



ANNUAL GENERAL MEETING OF SHAREHOLDERS 2020 BIS

**FULL TEXT OF THE PROPOSED RESOLUTIONS SUBMITTED BY THE
BOARD OF DIRECTORS**

MALAGA, 25 SEPTEMBER 2020

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

“Approval of the following proposal for allocation of profit of Unicaja Banco, S.A. corresponding to the financial year ending on 31 December 2019, stated by the Board of Directors:

(a) To legal reserve:	12,557,203.70 euros.
(b) To voluntary reserves:	109,014,833.30 euros.
(c) To capitalization reserve Law 27/2014:	4,000,000.00 euros ¹ .
Total:	125.572.037,00 euros

(¹) 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.”

Pursuant to the provisions of Article 40.6 bis of Royal Decree-Law 8/2020 of 17 March, on urgent extraordinary measures to address the economic and social impact of COVID-19, this proposal for allocation of profit replaces the one included in the notes to the annual accounts corresponding to the financial year ended on 31 December 2019, which were approved by the Annual General Meeting of Shareholders held on 29 April 2020, under item One of the Agenda, excluding the said proposal for allocation of profit (*which the Board of Directors, at their meeting held on 7 April 2020, resolved to leave without effect and to withdraw from the agenda of the Annual General Meeting of Shareholders, as announced by the Company on 7 April, both on the CNMV website, as Inside Information with registration number 154, and on its website*).

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.

“Reduction of the share capital by 30,541,097 euros, by means of the redemption of 30,541,097 shares held by the Company as treasury stock, with a nominal value of one euro each (the “Capital Reduction”).

Given that the purpose of the Capital Reduction is the redemption of own shares held by the Company itself, there will be no repayment of contributions.

The Capital Reduction will be carried out with a charge to unrestricted reserves and the Company will post a reserve for redeemed capital for an amount equal to the nominal value of the

redeemed shares, the use of which, pursuant to article 335 c) of the Corporate Enterprises Act, will only be possible with the same requirements as those set forth for reducing share capital, and therefore, in accordance with the said provision, the company creditors shall not be entitled to the right to challenge reductions referred to in article 334 of the Corporate Enterprises Act.

For the purposes of Article 411.1 of the Corporate Enterprises Act, it is hereby noted that the consent of the bondholders of the outstanding bonds is not required, as the initial proportion between the total capital plus Company reserves and the amount of unredeemed bonds will not be modified.

The Capital Reduction shall be executed in a term no longer than one month since the approval of the present proposed resolution by the General Meeting.

Once the share Capital Reduction is executed, subject to the proceedings that may be applicable, Article 5 of the corporate bylaws will be reworded as follows:

“Article 5. Share Capital

The share capital stands at ONE THOUSAND FIVE HUNDRED SEVENTY-NINE MILLION, SEVEN HUNDRED SIXTY-ONE THOUSAND AND TWENTY-FOUR EUROS (1,579,761,024€), divided into ONE THOUSAND FIVE HUNDRED SEVENTY-NINE MILLION, SEVEN HUNDRED SIXTY-ONE THOUSAND AND TWENTY-FOUR (1,579,761,024) nominative shares with a par value of ONE EURO (1.00€) each, fully subscribed and paid up, and all of the same class and series.”

Delegation of powers to the Board of Directors, as broadly as may be necessary in Law, with express power to sub-delegate or, when it is legally possible, to grant power to any or several persons, member or not of the same body, so that acting severally or jointly, as established, proceed to the execution of the Capital Reduction, being able to determine those aspects not expressly foreseen therein or not a consequence thereof.

In particular, and including but not limited to, the Board of Directors is authorized, as broadly as may be necessary in Law, and with the above mentioned express powers to sub-delegate or, if applicable, to grant powers, to:

- (i) Determine the date on which, within the one-month period since approval by the General Meeting of the present proposed resolution, the Capital Reduction must be executed.
- (ii) Execute the Capital Reduction.
- (iii) Carry out any actions and to subscribe public or private documents as may be necessary and convenient for the execution and formalization of the Capital Reduction, including supplement or correction of mistakes or omissions which may prevent its full effectiveness.

- (iv) Request and carry out as many procedures and actions as may be necessary for the delisting of the redeemed shares in the stock exchanges of Madrid, Barcelona, Bilbao and Valencia, through the Sistema de Interconexión Bursátil (Continuous Market) and the cancellation of the corresponding accounting registries of "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A, Unipersonal" (IBERCLEAR).
- (v) Carry out any action, necessary or convenient for the effectiveness of the Capital Reduction, before Spanish or foreign entities or public or private institutions.

THREE.- Delegation of powers to execute, construe, 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 execute, construe, 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 Three.
- B) To delegate to the Chairman Mr. Manuel Azuaga Moreno, to the CEO, Mr. Ángel Rodríguez de Gracia, to the Secretary, Ms. 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 necessary 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 of the certification of the resolution approving the proposed allocation of profit; and (iii) apply, if applicable, 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.
