26 of the Law 10/2014 and its implementing provisions are not breached.

With regard to Mrs. Mateos-Aparicio’s quality of work and dedication to the position of Director, during the preceding term of office, the Committee confirms her involvement, continuous attendance and the quality her performance at the Board of Directors and at the Risk Committee (where she acts as the Chairwoman) and at the Remuneration Committee. Her satisfactory performance as Director since 2014, the Chair of one of the Board Committees (Risk Committee) related to the function of global risk control,

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and her status as Director at EspañaDuero, provide her with a fit and proper knowledge of the Company and its Group.

#### Directorship Category

In view of the criteria set in article 529 *duodecies* of the Law of Corporate Enterprises, the Appointments Committee deems that the directorship category of Mrs. Mateos-Aparicio, verified her appointment by the General Meeting of Shareholders, would be Proprietary Director.

#### **1.7. Ratification of the designation by co-option and appointment of Mr. Manuel Muela Martín-Buitrago**

The Appointments Committee issues its favourable report to the proposal for the ratification, following his designation as Director by co-option under the resolution adopted by the Board of Directors at the meeting held on 21 February 2018, and the appointment of Mr. Manuel Muela Martín-Buitrago, which the Board of Directors presents to the General Meeting of Shareholders, based on the analysis of the information –and of the related documents- detailed below.

#### Competence, experience and merits

Mr. Muela has a degree in Political Science and Economics from the Universidad Complutense de Madrid and a degree in Law from the UNED (Universidad Nacional de Educación a Distancia).

He was member of the Deputy General Secretariat of the Instituto de Crédito de las Cajas de Ahorros.

He held the positions of Head of Department of Savings Banks (*Jefe de Negociado de las Cajas de Ahorros*) and Head of Credit Institutions (*Jefe de Sección de Entidades de Crédito*) at the Bank of Spain. He has also been Chairman of the Liquidation Committee IGS – Mercado Hipotecario and Executive Chairman of several Sociedades de Garantía Recíproca, upon proposal by the Bank of Spain.

He has held the following positions: Deputy General Director and Technical General Secretary at Caixa Catalunya, General Director at Caja de Ahorros y Monte de Piedad de Cádiz, CEO at “Bank of Credit and Commerce, S.A.E.” and Executive Chairman at Banco Europeo de Finanzas (in the latter two, upon proposal by the Fondo de Garantía de Depósitos), as well as independent Director at Grupo Caja3.

He is currently Non-executive Chairman of Banco de Caja España de Inversiones, Salamanca y Soria, S.A. (“EspañaDuero”).

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He was appointed Director of Unicaja Banco, by co-option, under the Board resolution adopted on 21 February 2018. His appointment as Director has been proposed by Fundación Bancaria Unicaja.

Therefore, the Appointments Committee concludes that Mr. Muela has the competence, experience and merits needed to perform the position of Director.

### Suitability

In accordance with the applicable regulations (Law 10/2014, of 26 June, on the ordering, supervision and solvency of credit institutions, Royal Decree 84/2015, of 13 February, developing the Law 10/2014, of 26 June, on the ordering, supervision and solvency of credit institutions, and Circular 2/2016, of 2 February, of the Bank of Spain, to credit institutions, on supervision and solvency, which completes the adaptation of the Spanish legal system to the Directive 2013/36/EU and to the Regulation (EU) 575/2013), the “Guide to fit and proper assessment” of the European Central Bank (Banking Supervision) of May 2017, the “Policy for the Selection of Directors” and the procedure established by the “Policy for the Suitability Assessment of the members of the Board of Directors, General Managers and Similar Offices and other Key Staff for the development of the Financial activity of Unicaja Banco”, the Appointments Committee has carried out an assessment of the suitability of Mr. Manuel Muela Martín-Buitrago as a candidate to member of the Board of Directors of Unicaja Banco, reaching the following conclusions:

- Mr. Muela has the good commercial and professional repute required for a sound and prudent management of the Company.
- He has the appropriate knowledge and experience, as well as the competences needed for performing the position of Director.
- He has the capacity to dedicate sufficient time to the responsibilities arising from his positions in other companies and, especially, to the obligations resulting from this position as Proprietary Director.
- He has the ability to perform a good governance of the Company and has the capacity to take decisions with independent criterion.
- The maximum number of positions is not exceeded and the incompatibilities regime established in Article 26 of the Law 10/2014 and its implementing provisions are not breached.

### Directorship Category

In view of the criteria set in article 529 *duodecies* of the Law of Corporate Enterprises, the Appointments Committee deems that the directorship category of Mr. Muela, verified her appointment by the General Meeting of Shareholders, would be Proprietary Director.

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## **1.8. Appointment of Mrs. María Antonia Otero Quintas**

The Appointments Committee issues its favourable report and submits to the Board of Directors the proposal to appoint Mrs. María Antonia Otero Quintas as Director, with the category of Independent director, for the Board of Directors to present it to the General Meeting of Shareholders, based on the analysis of the information –and of the related documents- detailed below.

### Competence, experience and merits

Mrs. Otero is a Telecommunications Engineer (master's level) and PADE programme (Programme on Senior Executive Management) from IESE.

She has developed her professional career in Grupo Telefónica, where she has held the following positions:

- Deputy General Manager of Networks and Innovation.
- Head of Innovation.
- Head of Procurement.
- Manager of Special Projects.
- Head of Business Communications Group.

Mrs. Otero received the award Female Manager of the Year from FEDEPE (Spanish Federation of Female Managers, Executives, Professionals and Entrepreneurs) in 2006 and in 2010 was voted as the Manager of the Year by the journal Economista.

She is founder of the company Antali Technologies, which has developed new software solutions.

She is currently member of the Boards of Directors of Canal de Isabel II, S.A., Banco Inversis and Voztelecom Oigaa360, S.A.

Her appointment as a Director of the Company is proposed for the first time.

Therefore, the Appointments Committee concludes that Mrs. Otero has the competence, experience and merits needed to perform the position of Director.

### Suitability

In accordance with the applicable regulations (Law 10/2014, of 26 June, on the ordering, supervision and solvency of credit institutions, Royal Decree 84/2015, of 13 February, developing the Law 10/2014, of 26 June, on the ordering, supervision and solvency of credit institutions, and Circular 2/2016, of 2 February, of the Bank of Spain, to credit institutions, on supervision and solvency, which completes the adaptation of the Spanish legal system to the Directive 2013/36/EU and to the Regulation (EU) 575/2013), the “Guide to fit and proper assessment” of the European Central Bank

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(Banking Supervision) of May 2017, the “Policy for the Selection of Directors” and the procedure established by the “Policy for the Suitability Assessment of the members of the Board of Directors, General Managers and Similar Offices and other Key Staff for the development of the Financial activity of Unicaja Banco”, the Appointments Committee has carried out an assessment of the suitability of Mrs. María Antonia Otero Quintas as a candidate to member of the Board of Directors of Unicaja Banco, reaching the following conclusions:

- Mrs. Otero has the good commercial and professional reputé required for a sound and prudent management of the Company.
- She has the appropriate knowledge and experience, as well as the competences needed for performing the position of Director.
- She has the capacity to dedicate sufficient time to the responsibilities arising from her positions in other companies and, especially, to the obligations resulting from this position as Independent Director.
- She has the ability to perform a good governance of the Company and has the capacity to take decisions with independent criterion.
- The maximum number of positions is not exceeded and the incompatibilities regime established in Article 26 of the Law 10/2014 and its implementing provisions are not breached.

It is expressly noted that the effectiveness of the appointment is subject to obtaining the corresponding regulatory authorizations, from the Bank of Spain and from the European Central Bank within the framework of the Single Supervisory Mechanism.

#### Directorship Category

In view of the criteria set in article 529 *duodecies* of the Law of Corporate Enterprises, the Appointments Committee deems that the directorship category of Mrs. Otero, verified her appointment by the General Meeting of Shareholders, would be Independent Director.

#### **1.9. Appointment of Mrs. Ana Lucrecia Bolado Valle**

The Appointments Committee issues its favourable report and submits to the Board of Directors the proposal to appoint Mrs. Ana Lucrecia Bolado Valle as Director, with the category of Independent director, for the Board of Directors to present it to the General Meeting of Shareholders, based on the analysis of the information –and of the related documents- detailed below.

#### Competence, experience and merits

Mrs. Bolado has a degree in Pharmacy from the Universidad Complutense de Madrid and an MBA from IE Business School.

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She has developed her professional career at Banco de Santander, where she held the following positions:

- Corporate Director of Digital Strategy and Business in Santander Universidades.
- Corporate Director of T&O in Santander Universidades.
- Director for Commercial Strategy and Business Development in Commercial Banking in Spain.
- Managing Director Global Banking and Markets.
- Managing Director Financial Products, Origination RF and Sales
- VP Investment Banking Emerging Markets.
- Associate Treasury and Capital Markets.

She is currently member of the “Fellow Funders Advisory Board”, as well as of the boards of directors of Parques Reunidos Servicios Centrales, S.A. and Metrovacesa, S.A.

Her appointment as Company’s Director is proposed for the first time.

Therefore, the Appointments Committee concludes that Mrs. Bolado has the competence, experience and merits needed to perform the position of Director.

#### Suitability

In accordance with the applicable regulations (Law 10/2014, of 26 June, on the ordering, supervision and solvency of credit institutions, Royal Decree 84/2015, of 13 February, developing the Law 10/2014, of 26 June, on the ordering, supervision and solvency of credit institutions, and Circular 2/2016, of 2 February, of the Bank of Spain, to credit institutions, on supervision and solvency, which completes the adaptation of the Spanish legal system to the Directive 2013/36/EU and to the Regulation (EU) 575/2013), the “Guide to fit and proper assessment” of the European Central Bank (Banking Supervision) of May 2017, the “Policy for the Selection of Directors” and the procedure established by the “Policy for the Suitability Assessment of the members of the Board of Directors, General Managers and Similar Offices and other Key Staff for the development of the Financial activity of Unicaja Banco”, the Appointments Committee has carried out an assessment of the suitability of Mrs. Ana Lucrecia Bolado Valle as a candidate to member of the Board of Directors of Unicaja Banco, reaching the following conclusions:

- Mrs. Bolado has the good commercial and professional repute required for a sound and prudent management of the Company.
- She has the appropriate knowledge and experience, as well as the competences needed for performing the position of Director.

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- She has the capacity to dedicate sufficient time to the responsibilities arising from her positions in other companies and, especially, to the obligations resulting from this position as Independent Director.
- She has the ability to perform a good governance of the Company and has the capacity to take decisions with independent criterion.
- The maximum number of positions is not exceeded and the incompatibilities regime established in Article 26 of the Law 10/2014 and its implementing provisions are not breached.

It is expressly noted that the effectiveness of the appointment is subject to obtaining the corresponding regulatory authorizations, from the Bank of Spain and from the European Central Bank within the framework of the Single Supervisory Mechanism.

#### Directorship Category

In view of the criteria set in article 529 *duodecies* of the Law of Corporate Enterprises, the Appointments Committee deems that the directorship category of Mrs. Bolado, verified her appointment by the General Meeting of Shareholders, would be Independent Director.

#### **1.10. Appointment of Mr. Manuel Conthe Gutiérrez**

The Appointments Committee issues its favourable report and submits to the Board of Directors the proposal to appoint Mr. Manuel Conthe Gutiérrez as Director, with the category of Independent director, for the Board of Directors to present it to the General Meeting of Shareholders, based on the analysis of the information –and of the related documents- detailed below.

#### Competence, experience and merits

Mr. Conthe has a Law degree from Universidad Autónoma de Madrid and executive training program from “Harvard Business School”.

He is a civil servant by competitive exam of the Special Corps of Government Economists (*Cuerpo de Técnicos Comerciales del Estado*).

He has held the following positions:

- Deputy Director General of the Treasury for External Finance.
- Director General for Foreign Transactions and Investments.
- Director General of the Treasury and Financial Policy.
- Deputy Minister for Economy (*Secretario de Estado de Economía*).
- Chief Economic and Commercial Counselor for Spain’s Permanent Representation to the EU.
- Vice President at the World Bank for the Financial Sector.
- Chairman of the Comisión Nacional del Mercado de Valores.

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He is an independent arbitrator and chairman of the Spain's Arbitration Court of the Spanish Chamber of Commerce. He is also columnist and chairman of the Advisory Board of the economic newspaper Expansión, member of the Advisory Boards of Indexa Capital and of the Fundación del Español Urgente.

He is currently a member of the Board of Directors of Acerinox, S.A.

His appointment as Company's Director is proposed for the first time.

Therefore, the Appointments Committee concludes that Mr. Conthe has the competence, experience and merits needed to perform the position of Director.

#### Suitability

In accordance with the applicable regulations (Law 10/2014, of 26 June, on the ordering, supervision and solvency of credit institutions, Royal Decree 84/2015, of 13 February, developing the Law 10/2014, of 26 June, on the ordering, supervision and solvency of credit institutions, and Circular 2/2016, of 2 February, of the Bank of Spain, to credit institutions, on supervision and solvency, which completes the adaptation of the Spanish legal system to the Directive 2013/36/EU and to the Regulation (EU) 575/2013), the "Guide to fit and proper assessment" of the European Central Bank (Banking Supervision) of May 2017, the "Policy for the Selection of Directors" and the procedure established by the "Policy for the Suitability Assessment of the members of the Board of Directors, General Managers and Similar Offices and other Key Staff for the development of the Financial activity of Unicaja Banco", the Appointments Committee has carried out an assessment of the suitability of Mr. Manuel Conthe Gutiérrez as a candidate to member of the Board of Directors of Unicaja Banco, reaching the following conclusions:

- Mr. Conthe has the good commercial and professional repute required for a sound and prudent management of the Company.
- He has the appropriate knowledge and experience, as well as the competences needed for performing the position of Director.
- He has the capacity to dedicate sufficient time to the responsibilities arising from his positions in other companies and, especially, to the obligations resulting from this position as Independent Director.
- He has the ability to perform a good governance of the Company and has the capacity to take decisions with independent criterion.
- The maximum number of positions is not exceeded and the incompatibilities regime established in Article 26 of the Law 10/2014 and its implementing provisions are not breached.

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It is expressly noted that the effectiveness of the appointment is subject to obtaining the corresponding regulatory authorizations, from the Bank of Spain and from the European Central Bank within the framework of the Single Supervisory Mechanism.

#### Directorship Category

In view of the criteria set in article 529 *duodecies* of the Law of Corporate enterprises, the Appointments Committee deems that the directorship category of Mr. Conthe, verified his appointment by the General Meeting of Shareholders, would be Independent Director.

#### **1.11. Appointment of Mrs. Teresa Sáez Ponte**

The Appointments Committee issues its favourable report on the proposal to appoint Mrs. Teresa Sáez Ponte as Director, with the category of Proprietary director, which the Board of Directors presents to the General Meeting of Shareholders, based on the analysis of the information –and of the related documents- detailed below.

#### Competence, experience and merits

Mrs. Sáez has a degree in Economics from the University of Santiago de Compostela.

She has developed most of her career at the Official Credit Institute (*Instituto de Crédito Oficial –ICO-*), with the following positions:

- Financial Deputy Director.
- Manager of Financial Markets.
- Senior Dealer in Treasury and Coordinator of Front Office and Back Office activities.
- Director of the Financial Division of Caja España de Inversiones.

She was General Director of Banco Europeo de Finanzas, S.A. and Head of Investees at Unicaja Banco.

Her appointment as Company's Director is proposed for the first time. Her appointment as Director has been proposed by Fundación Bancaria Unicaja.

Therefore, the Appointments Committee concludes that Mrs. Sáez Ponte has the competence, experience and merits needed to perform the position of Director.

#### Suitability

In accordance with the applicable regulations (Law 10/2014, of 26 June, on the ordering, supervision and solvency of credit institutions, Royal Decree 84/2015, of 13 February, developing the Law 10/2014, of 26 June, on the ordering, supervision and solvency of credit institutions, and Circular 2/2016, of 2 February, of the Bank of Spain, to credit institutions, on supervision and solvency, which completes the adaptation of

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the Spanish legal system to the Directive 2013/36/EU and to the Regulation (EU) 575/2013), the “Guide to fit and proper assessment” of the European Central Bank (Banking Supervision) of May 2017, the “Policy for the Selection of Directors” and the procedure established by the “Policy for the Suitability Assessment of the members of the Board of Directors, General Managers and Similar Offices and other Key Staff for the development of the Financial activity of Unicaja Banco”, the Appointments Committee has carried out an assessment of the suitability of Mrs. Teresa Sáez Ponte as a candidate to member of the Board of Directors of Unicaja Banco, reaching the following conclusions:

- Mrs. Sáez has the good commercial and professional repute required for a sound and prudent management of the Company.
- She has the appropriate knowledge and experience, as well as the competences needed for performing the position of Director.
- She has the capacity to dedicate sufficient time to the responsibilities arising from her positions in other companies and, especially, to the obligations resulting from this position as Proprietary Director.
- She has the ability to perform a good governance of the Company and has the capacity to take decisions with independent criterion.
- The maximum number of positions is not exceeded and the incompatibilities regime established in Article 26 of the Law 10/2014 and its implementing provisions are not breached.

It is expressly noted that the effectiveness of the appointment is subject to obtaining the corresponding regulatory authorizations, from the Bank of Spain and from the European Central Bank within the framework of the Single Supervisory Mechanism.

#### Directorship Category

In view of the criteria set in article 529 *duodecies* of the Law of Corporate enterprises, the Appointments Committee deems that the directorship category of Mr. Sáez Ponte, verified her appointment by the General Meeting of Shareholders, would be Proprietary Director.

#### **Additional information related to the candidates and the suitability of the Board of Directors as a whole**

As it has been expressed, the Appointments Committee has also analyzed the composition of the Board of Directors which would result from the effectiveness of all the proposals for re-election, ratification and appointment of Directors submitted to the General Meeting of Shareholders. It has as well performed the analysis of the knowledge, experience and competences of each candidate to Director of Unicaja Banco.

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After this analysis, the Committee has verified that the Board, both individually and collectively, would be suitable for the performance of its functions and that it would have effective capacity to make decisions independently and autonomously to the benefit of the Company, as well as the fact that the different specialization areas required would be duly covered.

All of the above has been taken into account when submitting to the Board the reports and proposals related to the re-election, ratification and appointment of members of the Board of Directors on the occasion of the next Annual General Meeting of Directors of the Company.

As at the date of this meeting of the Appointments Committee, none of the candidates holds shares of the Company or stock of options.

### **Reports and proposals**

Considering all of the above, the Appointments Committee resolves:

To report favourably on the following proposals that the Board of Directors shall present to the General Meeting:

- Re-election of Mr. Manuel Azuaga Moreno as Director, with the category of executive, for a new statutory period of four years.
- Re-election of Mr. Agustín Molina Morales as Director, with the category of proprietary director, upon proposal by Fundación Bancaria Unicaja, for a new statutory period of four years.
- Re-election of Mr. Juan Fraile Cantón as Director, with the category of proprietary director, upon proposal by Fundación Bancaria Unicaja, for a new statutory period of four years.
- Re-election of Mrs. Petra Mateos-Aparicio Morales as Director, with the category of proprietary director, upon proposal by Fundación Bancaria Unicaja, for a new statutory period of four years.
- Ratification of the appointment by co-option made by the Board of Directors, at its meeting held on 21 February 2018, of Mr. Manuel Muela Martín-Buitrago, and appointment as Director, with the category of proprietary director, upon proposal by Fundación Bancaria Unicaja, for a new statutory period of four years.

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- Appointment of Mrs. Teresa Sáez Ponte, as Director, with the category of proprietary director, upon proposal by Fundación Bancaria Unicaja, for a new statutory period of four years.

To report favourably and to submit the following proposals for the Board of Directors, in turn, to submit them to the General Meeting of Shareholders:

- Re-election of Mr. Eloy Domínguez-Adame Cobos as Director, with the category of independent director, for a new statutory period of four years.
- Re-election of Mr. Victorio Valle Sánchez as Director, with the category of independent director, for a new statutory period of four years.
- Appointment of Mrs. María Antonia Otero Quintas as Director, with the category of independent director, for the legal period of four years.
- Appointment of Mrs. Ana Lucrecia Bolado Valle as Director, with the category of independent director, for the legal period of four years.
- Appointment of Mr. Manuel Conthe Gutiérrez as Director, with the category of independent director, for the legal period of four years.

It is expressly noted that the effectiveness of the appointments of Mrs. Teresa Sáez Ponte, Mrs. María Antonia Otero Quintas, Mrs. Ana Lucrecia Bolado Valle and Mr. Manuel Conthe Gutiérrez is subject to obtaining the corresponding regulatory authorizations, from the Bank of Spain and from the European Central Bank within the framework of the Single Supervisory Mechanism.

As a result of the reported and proposed resolutions, the number of members of the Company's Board of Directors would remain set in 13.

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## **Re-election, ratification and appointment of Directors: profiles, CVs and category**

In relation to sections 1 to 11 of item four on the agenda of the General Meeting of Shareholders, the highlights of the candidates' profiles and CV are detailed below, as well as the directorship category for which they have been proposed.

### **Mr. Manuel Azuaga Moreno (section 4.1. of item four on the agenda of the Annual General Meeting of Shareholders)**

#### *Highlights of profile and CV*

Mr. Azuaga has a degree in Philosophy and Literature from the University of Málaga.

He was head of risks at Caja Rural de Málaga. He was also head of audit and internal control, deputy director of planning and management control, organization and human resources at Caja de Ahorros y Préstamos de Antequera.

He has been chairman of Aeropuertos Españoles y Navegación Aérea, S.A. (AENA), member of the Board of Directors of Deóleo, S.A., Autopista del Sol Concesionaria Española, S.A., Lico Corporación, S.A., Cía. Andaluza de Rentas e Inversiones, S.A. (CARISA), Sacyr Vallehermoso, S.A. and Banco Europeo de Finanzas, S.A.

He held the positions of deputy director of planning and management control, general secretary, regional director of business, head of the division of investees and managing director at Unicaja.

He has also held the position of chairman of the Board of Directors of EspañaDuro.

He has held the positions of managing director and deputy chairman CEO at Unicaja Banco.

In addition to Chairman of the Board of Directors of Unicaja Banco, S.A. he is currently Vice-Chairman of the Board of Directors of Cecabank, S.A., and of the following companies of Grupo Unicaja Banco: Alteria Corporación Empresarial, S.L., Inmobiliaria Acinipo, S.L. and Unicaja Gestión de Activos Inmobiliarios, S.A.

He has been the Executive Chairman of Unicaja Banco since June 2016, and Director of the Company since December 2011.

*Directorship Category:* Executive.

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**Mr. Agustín Molina Morales (section 4.2. of item four on the agenda of the Annual General Meeting of Shareholders)**

*Highlights of profile and CV*

Mr. Molina Morales has a PhD in Economics and Business Studies from the University of Málaga and is a Professor of Applied Economics (Public Finance) at the University of Almería. He has been the Head of the Department of Applied Economics of the University of Almería, Dean of the Social Science and Law School and Vice-Chancellor of University Extension (*Vicerrector de Extensión Universitaria*) of the same University.

His job has been recognised with the prize Premio Andalucía de Economía y Hacienda Autónoma, awarded by the Regional Government of Andalusia (Junta de Andalucía).

He has been director and secretary of the Board of Caja de Ahorros de Ronda and of the Board of Directors of Unicaja.

He is currently a member and secretary of the Board of Trustees (*Patronato*) of Fundación Unicaja, and member of the Board of Trustees of Fundación Unicaja Ronda.

He has been Director of Unicaja Banco and Secretary of the Board since December 2011.

*Directorship Category:* Proprietary (proposed by Fundación Bancaria Unicaja).

**Mr. Juan Fraile Cantón (section 4.3. of item four on the agenda of the Annual General Meeting of Shareholders)**

*Highlights of profile and CV*

Mr. Fraile is Teacher of Primary Education and has a degree in Philosophy and Teaching from the Universidad Nacional de Educación a Distancia (UNED).

He has held the following positions: Councilor and Mayor of the City Council of Ronda, Provincial Representative and Chairman of the Provincial Council of Málaga (Diputación de Málaga), Chairman of Patronato de Turismo Costa del Sol and Member of the European Parliament (member of the Subcommittee on Human Rights, Committee for the Development and Delegation to the Joint Parliamentary Assembly ACP-UE).

He has been General Director (*Consejero General*), member of the Board of Directors and Vice-Chairman of Unicaja, where he also chaired the Audit Committee. He has been a member of the Board of Trustees of Fundación Unicaja.

He is currently Second Vice-Chairman at Unicaja Banco, Director at Banco Europeo de Finanzas, S.A., Director at Alteria Corporación Unicaja, S.L.U. and member of the Board of Trustees of Fundación Unicaja Ronda.

He has been a Director at Unicaja Banco since December 2011.

*Directorship Category:* Proprietary (proposed by Fundación Bancaria Unicaja).

**Mr. Eloy Domínguez-Adame Cobos (section 4.4. of item four on the agenda of the Annual General Meeting of Shareholders)**

*Highlights of profile and CV*

Mr. Domínguez-Adame has a master's level degree in Civil Engineering from the Escuela Superior de Ingenieros de Caminos, Canales y Puertos (Madrid).

He has been Director of Técnica y Proyectos, S.A. (TYPESA), Lazora, S.A., Urbis, S.A., Aurea, S.A., Sevillana de Electricidad, S.A., Grupo Dragados, Autopista del Mare Nostrum, S.A., Intecsa-Uhde, S.A., Incro, S.A., Cobasa, S.A., Geocisa, S.A., Intecsa, S.A., Dravo, S.A., Urbaser, S.A. and Control de Aplicaciones, S.A.

He is a Director at Azora Capital, S.L. and of Valle de la Zarza, S.L.

He has been a Director at Unicaja Banco since January 2014.

*Directorship Category:* Independent.

**Mr. Victorio Valle Sánchez (section 4.5. of item four on the agenda of the Annual General Meeting of Shareholders)**

*Highlights of profile and CV*

Mr. Valle holds a degree in Political Science and Economics from the Universidad Complutense de Madrid. He also has a PhD in Economics from the same university and Doctor Honoris Causa from the Universidad Nacional de Educación a Distancia (UNED).

He has been a Professor of Applied Economics at the UNED and Professor of Public Finance at the University of Málaga.

He has held the following positions: General Manager and Deputy General Manager at Fundación de las Cajas de Ahorros (FUNCAS), General Secretary at Fondo de Garantía de Depósitos de las Cajas de Ahorros, Head of Advisory and Non-Operational Services, as well as Head of Studies and Programmes, at Confederación Española de Cajas de Ahorros (CECA), Chairman of the Banco Hipotecario de España, General Director of Financial Policy at the Spanish Ministry of Economy.

He has been a Director at Unicaja Banco since December 2011.

*Directorship Category:* Independent.

**Mrs. Petra Mateos-Aparicio Morales (section 4.6. of item four on the agenda of the Annual General Meeting of Shareholders)**

*Highlights of profile and CV*

Mrs. Mateos-Aparicio has a *cum laude* PhD in Economics and Business Studies from the Universidad Complutense de Madrid. She has been Professor of Financial Economics at the Department of Business Economics and Accounting of the Faculty of Economics and Business Studies of the UNED, and Professor of Financial Economics at CUNEF (Colegio Universitario de Estudios Financieros).

She has been a member of the Board of Directors and member of the Finance Committee of Solvay (Belgium); Executive Chairwoman of Hispasat; Chairwoman of Hisdesat and Chairwoman of the Audit Committee, Director at Hispamar Satélites (Brazil); Director at Xtar Llc (USA); member of the Board of Directors of different companies, such as Iberia, Banco Exterior de España, Banco Exterior de Francia, Banco Exterior de Reino Unido, Banco de Alicante, Factorex (Chairwoman), Gexterior (Deputy Chairwoman).

Mrs. Mateos-Aparicio is currently a member of the board of directors of Banco de Caja España de Inversiones, Salamanca y Soria, S.A. (“EspañaDuero”), Técnicas Reunidas, S.A., Celulosas Moldeadas, S.A., Celulosas Moldadas Portuguesas, S.A., and Ghesa Ingeniería y Tecnología, S.A.

She has been a Director at Unicaja Banco since January 2014.

*Directorship Category:* Proprietary (proposed by Fundación Bancaria Unicaja).

**Mr. Manuel Muela Martín-Buitrago (section 4.7. of item four on the agenda of the Annual General Meeting of Shareholders)**

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*Highlights of profile and CV*

Mr. Muela has a degree in Political Science and Economics from the Universidad Complutense de Madrid and a degree in Law from the UNED (Universidad Nacional de Educación a Distancia).

He was member of the Deputy General Secretariat of the Instituto de Crédito de las Cajas de Ahorros.

He held the positions of Head of Department of Savings Banks (*Jefe de Negociado de las Cajas de Ahorros*) and Head of Credit Institutions (*Jefe de Sección de Entidades de Crédito*) at the Bank of Spain. He has also been Chairman of the Liquidation Committee IGS – Mercado Hipotecario and Executive Chairman of several Sociedades de Garantía Recíproca, upon proposal by the Bank of Spain.

He has held the following positions: Deputy General Director and Technical General Secretary at Caixa Catalunya, General Director at Caja de Ahorros y Monte de Piedad de Cádiz, CEO at “Bank of Credit and Commerce, S.A.E.” and Executive Chairman at Banco Europeo de Finanzas (in the latter two, upon proposal by the Fondo de Garantía de Depósitos), as well as independent Director at Grupo Caja3.

He is currently Non-executive Chairman of Banco de Caja España de Inversiones, Salamanca y Soria, S.A. (“EspañaDuero”).

He was appointed Director of Unicaja Banco, by co-option, under the Board resolution adopted on 21 February 2018.

*Directorship Category:* Proprietary (proposed by Fundación Bancaria Unicaja).

**Mrs. María Antonia Otero Quintas (section 4.8. of item four on the agenda of the Annual General Meeting of Shareholders)**

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*Highlights of profile and CV*

Mrs. Otero is a Telecommunications Engineer (master's level) and PADE programme (Programme on Senior Executive Management) from IESE.

She has developed her professional career in Grupo Telefónica, where she has held the following positions:

- Deputy General Manager of Networks and Innovation.
- Head of Innovation.
- Head of Procurement.
- Manager of Special Projects.
- Head of Business Communications Group.

Mrs. Otero received the award Female Manager of the Year from FEDEPE (Spanish Federation of Female Managers, Executives, Professionals and Entrepreneurs) in 2006 and in 2010 was voted as the Manager of the Year by the journal Economista.

She is founder of the company Antali Technologies, which has developed new software solutions.

She is currently member of the Boards of Directors of Canal de Isabel II, S.A., Banco Inversis and Voztelecom Oigaa360, S.A.

Her appointment as a Director of the Company is proposed for the first time.

*Directorship Category:* Independent.

**Mrs. Ana Lucrecia Bolado Valle (section 4.9. of item four on the agenda of the Annual General Meeting of Shareholders)**

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*Highlights of profile and CV*

Mrs. Bolado has a degree in Pharmacy from the Universidad Complutense de Madrid and an MBA from IE Business School.

She has developed her professional career at Banco de Santander, where she held the following positions:

- Corporate Director of Digital Strategy and Business in Santander Universidades.
- Corporate Director of T&O in Santander Universidades.
- Director for Commercial Strategy and Business Development in Commercial Banking in Spain.
- Managing Director Global Banking and Markets.
- Managing Director Financial Products, Origination RF and Sales
- VP Investment Banking Emerging Markets.
- Associate Treasury and Capital Markets.

She is currently member of the “Fellow Funders Advisory Board”, as well as of the boards of directors of Parques Reunidos Servicios Centrales, S.A. and Metrovacesa, S.A.

Her appointment as Company’s Director is proposed for the first time.

*Directorship Category:* Independent.

**Mr. Manuel Conthe Gutiérrez (section 4.10. of item four on the agenda of the Annual General Meeting of Shareholders)**

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*Highlights of profile and CV*

Mr. Conthe has a Law degree from Universidad Autónoma de Madrid and executive training program from “Harvard Business School”.

He is a civil servant by competitive exam of the Special Corps of Government Economists (*Cuerpo de Técnicos Comerciales del Estado*).

He has held the following positions:

- Deputy Director General of the Treasury for External Finance.
- Director General for Foreign Transactions and Investments.
- Director General of the Treasury and Financial Policy.
- Deputy Minister for Economy (*Secretario de Estado de Economía*).
- Chief Economic and Commercial Counselor for Spain’s Permanent Representation to the EU.
- Vice President at the World Bank for the Financial Sector.
- Chairman of the Comisión Nacional del Mercado de Valores.

He is an independent arbitrator and chairman of the Spain’s Arbitration Court of the Spanish Chamber of Commerce. He is also columnist and chairman of the Advisory Board of the economic newspaper *Expansión*, member of the Advisory Boards of Indexa Capital and of the Fundación del Español Urgente.

He is currently a member of the Board of Directors of Acerinox, S.A.

His appointment as Company’s Director is proposed for the first time.

*Directorship Category:* Independent.

**Mrs. María Teresa Sáez Ponte (section 4.11. of item four on the agenda of the Annual General Meeting of Shareholders)**

*Highlights of profile and CV*

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Mrs. Sáez has a degree in Economics from the University of Santiago de Compostela.

She has developed most of her career at the Official Credit Institute (*Instituto de Crédito Oficial –ICO-*), with the following positions:

- Financial Deputy Director.
- Manager of Financial Markets.
- Senior Dealer in Treasury and Coordinator of Front Office and Back Office activities.
- Director of the Financial Division of Caja España de Inversiones.

She was General Director of Banco Europeo de Finanzas, S.A. and Head of Investees at Unicaja Banco.

Her appointment as Company's Director is proposed for the first time.

Se propone por primera vez su designación como Consejera de la Sociedad.

*Directorship Category:* Proprietary (proposed by Fundación Bancaria Unicaja).