

## FINAL TERMS

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (the Insurance Distribution Directive), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (the “**PRIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIPs Regulation.

**PROHIBITION OF SALES TO UK RETAIL INVESTORS** – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (“UK”). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of the domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the Financial Services and Markets Act 2000 (the “**FSMA**”) to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of the domestic law of the UK by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of the domestic law of the UK by virtue of the EUWA (the “**UK PRIIPs Regulation**”) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.

**MIFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU (as amended, “**MiFID II**”); or (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturers’ target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

**UK MIFIR product governance / Professional investors and ECPs only target market** – Solely for the purposes of each manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“**COBS**”), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (“**UK MiFIR**”); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any distributor should take into consideration the manufacturers’ target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers’ target market assessment) and determining appropriate distribution channels.

## Final Terms dated 21 February 2023

### Unicaja Banco, S.A. Issue of EUR 500,000,000 Fixed to Reset Ordinary Senior Notes

Legal Entity Identifier (LEI): 5493007SJLLCTM6J6M37

#### Euro Medium Term Note Programme

#### PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions of the Notes (the “**Conditions of the Notes**”) set forth in the Base Prospectus dated 26 May 2022 and the supplements to it approved by the CNMV and dated 13 September 2022, the supplement to it approved by the CNMV on 7 November 2022 and dated 8 November 2022 and the supplement to it approved by the CNMV on 2 February 2023 and dated 31 January 2023 which together constitute a base prospectus (the “**Base Prospectus**”) for the purposes of the Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information on the Issuer and the offer of the Notes.

The Base Prospectus and the supplements to it approved by the CNMV and dated 13 September 2022, the supplement to it approved by the CNMV on 7 November 2022 and dated 8 November 2022 and the supplement to it approved by the CNMV on 2 February 2023 and dated 31 January 2023 have been published on the website of the Issuer (<https://www.unicajabanco.com/es/inversores-y-accionistas/emisiones/programas-de-emision>) and on the website of the CNMV ([www.cnmv.es](http://www.cnmv.es)).

For the avoidance of doubt, unless specifically incorporated by reference into the Base Prospectus, information contained on any website referred to in the Base Prospectus does not form part of the Base Prospectus and has not been scrutinised or approved by the CNMV.

The expression “**Prospectus Regulation**” means Regulation (EU) 2017/1129.

1.	Issuer:	Unicaja Banco, S.A.
2.	(i) Series Number:	3
	(ii) Tranche Number:	1
	(iii) Date on which the Notes become fungible:	Not Applicable
3.	Specified Currency:	EUR
4.	(i) Aggregate Amount:	Nominal EUR 500,000,000
	(a) Series:	EUR 500,000,000
	(b) Tranche:	EUR 500,000,000
	(ii) Number of Notes:	5,000
	(a) Series:	5,000

	(b) Tranche:	5,000
5.	Issue Price:	99.905% of the Aggregate Nominal Amount of the Tranche
6.	Minimum Subscription Amount:	EUR 100,000
7.	(i) Specified Denominations:	EUR 100,000
	(ii) Calculation Amount:	EUR 100,000
8.	(i) Issue Date:	21 February 2023
	(ii) Interest Commencement Date:	Issue Date
9.	Maturity Date:	21 February 2029
10.	Interest Basis:	5.125% Fixed Rate to Reset  (see paragraph 18 below)
11.	Redemption/Payment Basis:	Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100% of their Outstanding Principal Amount
12.	Change of Interest or Redemption/Payment Basis:	See paragraph 18 below
13.	Put/Call Options:	Issuer Call  Issuer Residual Call – Applicable  (See paragraph 21 and 25 below)
14.	Status of the Notes:	Senior Notes – Ordinary Senior Notes
15.	Date and details of the relevant approval/resolutions for issuance of Notes obtained:	Resolutions passed by the Board of Directors of the Issuer on 8 June 2022
16.	Gross-up in respect of principal and any premium (pursuant to Condition 12(a)):	Not Applicable

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

17.	Fixed Rate Note Provisions:	Not Applicable
18.	Reset Note Provisions:	Applicable
	(i) Initial Rate of Interest:	5.125% per annum payable in arrear on each Interest Payment Date
	(ii) First Margin:	+ 2.15% per annum
	(iii) Subsequent Margin:	Not Applicable

- (iv) Interest Payment Date(s): 21 February in each year up to and including the Maturity Date
- (v) Fixed Coupon Amount up to (but excluding) the First Reset Date: 5,125 per Calculation Amount
- (vi) Broken Amount(s): Not Applicable
- (vii) First Reset Date: 21 February 2028
- (viii) Second Reset Date: Not Applicable
- (ix) Subsequent Reset Date(s): Not Applicable
- (x) Relevant Screen Page: Reuters ICESWAP2
- (xi) Reset Reference Rate: Mid-Swap Rate
- (xii) Mid-Swap Rate: Single Mid-Swap Rate
- (xiii) Mid-Swap Maturity: 1 year
- (xv) Day Count Fraction: Actual/Actual (ICMA)
- (xvi) Reset Determination Date: The provisions in the Conditions of the Notes apply
- (xvii) Reset Determination Time: The provisions in the Conditions of the Notes apply
- (xviii) Business Day Convention: Following Business Day Convention
- (xix) Additional Business Centre(s): Not Applicable
- (xx) Relevant Financial Centre: Madrid
- (xxi) Determination Agent: Not Applicable
- (xxii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s): Unicaja Banco, S.A. shall be the Calculation Agent
- (xxiii) Mid-Swap Floating Leg Benchmark Rate: EURIBOR
- (xxiv) Minimum Rate of Interest: Not applicable
- (xxv) Maximum Rate of Interest: Not applicable

19. Floating Rate Note Provisions: Not Applicable
20. Zero Coupon Note Provisions Not Applicable

#### PROVISIONS RELATING TO REDEMPTION

21. Call Option: Applicable
- (i) Optional Redemption Date(s): 21 February 2028
- (ii) Optional Redemption Period (call): Not Applicable
- (iii) Optional Redemption Amount(s) (Call) of each Note and method, if any, of calculation of such amount(s): EUR 100,000 per Calculation Amount
- (iv) Notice period: The provisions in Condition 10(f) apply
22. Redemption due to a Capital Event: Not Applicable
23. Redemption due to a MREL Disqualification Event: The provisions in Condition 10(e) apply
24. Redemption in part: Not Applicable
25. Issuer Residual Call: Applicable
- (i) Optional Redemption Amount (Residual Call): EUR 100,000 per Calculation Amount
- (ii) Residual Percentage: 20 per cent.
- (ii) Notice period: The provisions in the Conditions of the Notes apply
26. Put Option: Not Applicable
27. Notice period: The provisions in Condition 10(h) apply
28. Final Redemption Amount of each Note: Par
29. Early Redemption Amount of each Note and method, if any, of calculation of such amount(s): Par

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

30. Additional Financial Centre(s) or other special provisions relating to payment dates: Not Applicable
31. Waiver of set-off rights Applicable

32. Substitution and Variation: Applicable
33. Additional Events of Default (Ordinary Senior Notes): Not Applicable

Signed on behalf of Unicaja Banco, S.A.:

By: .....

Duly authorised pursuant to the resolutions of the Board of Directors of the Issuer dated 8 June 2022

Date:

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Admission to Trading: Application has been made by the Issuer for the Notes to be admitted to trading on AIAF within 30 days following the Issue Date
- (ii) Estimate of total expenses related to admission to trading: EUR 63,500

### 2. RATINGS

The Notes issued have been rated:

Ratings:

Fitch: BBB-

BBB' ratings indicate that expectations of default risk are currently low. The capacity for payment of financial commitments is considered adequate, but adverse business or economic conditions are more likely to impair this capacity.

The modifier “-” denotes a status in the lower end within the BBB category.

Fitch Ratings Ireland Limited is established in the EEA and registered under Regulation (EU) No 1060/2009, as amended (the “**CRA Regulation**”)

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Dealers and those that may eventually payable to any Independent Financial Advisor (if eventually appointed), so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. Notwithstanding the above, any of the Dealers might be appointed as Independent Financial Adviser (should one be eventually appointed). The Dealers and any Independent financial Advisor (if eventually appointed) and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

### 4. YIELD

Indication of yield: 5.147%

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

### 5. OPERATIONAL INFORMATION

ISIN: ES0280907033

Common Code: 258981707

Trade Date: 13 February 2023

Subscription and payment: The Notes have been subscribed and paid up on 21 February 2023

Delivery: Delivery against payment

Relevant Benchmark: EURIBOR is provided by the European Money Markets Institute ("**EMMI**"). As at the date hereof, EMMI appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to Article 36 (Register of administrators and benchmarks) of Regulation (EU) 2016/1011.

ICESWAP2 is provided by ICE Benchmark Administration Limited ("**ICE**"). As at the date hereof, ICE does not appear in the register of administrators and benchmarks established and maintained by ESMA pursuant to article 36 (Register of administrators and benchmarks) of Regulation (EU) 2016/1011. As far the Issuer is aware, the transitional provisions in article 51 of the Benchmark Regulation apply, such that ICE is not currently required to obtain authorisation or registration (or, if located outside the European Union, recognition, endorsement, or equivalence).

## **6. DISTRIBUTION**

(i) Method of Distribution: Syndicated

(ii) If syndicated:

(A) Names of dealers: Deutsche Bank Aktiengesellschaft, Goldman Sachs Bank Europe SE, HSBC Continental Europe and Banco Santander, S.A.

(B) Stabilisation Manager(s), if any: Not Applicable

(iii) If non-syndicated, name of dealer: Not Applicable

(iv) Countries to which the Base Prospectus has been communicated: Not Applicable

(v) U.S. Selling Restrictions: Reg S Compliance Category 2 – Not Rule 144A Eligible

## **7. REASONS FOR THE OFFER AND ESTIMATED NET AMOUNT OF PROCEEDS**

Reasons for the offer: See "Use of Proceeds" in the Base Prospectus. The Notes are expected to be eligible for MREL

Estimated net proceeds: EUR 498,275,000