

Special report on the issue of bonds necessarily convertible into shares with exclusion of the pre-emptive right of subscription in the cases of articles 414 and 417 of the Capital Companies Act.

Seville, 19 April 2012.

SPECIAL REPORT ON THE ISSUE OF BONDS NECESSARILY CONVERTIBLE INTO SHARES WITH EXCLUSION OF THE PRE-EMPTIVE RIGHT TO SUBSCRIPTION IN THE CASES OF ARTICLES 414 AND 417 OF THE CAPITAL COMPANIES ACT.

To the shareholders of **Banca Cívica, S.A.**

For the intents and purposes of articles 414 and 417 of the Capital Companies Act (hereinafter referred to as the Capital Companies Act) and in accordance with the commission received from Banca Cívica, S.A. (hereinafter referred to as Banca Cívica or the Company), by appointment of the Companies Registrar III of Seville, Mr Juan Ignacio Madrid Alonso, we issue this Special Report on the issue of bonds necessarily convertible into shares with exclusion of the pre-emptive right of subscription, together with the attached Report by the Company's Directors (hereinafter referred to as the Directors' Report), which are placed at the disposal of the shareholders thereof.

The purpose of our work is not to certify the issue or conversion price of the bonds necessarily convertible into shares, but rather to indicate, by applying the procedures established in the corresponding technical rules in relation to the preparation of this type of special report in the case of article 414 of the Capital Companies Act whether or not the Report issued by the Company's Directors on 18 April 2012, attached as an annex to this report, contains the required information, which includes the explanation of the conversion bases and modalities, as well as the provisions of article 417 of the Capital Companies Act on the issue of a technical opinion on the suitability, sufficiency and reasonability of the data provided in the attached Directors' Report and on the suitability of the conversion ratio and, where applicable, the corresponding adjustment formulas, in order to compensate a possible dilution of the shareholders' economic share.

The Company's Directors have drawn up the attached report, which gives a detailed description of the conversion bases and modalities, as well as an explanation for the exclusion of the Company's shareholders' pre-emptive right of subscription.

In accordance with articles 414 and 417 of the Capital Companies Act and the aforementioned relevant technical rules, the following procedures have been applied to our work:

- a. Obtaining and analysing the following information:
 - Report issued by the Company's Directors on the issue of the bonds necessarily convertible into shares in the Company and the exclusion of the pre-emptive right of subscription.
 - The Company's audited individual and consolidated annual accounts for the year ended at 31 December 2011.
 - Minutes of the Shareholders Meetings and meetings of the Company's Board of Directors as held from 1 January 2012 to the date of this report.

- Preliminary valuation report issued by the Company's consultants in relation to the planned transaction.
- Other information that has been considered necessary for our work.
- b. Various meetings with the Company's Directors and its consultants to collect all the information that has been considered useful for our work.
- c. Evaluation of the fact that the Directors' Report contains the information considered necessary and sufficient for the appropriate interpretation and understanding thereof by the addressees.
- d. Verification of the calculations used to determine the conversion bases and modalities and other rights of the subscribers of the bonds.
- e. Confirmation that the issue price of the necessarily convertible bonds is not below their actual face value and that the conversion price of the necessarily convertible bonds is not below the face value of the shares into which they are to be converted.
- f. Confirmation that the accounting information contained in the Directors' report coincides with the accounting information of the Company that was used to draw up the audited annual accounts thereof.
- g. Confirmation that the Directors' Report refers to the subsequent significant events that may affect the issue of the necessarily convertible bonds, where applicable.
- h. Evaluation of the reasonability of the data contained in the Directors' Report to justify the exclusion of the shareholders' pre-emptive right.
- i. Evaluation of the suitability of the conversion ratio and, where applicable, the corresponding adjustment formulas to compensate a possible dilution of the shareholders' economic share.
- j. Obtaining information from the Company's accounts auditors, where applicable, on any subsequent events with regard to the Company's economic-patrimonial situation known after the issue of the last audit report that has been provided to us.
- k. Obtaining a letter signed by the Company's Directors, in which they confirm to us that we have been given all the information required for the preparation of our report and that no subsequent events have occurred between 31 December 2011 and the date of this report that have not been notified to us and that may have a significant effect on the results of our work.

In relation to the procedures that have been applied, we must mention that certain aspects of our work imply not only objective factors but also other factors that imply opinion and the establishment of a working hypothesis, where the fulfilment thereof depends largely on future events whose final outcome cannot be known at the present time. Therefore, it is not possible to guarantee that third parties may necessarily agree with the interpretation made and opinions given in this report.

Furthermore, we must declare that the scope of our work has consisted of carrying out the aforementioned procedures in relation to the issue of necessarily convertible bonds and has not included an analysis of the reasonability of the transaction for the buyback of participating

preference shares linked to said issue, as proposed by Banca Cívica. In addition, our work does not seek to analyse the appropriateness of the Company's business strategies or the reasons behind them. Our work is independent and, therefore, does not involve whatsoever recommendation to the Company's governing bodies or to its shareholders or third parties on the position they should take up in relation to the planned transaction.

Based on the work that has been carried out and in accordance with the scope provided in the foregoing paragraphs, the attached Report drawn up by the Directors of Banca Cívica, S.A. on the issue of bonds necessarily convertible into shares with exclusion of the pre-emptive right of subscription, we conclude that:

- The Report issued by the Company's Directors contains the required information provided in the relevant technical rules in relation to the preparation of this type of special report in the case of article 414.2 of the Capital Companies Act.
- The information contained in the Report issued by the Company's Directors to justify the exclusion of the pre-emptive right is reasonable insofar as it has been appropriately documented and explained.
- The conversion ratio of the bonds necessarily convertible into shares in the Company with exclusion of the pre-emptive right of subscription and, where applicable, the corresponding adjustment formulas to compensate a possible dilution of the shareholders' economic share are suitable on the date of this report, taking into account the context and characteristics of the proposed issue transaction.

This special report has been prepared exclusively for the purposes provided in articles 414 and 417 of the Capital Companies Act and must therefore not be used for any other purpose.

BDO Auditores, S.L.

Marino Sánchez-Cid
Partner & Director
Seville, 19 April 2012.

ANNEX:

**REPORT ISSUED BY THE BOARD OF DIRECTORS OF BANCA CÍVICA, S.A. ON THE ISSUE OF
BONDS NECESSARILY CONVERTIBLE INTO SHARES WITH EXCLUSION OF THE PRE-EMPTIVE
RIGHT OF SUBSCRIPTION**

