



**PROCEDURE FOR PROXY GRANTING AND FOR
THE EXERCISE OF THE VOTING RIGHT BY
REMOTE MEANS OF COMMUNICATION**

GENERAL MEETING 2019

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1. PROXY THROUGH REMOTE MEANS OF COMMUNICATION

Pursuant to Article 11 of the Regulations of the General Meeting of Shareholders (hereinafter, "Meeting") of Unicaja Banco, S.A. (hereinafter "Unicaja Banco" or the "Company"), shareholders may exercise their right to attend in person or be represented at the General Meeting by another person, whether or not a shareholder ("proxy"), in compliance with the requirements set by the Law, the Bylaws and the Regulations of the General Meeting of Shareholders of Unicaja Banco.

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

a) Hand or postal delivery

The representation will be granted by filling in the space allocated for that purpose on the attendance card provided by the depository entity or on that made available to shareholders by the Company through its corporate website (www.unicajabanco.com) under the section General Meeting of Shareholders. The shareholder may obtain the proxy card of the Company by downloading and printing it from the website; by withdrawing it at the registered office; or may request its free shipping to the "Shareholder and Bondholder Service Office".

The attendance, proxy and voting card, duly completed and signed by an autograph, must be sent to the Company by post or must be hand delivered at the Company's registered office ("Shareholder and Bondholder Service Office"; Avenida de Andalucía, 10-12, 29007-Málaga).

b) Electronic means

Proxy-granting and notification to the Company may be made electronically through the system enabled for this purpose on the Company's corporate website (www.unicajabanco.com) from 9 April 2019 and until midnight (24:00) of the day before that scheduled to hold the meeting on first call. The said website explains in detail the procedure to be followed by the shareholder to exercise this right. The shareholder must prove his identity by means of a valid electronic Spanish identity document (DNI) or by means of a recognized electronic certificate, which does not include its revocation, issued by the Fábrica Nacional de Moneda y Timbre (FNMT).

A proxy may attend the Meeting, as long as he/she reaches the minimum number of shares that confer the right to attend, delivering the attendance and proxy cards, signed by the shareholder, at the desks for the registration of shareholders.

The appointed proxy attending the Meeting must prove his/her identity in the same way as required to the shareholders in attendance. The proxy shall only exercise representation and vote by his/her physical presence at the Meeting.

Any delegation or proxy that does not contain a nominative expression of the person to whom it is delegated or that is conferred generically to the Board of Directors shall be deemed conferred in favor of the Chairman of the General Meeting of Shareholders.

Unless otherwise stated by the shareholder, the conferred delegation extends to proposed resolutions other than those formulated by the Board of Directors of the Company and to items that may be submitted to vote in the Meeting as permitted by Law.

For the purposes of articles 523 and 526 of the Spanish Corporate Enterprises Act, it is stated that if the proxy is a director of the Company, he/she may be in a situation of conflict of interest in relation to: i) the items on the Agenda Three and Six; ii) the proposed resolutions other than those formulated by the Board; and iii) items that, although not included on the Agenda, may be submitted to vote at the Meeting as permitted by Law.

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In the above mentioned cases, unless there are precise voting instructions for each of the said items, proxy shall be considered as granted to the Deputy Secretary non-member of the Board of Directors.

In all cases of delegation in favor of a member of the Board of Directors where the delegation card does not incorporate express voting instructions, it will be understood, for all purposes, i) that the proxy will vote in favor of the proposed resolutions made by the Board of Directors; ii) that the proxy will vote in the direction that he/she deems appropriate in the proposed resolutions not assumed by the Board of Directors; and iii) that the proxy will abstain in those proposals that although not included on the Agenda may be submitted to vote at the Meeting as permitted by Law.

A proxy may represent several shareholders, being able to cast votes in different directions, depending on the instructions given by each shareholder, but a shareholder shall not grant representation to more than one proxy.

The shareholder conferring his/her representation must inform the appointed proxy of the representation he/she has granted in his/her favor and, where appropriate, the voting instructions. When the representation is granted in favor of a member of the Board of Directors, the communication shall be understood to have been made through reception at the registered office of the documentation in which the representation is registered.

2. VOTING BY REMOTE MEANS OF COMMUNICATION

Pursuant to Article 23 of the General Meeting Regulations of Unicaja Banco, shareholders may exercise their right to vote without having to attend the General Meeting in person, and they will be considered as present for the purpose of the constitution of the General Meeting.

Shareholders may vote remotely using the following means:

a) Hand or postal delivery

The exercise of the right to vote by this procedure will be made by filling in the space allocated for that purpose on the attendance card provided by the depository entity or on that made available to shareholders by the Company through its corporate website (www.unicajabanco.com) under the section General Meeting of Shareholders. The shareholder may obtain the voting card of the Company by downloading and printing it from the website; by withdrawing it at the registered office; or may request its free shipping to the "Shareholder and Bondholder Service Office".

The attendance, proxy and voting card, duly completed and signed by an autograph, must be sent to the Company by post or must be hand delivered at the Company's registered office ("Shareholder and Bondholder Service Office"; Avenida de Andalucía, 10-12, 29007-Málaga).

If the card does not indicate the direction of the vote, it will be understood, in any case, that the shareholder votes in favor of the proposed resolutions formulated by the Board of Directors on the items of the Agenda published in the call.

b) Electronic means

The vote may be issued electronically through the system enabled for this purpose on the Company's corporate website (www.unicajabanco.com) from 9 April 2019 and until midnight (24:00) of the day before that scheduled to hold the meeting on first call. The said website will explain in detail the procedure to be followed by the shareholder to exercise this right.

Shareholders who wish to use this voting process must prove their identity by means of a valid electronic Spanish identity document (DNI) or by means of a recognized electronic certificate, which does not include its revocation, issued by the Fábrica Nacional de Moneda y Timbre (FNMT).

3. COMMON RULES TO THE EXERCISE OF PROXY AND VOTING RIGHTS BY REMOTE MEANS OF COMMUNICATION

3.1. Data verification

The Company reserves the right to verify the identity of the shareholders and their proxies, to verify ownership (by contrasting the information provided by each shareholder with that provided by the institution in charge of the accounting registry of shares of the Company) and the legitimacy of their rights and to admit the validity of the document or attendance or proxy document, and should only consider as invalid that document which lacks the minimum essential requirements and provided that these cannot be solved.

3.2. Legal persons

In the case of shareholders who are legal persons, the Company reserves the right to require evidence of the sufficiency and validity of the power of the individual acting on behalf of the shareholder.

3.3. Deadline for reception by the Company

For its validity, both the proxy granted and the votes issued by means of remote communication must be received by the Company before midnight (24:00) of the day before the date scheduled to hold the General Meeting on first call.

3.4. Revocation and priority

(i) The physical attendance of the shareholder at the General Meeting, as well as the attendance resulting from the remote casting of votes, involves the revocation of any delegation, regardless of the date and form thereof.

(ii) The proxy and the exercise of the right to vote issued by means of remote communication are always revocable. The revocation of the proxy and of the vote issued by means of remote communication will only take place through the attendance of the shareholder at the General Meeting.

(iii) The physical attendance of the shareholder at the General Meeting, involves the revocation of the votes issued by remote communication means.

(iv) The issuance of votes and the delegation of proxy by electronic means shall prevail, in any case, over those which the same shareholder may make by hand or postal delivery.

3.5. Responsibility for the custody of the electronic certificate and signature creation devices

(i) Shareholders shall have sole responsibility for the diligent use of their electronic DNI (Spanish identity document) and of their data of electronic signature creation and custody of the electronic certificate for the exercise of their proxy or remote voting rights by electronic means.

(ii) Shareholders using electronic signature shall provide proof that the electronic certificate used has not been revoked or suspended and that it is not expired or has been otherwise rendered unusable at the time the electronic signature is generated.

3.6. Service Availability

(i) The Company reserves the right to modify, suspend, cancel or restrict the mechanisms of electronic voting and delegation if so required or imposed by technical or security reasons.

(ii) The Company shall not be liable for the damages that may be caused to the shareholder arising from damages, overloads, falls in the lines of communication, connection failures, malfunction of the postal service or any other event of the same or similar nature, unrelated to the will of the Company, which could hinder or prevent the shareholder from exercising their voting or representation rights by remote means of communication.

4. DATA PROTECTION

In accordance with the regulations on personal data protection, the personal data of shareholders and, if applicable, their proxies, provided to the Company for the exercise of their rights to information, attendance, proxy and voting at the General Meeting, or provided by the banking institutions and securities companies and agencies in which the former have their shares deposited, through Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, SAU (IBERCLEAR), will be processed by Unicaja Banco, S.A., with registered address in Avenida de Andalucía, 10-12, Málaga (C.P. 29007), as responsible for the processing, in order to manage the development, compliance and control of the existing shareholding relationship or, if applicable, of the existing proxy, the notice of call, holding and broadcast of the General Meeting, which will be recorded using audiovisual means and publicly broadcasted on the company's corporate website (www.unicajabanco.com), as well as to comply with its legal obligations.

The attendees expressly accept and consent to the capturing, treatment, reproduction, distribution, public communication, viewing and dissemination of their voice, image and any other personal data that may be captured and expressed during the development of the General Meeting, in compliance with the Company's legitimate interest to record and broadcast the General Meeting, recognised in the rules and principles of transparency and good corporate governance which are applicable to it, as well as in the consent of the attendee to the General Meeting.

In the case that natural persons different from the holder or, as the case may be, a third party different from the shareholder, attend the General Meeting, the shareholder must inform them of the topics mentioned in the paragraphs above related to the treatment of personal data, must obtain the consent of the proxy appointed and meet any other requirement which may be applicable for the correct transfer of personal data to Unicaja Banco, which will not have to do any additional action with regard to the interested parties.

The data will be accessible to the Notary who will attend the General Meeting, and may be provided to third parties in the exercise of the right to information provided by law or available to the public insofar as they appear in the documentation available on the website (www.unicajabanco.com) or are stated in the General Meeting whose development will be the object of audiovisual recording and public dissemination on said website.

The treatment of the personal data is necessary for the mentioned purposes and is based on the relationship as shareholder and on the compliance with legal obligations. The data will be conserved during the development of the said relationship and, then, during the applicable prescription periods of any legal or contractual actions.

The holders of the personal data may send their request of access, rectification, cancellation and opposition, limitation to the treatment, portability or withdraw the consent previously given, by means of a written communication addressed to Personal Data Protection Officer of Unicaja Banco, Avenida de Andalucía 10-12, 29007 Málaga, or by sending an e-mail to oficina.proteccion.datos@unicaja.es. In any case, they will always have the possibility to contact the Agencia Española de Protección de Datos, the Spanish authority on data protection, www.aepd.es.

5. CONTACT

For any query or clarification related to the procedure for proxy granting and to the right to vote by means of remote communication, shareholders may contact the "Shareholder and Bondholder Service Office" of Unicaja Banco, by e-mail sent to buzondeaccionistas@unicaja.es or by calling: +34 952 138 165 (Monday to Friday from 8:00 a.m. to 3:00 p.m., except national holidays).