

SUPPLEMENT DATED 16 MARCH 2023 TO THE BASE PROSPECTUS DATED 26 MAY 2022, AS SUPPLEMENTED BY THE SUPPLEMENTS DATED 13 SEPTEMBER 2022, 8 NOVEMBER 2022 AND 31 JANUARY 2023



Unicaja Banco, S.A.

(incorporated as a limited liability company (sociedad anónima) under the laws of Spain)

This fourth supplement (the “**Supplement**”) is supplemental to, forms part of and must be read and construed in conjunction with the base prospectus dated 26 May 2022, as supplemented by the supplement approved by the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores*, the “**CNMV**”) and dated 13 September 2022, the supplement approved by the CNMV on 7 November 2022 and dated 8 November 2022 and the supplement approved by the CNMV on 2 February 2023 and dated 31 January 2023 (the “**Base Prospectus**”), in each case, prepared by Unicaja Banco, S.A. (the “**Issuer**”, the “**Bank**” or “**Unicaja Banco**” and together with its consolidated subsidiaries, the “**Group**”) in connection with its Euro Medium Term Note Programme (the “**Programme**”) for the issuance of up to EUR 3,500,000,000 in aggregate principal amount of notes (the “**Notes**”). Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement constitutes a supplement to the Base Prospectus for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of the EU of June 14, 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (as amended, the “**Prospectus Regulation**”) and has been approved by and registered with the CNMV as competent authority under the Prospectus Regulation and the consolidated text of the Securities Market Act approved by Royal Legislative Decree 4/2015 of October 23 (*texto refundido de la Ley del Mercado de Valores aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre*, the “**Securities Market Act**”). The CNMV only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation.

This Supplement has been prepared for the purposes of (i) including a risk factor entitled “*The Group may be subject to new taxes and levies*”; and (ii) incorporating by reference the Group’s audited consolidated annual accounts and the management report as of and for the year ended 31 December 2022.

Save as disclosed in this Supplement, no significant new fact, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the Issuer and/or assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

RESPONSIBILITY STATEMENT

Mr. Pablo González Martín, acting in the name and on behalf of Unicaja Banco, in his capacity as Chief Financial Officer (*Director Financiero*) of Unicaja Banco, and acting under a special power of attorney granted by the resolutions of the Board of Directors of Unicaja Banco passed on 25 March 2022, accepts responsibility for the information contained in this Supplement and declares, to the best of his knowledge, that the information contained in this Supplement is in accordance with the facts and that the Supplement contains no omissions likely to affect its import.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described below.

RISK FACTORS

The risk factor set out below entitled “*The Group may be subject to new taxes and levies*” should be added in the sub-section entitled “*Risks related to the Issuer and the Group – Legal, regulatory and compliance risks*” in the section of the Base Prospectus entitled “*Risk Factors*” on page 27 of the Base Prospectus:

The Group may be subject to new taxes and levies

The Group may be subject to new taxes and levies which could negatively affect its results of operations.

*In particular, Spanish Law 38/2022 of 27 December 2022 (“**Law 38/2022**”), which entered into force on 29 December 2022, introduced a temporary levy on credit institutions and credit finance companies (the “**Temporary Levy on Credit Institutions**”).*

The payment obligation in respect of the Temporary Levy on Credit Institutions is triggered on the first day of the relevant calendar year and must be satisfied within the first 20 calendar days of September of that year. This notwithstanding, institutions are required to make an advance payment for 50% of the amount due within the first 20 calendar days of February of the relevant year.

The amount of the Temporary Levy on Credit Institutions to be paid by each entity subject to Law 38/2022 will be 4.8% of the sum of their total interest margin plus fee and commission income and expenses derived from the business carried out in Spain as stated in the income statement for the calendar year before the payment obligation is triggered and as determined according to applicable accounting standards. The levy will be deducted for the amount of advance payment made.

*Considering that this new temporary levy on banks has the nature of a ‘levy’ in accounting terms, in accordance with International Financial Reporting Interpretations Committee (“**IFRIC**”) 21 - Levies, and having regard to the dates on which the payment obligation is triggered (1 January 2023 and 2024), the Group will recognise this levy in the years 2023 and 2024, respectively.*

As at the date of the 2022 Consolidated Annual Accounts, the Group’s estimate of the amount that this levy will ultimately entail in 2023 is approximately EUR 64 million.

INFORMATION INCORPORATED BY REFERENCE

The information set out below shall be added after item (viii) in the section entitled “*Information Incorporated by Reference*” on page 41 of the Base Prospectus:

- (ix) *The Group’s audited consolidated annual accounts and the management report as of and for the year ended 31 December 2022, prepared in accordance with IFRS-EU, together with the audit report of PricewaterhouseCoopers Auditores, S.L., available at Unicaja Banco’s website (<https://www.unicajabanco.com/content/dam/unicaja/unicaja-corporacion/documentos-corporacion/inversores-y-accionistas/cuentas-anuales-auditadas/cuentas-anuales-consolidadas-2022.pdf>) (the “**2022 Consolidated Annual Accounts**”).*