

UNICAJA BANCO, S.A.

EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS

30 JULY 2019

FULL TEXT OF THE PROPOSED RESOLUTIONS THAT THE BOARD OF DIRECTORS OF UNICAJA BANCO, S.A., SUBMITS TO THE GENERAL MEETING, RELATED TO THE CORRESPONDING ITEMS ON THE AGENDA OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS, CONVENED TO BE HELD IN MALAGA ON 30 JULY 2019, ON FIRST CALL, AND IF THE REQUIRED QUORUM IS NOT REACHED, ON SECOND CALL ON 31 JULY 2019.

MALAGA, 28 JUNE 2019

ONE.- APPOINTMENT OF DIRECTOR

Prior favourable report by the Appointments Committee:

To appoint Mr. Ángel Rodríguez de Gracia as director, with the status of executive director, for the statutory term of four years.

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

TWO.- NOVATION OF THE RESOLUTION ADOPTED BY THE ANNUAL GENERAL MEETING OF SHAREHOLDERS HELD ON 22 APRIL 2016, UNDER ITEM FOUR OF THE AGENDA, «AUTHORIZATION TO THE BOARD OF DIRECTORS FOR THE DERIVATIVE ACQUISITION AND/OR ACCEPTANCE AS COLLATERAL OF OWN SHARES IN ACCORDANCE WITH THE LIMITS AND REQUIREMENTS SET IN THE CORPORATE ENTERPRISES ACT»

To approve the novation of the resolution adopted by the Annual General Meeting of Shareholders held on 22 April 2016 under item Four of the Agenda, "Authorization to the Board of Directors for the derivative acquisition and/or acceptance as collateral of own shares in accordance with the limits and requirements set in the Corporate Enterprises Act" modifying the price at which the said transactions may be carried out, which will be the listed price of the shares of Unicaja Banco, S.A. (the "Company") in the latest transaction where the Company has not acted on its own account in the Continuous Market (including the block market), with a maximum variation, upwards or downwards, of ten per cent, and to ratify the other conditions of the mentioned resolution approved on 22 April 2016, which will remain in force in its own terms.

(The text of the resolution whose modification is proposed is attached to this document as Annex).

THREE.- 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

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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, including those under this resolution Three.

- B) To delegate to the Executive Chairman 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 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; and (ii) 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.

ANNEX

FULL TEXT OF THE RESOLUTION ADOPTED UNDER ITEM FOUR OF THE AGENDA: "AUTHORIZATION TO THE BOARD OF DIRECTORS FOR THE DERIVATIVE ACQUISITION AND/OR ACCEPTANCE AS COLLATERAL OF OWN SHARES IN ACCORDANCE WITH THE LIMITS AND REQUIREMENTS SET IN THE CORPORATE ENTERPRISES ACT", IN THE ANNUAL GENERAL MEETING OF SHAREHOLDERS HELD ON 22 APRIL 2016

ONE.- To authorize the Board of Directors, as broadly as required by law, to the derivative acquisition and/or acceptance as collateral of own shares of Unicaja Banco, S.A., complying with the requirements and limits set in the regulations in force at any time, in the following terms:

- a. Acquisition modalities: the acquisition may be made in one or several times, by purchase or any other onerous title allowed by the law.
- b. Maximum number of shares to be acquired: the nominal value of the shares to be acquired taken together with, if applicable, that of those shares already owned – directly or indirectly- shall not exceed the maximum percentage legally allowed at any time.
- c. Maximum price: underlying book value.
- d. Minimum price: nominal value.
- e. Term of the authorization: five (5) years from the date of the present resolution.

TWO.- To authorize the Subsidiary Companies, for the purposes of that established in article 146.a) of the Corporate Enterprises Act, to acquire shares of the Parent Company, in the same terms and with the same limits of the previous resolution.

THREE.- To authorize the Board of Directors, as broadly as required by law, to the use of this authorization and to its full execution and development, with the possibility of delegating, indistinctively, to any other person expressly authorized by the Board for this purpose, as broadly as deemed appropriate.