

**SUPPLEMENT DATED 4 JUNE 2026 TO THE BASE PROSPECTUS DATED 16
APRIL 2026**



Unicaja Banco, S.A.

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

This first supplement (the “**Supplement**”) is supplemental to, forms part of and must be read and construed in conjunction with the base prospectus dated 16 April 2026 (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**”). 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 Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores*, the “**CNMV**”) as competent authority under the Prospectus Regulation and the Spanish Securities Market Law approved by Law 6/2023 of 17 March (*Ley 6/2023, de 17 de marzo, de los Mercados de Valores y de los Servicios de Inversión*) (the “**Spanish Securities Market Law**”). 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) updating the section entitled “*Description of the Issuer*” to reflect changes in the Board of Directors of the Issuer and in its Board Committees and in the organisational structure chart of the Issuer, (ii) updating the section entitled “*Regulation*” to reflect certain legislative changes and amendments to the capital ratios to keep them aligned with other sections of the Base Prospectus.

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 Securities 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 (a) granted by the resolutions of the Board of Directors of Unicaja Banco passed on 26 February 2026, and (b) described under section II (*Otorgamiento de facultades de ejecución*) of such resolutions, accepts responsibility for the information contained in this Supplement and declares, to the best of their 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.

DESCRIPTION OF THE ISSUER

The information in the sub-sections entitled “*Board of Directors and Senior Management – Board of Directors*” and “*Board of Directors and Senior Management – Board Committees*” in the section entitled “*Description of the Issuer*” on pages 183 to 189 of the Base Prospectus shall be deleted and replaced with the following:

“The table below sets forth, as of the date of this Base Prospectus, the names of the members of the Board of Directors of the Issuer, their positions within the Board and their type of directorship:

<i>Name</i>	<i>Date of last appointment as director</i>	<i>Expiry date of Appointment as director</i>	<i>Position</i>	<i>Type of directorship</i>
<i>Mr. José Sevilla Álvarez</i>	<i>5 April 2024</i>	<i>5 April 2027</i>	<i>Non-Executive Chairperson</i>	<i>Independent</i>
<i>Mr. Isidro Rubiales Gil</i>	<i>14 November 2023</i>	<i>14 November 2026</i>	<i>Chief Executive Director</i>	<i>Executive</i>
<i>Mr. Miguel González Moreno</i>	<i>9 April 2026</i>	<i>9 April 2029</i>	<i>Vice-Chairperson</i>	<i>Proprietary⁽¹⁾</i>
<i>Ms. Rocío Fernández Funcia</i>	<i>9 April 2025</i>	<i>9 April 2028</i>	<i>Lead director⁽²⁾</i>	<i>Independent</i>
<i>Ms. Nuria Aliño Pérez</i>	<i>14 November 2023</i>	<i>14 November 2026</i>	<i>Director</i>	<i>Independent</i>
<i>Ms. María Luisa Arjonilla López</i>	<i>5 April 2024</i>	<i>5 April 2027</i>	<i>Director</i>	<i>Independent</i>
<i>Mr. César Bedoya Merino</i>	<i>9 April 2025</i>	<i>9 April 2028</i>	<i>Director</i>	<i>Proprietary⁽⁵⁾</i>
<i>Mr. Antonio Carrascosa Morales</i>	<i>9 April 2025</i>	<i>9 April 2028</i>	<i>Director</i>	<i>Independent</i>
<i>Mr. Víctor Covián Regales</i>	<i>5 April 2024</i>	<i>5 April 2027</i>	<i>Director</i>	<i>Proprietary⁽⁴⁾</i>
<i>Mr. Rafael Domínguez de la Maza</i>	<i>9 April 2025</i>	<i>9 April 2028</i>	<i>Director</i>	<i>Proprietary⁽³⁾</i>
<i>Ms. María Nieves García Santos</i>	<i>9 April 2026</i>	<i>9 April 2029</i>	<i>Director</i>	<i>Proprietary⁽¹⁾</i>
<i>Ms. Inés Guzmán Arrue</i>	<i>14 November 2023</i>	<i>14 November 2026</i>	<i>Director</i>	<i>Independent</i>
<i>Ms. Carolina Martínez Caro</i>	<i>9 April 2025</i>	<i>9 April 2028</i>	<i>Director</i>	<i>Independent</i>
<i>Ms. María Isabel Martínez Torre-Enciso</i>	<i>9 April 2026</i>	<i>9 April 2029</i>	<i>Director</i>	<i>Proprietary⁽¹⁾</i>
<i>Mr. José Ramón Sánchez Serrano</i>	<i>9 April 2026</i>	<i>9 April 2029</i>	<i>Director</i>	<i>Proprietary⁽¹⁾</i>

Notes:

Name	Date of last appointment as director	Expiry date of Appointment as director	Position	Type of directorship
(1)	Shareholder represented: Fundación Bancaria Unicaja.			
(2)	Lead Director (Consejero Coordinador) with the power to request the call of the Board of Directors or the inclusion of new items on the agenda of a meeting already called; to chair the Board of Directors in the absence of the Chairperson and Vice-Chairpersons; to coordinate and meet with the non-executive directors and to be aware of their concerns; to direct, if applicable, the periodic assessment of the Board Chairperson; to coordinate the Chairperson succession plan; and to keep contact with investors and shareholders to know their points of view so as to have an opinion on their concerns, in particular, with regard to the Bank corporate governance.			
(3)	Shareholder represented: Global Portfolio Investments, S.L.			
(4)	Shareholder represented: Fundación Bancaria Caja de Ahorros de Asturias.			
(5)	Shareholder represented: Desarrollos La Coronela, S.L.			

At the date of this Base Prospectus, the Board of Directors is composed of 15 members.

Mr. Vicente Orti Gisbert acts as Vice-Secretary (non-Director) of the Board of Directors.

The business address of each member of the Board of Directors is Avenida de Andalucía, nº 10-12, 29007 Málaga, Spain.

The table below sets forth the names of those members of the Board of Directors of the Issuer with activities performed outside the Group that are significant with respect to the Issuer as of the date of this Base Prospectus:

Director	Company	Position
Mr. José Sevilla Álvarez	Aareal Bank AG	Independent Director
	Solea Power Corporation	Director
	Fundación Princesa de Asturias	Representative member of Unicaja in Patronato Princesa de Asturias (honorary body)
	Confederación Española de Cajas de Ahorros (CECA)	Director
	Fundación de Estudios Financieros	Trustee (Patrono) Representative member of Unicaja
Mr. Isidro Rubiales Gil	Caja de Seguros Reunidos Compañía de Seguros y Reaseguros, S.A. (CASER)	Director
	Cecabank, S.A.	Director
Ms. Rocío Fernández Funcia	Avanza Previsión, Compañía de Seguros, S.A.	Director
	Compañía Española de Financiación del Desarrollo Cofides, S.A. SME	Director
	Cirsa Enterprises Corporation	Director
Ms. Nuria Aliño Pérez	Credicorp LTD	Director
	Banco de Crédito del Perú	Director
	Inbonis, S.A.	Director

Director	Company	Position
<i>Ms. María Luisa Arjonilla López</i>	<i>Grupo Proeduca Altus</i>	<i>Special Projects Manager</i>
	<i>Agencia Europea Press</i>	<i>Director</i>
<i>Mr. César Bedoya Merino</i>	<i>General de Galerías Comerciales, S.A.</i>	<i>Manager (Director de Inversiones y Desinversiones)</i>
<i>Mr. Rafael Domínguez de la Maza</i>	<i>Global Portfolio Investments, S.L.</i>	<i>Sole Director</i>
	<i>Wilmington Capital, S.L.</i>	<i>Sole Director</i>
	<i>Indumenta Pueri, S.L.</i>	<i>Executive Director</i>
	<i>Mayoral Moda Infantil, S.A.</i>	<i>General Deputy Director</i>
	<i>Chapelhill, S.L.</i>	<i>Sole Director</i>
	<i>Mayoral USA INC</i>	<i>President</i>
	<i>Mayoral Portugal Moda Infantil, S.A.</i>	<i>Member of the Board</i>
	<i>Moda Infantil Mayoral, SA de CV</i>	<i>Member of the Board</i>
	<i>Mayoral Tekstil Ticaret Ltd Sti</i>	<i>Member of the Board</i>
	<i>Mayoral Polska SP ZO O</i>	<i>Member of the Board</i>
	<i>Mayoral UK L.T.D.</i>	<i>Sole Director</i>
	<i>Mayoral Bulgaria EOOD</i>	<i>Sole Director</i>
	<i>Mayoral Kazajistan TOO</i>	<i>Member of the Board</i>
	<i>Mayoral Canada INC</i>	<i>Member of the Board</i>
	<i>Mayoral RO Moda infantil S. R. L.</i>	<i>Sole Director</i>
<i>Ms. Carolina Martínez Caro</i>	<i>Asociación Española Contra el Cáncer (ACC)</i>	<i>Member of the Provincial Council of Madrid (vice-president) and member of the Audit Commission of the National Council</i>
	<i>Fundación Iter</i>	<i>Trustee (Patrono)</i>
	<i>LH Paragon INC</i>	<i>Director</i>
	<i>Clínica Baviera, S.A.</i>	<i>Director</i>
<i>Mr. José Ramón Sánchez Serrano</i>	<i>Eudita CYE Auditores, S. A.</i>	<i>Joint and Several Director</i>
	<i>Espinosa y Sánchez, Consultores y Economistas, S. L. P.</i>	<i>Joint and Several Director</i>
	<i>Eudita GCM Auditores y Consultores, S. L.</i>	<i>Joint and Several Director</i>
	<i>Eudita Agrupación Europea de Auditores, A. I. E.</i>	<i>Member of the General Board representing Eudita CYE Auditores, S. A.</i>
	<i>Fundación Museo Picasso Málaga, Legado Paul, Christine y Bernardo Ruiz-Picasso</i>	<i>Trustee (Patrono)</i>

Board Committees

In compliance with the bylaws of the Issuer and the Regulations of the Board of Directors, the Board of Directors has six support committees (jointly referred to as the “**Support Committees**”): an appointments committee (the “**Appointments Committee**”), a remuneration committee (the “**Remuneration Committee**”), a risk committee (the “**Risk Committee**”), an audit and regulatory compliance committee (the “**Audit and Regulatory Compliance Committee**”), a digital transformation, innovation and technology committee (the “**Digital Transformation, Innovation and Technology Committee**”) and a sustainability committee (the “**Sustainability Committee**”). The Support Committees are governed by the bylaws of the Issuer and the Regulations of the Board of Directors, to which they conform.

Appointments Committee

The primary purpose of this committee is to report and propose on the appointment and removal of the directors and senior managers. As of the date of this Base Prospectus, the members of the Appointments Committee are as follows:

Name	Position	Type of directorship
Ms. María Luisa Arjonilla López	Chairperson	Independent
Ms. Nuria Aliño Pérez	Member	Independent
Ms. Rocío Fernández Funcia	Member	Independent
Mr. Miguel González Moreno	Secretary (Member)	Proprietary

Remuneration Committee

The primary purpose of this committee is to report and make proposals on the remuneration policy. As of the date of this Base Prospectus, the members of the Remuneration Committee are as follows:

Name	Position	Type of directorship
Ms. Carolina Martínez Caro	Chairperson	Independent
Ms. Inés Guzmán Arrue	Member	Independent
Mr. José Ramón Sánchez Serrano	Secretary (Member)	Proprietary

Risk Committee

The primary purpose of this committee is risk management. As of the date of this Base Prospectus the members of the Risk Committee are as follows:

Name	Position	Type of directorship
Mr. Antonio Carrascosa Morales	Chairperson	Independent
Ms. Rocío Fernández Funcia	Member	Independent
Ms. Inés Guzmán Arrue	Member	Independent
Mr. César Bedoya Merino	Secretary (Member)	Proprietary

Audit and Regulatory Compliance Committee

The primary purpose of this committee is to assist the Board of Directors in its task of oversight by reviewing periodically the process of drawing up financial documentation, the internal audit role and the independent nature of the external auditor. As of the date of this Base Prospectus, the members of the Audit and Regulatory Compliance Committee are as follows:

Name	Position	Type of directorship
Ms. Rocío Fernández Funcia	Chairperson	Independent
Mr. María Luisa Arjonilla López	Member	Independent
Ms. Antonio Carrascosa Morales	Member	Independent
Mr. José Ramón Sánchez Serrano	Member	Proprietary

Name	Position	Type of directorship
Mr. Rafael Domínguez de la Maza	Secretary (Member)	Proprietary

Digital Transformation, Innovation and Technology Committee

The primary purpose of this committee is to assist the Board of Directors on decisions regarding technology, information management, and telecommunications, ensuring the optimisation and security of data and systems, while monitoring the Bank's technological transformation and innovation. Additionally, the committee supports risk management, particularly in technological risks and cybersecurity. As of the date of this Base Prospectus, the members of the Digital Transformation, Innovation and Technology Committee are as follows:

Name	Position	Type of directorship
Ms. Inés Guzmán Arrue	Chairperson	Independent
Ms. María Luisa Arjonilla López	Member	Independent
Ms. Nuria Aliño Pérez	Secretary (Member)	Independent

Sustainability Committee

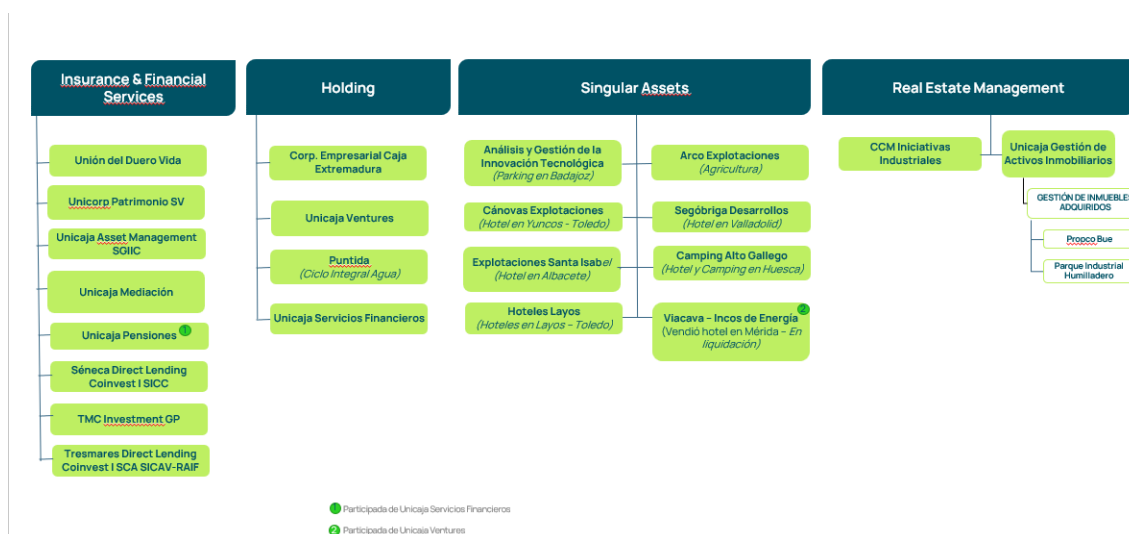
The primary purpose of this Committee is to oversee the Bank's adherence to its sustainability strategy and policies, evaluate sustainability reporting, guide the Board on sustainability decisions, and coordinate with other committees to ensure compliance and risk management in this area. As of the date of this Base Prospectus, the members of the Sustainability Committee are as follows:

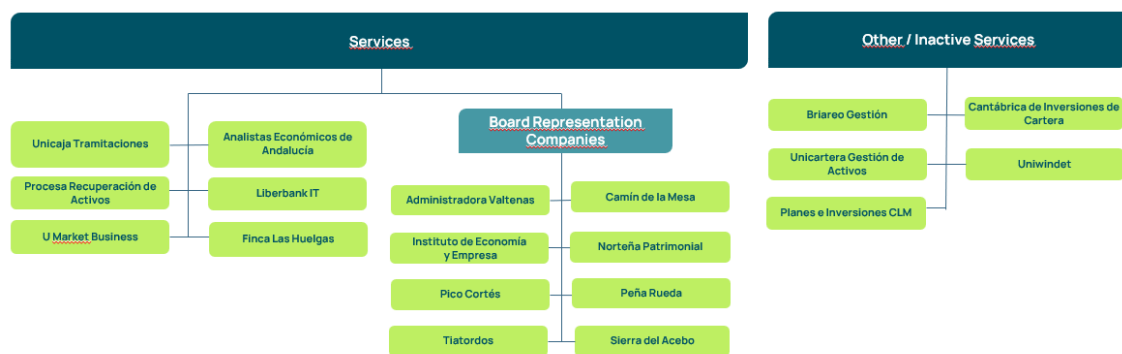
Name	Position	Type of directorship
Ms. Nuria Aliño Pérez	Chairperson	Independent
Ms. Carolina Martínez Caro	Member	Independent
Mr. Victor Covián Regales	Secretary (Member)	Proprietary

The information in the sub-section entitled “Organisational structure” in the section entitled “Description of the Issuer” on pages 190 and 191 of the Base Prospectus shall be deleted and replaced with the following:

“The Issuer is the parent company of a consolidated group of credit institutions comprising, as of 31 December 2025, 44 subsidiaries, 5 joint ventures and 42 associated companies, pursuant to Bank of Spain Circular 4/2017, as amended.

The following structure chart summarises the subsidiaries of the Group as of 31 December 2025:





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REGULATION

The information in the last paragraph of the sub-section entitled “*Capital, Liquidity and Funding requirements*” in the section entitled “*Regulation*” on page 209 of the Base Prospectus shall be deleted and replaced with the following:

*“In addition, the final texts of the existing bank crisis management and deposit insurance framework reform (the “**CMDI Reform**”) were published on 20 April 2026 in the Official Journal of the EU and entered into force on the twentieth day following its publication. The CMDI Reform consists of (i) a directive amending the Directive 2014/49/EU of the European Parliament and of the Council on deposit guarantee schemes, (ii) a directive amending BRRD and (iii) a regulation amending the SRM Regulation. The directives forming part of the CMDI Reform will require transposition into the national laws of each Member State of the EU (including Spain), a process that may result in differences in implementation across jurisdictions and the timing of which remains uncertain. Accordingly, as of the date of this Base Prospectus, there remains uncertainty as to the specific impacts arising from the CMDI Reform.”*

The information in the table setting the Group’s capital position as of 31 December 2025 and 31 December 2024 in the sub-section entitled “*Capital, Liquidity and Funding requirements – Capital requirements*” in the section entitled “*Regulation*” on page 212 of the Base Prospectus shall be deleted and replaced with the following:

“The table below sets out the Group’s capital position as of 31 December 2025 and 31 December 2024:

	<i>31 December 2025¹</i>		<i>31 December 2024</i>	
	<i>Phased in</i>	<i>Fully-loaded</i>	<i>Phased in</i>	<i>Fully-loaded</i>
<i>CET1 ratio.....</i>	<i>16.0%</i>	<i>15.9%</i>	<i>15.1%</i>	<i>15.1%</i>
<i>T1 ratio.....</i>	<i>17.9%</i>	<i>17.7%</i>	<i>17%</i>	<i>17%</i>
<i>Total capital ratio</i>	<i>19.9%</i>	<i>19.7%</i>	<i>19.1%</i>	<i>19.1%</i>

1 Capital ratios as of December 2025 include the profit for the year ended 31 December 2025, which is pending to be approved by the ECB.”