

Information on the procedures laid down to ensure the suitability of the staff referred to in the rule 30 of the Circular 2/2016, of 2 February, of the Bank of Spain, as well as on the mechanisms to comply with the rules on incompatibilities.

The Board of Directors, prior favorable report by the Appointments Committee, approved in February 2024 a new version of the "Policy for the Assessment of the Suitability of the Members of the Board of Directors, Directors General and Similar Offices and other Key Staff for the Development of the Financial Activity of Unicaja Banco, S.A." (hereinafter, the Suitability Policy).

REQUIREMENTS

The initial and the ongoing suitability assessment of the members of the "Subject Group" (*Colectivo Sujeto*: members of the Board of Directors, Directors General and Similar Offices and other Key Staff in the development of the financial activity) is based on the criteria of commercial and professional good repute, honesty and integrity, as well as on the appropriate knowledge, experience and competencies required to perform their duties. Additionally, the members of the Board of Directors must act, in particular, with independence of mind to assess and discuss effectively the decisions of the management body in its management functions and other relevant managerial decisions when necessary, as well as to supervise and oversee effectively the management decision-making. The Institution carries out its due diligence prior to the appointment, and also on an ongoing basis, what involves that it provides the competent supervisory authorities with all the information necessary for the suitability assessment.

When assessing the individual suitability of a member of the Board of Directors, the Board's suitability as a whole is also assessed, as well as, when applicable, that of the global composition of its support Committees. In particular, the knowledge, competencies and experience the candidate brings to the collective suitability of the Board will be assessed.

The Institution informs without delay to the competent authorities of any significant shortcoming identified concerning any of the members of the Board of Directors and its collective composition.

The assessment for a specific position takes into account the assessment of the knowledge, competencies, experience and sufficient time commitment required for that specific position.

Commercial and professional repute. Honesty and integrity

All the members of the Institution's Subject Group are persons of recognized commercial and professional repute.

Commercial and professional repute concurs in those persons who have shown a personal, commercial and professional conduct that casts no doubt on their ability to pursue sound and prudent management of the Institution.

In particular, they will have at all times of good repute and have honesty and integrity, to ensure the sound and prudent management of the Institution. An appointed person is of good repute if there is no evidence to suggest otherwise and there is no reason to have reasonable doubt about his or her good repute.

Knowledge, experience and competencies

The members of the Subject Group must have the appropriate knowledge and experience, as well as the competencies and skills required to perform their duties.

It will be considered that they have the appropriate knowledge and experience to perform their duties in the Institution those persons who have received education of the appropriate level and profile, as well those who have gained professional experience from their previous positions and over sufficient periods of time, all of which must allow them to understand the Institution's activities and main risks.

The members of the Subject Group must also have the personal and organizational competencies required to perform their duties.

Readiness to exercise good governance

The members of the Board of Directors must be ready to exercise good governance of the Company and have the capacity to act with independent judgment. Likewise, they must: (i) dedicate sufficient time to their duties; (ii) not maintain structural conflicts between their interests and those of the Company; and (iii) have independence of ideas, avoiding "group thinking".

Within the framework of the Board of Directors' overall responsibility, the independent members must play a key role in enhancing the effectiveness of controls and counterbalances within the Company, improving the oversight of management decision-making and ensuring that the interests of all the parties are appropriately taken into account in the discussions and decision-making of the Board, that no individual or small group of members dominates decision-making, and that conflicts of interest are appropriately managed.

Overall composition of the Board of Directors

In addition to the individual assessment of each candidate or Director, the Appointments Committee analyzes periodically the overall composition of the Board of Directors to ensure that it collectively has, at any time, sufficient knowledge, experience and competencies. For these purposes, the skills that the Board as a whole has shall be taken into account, comparing the actual skills with those required (set out in the Target Skills Matrix) to adequately understand the Company's activities, including its main risks, and to ensure the Board of Directors' effective capacity to make decisions independently and autonomously for the benefit of the Company.

The suitability assessment of the Board as a whole takes into account the result of individual assessments and vice-versa. However, the eventual shortcomings identified in the overall composition of the Board of Directors or its Committees will not necessarily conclude that a certain member is not suitable on an individual basis.

In order to carry out this assessment of the general composition, the Appointments Committee shall take as a reference the Competence Matrix, duly completed and updated as of the date of the assessment, and the document "Self-Evaluation of Competencies of Members of the Board of Directors" completed by each of the members of the Board of Directors.

Assesment by the Institution

The suitability assessment of the members of the Subject Group takes place upon new appointments or renewal of positions and whenever circumstances occur that, according to the regulations and to the provisions of the Suitability Policy, make it advisable to reassess the suitability of the current members.

In addition, the suitability of the Board of Directors as a whole shall be assessed when relevant changes occur in the composition of the Board, each time a new assessment of the individual suitability of a Board member is made, and on an annual basis, as part of the Company's ongoing suitability assessment.

The reassessment due to a specific circumstance shall focus on the situation or circumstances that caused it, therefore those aspects which have not changed may be omitted in the assessment development.

The competent authorities will be informed at least annually of any collective suitability reassessment and whenever reassessments have been made due to the existence of significant changes.

The Institution will create a file for each member of the Subject Group, including the information used for his/her suitability assessment, as well as the outcome of the said assessment and updates. Likewise, the result of each of the collective suitability assessments approved by the Appointments Committee, including the corresponding competence matrix, shall be filed. All this documentation shall be available to the competent supervisory authorities.

Result and implications

If the result of the internal assessment of the candidate to member of the Subject Group is favourable and, therefore, the candidate is considered suitable for the proposed post or position, it will be subject, as applicable, to the authorization by the competent supervisory authorities.

Incompatibilities

The Institution verifies that the incompatibilities regime established in Law 10/2014, Royal Decree 84/2015 and Bank of Spain Circular 2/2016 is not breached, according to which the members of the Board of Directors and the Directors General and Similar Officers may not hold at the same time more positions than those provided for in one of the following combinations:

- a) One executive position together with two non-executive positions.
- b) Four non-executive positions.

For the purpose of calculating the number of positions (and the possible authorization of an additional non-executive position), the system set forth in the aforementioned regulations shall apply.