

**UNICAJA BANCO, S.A.**

**ANNUAL GENERAL MEETING OF SHAREHOLDERS 2019**

**FULL TEXT OF THE PROPOSED RESOLUTIONS THAT THE BOARD OF DIRECTORS OF UNICAJA BANCO, S.A., SUBMITS TO APPROVAL BY THE GENERAL MEETING, RELATED TO THE CORRESPONDING ITEMS ON THE AGENDA OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS, TO BE HELD IN MALAGA ON 25 APRIL 2019, ON FIRST CALL, AND IF THE REQUIRED QUORUM IS NOT REACHED, ON SECOND CALL ON 26 APRIL 2019.**

**MALAGA, 22 MARCH 2019**

**ONE.- Approval of the Annual Accounts (balance sheet, profit and loss account, statement of recognized income and expense, statement of changes in equity, cash flow statement and notes) and Management Report of Unicaja Banco, S.A. and its consolidated group, corresponding to the business year ending on 31 December 2018.**

(The proposed resolutions 1.1 and 1.2 will be voted separately.)

- 1.1. Approval of the Annual Accounts of Unicaja Banco, S. A. (balance sheet, profit and loss account, statement of recognised income and expense, statement of changes in equity, cash flow statement and notes), stated by the Board of Directors, as well as of the Management Report, prepared by the same body, corresponding to the business year ending on 31 December 2018, all of them verified by the auditors of Unicaja Banco, S.A.
- 1.2. Approval of the Annual Accounts of the Consolidated Group of Unicaja Banco, S. A. (balance sheet, profit and loss account, statement of recognised income and expense, statement of changes in equity, cash flow statement and notes), stated by the Board of Directors, as well as of the Management Report, prepared by the same body, corresponding to the business year ending on 31 December 2018, all of them verified by the auditors of Unicaja Banco, S.A.

**TWO.- Approval of the Non-financial Information Statement of Unicaja Banco and its consolidated group, corresponding to the business year ending on 31 December 2018.**

Approval of the Non-Financial Information Statement of Unicaja Banco, S.A. and its consolidated group, corresponding to the business year ending on 31 December 2018, prepared by the Board of Directors and verified by an independent provider of assurance services.

**THREE.- Approval of the Board of Directors' management during the business year ending on 31 December 2018.**

Approval of the management of the Board of Directors of Unicaja Banco, S.A., corresponding to the business year ending on 31 December 2018.

**FOUR.- Approval of the proposed allocation of profit for the business year ending on 31 December 2018.**

Approval of the following proposal for distribution of profit of Unicaja Banco, S.A. corresponding to the business year ending on 31 December 2018, stated by the Board of Directors:

(a) To legal reserve:	€20,012,695.84
(b) To voluntary reserves:	€118,497,642.45
(c) To capitalization reserve Law 27/2014:	€600,000.00 <sup>1</sup>
(d) To dividends:	€61,016,620.10
<b>Total:</b>	<b>€200,126,958.39</b>

(<sup>1</sup>) This reserve will be non-disposable for a period of 5 years and will be absolutely separated from the others and under the appropriate section in the Bank's accounting books, in compliance with that set forth in article 25.1.b) of the Spanish Law 27/2014 of 27 November, on Corporate Income Tax.

Payment of dividend is expected to take place on 10 May 2019.

#### **FIVE.- Determination of the number of Directors.**

##### **Background information**

On 21 December 2018, the Company reported, via Relevant Fact, the resignation from his position as Company Director presented by the proprietary director Mr. Eloy Domínguez-Adame Cobos.

The Board of Directors, with the support of its Appointments Committee, after concluding that the vacancy produced does not affect the collective suitability of the Board of Directors for the performance of its functions; that the Board of Directors will have the capacity to make independent and autonomous decisions to the benefit of the Company; that the different specialization areas needed are duly covered; and that both the quantitative and qualitative composition are adequate, it has not considered necessary to cover the vacancy, and therefore submits to the General Meeting the following proposed resolution.

##### **Proposed resolution**

In accordance with that set forth in Article 16 of the Corporate Bylaws, to establish in twelve (12) the number of members of the Board of Directors.

#### **SIX.- Advisory vote on the Annual Report on the Remuneration of Directors corresponding to the business year ended on 31 December 2018.**

Approval, with advisory nature, of the Annual Report on the Remuneration of Directors of Unicaja Banco, S.A., corresponding to the business year ending on 31 December 2018.

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

- A) To delegate to the Board of Directors to (i) carry out any legal acts or actions that may be required or convenient to implement, interpret, supplement, correct or develop the resolutions, to grant public or private documents which may be deemed necessary or convenient for their fullest effectiveness, including rectification, supplement or correction; (ii) to determine any other circumstances that may be required, adopting and implementing the necessary resolutions, publishing the notices and providing the guarantees that may be required for the purposes established in the law, as well as executing the necessary documents and completing the appropriate procedures, proceeding to comply with the requirements set by the law for the broadest implementation of the resolutions approved by this General Meeting of Shareholders; and (iii) to delegate to any executive Director of the Company all or part of the authority received from this General Meeting, both under the preceding resolutions and under this resolution Seven.
- B) To delegate to the President Mr. Manuel Azuaga Moreno, to the Secretary, Mrs. Teresa Sáez Ponte and to the Deputy Secretary, Mr. Vicente Orti Gisbert, for any of them, indistinctively and without prejudice to any other existing power, to be able to, as broadly as required (i) appear before the Notary of their choice to arrange attestation as a public document of the resolutions adopted in this General Meeting, including, in particular and among other authorizations, the granting of the public deeds and notarial acts or convenient to that end, the correction, ratification, interpretation or supplement of the resolutions and execution of any other public or private document that may be necessary or convenient; (ii) proceed to submission to the Trade Register, for its registration, of the certification of the resolutions to approve the individual and consolidated annual accounts, attaching the necessary documents until obtaining the corresponding inscription at the Trade Register of the resolutions adopted; and (iii) apply to the Trade Register for the total or, if applicable, partial registration of the resolutions adopted, if they do not agree to their total registration.

\*\*\*