

**NOTICE OF CALL  
ANNUAL GENERAL MEETING OF SHAREHOLDERS 2020 BIS  
UNICAJA BANCO, S.A.**

The Board of Directors of Unicaja Banco, S.A. (hereinafter, the Company or Unicaja Banco), has resolved to call the Annual General Meeting of Shareholders of the Company (hereinafter, the General Meeting), to be held at the registered office of the Company, located in Málaga, Avenida de Andalucía, 10-12, on 27 October 2020, at 10:00 a.m., on first call and, if there is not a sufficient quorum, on second call, on 28 October 2020, at the same place and time, with the following:

**AGENDA**

**One.-** Approval of the proposal for allocation of profit corresponding to the business year ended on 31 December 2019.

**Two.-** Share capital reduction by means of the redemption of own shares, with a charge to unrestricted reserves and with exclusion of the creditors' right to challenge reduction. Amendment of Article 5 of the Bylaws. Delegation to the Board of Directors with the power to sub-delegate.

**Three.-** Delegation of powers to execute, construe, supplement, develop, correct and implement the resolutions adopted by the General Meeting of Shareholders.

**Notice of Call**

Pursuant to article 516 of the Spanish Corporate Enterprises Act (*Ley de Sociedades de Capital*) and Article 7.1 of the General Shareholders' Meeting Regulations of Unicaja Banco, S.A. (the "General Meeting Regulations"), the notice of call shall be published on Company's corporate website ([www.unicajabanco.com](http://www.unicajabanco.com)), on the website of the Comisión Nacional del Mercado de Valores ([www.cnmv.es](http://www.cnmv.es)) as "Other Relevant Information" (*Otra Información Relevante*) and on some of the newspapers with the highest circulation in Spain, at least one month before the date set for the meeting to be held.

**Important information regarding the health crisis caused by the Covid-19**

In light of the situation caused by the Covid-19 pandemic and in order to avoid the risks arising from gatherings of people, the Board of Directors has resolved, under the provisions of Article 41 of the Royal Decree-Law 8/2020 of 17 March on extraordinary urgent measures to address the economic and social impact of the Covid-19, in its final wording included in Final Provision One of the Royal Decree-Law 11/2020, to allow remote attendance to the General Meeting, in the terms included in this notice of call.

In the event that, on the dates on which the General Meeting is scheduled to be held, there are in force measures or recommendations of government or health authorities and affecting the free movement of people or the possibility to hold meetings with the attendance of several people, or if the Board of Directors notices the existence of risks that so recommend it, the General Meeting would be held, on the same dates and times included in this present announcement, without the attendance in person of shareholders or their proxies, exclusively using remote means. In that case, shareholders would be informed by the publication of a supplementary notice to this call as established by the law.

In any case, due to the mentioned exceptional context, the Board of Directors recommends shareholders to exercise their rights prior to the holding of the meeting, using the alternative means to attendance in person that they have available, as established in this notice of call.

#### **Supplement to the call and submission of proposed resolutions**

In accordance with Article 519 of the Corporate Enterprises Act, and with sections 4 and 5 of Article 7 of the General Meeting Regulations, shareholders representing at least three per cent of the share capital may: (i) request the publication of a supplement to the call to General Meeting, adding one or more items to the Agenda, provided that the said new items are accompanied by an explanatory justification or, as applicable, a proposed resolution with an explanatory justification; and (ii) submit reasoned proposals for resolutions on matters already included or which must be included on the agenda of the General Meeting.

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

#### **Right of Attendance**

In accordance with Article 9.3 of the Corporate Bylaws and with Article 10.2 of the General Meeting Regulations, shareholders who hold at least one thousand (1,000) shares and have those shares registered in the corresponding accounting registry at least five (5) days prior to the date on which the General Meeting is to be held on first call, shall be entitled to attend the General Meeting. Holders of fewer shares may group together until they reach at least that figure, and they shall appoint their representative.

#### **In person attendance at the venue**

In order to provide proof of identity of the shareholders, or of those who validly represent them, at the entrance of the venue where the General Meeting will be held, the attendees will be asked for their attendance, proxy and voting card and to show their Spanish identity document or any other official document generally accepted for these purposes and, if applicable, certificate of legitimation or the documents proving the status of the representative.

Without prejudice to the fact that the Company, the entities participating in IBERCLEAR or the corresponding intermediary, management or depository institutions, send to each shareholder entitled to attend a nominative attendance card, the Company may issue the mentioned card before the beginning of the General Meeting in favor of those holders of shares which prove that these have been registered in the corresponding accounting registry at least five (5) days before the day on which the meeting is to be held on the first call.

Additionally, shareholders shall also be able to get the attendance, proxy and remote voting card by collecting it at the Company's registered address or by requesting it to the Shareholder and Bondholder Office, on the phone number +34 952 13 81 65, or by e-mail sent to ([buzondeaccionistas@unicaja.es](mailto:buzondeaccionistas@unicaja.es)).

One hour before the scheduled time for the start of the meeting, that is, after 9:00 a.m., the shareholders, or those who validly represent them, will be able to present to the staff their respective attendance, delegation and voting cards and, as the case may be, documents proving legal representation.

## **Remote attendance**

Shareholders with the right to attend and vote at the General Meeting may attend and vote at the said event, on their name or duly represented, by remote means which allow their simultaneous connection to the place where the meeting is held.

Those attending to the General Meeting by remote means, and any other interested person, shall be able to follow the General Meeting, which will be broadcast live through the enabled on the corporate website.

The shareholders and proxies attending by remote means shall observe the following rules:

### **1) Prior registration**

Shareholders and proxies shall register in advance by clicking the link enabled on the corporate website for “Remote attendance”, from 08:00 on 22 October 2020 and not later than 15:00 on 26 October 2020. After that moment, registrations will not be admitted for the exercise of remote attendance.

The shareholder who wishes to register on the corporate website shall prove his/her identity by any of the following means (a) electronic national identity document; (b) electronic certificate issued by the Autoridad Pública de Certificación Española (CERES) dependent on the Fábrica Nacional de Moneda y Timbre (FNMT).

For the shareholder’s proxy to be able to attend the General Meeting remotely, he/she shall prove the appointment as proxy and his/her identity to the Company, by the submission of the Attendance, Proxy and Voting Card subscribed by the shareholder, or, if applicable, copy of the power registering the proxy, and a copy of the national identity document (DNI), foreigner ID (NIE) or passport of the proxy, which will have to be received by the Company not later than 15:00 on 26 October 2020, by ordinary post sent to the Company’s registered address (Avenida de Andalucía, 10-12, 29007 Malaga) or by e-mail ([buzondeaccionistas@unicaja.es](mailto:buzondeaccionistas@unicaja.es)).

### **2) Connection on the day of the General Meeting**

The shareholder or proxy registered, pursuant to the provisions of the section above, to attend the General Meeting remotely shall connect to the enabled site on the corporate website, called “Remote Attendance” (“Asistencia remota”) on the day of the General Meeting (27 October 2020, or, if applicable, 28 October 2020, depending on the meeting being held on first or second call), between 08:45 and 09:45, and shall identify following the instructions given at the moment of access. Connection of the attendees outside the said time windows will not be admitted.

In the event that the General Meeting is held on second call, those attending by remote means and who have connected on first call, shall connect again for the remote attendance to the General Meeting on second call, that is, between 08:45 and 09:45 on 28 October, and no prior registration is needed in addition to that made for the first call.

### **3) Exercise of the right to speak, receive information and make proposals**

Shareholders or their proxies attending the General Meeting remotely, may: i) speak at the General Meeting; ii) request information or clarifications; iii) submit proposals on matters not included in the Agenda of the Meeting but which, as permitted by the Law, may be proposed during the General Meeting. The presentations, request of information or proposals must be received by the Company, in

writing, not later than 15:00 on 26 October 2020, by ordinary post sent to the Company's registered address (Avenida de Andalucía, 10-12, 29007 Malaga), to the attention of "Shareholder and Bondholder Service Office", or by e-mail ([buzondeaccionistas@unicaja.es](mailto:buzondeaccionistas@unicaja.es))

If the shareholder or his/her proxy wishes to have his/her presentation recorded in the minutes of the meeting, he/she shall state that expressly and shall attach the full text of the presentation through any of the mentioned ways to contact the Company.

The requests for information or clarification made by shareholders or their proxies attending remotely, pursuant the provisions of Article 182 of the Corporate Enterprises Act, will be replied in writing within seven days following the end of the General Meeting, without prejudice to the possibility that they are verbally replied to at the meeting.

#### 4) Voting

Shareholders or their proxies, attending remotely, shall cast their vote on the proposals related to the items on the Agenda or to those corresponding to items which, although not initially included, may be added during the development of the General Meeting, through the mentioned corporate website and with the corresponding voting form. In any case, the process for remote voting for all the proposed resolutions submitted to the General Meeting will end when the voting period is declared ended by the panel.

#### 5) Leaving the meeting

If a person attending the meeting remotely wishes to inform of his/her express will to leave the Meeting, he/she shall send an e-mail to [buzondeaccionistas@unicaja.es](mailto:buzondeaccionistas@unicaja.es). Once his/her express will to leave the meeting has been communicated, any action that he/she may carry out after that shall be considered as not carried out.

#### 6) Other topics

Shareholders or proxies attending the General Meeting remotely may record the reservations that they deem appropriate regarding the quorum of the General Meeting by e-mail sent to [buzondeaccionistas@unicaja.es](mailto:buzondeaccionistas@unicaja.es) in the deadlines set during the General Meeting.

The remote attendance of shareholders will be equivalent to their attendance in person at the Annual General Meeting of Shareholders. Therefore, shareholders casting their votes using remote means shall be considered as present for all purposes. The remote attendance of shareholders or their proxies will leave without effect the voting or proxy previously made by any other procedure established by the Company. Also, attendance in person at the Meeting shall leave remote attendance without effect.

It is the sole responsibility of the shareholder or his/her proxy to custody the identification means and, if applicable, passwords required to access and use the remote attendance service.

The Company shall not be liable for the damages that may be caused to the shareholder or his/her proxy arising from faults, overloads, failure in the lines of communication, connection failures or any other event of the same or similar nature, unrelated to the will of the Company, which could result in the occasional unavailability of its website, without prejudice to it taking the required measures, such as the eventual temporary suspension or deferral of the Meeting, should that be needed to ensure that shareholders or proxies exercise their rights in full.

The mechanisms to attend the Meeting remotely will be applicable both in the case that the General Meeting is held in the venue mentioned in this notice of call with the possibility of attending in person, and in the case that the General Meeting is held exclusively online, in accordance with that established in the present notice of call.

In those topics not expressly regulated, the same rules applicable for attendance in person will be applied to shareholders attending remotely to the General Meeting.

### **Right to Information**

As from the date of publication of the notice of call, and until the General Meeting is held, shareholders have the right to examine, at the registered address, in Malaga, Avenida de Andalucía 10-12, from 08:00 to 15:00, Monday to Friday, or on the corporate website, the documents related to the General Meeting or to be submitted to approval by the Meeting. Additionally, they may obtain from the Company the said documents, immediately and free of charge.

For that purpose, and in accordance with the provisions of article 518 of the Corporate Enterprises Act and Article 8 of the General Meeting Regulations, as from the date of publication of this call, the following information will be incorporated into the corporate website of the Company ([www.unicajabanco.com](http://www.unicajabanco.com)) in an uninterrupted manner until the date of the General Meeting:

- (i) Notice of call
- (ii) Full text of the proposed resolutions.
- (iii) Report of the Board of Directors in relation to the proposal for allocation of profit of the financial year 2019 referred to in item One of the agenda.
- (iv) Letter from the accounts auditor on the new proposal for allocation of profit of the financial year 2019.
- (v) Report of the Board of Directors in relation to the proposal to reduce share capital of the Company referred to in item Two of the agenda.
- (vi) Applicable rules for the exercise of the right to information, proxy and remote voting through remote means, as well as for the remote attendance to the General Meeting, and the documents required for that purpose.
- (vii) Attendance, proxy and remote voting card.
- (viii) Regulations of the Shareholders' Electronic Forum.
- (ix) Total number of shares and voting rights of the Company as at the date of the call to General Meeting.
- (x) Information about the venue where the General Meeting is to be held.
- (xi) Valid requests for information, clarifications or questions submitted by the shareholders pursuant to their right to information and the replies provided, if applicable, by the directors.

Shareholders are reminded that the information regarding the Annual General Meeting held on 29 April 2020 is available on the corporate website.

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

Valid requests for information, clarifications or questions made in writing, and the answers provided in writing by the Board of Directors will be posted on the Company's website and will be made available to all shareholders attending the Meeting at the beginning of the corresponding session.

During the General Meeting, shareholders, or their proxies, attending in person may verbally request information or clarifications that they deem appropriate regarding the items included on the agenda. In the event that it is not possible to satisfy the right of the shareholder during the Meeting, the directors shall provide in writing the information requested to the interested shareholder within seven (7) days following the end of the General Meeting.

In order to facilitate or clarify any information or documentation related to this General Meeting, shareholders may contact Unicaja Banco, S.A. - "Shareholder and Bondholder Service Office", in person, from Monday to Friday, from 8:00 a.m. to 3:00 p.m., by post to the registered office, located at the following address: Avenida de Andalucía, 10 -12, 29007 - Málaga; by e-mail, through the mailbox: "buzondeaccionistas@unicaja.es"; or by calling the following phone number +34 952 138 165. In case of electronic communications, and for the purpose of providing the system with the appropriate guarantees of the authenticity and identification of the shareholder exercising his/her right, the shareholder shall incorporate to the electronic document used to request information, his/her electronic signature or, if failing, his/her name and surname (or company name), tax identification number and number of shares that he/she holds.

#### **Shareholders' electronic forum**

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

#### **Procedure to appoint a proxy**

Pursuant to Article 11 of the General Meeting Regulations, shareholders with the right to attend may exercise their right to attend in person or to be represented at the General Meeting by another person, whether or not a shareholder. The proxy must be appointed in writing or by remote communication means, with special status for each Meeting, except if the appointed proxy is the spouse, ascendant or descendant of the person represented or of it is general proxy, in a public document, to manage all the assets that the shareholder has in the national territory.

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

##### **a) Postal delivery or correspondence.**

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The proxy will be appointed by filling in the space allocated for that purpose on the attendance, proxy and voting card provided by the depository entity or by the Company itself. The shareholder may obtain the attendance, proxy and voting card of the Company by downloading it from the Company website; by withdrawing it at the registered office; or may request its free shipping to the "Shareholder and Bondholder Service Office".

The attendance, proxy and voting card, duly completed and signed by an autograph, must be sent to the Company to the following address: Unicaja Banco, S.A. - "Shareholder and Bondholder Service Office "; Avenida de Andalucía, 10-12, 29007-Málaga.

b) Electronic means.

The appointment of proxies and notification to the Company may be made electronically through the system enabled for this purpose on the Company's corporate website ([www.unicajabanco.com](http://www.unicajabanco.com)) from 15 October. It explains in detail the procedure to be followed by the shareholder to exercise this right. The shareholder must provide proof of his/her identity by means of a valid electronic Spanish identity document (DNI) or by means of a recognized electronic certificate, which does not include its revocation, issued by the Fábrica Nacional de Moneda y Timbre (FNMT).

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

The proxy may attend the General Meeting in person or remotely, as long as he/she reaches the minimum number of shares that confer the right to attend. In case of remote attendance, the previously mentioned rules on "prior registration" must be observed.

In the case of attendance in person, the proxy shall deliver the attendance, proxy and voting cards signed by the shareholder, at the desks for the registration of shareholders.

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

**Conflict of interest of the proxy director**

For the purposes of articles 523 and 526 of the Corporate Enterprises Act, it is noted that if the proxy is a director of the Company, he/she may be in a situation of conflict of interest in relation to the proposed resolutions formulated by the Board of Directors, as well as to proposals or items that, although not included on the agenda, may be submitted to voting at the Meeting, as permitted by Law.

**Remote voting**

Pursuant to Article 23 of the General Meeting Regulations, shareholders may cast their votes on proposals related to items included on the agenda without having to attend in person and will be considered as present for the purpose of setting up the General Meeting of Shareholders in question. Shareholders have the following means:

a) Postal delivery or correspondence

The same procedure as that established for remote appointment of a proxy will be followed.

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

b) Electronic means

The vote may be issued electronically through the system enabled for this purpose on the Company's corporate website ([www.unicajabanco.com](http://www.unicajabanco.com)) from 15 October. It explains in detail the procedure to be followed by the shareholder to exercise this right. Shareholders who wish to use this voting process must prove their identity by means of a valid electronic Spanish identity document (DNI) or by means of a recognized electronic certificate, which does not include its revocation, issued by the Fábrica Nacional de Moneda y Timbre (FNMT).

**Common rules to the exercise of rights of proxy and voting by remote communication means**

Verification of details

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

Legal persons

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

Deadline for reception by the Company

For it to be valid, the proxy and/or the vote issued by any of the aforementioned means of remote communication must be received by the Company before 15:00 on 26 October 2020.

Revocation and priority

The attendance of the shareholder in person or remotely to the General Meeting, or casting a remote vote, means the revocation of any proxy, regardless of the date and form thereof.

The proxy and the exercise of the right to vote issued by means of remote communication are always revocable. The revocation of the proxy and the exercise of the vote issued by means of remote communication will only take place through the attendance of the shareholder at the General Meeting, either in person or remotely.

The casting of vote and the delegation of proxy by electronic means shall prevail, in any case, over those which the same shareholder may make by postal delivery or correspondence.

Service availability

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

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

#### **Live broadcast**

The General Meeting will be broadcasted live through the corporate website ([www.unicajabanco.com](http://www.unicajabanco.com)).

#### **Notary Attestation**

The Board of Directors has resolved to request the presence of a Notary to draw up the minutes of the Meeting.

#### **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 and control the call, holding and broadcast of the General Meeting, in compliance with its legal obligations arising from the existing shareholding relationship. It is hereby notified that the General Meeting will be recorded using audiovisual means with the sole and exclusive purpose of being publicly broadcasted on the company's corporate website ([www.unicajabanco.com](http://www.unicajabanco.com)).

By attending the General Meeting, the attendees expressly, unequivocally and conclusively 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. Likewise, the purpose of the processing is based on the compliance with the Company's legitimate interest to record and broadcast the General Meeting, in compliance with the recommendations of the Good Governance Code for Listed Companies which are applicable to it, as well as in the consent of the attendee to the General Meeting, having at his/her disposal other means to exercise his/her rights.

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 processing 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 legal grounds for the processing of the said third party's data are the same as those described above for shareholders.

The data will be accessible to the Notary who will attend the General Meeting, and may be provided to third parties to comply with a legal obligation or available to the public from any location in and outside the European Union, insofar as they appear in the documentation available on the website ([www.unicajabanco.com](http://www.unicajabanco.com)) or are stated in the General Meeting whose development will be the object of audiovisual recording and public dissemination on the said website.

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The processing of the personal data is necessary for the mentioned purposes and is based on compliance with legal obligations arising from the existing shareholding relationship. 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, opposition, limitation to the processing, portability or withdraw the consent previously given, by means of a written communication addressed to Personal Data Protection Office of Unicaja Banco, Avenida de Andalucía 10-12, 29007 Málaga, or by sending an e-mail to [oficina.proteccion.datos@unicaja.es](mailto: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](http://www.aepd.es).

#### **General information**

The General Meeting is expected to be held on first call, on 27 October 2020, at the place and time previously mentioned.

Malaga, 25 September 2020.- The Secretary of the Board of Directors.