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**IDENTIFICATION DETAILS OF THE ISSUER**

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End date of the year concerned:

[ 12/31/2021 ]

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[ A93139053 ]

Company Name

[ **UNICAJA BANCO, S.A.** ]

Registered office:

[ AV. ANDALUCÍA N.10-12 (MÁLAGA) ]

## A. OWNERSHIP STRUCTURE

- A.1. Complete the following table on the share capital and voting rights attributed, including, if applicable, those corresponding to shares with loyalty voting rights, as of the closing date of the fiscal year:

State whether the Company's bylaws contain a provision for double voting for loyalty:

☐ Yes  
☒ No

Date last modified	Share capital (€)	Number of shares	Number of voting rights
7/30/2021	2,654,833,479.00	2,654,833,479	2,654,833,479

The Extraordinary General Shareholders' Meeting, held on March 31, 2021, adopted, among other resolutions, a capital reduction by reducing the par value of the shares and creating a restricted reserve for the amount of the reduction. Once the authorization from the European Central Bank had been received, which had been set as a condition precedent to the capital reduction, the capital reduction was registered with the Malaga Commercial Registry on January 13, 2022. As a result, the share capital, which amounted to 2,654,833,479 Euros divided into 2,654,833,479 shares with a 1.00 Euros par value, has been fixed at 663,708,369.75 Euros divided into 2,654,833,479 shares of 0.25 Euros. The amount of the capital reduction (1,991,125,109.25 Euros) was used to increase the Company's voluntary reserves, by creating a restricted voluntary reserve, which can only be used in accordance with the requirements for the reduction of capital stock. Therefore, the capital reduction is neutral in terms of Unicaja Banco's equity and solvency levels.

Are there various classes of shares entitled to different rights?

☐ Yes  
☒ No

- A.2. List the direct and indirect holders of significant shareholdings at the end of the year, excluding directors:

Name or company name of the shareholder	% voting rights attributed to the shares		% voting rights through financial instruments		% total voting rights
	Direct	Indirect	Direct	Indirect	
FUNDACIÓN BANCARIA UNICAJA	30.24	0.00	0.00	0.00	30.24
INDUMENTA PUERI, S.L.	0.00	7.90	0.00	0.00	7.90
OCEANWOOD CAPITAL MANAGEMENT LLP	0.00	3.31	0.00	4.10	7.41
FUNDACIÓN BANCARIA CAJA DE AHORROS DE ASTURIAS	6.56	0.00	0.00	0.00	6.56

Name or company name of the shareholder	% voting rights attributed to the shares		% voting rights through financial instruments		% total voting rights
	Direct	Indirect	Direct	Indirect	
MR. TOMÁS OLIVO LÓPEZ	0.14	3.43	0.00	0.00	3.57

The Company has updated the positions of FUNDACIÓN BANCARIA UNICAJA, INDUMENTA PUERI, S.L., FUNDACIÓN BANCARIA CAJA DE AHORROS DE ASTURIAS, and Mr. TOMÁS OLIVO LÓPEZ as of December 31, 2021, since the ownership of their shares is recorded in the Company's regulatory accounting records. However, it was not possible to update the positions of OCEANWOOD CAPITAL MANAGEMENT LLP, as it holds an indirect interest through international custodian banks and therefore the percentages included in the last official communication of this shareholder published in the CNMV are shown.

Breakdown of the indirect stake:

Name or Company name of the indirect holder	Name or Company name of the direct holder	% voting rights attributed to the shares	% voting rights through financial instruments	% total voting rights
INDUMENTA PUERI, S.L.	GLOBAL PORTFOLIO INVESTMENTS, S.L.	7.90	0.00	7.90
OCEANWOOD CAPITAL MANAGEMENT LLP	OCEANWOOD EUROPE LIMITED	1.89	0.00	1.89
OCEANWOOD CAPITAL MANAGEMENT LLP	OCEANWOOD EUROPE LIMITED II	1.08	0.00	1.08
MR. TOMÁS OLIVO LÓPEZ	DESARROLLOS LA CORONELA, S.L.	3.43	0.00	3.43
OCEANWOOD CAPITAL MANAGEMENT LLP	OCEANWOOD OPPORTUNITIES MASTER FUND	0.00	4.04	4.04

Specify the most significant movements in the shareholding structure during the year.

#### Most significant movements

- FUNDACIÓN BANCARIA UNICAJA announced on August 3, 2021 that its shareholding had decreased to 30.24% of the share capital.
- FMR LLC announced on August 04, 2021 that its shareholding had fallen below 3% of the share capital.
- SANTA LUCÍA, S.A., COMPAÑÍA DE SEGUROS Y REASEGUROS announced on August 5, 2021 that its shareholding had fallen below 3% of the share capital.
- SANTANDER ACCIONES ESPAÑOLAS, F.I. announced on August 04, 2021 that its shareholding had fallen below 3% of the share capital.
- SANTANDER ASSET MANAGEMENT, S.A. SGIIC announced on August 4, 2021 that its indirect shareholding held through SANTANDER ACCIONES ESPAÑOLAS, F.I. had fallen below 3% of the share capital.
- Mr. TOMAS OLIVO GÓMEZ announced on August 5, 2021 that his shareholding, both direct and indirect, had decreased to 3.57% of the share capital.

- OCEANWOOD CAPITAL MANAGEMENT LLP, announced on August 5, 2021 that it held a shareholding, directly, indirectly and through voting instruments, of 7.41% of the share capital.

- FUNDACIÓN BANCARIA CAJA ASTURIAS announced on August 6 that it held a 6.56% of the share capital of Unicaja Banco.

All of these notifications are a consequence of the absorption of Liberbank by Unicaja Banco and the capital increase executed in said transaction.

**A.3.** List, regardless of the percentage, the shareholding at year-end of the members of the Board of Directors who hold voting rights attributed to shares of the Company or through financial instruments, excluding the directors identified in section A.2 above:

Name or company name of the director	% voting rights attributed to shares		% voting rights through financial instruments		% total voting rights	% voting rights that <u>can be transferred</u> through financial instruments	
	Direct	Indirect	Direct	Indirect		Direct	Indirect
MR. MANUEL AZUAGA MORENO	0.01	0.00	0.00	0.00	0.01	0.00	0.00
MR. MANUEL MENENDEZ MENENDEZ	0.02	0.00	0.00	0.00	0.02	0.00	0.00
MS. MARÍA GARAÑA CORCES	0.00	0.00	0.00	0.00	0.00	0.00	0.00
MR. FELIPE FERNANDEZ FERNANDEZ	0.01	0.00	0.00	0.00	0.01	0.00	0.00
ERNESTO LUIS TINAJERO FLORES	0.00	2.95	0.00	0.00	2.95	0.00	0.00
DAVID VAAMONDE JUANATEY	0.01	0.00	0.00	0.00	0.01	0.00	0.00
% total voting rights held by members of the board of directors						3.00	

The Company has updated as of December 31, 2021 the positions of the Directors, as the ownership of their shares is recorded in the Company's regulatory accounting records, with the exception of that relating to Mr. Ernesto Luis Tinajero Flores, as his shareholding is held indirectly through international custodian depositary banks. For this reason the percentages reflected are those included in the last official communication of this director to the CNMV.

Breakdown of the indirect stake:

Name or company name of the director	Name or company name of the direct owner	% voting rights attributed to shares	% voting rights through financial instruments	% total voting rights	% voting rights that <u>can be transferred</u> through financial instruments
No data					

State the total percentage of voting rights represented on the Board:

% total voting rights held by the Board of Directors	47.21
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The total percentage of voting rights held by the board of directors includes: (i) the percentage of the total voting rights held, directly or indirectly, by the directors of the company (3%), regardless of whether they are significant shareholders; and (ii) the percentage represented by the proprietary directors appointed by significant shareholders who do not directly hold the status of director and who are: Fundación Bancaria Unicaja (30.24%), Fundación Caja Asturias (6.56%) and Oceanwood Capital Management, LLP (7.41%).

**A.4.** Specify, where appropriate, any family, business, contractual or corporate relationships among significant shareholders, to the extent that the company is aware of such, unless they are immaterial or are the result of the normal course of business and except those reported in section A.6:

Related party's name or company name	Type of relationship	Brief description
No data		

**A.5.** Specify, where appropriate, any business, contractual or corporate relationship among significant shareholders, and the company and/or group thereof, unless they are immaterial or are the result of the normal course of business:

Related party's name or company name	Type of relationship	Brief description
FUNDACIÓN BANCARIA UNICAJA	Corporate	Management Protocol for the financial stake of Fundación Bancaria Unicaja (FBU) in Unicaja Banco. It regulates, among others, the following aspects: Basic strategic criteria governing FBU's management of its stake in Unicaja Banco. Relations between the Board of Trustees of FBU and the governing bodies of Unicaja Banco. General criteria for transactions between FBU and Unicaja Banco and mechanisms to avoid possible conflicts of interest.

Related party's name or company name	Type of relationship	Brief description
FUNDACIÓN BANCARIA UNICAJA	Contractual	Fiscal consolidation agreement entered into between Fundación Bancaria Unicaja and Unicaja Banco on December 23, 2015. Its purpose is to regulate the rules and criteria applicable to the fiscal consolidation regime between FBU and Unicaja Banco.
FUNDACIÓN BANCARIA UNICAJA	Contractual	Trademark use license agreement between FBU and Unicaja Banco, entered into on December 23, 2015, and whose last update was formalized on December 30, 2021. The purpose of this agreement is the assignment by FBU to Unicaja Banco of a license to use the trademark 'Unicaja' in all its forms and manifestations.
FUNDACIÓN BANCARIA UNICAJA	Commercial	Internal Protocol of Relations between FBU and Unicaja Banco signed on December 1, 2016. Its purpose is: a) To establish the general criteria that will govern the transactions or the provision of services between the parties. b) To ensure that the financial activity of Unicaja Banco is managed independently of the social charity activities or other activities of FBU, avoiding in all cases conflicts of interest.
FUNDACIÓN BANCARIA UNICAJA	Contractual	Protocol on information flows entered into on February 24, 2017 between FBU and Unicaja Banco, which aims to describe the information flows between both companies, linked to their stake in accordance with Law 26/2013.
FUNDACIÓN BANCARIA UNICAJA	Contractual	Lease agreement for the use of works of art in the Company's facilities, signed on December 30, 2021.
FUNDACIÓN BANCARIA CAJA DE AHORROS DE ASTURIAS	Contractual	Agreement for the provision of services and collaboration in certain matters, the last update of which was signed with Liberbank, S.A. on July 1, 2021. Unicaja Banco was subrogated in said agreement as a result of the take-over merger.

- A.6.** Describe any relationships, unless they are immaterial for both parties, between significant shareholders or shareholders represented on the board and the directors or the representatives thereof, in the case of directors that are legal entities.

Explain, where appropriate, how significant shareholders are represented. Specifically, state the names of any directors who were appointed as representatives of significant shareholders, any whose appointments were promoted by significant shareholders or who were associated with significant shareholders and/or companies from their group. Also specify the nature of these relationships. In particular, mention will be made, if applicable, of the existence, identity and position of members of the board, or representatives of directors, of the listed company, who are, in turn, members of the board of directors, or their representatives, in companies that hold significant shareholdings in the listed company or in companies of the group of such significant shareholders:

Name or company name of the related director or representative	Name or company name of the related significant shareholder	Company name of the significant shareholder's group company	Description of the relationship/position
MS. PETRA MATEOS- APARICIO MORALES	FUNDACIÓN BANCARIA UNICAJA	N/A	N/A
MR. MANUEL MUELA MARTÍN-BUITRAGO	FUNDACIÓN BANCARIA UNICAJA	N/A	N/A
MS. TERESA SÁEZ PONTE	FUNDACIÓN BANCARIA UNICAJA	N/A	N/A
MR. JUAN FRAILE CANTÓN	FUNDACIÓN BANCARIA UNICAJA	N/A	N/A
MR. FELIPE FERNANDEZ FERNANDEZ	FUNDACIÓN BANCARIA CAJA DE AHORROS DE ASTURIAS	N/A	N/A
DAVID VAAMONDE JUANATEY	OCEANWOOD CAPITAL MANAGEMENT LLP	N/A	INVESTMENT MANAGER IN THE EUROPEAN BANKING SECTOR
ERNESTO LUIS TINAJERO FLORES	AIVILO SPAIN, S.L.	N/A	CHAIRPERSON - CEO
ERNESTO LUIS TINAJERO FLORES	AIVILO SPAIN, S.L.	LEASA SPAIN, S.L.	CHAIRPERSON - CEO
ERNESTO LUIS TINAJERO FLORES	AIVILO SPAIN, S.L.	INNOKAP INV. DE CAPITAL, S.A. DE C.V.	CHAIRPERSON - CEO
ERNESTO LUIS TINAJERO FLORES	AIVILO SPAIN, S.L.	COMPAÑÍA DE VIÑEDOS IBERIAN, S.L.	DIRECTOR
ERNESTO LUIS TINAJERO FLORES	AIVILO SPAIN, S.L.	BODEGAS Y VINEDOS DE CAL GRAU, S.L.	DIRECTOR
ERNESTO LUIS TINAJERO FLORES	AIVILO SPAIN, S.L.	VIÑAS DEL JARO, S.L.	DIRECTOR

Name or company name of the related director or representative	Name or company name of the related significant shareholder	Company name of the significant shareholder's group company	Description of the relationship/position
ERNESTO LUIS TINAJERO FLORES	AIVILO SPAIN, S.L.	ALTILA ITG, S.L.	SOLE ADMINISTRATOR
ERNESTO LUIS TINAJERO FLORES	AIVILO SPAIN, S.L.	IMPULSORA DEL DEPORTIVO NEXACA	CHAIRMAN

**A.7.** State whether shareholders' agreements affecting it have been communicated to the company in accordance with the provisions of articles 530 and 531 of the Capital Companies Act. If applicable, briefly describe them and list the shareholders that are bound by the agreement:

☐ Yes  
☒ No

State whether the company is aware of the existence of concerted actions by its shareholders. If applicable, please describe them briefly:

☐ Yes  
☒ No

Specifically state any modification or breach of these covenants, agreements or concerted actions that took place during the financial year:

**A.8.** State whether there is any individual or legal person that exercises or may exercise control over the company in accordance with article 5 of the Securities Market Law. If so, please identify them:

☐ Yes  
☒ No

**A.9.** Fill in the following table about the company's treasury stock:

At the end of the year:

Number of direct shares	Number of indirect shares (*)	total % of share capital
4,331,832	86,293	0.16



(\*) Through:

Name or company name of the direct owner of the shares	Number of direct shares
UNIÓN DEL DUERO COMPAÑÍA DE SEGUROS DE VIDA, S.A.	86,293
Total	86,293

As of December 31, 2021, Unicaja Banco directly owns 100% of Unión del Duero Compañía de Seguros de Vida, S.A.

Explain any major changes that took place in the year:

#### Explain the significant variations

The acquisition of 4,161,736 shares, dated July 30, 2021, corresponds to the Unicaja Banco shares held by Liberbank prior to the merger.

**A.10.** Describe the conditions and duration of the authorization by the shareholder meetings of the board of directors to issue, repurchase or transfer treasury shares:

Pursuant to the resolutions adopted by the Ordinary General Shareholders' Meeting held on March 31, 2021, the Board of Directors is authorized, as broadly as required by law, for the derivative acquisition and/or acceptance as guarantee of treasury stock of Unicaja Banco, S.A., in compliance with the requirements and limitations established in the legislation in force from time to time, under the following terms:

- Modalities of acquisition: The acquisition may be made, on one or more occasions, by purchase and sale or any other onerous title admitted by law.
  - Maximum number of shares to be acquired: The sum of the par value of the shares to be acquired and that of any already directly or indirectly owned shares will not exceed the maximum percentage legally permitted from time to time.
  - Maximum and minimum counter values: The counter value at which the aforementioned transactions may be carried out will be the listed value of the shares of Unicaja Banco, S.A. (the "Company") in the last transaction in which the Company did not act on its own account on the Continuous Market (including the block market), with a maximum variation, be that an increase or decrease, of ten percent.
  - Duration of the authorization: five (5) years from the date of this agreement, terminating on March 31, 2026.
- It is expressly stated for the record that the shares acquired as a result of this authorization may be used both for their disposal under any title or redemption and for the application of the remuneration systems discussed in the third paragraph of Article 146, Point 1, Letter a) of the Capital Companies Act or to cover any remuneration plan based on shares or linked to the share capital, including in execution of Section 7 of the Common Merger Plan between Unicaja Banco (absorbing company) and Liberbank (absorbed company) of December 29, 2020.

Furthermore, the Controlled Companies are authorized for the purposes of the second paragraph of Article 146, Section a) of the Capital Companies Act, to acquire shares of the Parent Company, under the same terms and with the same limits as those set out in the preceding agreement.

In addition, the Ordinary General Shareholders' Meeting on March 31, 2021 also delegated to the Board of Directors the power to issue securities convertible into shares of the Company, for a maximum amount of 500,000,000 Euros or its equivalent in another currency, with powers to increase the capital by the necessary amount, as well as to exclude the shareholders' preemptive subscription rights.

These securities may be issued on one or more occasions, at any time, within a maximum period of 5 years, where at the date of the approval of this report this option had not been exercised.

**A.11. Estimated floating capital:**

	%
Estimated floating capital	41.15

The Company's estimated floating capital, after subtracting from the Company's share capital at December 31, 2021, the capital held by the direct and indirect holders of significant shareholdings (Section A.2), the members of the Board of Directors (Section A.3) and the capital held by the Company in treasury stock (section A.9).

**A.12.** State whether there are any restrictions (statutory, legislative or any other nature) on the transmission of securities and/or any restrictions on voting rights. Specifically, mention any type of restrictions that might hinder a company take over through the acquisition of its shares on the market, as well as any prior notice or authorization schemes that cover acquisitions and transfers of the company's financial instruments and are applicable under sectoral legislation.

☒ Yes  
☐ No

**Description of the restrictions**

There are no statutory restrictions on the free transferability of the Company's securities.

Regarding legal restrictions, Law 10/2014, of June 26, on the regulation, supervision and solvency of credit institutions, establishes in its Article 17 "Duty of notification of the acquisition or increase of significant shareholdings: Any natural or legal person who, alone or acting in concert with others - hereinafter, the potential acquirer - has decided either to acquire, directly or indirectly, a significant shareholding in a Spanish credit institution, or to increase, directly or indirectly, the shareholding in same in such a way that, the percentage of voting rights or capital held is equal to or greater than 20, 30 or 50 per cent, or that, by virtue of the acquisition, the credit institution could come to control the credit institution - hereinafter, the proposed acquisition - will notify the Bank of Spain in advance, indicating the amount of the intended shareholding and including all of the information that may be determined by regulations. Such information will be relevant to the assessment and proportionate and appropriate to the nature of the prospective acquirer and the proposed acquisition."

Article 25 of Royal Decree 84/2015, of February 13, implementing Law 10/2014, of June 26, on the regulation, supervision and solvency of credit institutions, states that the Bank of Spain will evaluate proposed acquisitions of significant shareholdings and will submit a proposal for a decision to the European Central Bank for same to decide whether to oppose the acquisition. It also establishes the requirements and deadlines for the evaluation.

There are no legal or statutory restrictions on the exercise of voting rights.

**A.13.** State whether the General Meeting has agreed to adopt neutralization measures against a takeover bid by virtue of the terms of Law 6/2007.

☐ Yes  
☒ No

If applicable, explain the measures approved and the terms under which the inefficiency of the restrictions will occur:

**A.14.** State whether the company has issued securities that are not traded on a regulated market in the European Union.

☐ Yes  
☒ No

If applicable, specify the different classes of shares and, for each class of shares, the rights and obligations to which they are entitled:

## **B. GENERAL SHAREHOLDERS' MEETING**

**B.1.** Specify, and where appropriate provide details, about any differences vis-à-vis the rules of minimum requirements envisaged in the Capital Companies Act (LSC) with regard to the quorum of the general meeting:

☐ Yes  
☒ No

**B.2.** Specify, and where appropriate provide details, about any differences vis-à-vis the rules envisaged in the Capital Companies Act (LSC) for the adoption of corporate resolutions.

☐ Yes  
☒ No

**B.3.** Specify the regulations applicable to changes in the company's bylaws. Specifically, state the majorities established for changing the bylaws, as well as, where appropriate, the regulations established for protecting the rights of shareholders in the face of changes to the bylaws.

The Bylaws and the Regulations of the General Meeting of the Company contain a reference to the regime established in the Capital Companies Act with regard to the rules applicable to the amendment of bylaws and, specifically, to the majorities required for amendment and the protection of the rights of the shareholders.

It is hereby stated that, being a credit institution, the amendment of the Bank's Bylaws is subject to the administrative authorization of the Bank of Spain, in accordance with the terms set out in Art. 10 of Royal Decree 84/2015, of February 13, implementing Law 10/2014, of June 26, on the regulation, supervision and solvency of credit institutions. However, the following are exempt from this authorization (after notifying the Bank of Spain for registration in the Register of Credit Institutions): (a) changes to the registered office within the national territory; (b) share capital increases; (c) the incorporation into the bylaws of mandatory or prohibitive legal or regulatory provisions, or compliance with judicial or administrative resolutions; and (d) any other modifications for which the Bank of Spain, in response to a prior consultation formulated to that effect by the bank concerned, has considered the authorization process unnecessary, due to its immaterial relevance.

- B.4.** Provide the attendance data for the general meetings held in the year to which this report refers and those of the two previous years:

Attendance data					
Date of general meeting	% in %	% remote voting	Total physical attendance represented	Electronic voting	Other
4/25/2019	51.91	31.57	0.00	0.00	83.48
Of which is Floating Capital	2.23	18.86	0.00	0.00	21.09
7/30/2019	0.16	83.05	0.00	0.00	83.21
Of which is Floating Capital	0.16	19.18	0.00	0.00	19.34
4/29/2020	0.00	31.22	0.00	50.07	81.29
Of which is Floating Capital	0.00	23.71	0.00	0.23	23.94
10/28/2020	0.00	28.37	0.00	1.98	30.35
Of which is Floating Capital	0.00	16.02	0.00	0.05	16.07
3/31/2021	0.00	23.45	0.00	51.24	74.69
Of which is Floating Capital	0.00	14.26	0.00	0.40	14.66
4/1/2021	0.00	23.84	0.00	50.14	73.98
Of which is Floating Capital	0.00	14.98	0.00	0.26	15.24

The data included in the date 03/31/2021 corresponds to the attendance data of the Extraordinary General Shareholders' Meeting held on March 31, 2021. The data included for the date 04/01/2021 correspond to the attendance data of the Ordinary General Shareholders' Meeting held on March 31, 2021, since a control on the CNMV form does not allow repeating the same date.

The data relating to the shareholding in floating capital are approximate, since the holdings of significant foreign shareholders are held through "nominees".

In relation to the participation data of the General Meetings held in 2020 and 2021, it is hereby notified that the Board of Directors, under the provisions of Royal Decree-Law 8/2020, of March 17, on urgent extraordinary measures to address the economic and social impact of COVID-19 and Royal Decree-Law 34/2020, of November 17, on urgent measures to support business solvency and the energy sector and in tax matters, agreed that the General Meetings of those years were held exclusively by telematic means, i.e., without the physical attendance of shareholders or representatives. Therefore, in the column "Others" for the data of the General Meetings held in 2020 and 2021, the shareholders present by telematic means are included.

- B.5.** State whether there have been any items on the agenda at the general meetings held during the year that were not approved by the shareholders for any reason:

☐ Yes  
☒ No

- B.6.** State whether there is any restriction in the bylaws that states that a minimum number of shares need to be held in order to attend the general meeting or to vote remotely:

☒ Yes  
☐ No

Number of shares required to attend the general shareholders' meeting	1,000
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Number of actions required to vote remotely

1

Pursuant to Article 9.3 of the Company's Bylaws, the General Meeting may only be attended by shareholders who hold a minimum of 1,000 shares, and have registered the shares representing this capital in the corresponding book-entry registry at least five days prior to the date on which the Meeting is to be held. Holders of smaller number of shares may group together until they reach at least that number, at which point they can appoint their representative.

**B.7.** State whether it has been established that certain decisions, other than those established by Law, that entail an acquisition, disposal, the contribution of essential assets to another company or other similar corporate operations must be submitted to the general shareholders' meeting for approval:

☐ Yes  
☒ No

**B.8.** Specify the address and how to access, on the company's website, the information on corporate governance and other information on the general shareholders' meetings that must be made available to the shareholders through the Company's website:

Information on corporate governance is published by the Company on the corporate website [www.unicajabanco.com](http://www.unicajabanco.com). On the home page, under the heading "Corporate Governance and Remuneration Policy", sections can be found with information on corporate governance at the following web address: <https://www.unicajabanco.com/es/gobierno-corporativo-y-politica-de-remuneraciones/gobierno-corporativo-y-politica-de-remuneraciones/junta-general-de-accionistas>.

Under the sub-caption "General Shareholders' Meeting" it is possible to continuously consult the Regulations of the General Shareholders' Meeting, regarding the information for exercising the right to information and the requirements and procedures for accrediting ownership of shares, the right to attend the General Shareholders' Meeting and the exercise or delegation of the right to vote. In addition, information on the General Meetings held is available, such as the following: Resolutions adopted and voting; meeting summons; proposed resolution; total number of shares and voting rights on the date of the summons; attendance, proxy and remote voting card form. In accordance with the provisions of the regulations on listed companies, from the announcement of the summons for the General Meeting, the Company adds a direct access on the home page that provides specific information on the meeting.

## C. STRUCTURE OF THE COMPANY'S MANAGEMENT

### C.1. Board of Directors

C.1.1 Maximum and minimum number of directors envisaged in the bylaws and the number set by the general meeting:

Maximum number of directors	15
Minimum number of directors	8
Number of directors set by the meeting	15

The Extraordinary General Shareholders' Meeting held on March 31, 2021 adopted the resolution to establish the number of members of the Board of Directors at 15.

C.1.2 Fill in the following table with the members of the board:

Name or company name of the director	Representative	Type of director	Position on the Board	Date of first appointment	Date of last appointment	Election procedure
MR. MANUEL AZUAGA MORENO		Executive	CHAIRMAN	12/1/2011	4/27/2018	AGREEMENT BY THE GENERAL SHAREHOLDERS' MEETING
MR. MANUEL MENENDEZ MENENDEZ		Executive	CEO	7/30/2021	7/30/2021	AGREEMENT BY THE GENERAL SHAREHOLDERS' MEETING
MR. JUAN FRAILE CANTÓN		Proprietary	VICE-CHAIR	12/1/2011	4/27/2018	AGREEMENT BY THE GENERAL SHAREHOLDERS' MEETING
MR. MANUEL GONZÁLEZ CID		Independent	INDEPENDENT COORDINATING DIRECTOR	7/30/2021	7/30/2021	AGREEMENT BY THE GENERAL SHAREHOLDERS' MEETING
MS. TERESA SÁEZ PONTE		Proprietary	DIRECTOR SECRETARY	4/27/2018	4/27/2018	AGREEMENT BY THE GENERAL SHAREHOLDERS' MEETING
MS. MARÍA LUISA ARJONILLA LÓPEZ		Independent	DIRECTOR	1/23/2020	4/29/2020	AGREEMENT BY THE GENERAL SHAREHOLDERS' MEETING

Name or company name of the director	Representative	Type of director	Position on the Board	Date of first appointment	Date of last appointment	Election procedure
MS. ANA BOLADO VALLE		Independent	DIRECTOR	4/27/2018	4/27/2018	AGREEMENT BY THE GENERAL SHAREHOLDERS' MEETING
MR. MANUEL CONTHE GUTIERREZ		Independent	DIRECTOR	4/27/2018	4/27/2018	AGREEMENT BY THE GENERAL SHAREHOLDERS' MEETING
JORGE DELCLAUX BRAVO		Independent	DIRECTOR	7/30/2021	7/30/2021	AGREEMENT BY THE GENERAL SHAREHOLDERS' MEETING
MR. FELIPE FERNANDEZ FERNANDEZ		Proprietary	DIRECTOR	7/30/2021	7/30/2021	AGREEMENT BY THE GENERAL SHAREHOLDERS' MEETING
MS. MARÍA GARAÑA CORCES		Independent	DIRECTOR	7/30/2021	7/30/2021	AGREEMENT BY THE GENERAL SHAREHOLDERS' MEETING
MS. PETRA MATEOS-APARICIO MORALES		Proprietary	DIRECTOR	1/31/2014	4/27/2018	AGREEMENT BY THE GENERAL SHAREHOLDERS' MEETING
MR. MANUEL MUELA MARTÍN-BUITRAGO		Proprietary	DIRECTOR	2/21/2018	4/27/2018	AGREEMENT BY THE GENERAL SHAREHOLDERS' MEETING
ERNESTO LUIS TINAJERO FLORES		Proprietary	DIRECTOR	7/30/2021	7/30/2021	AGREEMENT BY THE GENERAL SHAREHOLDERS' MEETING
DAVID VAAMONDE JUANATEY		Proprietary	DIRECTOR	7/30/2021	7/30/2021	AGREEMENT BY THE GENERAL SHAREHOLDERS' MEETING

Total number of directors	15
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State the dismissals that, either through resignation or by resolution of the general meeting, have occurred in the board of directors during the period reported:

Name or company name of the director	Type of director at the time of termination	Date of last appointment	Date of removal	Specialized committees on which they were a member	State whether the termination occurred before the end of the tenure
MR. ÁNGEL RODRÍGUEZ DE GRACIA	Executive	7/30/2019	7/28/2021		YES
MR. VICTORIO VALLE SANCHEZ	Independent	4/27/2018	7/30/2021	Audit and Regulatory Compliance Committee Appointments Committee Remuneration Committee	YES
MS. ISABEL MARTÍN CASTELLÁ	Independent	4/26/2017	7/30/2021	Audit and Regulatory Compliance Committee Risk Committee	YES
MR. AGUSTÍN MOLINA MORALES	Proprietary	4/27/2018	7/30/2021	Remuneration Committee Technology and Innovation Committee	YES

Reason for the termination when it has taken place before the end of the tenure and other observations; information on whether the director sent a letter to the other members of the board and, in the case of resignations of non-executive directors, an explanation or opinion regarding the director terminated by

On July 26, 2021, the Company informed, through the publication of Other Relevant Information that, at the meeting of the Board of Directors held on the same day, Mr. Ángel Rodríguez de Gracia had announced his resignation due to retirement from the position of Director and, therefore, from the position of Chief Executive Officer, and that these changes would take effect at the end of July 28, 2021.

On the other hand, on July 30, 2021, the Company communicated, through the publication of Other Relevant Information, that as a consequence of the registration in the Commercial Registry of Malaga of the take-over merger of Liberbank by Unicaja Banco, the resignation as members of the Board of Directors of Mr. Victorio Valle Sánchez, Ms. Isabel Martín Castellá and Mr. Agustín Molina Morales had become effective. Pursuant to the terms of the resignations, they would take effect prior to the registration of the merger in the case of Mr. Ángel Rodríguez de Gracia, and at the time of registration of the merger in the case of the other directors. The reason in the case of Mr. Ángel Rodríguez de Gracia was his retirement and, in the other cases, the timing was to facilitate the new composition of the Board of Directors in accordance with the provisions of the Common Merger Plan approved by both companies.



C.1.3 Fill in the following tables regarding the members of the board and their different categories:

EXECUTIVE DIRECTORS		
Name or company name of the director	Position in the company's organization chart	Profile
MR. MANUEL AZUAGA MORENO	CHAIRPERSON OF THE BOARD OF DIRECTORS	<p>Mr. Azuaga holds a degree in Philosophy and Arts from Universidad de Málaga. Former Risk Manager at Caja Rural de Málaga. He was also Director of Audit and Internal Control, Assistant Manager of Planning and Management Control, Organization and Human Resources of Caja de Ahorros y Préstamos de Antequera. He has been Chairman of Aeropuertos Españoles y Navegación Aérea, S.A. (AENA), member of the Board of Directors of the following companies: Deóleo, S.A., Autopista del Sol Concesionaria Española, S.A., Lico Corporación, S.A., Cía. Andaluza de Rentas e Inversiones, S.A. (CARISA), Sacyr Vallehermoso, S.A., Unicorp Vida, Compañía de Seguros y Reaseguros, S.A., and Banco Europeo, S.A</p> <p>de Finanzas, S.A., among others. He assumed the positions of Assistant Manager of Planning and Management Control, General Secretary, Regional Business Director, Director of the Investee Companies Division and General Manager of Montes de Piedad and Caja de Ahorro de Ronda, Cádiz, Almería, Málaga, Antequera (UNICAJA). He has also held the position of Chairman of the Board of Directors of Banco de Caja España de Inversiones, Salamanca y Soria, S.A. He has held the positions of General Manager and Vice-Chairman and Chief Executive Officer of Unicaja Banco, S.A. He is currently Executive Chairman of Unicaja Banco since June 2016, having been a director since December 2011. He is also Chairman of the Board of Directors of Cecabank, S.A., Director of CECA, Trustee of the Fundación de las Cajas de Ahorro (FUNCAS) and representative of Unicaja Banco on the Board of Directors of the Asociación CIFAL Málaga.</p>
MR. MANUEL MENENDEZ MENENDEZ	CEO	<p>Mr. Menéndez holds a Ph.D. in Economics from Universidad de Oviedo and is a Professor of Financial Economics and Accounting at the same university (on leave). He has developed his professional career in the banking and energy sectors, having been Chair of Asturgar, Caja de Ahorros de Asturias, Banco de Castilla La Mancha, Hidroeléctrica del Cantábrico, S.A. (currently EDP), and Naturgas Energía Grupo, S.A. He has also been a member of the Boards of Directors of Cecabank, Enagás and CECA; Chair of the Fundación Bancaria Caja de Ahorros de Asturias and Trustee of the Fundación de las Cajas de Ahorro (FUNCAS). At Liberbank he has successively held the positions of Chairman (executive) and Chief Executive Officer since 2011. He is also currently a member of the Board of EDP Renovaveis and Chairman (non-executive) of EDP Spain, member of the Board of Directors of the Association of Electric Energy Companies (AELEC) and Trustee of the Fundación Princesa de Asturias, Chairman of the Fundación EDP España and Trustee of the DIPIC Foundation.</p>

Total number of executive directors	2
% of the total members of the board	13.33

EXTERNAL PROPRIETARY DIRECTORS		
Name or company name of the director	Name or company name of the significant shareholder they represent or that proposed their appointment	Profile
MR. JUAN FRAILE CANTÓN	FUNDACIÓN BANCARIA UNICAJA	Mr. Fraile is a primary school teacher and holds a degree in Philosophy and Educational Sciences from Universidad Nacional de Educación a Distancia. He has been an elementary school teacher at Escuela Aneja a la Escuela Normal de Melilla and at Colegio Juan Carrillo de Ronda. He has held the following positions: Councilman and Mayor of the city of Ronda, Member and Chair of the Deputation of Málaga, Chair of Patronato de Turismo Costa del Sol and Member of the European Parliament (member of the Subcommittee on Human Rights, the Development Committee and the Delegation to the ACP-EU Joint Parliamentary Assembly). Other relevant positions: Former Chairman of the Audit Committee, General Counsel, member of the Board of Directors and Vice-Chairman of Unicaja; Trustee of Fundación Bancaria Unicaja and Director of Banco Europeo de Finanzas, S.A. and Alteria Corporación Unicaja, S.L. He is currently Vice-Chairman of Unicaja Banco S.A. and Trustee of Fundación Unicaja Ronda.
MS. PETRA MATEOS-APARICIO MORALES	FUNDACIÓN BANCARIA UNICAJA	She received her doctorate cum laude in Economics and Business Administration from Universidad Complutense de Madrid and is Professor of Financial Economics. She is Vice-Chair of the Spain - USA Chamber of Commerce, since February 2011 and Independent Director of Técnicas Reunidas S.A. since February 2016. Formerly Independent Director of Solvay (2009-2013) in Belgium; Executive Chair of Hispasat (2004-2012); Non-Executive Chairwoman of Hisdesat (2005-2011); Director of Hispamar Satélites (Brazil); Director of Xtar Llc (United States) (2005-2012); Director of Iberia (1983-1985); Assistant General Manager of Banco Exterior de España (1985-1987). With extensive academic experience, she is a Member of the International Advisory Council on Science, University and Society of CRUE. She has been a Professor of Financial Economics in the Department of Business Economics and Accounting in the School of Economics and Business Administration of the UNED and Professor of Financial Economics at Colegio Universitario de Estudios Financieros (CUNEF) (1982-2015); Member of the National Board of Directors of the Spanish Institute of Financial Analysts (IEAF) (2011-2017) and Member of the Board of ANECA (2009-2015). The awards she has received notably include the following: Knight of the Legion of Honor of the French Republic (2011); Business Leader of the Year (2010) of the Spain-U.S. Chamber of Commerce and the

EXTERNAL PROPRIETARY DIRECTORS		
Name or company name of the director	Name or company name of the significant shareholder they represent or that proposed their appointment	Profile
		Women Together Foundation Award (2009) of the United Nations Economic and Social Council.
MR. MANUEL MUELA MARTÍN- BUITRAGO	FUNDACIÓN BANCARIA UNICAJA	<p>Mr. Muela holds a degree in Political Science and Economics from Universidad Complutense de Madrid and a degree in Law from Universidad Nacional de Educación a Distancia (UNED). He was a member of the General Vice-Secretariat of the Instituto de Crédito de las Cajas de Ahorros. He held the positions of Head of the Savings Banks Department and Head of the Credit Institutions Department at the Bank of Spain.</p> <p>He has also been Chairman of the IGS - Mortgage Market Settlement Committee and Executive Chairman of the Settlement Committees of several Mutual Guarantee Companies, at the proposal of the Bank of Spain. He has held the following positions: Assistant General Manager and Technical General Secretary of Caixa Catalunya, General Manager of Caja de Ahorros y Monte de Piedad de Cádiz, Chief Executive Officer of Bank of Credit and Commerce, S.A.E., and Executive Chairman of the European Bank of Finance (in the latter two cases, at the proposal of the Deposit Guarantee Fund), as well as independent Director of Caja3 Group, non-executive Chairman of Banco de Caja España de Inversiones, Salamanca y Soria, S.A. (EspañaDueño) and Director of Caja de Seguros Reunidos, Compañías de Seguros y Reaseguro, S.A. (CASER).</p>
MS. TERESA SÁEZ PONTE	FUNDACIÓN BANCARIA UNICAJA	<p>Ms. Sáez holds a degree in Economics from Universidad de Santiago de Compostela. She began working in the Financial Division of Sociedad Petrolífera Española Shell S.A. She developed most of her professional career at the Instituto de Crédito Oficial (ICO) occupying the following positions: Assistant Chief Financial Officer; Financial Markets Manager; Senior Treasury Dealer and Coordinator of Front Office and Back Office activities. She was Director of the Financial Division of Caja España de Inversiones, General Manager of Banco Europeo de Finanzas, S.A. and Director of Investees at Unicaja Banco. She was a director of several companies in the industrial and financial sectors. She has been a trustee of Fundación Bancaria Unicaja.</p>
DAVID VAAMONDE JUANATEY	OCEANWOOD CAPITAL MANAGEMENT LLP	<p>Mr. Vaamonde holds a degree in Economics and Business Studies from Universidad de A Coruña and a Master's degree in Finance from the London Business School. He was also an associate professor at the School of Economics and Business of Universidad de A Coruña. He began his professional career at Caja de Ahorros de Galicia as an analyst in the Research Department. He has worked at Fitch Ratings Ltd. as a bank rating analyst, and at JP Morgan Europe Ltd. as a credit risk analyst with financial institutions. He has also worked as an equity analyst for Spanish and Portuguese banks at Fidentiis Equities.</p>

EXTERNAL PROPRIETARY DIRECTORS		
Name or company name of the director	Name or company name of the significant shareholder they represent or that proposed their appointment	Profile
		S.V. S.A. and MainFirst Bank AG. Since April 2015, he has worked at Oceanwood Capital Management LLP, where he is a partner and portfolio manager of financial institutions. At Liberbank, he served as a member of the Board of Directors from 2018 to 2021.
MR. FELIPE FERNANDEZ FERNANDEZ	FUNDACIÓN BANCARIA CAJA DE AHORROS DE ASTURIAS	Mr. Fernández holds a degree in Economics and Business Administration from Universidad de Bilbao. Professor of Statistics and Econometric Analysis at Universidad de Oviedo, School of Business and Economics. He has held the position of General Manager of Caja de Ahorros de Asturias. He has held several management positions in the Regional Administration of Asturias. He has also been Director of Administration and Finance at EDP España, S.A.U. He currently holds the position of director in the following companies: EDP España S.L.U.; Lico Leasing, S.A.; Instituto Medicina Oncologica y Molecular de Asturias, S.A. Cementos de Tudela Veguín, S.A.; Cimento Verde do Brasil, S.A.; Masaveu Inmobiliaria, S.A.; he is also a member of the General Supervisory Board of EDP Energías de Portugal, S.A. and a trustee of Fundación Caser. At Liberbank he was Director of the Business Corporation Area and Director since 2013.
ERNESTO LUIS TINAJERO FLORES	AIVILO SPAIN, S.L.	Mr. Tinajero holds a degree in Economics from Universidad Anahuac and an MBA from the Wharton School of Business at the University of Pennsylvania. He has been an International Banking Credit Analyst at Crocker National Bank (San Francisco CA), Assistant Director General of Documentation and Analysis of the Secretariat of Programming and Budget for Mexico City, Assistant Manager of Corporate Banking at Banco Nacional de México (Banamex), and Partner of Infico, S.A. de C.V. He has served as Chair and General Manager at Factor Arme, S.A. de C.V., Arrenmex, S.A. de C.V. and Cablecom. Since 2015, he has been a member of the Board of Directors of Liberbank, S.A. and a member of its Appointments Committee. He is an investor and entrepreneur in the real estate, financial, telecommunications, sports and consumer goods sectors in Mexico, Spain and the U.S., and currently holds the following positions in the management bodies of companies or investees in which they have invested, Chairman and Chief Executive Officer of the Board of Directors of Leasa Spain, S.L., Aivilo Spain, S.L., Innokap Inversiones de Capital, S.A. de C.V., Member of the Board of Directors of Compañía de Viñedos Iberian, S.L., Viñas del Jaro, S.L.U., Bodegas y Viñedos de Cal Grau, S.L., Sole Director of Altila ITG, S.L.U., Member of the Board of Directors of Fondo Metrópolis I and II, Grupo Carolo, Grupo Dupuis Becara and Grupo Artik. He is also the Chair of Impulsora del Deportivo Necaxa, Board Member

EXTERNAL PROPRIETARY DIRECTORS		
Name or company name of the director	Name or company name of the significant shareholder they represent or that proposed their appointment	Profile
		and Chairman of the Finance Committee of Colegio Junipero, AC, member of the Wharton Executive Latin-American Board, member of the Assembly of Owners of professional soccer teams.

Total number of proprietary directors	7
% of the total members of the board	46.67

INDEPENDENT PROPRIETARY DIRECTORS	
Name or company name of the director	Profile
MS. MARÍA LUISA ARJONILLA LÓPEZ	<p>Ms. Arjonilla holds a degree in Biological Sciences from Universidad Complutense de Madrid. With extensive experience in the technology sector applied to banking and financial markets, she has held the position of Director of Technology and Commercial Banking Operations at Banco Santander, Director of Technology at Banco Popular and previously held the same position at Barclays Bank España. At Euro Automatic Cash, Entidad de Pago</p> <p>S.L. was appointed non-executive director. Part of her professional career has been carried out in areas closely linked to the technology area as Product Manager at Alnova Technologies, and as a consultant and manager at Accenture. She has taught in the Digital Transformation Master Program (Universidad de Salamanca) and has collaborated in the following areas</p> <p>with the Instituto de Estudios Bursátiles. She has taken specialization courses in the area of technology at Stanford University and Michigan University. She currently teaches in the technological field as an associate professor in the Computer Science Department of the Polytechnic School (Universidad Carlos III) and collaborates as an advisor in the consulting company Minsait.</p>
MS. ANA BOLADO VALLE	<p>Ms. Bolado holds a degree in Pharmacy from Universidad Complutense de Madrid and an MBA from IE Business School. She has developed her professional career at Banco de Santander, where she held the following positions: Corporate Director of Digital Strategy and Business at Santander Universities; Corporate Director of T&amp;O at Santander Universities; Director of Commercial Strategy and Business Development in Commercial Banking Spain; Corporate Director of Human Resources; Managing Director Global Banking and Markets; Managing Director Financial Products, RF Origination and Sales; VP Investment Banking Emerging Markets and; Associate Treasury and Capital Markets, and Director of Parques Reunidos Servicios Centrales, S.L. She is currently a member of the Boards of Directors of Inmobiliaria Colonial Socimi, S.A., Caceis Group and Caceis Bank, of the Advisory Board of Fellow Funders, and of the Board of Directors of Metrovacesa, S.A.</p>
MR. MANUEL CONTHE GUTIERREZ	<p>Mr. Conthe holds a law degree from Universidad Autónoma de Madrid and has completed an executive education course at Harvard Business School. He is a civil servant by competitive examination of the State Commercial Technicians Corps. He has held the following positions: Assistant Manager</p>

INDEPENDENT PROPRIETARY DIRECTORS	
Name or company name of the director	Profile
	General Manager of Foreign Financing; General Manager of Foreign Transactions; General Manager of the Treasury and Financial Policy; Secretary of State for Economy; Chief Advisor for Economic and Commercial Affairs at the Spanish Permanent Representation to the EU; Vice-Chair of the World Bank for the Financial Sector; Chairman of the CNMV and member of the Board of Directors of Acerinox, S.A. He is an arbitrator and independent expert. He is also a columnist and Chairman of the Advisory Board of Expansión, member of the Advisory Boards of Indexa Capital and Fundación del Español Urgente.
JORGE DELCLAUX BRAVO	Mr. Delclaux holds a degree in Economics and Business Studies from Colegio Universitario de Estudios Financieros (CUNEF). He began his professional career as Assistant Director at Morgan Grenfell & Co. Limited to continue his investment banking career at UBS Phillips and Drew and at Rothschild, where he was Global Partner and CEO for Spain. In 2006 he joined Inversiones Ibersuizas, S.A. as Vice-Chair and CEO and in 2012 he was appointed CEO of Roland Berger in Spain. During his professional career he has been Director of several companies such as Grucycsa S.A, Safei, S.A, Ebro Agrícolas S.A, Fomento de Construcciones y Contratas, S.A., Península Capital, S.A.R.L., as well as of numerous investee companies as Private Equity manager. He has been a director of Liberbank, S.A. since 2011 and is currently a member of the Board of Directors of Preventiva Compañía de Seguros y Reaseguros, S.A.
MS. MARÍA GARAÑA CORCES	Ms. Garaña holds a degree in Business Law from Universidad CEU San Pablo, a diploma in International Trade from Berkeley University and an MBA from Harvard University. She worked as a Consultant at Andersen Consulting and as a Manager at Bain & Company, Mexico. She was Director of Inventory at Televisión Azteca, Mexico. She has worked with Microsoft in different regions as the Director of Operations and Marketing in Mexico, Chair of the Southern Cone of Latin America and Chair and CEO of Microsoft Ibérica, S.A. She worked at Google as General Manager of Professional Services for the Europe, Middle East and Africa (EMEA) region. She is currently Vice-Chair of Professional Services for Europe, Middle East and Africa at Adobe Inc. From 2015 to 2021, she was an independent director of Liberbank. She has also been an independent director of Distribuidora Internacional de Alimentos, S.A. (DIA) (2016-2019) and member of the European Institute of Technology (EIT), under the European Commission (2012-2017). Since 2015 she has been a director at Alantra Partners, S.A. and since 2020 she has been a member of the Supervisory Board of TUI AG, positions she currently holds.
MR. MANUEL GONZÁLEZ CID	Mr. González holds a degree in Economics and Business Administration from Universidad Complutense de Madrid and an International Executive MBA from the Chicago Booth School of Business at the University of Chicago (USA). He is a Commercial Technician and State Economist with teaching experience as a professor at centers such as the Universidad Autónoma and Complutense in Madrid and Centro de Estudios Comerciales (CECO), Advisor to the Technical Cabinet of the Secretary of State for the Economy and Director of Analysis at ABN AMRO, Sociedad de Valores y Bolsa, S.A. He worked at Argentaria Corporación Bancaria de España as Director of Corporate Development and Director of Strategic Planning, until its merger with BBVA, a company in which he has spent most of his professional career as Chief Financial Officer and member of the BBVA Group Steering Committee. During his professional career at BBVA, he was a Director of BBVA BANCO BHIF (Chile), Director of BBVA BANCOMER (Mexico), BANCO ATLANTICO, Vice-Chairman and Director of REPSOL, Director of Banca Nazionale del Lavoro (BNL) and member of the Board of Directors of Haya Real Estate, S.A.U. He has served as

INDEPENDENT PROPRIETARY DIRECTORS	
Name or company name of the director	Profile
	Chairman of the Banking Supervision Committee (BSC) of the European Banking Federation, Chairman of CFO European Network, Chairman of the Board of Directors of Bawag P. S. K. He has received recognition as Best Banking CFO in 2010, 2011 and 2013 by the Institutional Investors Survey, Thomson Reuters and Extel. At the present time he is a Senior Advisor at CERBERUS GLOBAL INVESTMENT ADVISORS, LLC. in Europe. He is Chairman of GESCOBRO COLLECTION SERVICES, S.L.U and ZEUS PORTFOLIO INVESTMENTS 1, SL and is a member of the Supervisory Board of HAMBURG COMMERCIAL BANK (Germany).

Total number of independent directors	6
% of the total members of the board	40.00

State whether any director considered independent receives from the company, or from the group thereof, any sum or benefit for any reason beyond a director's remuneration, or whether any independent director has or has had, in the last year, a business relationship with the company or any company in the group thereof, be this on their own behalf or as a significant shareholder, director or senior manager of a company that has or has had such a relationship.

If this is the case, a reasoned statement from the board should be included regarding why it considers that this director is able to perform their duties as an independent director.

Name or company name of the director	Description of the relationship	Reasoned statement
MS. ANA BOLADO VALLE	Unicaja Banco participated in the granting of three developer loans, two lines of guarantees and a syndicated financing operation to a company in which Ms. Ana Bolado Valle is a director.	These transactions, granted within the framework of the Company's ordinary business, were approved by the Board of Directors following a favorable report by the Audit and Regulatory Compliance Committee, as they were treated as related-party transactions, in compliance with the Policy for the Identification and Management of Conflicts of Interest and transactions with parties related to directors, significant shareholders and senior management. Ms. Bolado Valle did not participate in either the deliberation or the vote on the proposed transactions.



OTHER EXTERNAL DIRECTORS			
External directors will be identified and the reasons why they cannot be considered proprietary or independent and their links with the company, its directors, or its shareholders will be described:			
Name or company name of the director	Reasons	Company, manager or shareholder with whom they have a relationship	Profile
No data			

Total number of external directors	N/A
% of the total members of the board	N/A

State any changes that have occurred during the period to the category of each director:

Name or company name of the director	Date of the change	Previous category	Current category
No data			

C.1.4 Fill in the following table with the information about the number of female directors at the end of the last 4 financial years, as well as the category of these female directors:

	Number of female directors				% of the total number of directors in each category			
	2021	2020	2019	2018	2021	2020	2019	2018
Executive directors					0.00	0.00	0.00	0.00
Proprietary directors	2	2	2	2	28.57	40.00	40.00	40.00
Independent directors	3	3	2	3	50.00	60.00	50.00	60.00
Other external directors					0.00	0.00	0.00	0.00
Total	5	5	4	5	33.33	41.67	36.36	41.67

C.1.5 Does the company have diversity policies regarding the company's board of directors, for example in terms of age, gender, disability or training and professional experience? According to the definition in the Account Auditing Act, small and medium-sized enterprises must at least report the diversity policy they have established regarding gender.

- ☒ Yes  
☐ No  
☐ Partial policies



If so, describe these diversity policies, their targets, the measures thereof, how they are applied and what results they achieved in the year. The specific measures adopted by the board of directors and the appointments and remuneration committee to achieve a balanced and diverse group of directors must also be stated.

Should the company not use any diversity policies, explain why not.

A description of the policies, their targets, the measures thereof, how they are applied and their results.

On February 27, 2019, the Company approved a Board of Directors Diversity Policy, which recasts and develops in a single text the diversity-related provisions of the Bylaws, the Board Regulations and other policies in force at the Company.

The purpose of the Policy is to ensure that the selection procedure for Board Members promotes a diverse and balanced composition of the Board of Directors and its Committees, taking into account issues such as professional training and experience, age, gender, disability, independence and the measures to be adopted for its implementation, if applicable.

(CONTINUED IN SECTION H.1)

- C.1.6 Explain the measures, if any, that the appointments committee has established to ensure that the selection procedures do not suffer from implicit biases that hinder the selection of female directors, that the company deliberately seeks and includes women who meet the desired professional profile among the potential candidates, and that allow a balanced presence between men and women. Also state whether these measures include the promotion of the company's having a significant number of female senior management personnel:

#### Explanation of measures

Pursuant to Article 16.5 of the Company's bylaws, the Board of Directors must ensure that the procedures for the selection of directors not only favor diversity, but also ensure it in the areas established in the new wording of Article 529 bis of the Capital Companies Act, in particular to facilitate the selection of female directors in a number that allows for a balanced presence of women and men.

Furthermore, pursuant to Article 32.5 of the Board Regulations, the duties of the Appointments Committee include assessing the skills, diversity, balance of knowledge and experience required on the Board of Directors, as well as establishing a representation target for the underrepresented gender on the Board of Directors and developing guidelines on how to achieve this target.

The Policy for the Evaluation of the Suitability of the members of the Board of Directors, the General Managers and similar, and other Key Personnel for the development of the financial activity of Unicaja Banco, states that the Appointments Committee is in charge of analyzing the overall composition of the Board, comparing the actual aptitudes with those required to adequately understand the Company's activities, ensuring that the procedures for the selection of Board members favor diversity of experience and knowledge, facilitate the selection of Directors of the less represented sex and, in general, do not suffer from implicit biases that may imply any discrimination whatsoever.

Unicaja Banco has a Policy for the Selection and Appointment of Directors approved by the Board of Directors, which aims to ensure that the selection procedures for the members of the Board of Directors are oriented towards favoring a balanced composition of the Board and its Committees. Unicaja Banco applies the Policy on the occasion of the selection of directors to fill any vacancies that may arise. The principles that govern the Policy include the following: 1) Effectiveness: Every effort will be made to select the best possible candidate for the position to be filled by the Company, taking into account the current and future needs of the Company 2) Fairness and diversity: The selection system for board members will be impartial and transparent and not suffer from implicit bias, particularly on the basis of gender or disability, providing equal opportunities to all candidates qualified for the position to be filled, facilitating the selection of candidates of the underrepresented sex. In selecting members of the governing body, an attempt will be made to incorporate a broad set of qualities and competencies to achieve a diversity of views and experiences and to promote independent opinions and sound decision making within the governing body. 3) Adequate skills and performance: It will be ensured that the directors have sufficient specialized knowledge and experience to carry out their activities and functions in the Company.

In relation to Recommendation 15 of the Code of Good Governance, regarding measures to encourage the company to have a significant number of female senior managers, the Appointments Committee remains committed to promoting an increase in the number of

female senior managers. Activity in this regard has been conditioned by the merger process, notwithstanding which, the presence of women has increased in both the first and second level organization charts. The Bank is also committed to promoting women in senior management, both in its policies and in its succession plans.

When, despite any measures that might have been adopted, there are few or no female directors or senior management personnel, explain the reasons behind this:

#### Explanation of reasons

With respect to the small number of female senior managers, it should be noted that the Company ensures fairness in the selection and promotion processes, ensuring the natural flow of talent, whether male or female, at all levels of the organization.

Consequently, in view of the significant increase in the number of women in Unicaja Banco's workforce in recent decades and given the natural evolution of their professional development in the Bank, it is foreseeable that this increase will be transferred to senior management in the coming years.

For this purpose, as of December 31, 2021, the percentage of women on the Steering Committee will be 16.66% and 43% in middle management.

**C.1.7** Explain the appointments committee's conclusions on the verification of compliance with the policy aimed at promoting an appropriate composition of the board of directors.

The Appointments Committee, in January 2022, prepared the report on the application of the Policy for the Selection and Appointment of Directors and the Diversity Policy, concluding that the individual and collective suitability assessment processes carried out in fiscal year 2021 have been developed in accordance with the criteria, principles and systems established in the aforementioned policies. In particular, the evaluations analyzed the impact in terms of diversity of knowledge, technical skills, experience, and gender, without implying discrimination on the basis of age or disability, using the matrix of skills, knowledge and experience, ensuring that the overall composition and balance of skills of the Board of Directors was appropriate. The Committee has verified that the Board of Directors, individually and collectively, is adequate for the performance of its duties and that it has the capacity to take decisions independently and autonomously for the benefit of the Company, as well as that the various areas of expertise required are adequately covered. In its report, the Committee referred to the conditioning effect of the reorganization of the Board of Directors as a result of the merger process.

**C.1.8** Explain, if applicable, the reasons why no proprietary directors were appointed at the behest of shareholders whose shareholding is less than 3% of share capital:

Name or company name of the shareholder	Justification
ERNESTO LUIS TINAJERO FLORES	The merger between Unicaja Banco and Liberbank led to a change in the composition of the Board. In particular, in the Common Merger Plan signed on December 29, 2020, the Board of Directors of Unicaja Banco was to be composed of 15 Directors, 9 from Unicaja Banco (1 executive, 4 independent and 4 proprietary) and 6 from Liberbank (1 executive, 2 independent and 3 proprietary). The Board of Directors of Liberbank, following a report from its Appointments Committee, agreed to propose to the Board of Directors of Unicaja Banco, among others, Mr. Ernesto Luis Tinajero Flores, a member of the Board of Directors of Liberbank, which held 7.295% of the share capital of Liberbank. After the exchange of shares agreed in the merger, its shareholding was 2.9547% of the capital stock of Unicaja Banco, resulting from the merger.

State whether there has been any accommodation of formal requests for representation on the board of shareholders whose shareholding is equal to or greater than others who have been designated a proprietary director at their request. If so, explain why such requests were not accommodated:

[ ] Yes  
[√] No

C.1.9 Specify the powers and authorities the board of directors has delegated to the directors or committees of the board, if any, including those pertaining to the ability to issue or repurchase shares:

Name or company name of the director or committee	Brief description
MR. MANUEL AZUAGA MORENO	Mr. Azuaga has been delegated broad powers of representation and administration for the exercise of the position of Executive Chairman of the Company.
MANUEL MENÉNDEZ MENÉNDEZ	Mr. Menéndez has been delegated broad powers of representation and administration for the exercise of his position as Chief Executive Officer of the Company.

C.1.10 Identify the members of the board, if any, who hold positions as administrators, representatives of administrators, or executives in other companies that form part of the group of the listed company:

Name or company name of the director	Company name of the group company	Position	Do they have executive functions?
No data			

C.1.11 List any director, administrator or manager positions or representatives thereof held by directors or representatives of directors who are members of the board of directors of the company in other companies, regardless of whether they are listed companies:

Identification of the director or representative	Company name of the entity, listed or not	Position
MR. MANUEL CONTHE GUTIERREZ	INDEXA CAPITAL A.V., S.A.	DIRECTOR
MR. MANUEL CONTHE GUTIERREZ	UNIDAD EDITORIAL INFORMACIÓN ECONÓMICA, S.L.	CHAIRMAN
MR. MANUEL CONTHE GUTIERREZ	FUNDACIÓN DEL ESPAÑOL URGENTE	DIRECTOR
MR. MANUEL CONTHE GUTIERREZ	FUNDACIÓN PELAYO	DIRECTOR
MS. PETRA MATEOS-APARICIO MORALES	SPAIN-US CHAMBER OF COMMERCE	VICE-CHAIR
MS. PETRA MATEOS-APARICIO MORALES	TÉCNICAS REUNIDAS, S.A.	DIRECTOR
MS. PETRA MATEOS-APARICIO MORALES	ALTKOCA, S.A.	SOLE ADMINISTRATOR
MS. PETRA MATEOS-APARICIO MORALES	SENECTICAL, S.L.	SOLE ADMINISTRATOR
MS. PETRA MATEOS-APARICIO MORALES	GRUPO CELULOSAS MOLDEADAS S.L.	DIRECTOR

Identification of the director or representative	Company name of the entity, listed or not	Position
MS. PETRA MATEOS-APARICIO MORALES	CRUE'S INTERNATIONAL ADVISORY COUNCIL ON SCIENCE, UNIVERSITY AND SOCIETY	DIRECTOR
MR. FELIPE FERNANDEZ FERNANDEZ	LICO LEASING, S.A.	CHAIRMAN
MR. FELIPE FERNANDEZ FERNANDEZ	MASAVEU INMOBILIARIA, S.A.	DIRECTOR
MR. FELIPE FERNANDEZ FERNANDEZ	EDP ESPAÑA, S.A.U	DIRECTOR
MR. FELIPE FERNANDEZ FERNANDEZ	INSTITUTO DE MEDICINA ONCOLÓGICA Y MOLECULAR DE ASTURIAS, S.A.	DIRECTOR
MR. FELIPE FERNANDEZ FERNANDEZ	CEMENTOS TUDELA VEGUIN, S.A.	DIRECTOR
MR. FELIPE FERNANDEZ FERNANDEZ	FUNDACIÓN CASER	DIRECTOR
MR. FELIPE FERNANDEZ FERNANDEZ	CIMENTO VERDE DO BRASIL, S.A.	DIRECTOR
MR. FELIPE FERNANDEZ FERNANDEZ	EDP ENERGÍAS DE PORTUGAL, S.A.	DIRECTOR
MR. MANUEL MENENDEZ MENENDEZ	EDP ESPAÑA, S.A.U	CHAIRMAN
MR. MANUEL MENENDEZ MENENDEZ	EDP RENOVAVEIS, S.A.	DIRECTOR
MR. MANUEL MENENDEZ MENENDEZ	FUNDACIÓN PRINCESA DE ASTURIAS	DIRECTOR
MR. MANUEL MENENDEZ MENENDEZ	DONOSTIA INTERNATIONAL PHYSICS CENTER FOUNDATION (DIPC)	DIRECTOR
MR. MANUEL MENENDEZ MENENDEZ	FUNDACIÓN EDP	CHAIRMAN
MR. MANUEL MENENDEZ MENENDEZ	ASOCIACIÓN DE EMPRESAS DE ENERGÍA ELECTRICA (AELEC) (ASSOCIATION OF ELECTRIC POWER COMPANIES)	DIRECTOR
MS. ANA BOLADO VALLE	INMOBILIARIA COLONIAL SOCIMI, S.A.	DIRECTOR
MS. ANA BOLADO VALLE	METROVACESA, S.A.	DIRECTOR
MS. ANA BOLADO VALLE	FELLOW FUNDERS PFP, S.A.	DIRECTOR
MS. ANA BOLADO VALLE	CACEIS GROUP	DIRECTOR
MS. ANA BOLADO VALLE	CACEIS BANK	DIRECTOR

Identification of the director or representative	Company name of the entity, listed or not	Position
JORGE DELCLAUX BRAVO	PREVENTIVA COMPAÑÍA DE SEGUROS Y REASEGUROS, S.A.	DIRECTOR
JORGE DELCLAUX BRAVO	FINDEL, S.L.	JOINT AND SEVERAL ADMINISTRATOR
JORGE DELCLAUX BRAVO	AMADEL CAPITAL, S.L.	JOINT AND SEVERAL ADMINISTRATOR
JORGE DELCLAUX BRAVO	PROMOTORA RESIDENCIAL LIENDO, S.L.	JOINT AND SEVERAL ADMINISTRATOR
JORGE DELCLAUX BRAVO	ESTRELA CAPITAL PARTNERS ASESORES, S.L.	JOINT AND SEVERAL ADMINISTRATOR
MR. MANUEL AZUAGA MORENO	CECABANK, S.A.	CHAIRMAN
MR. MANUEL AZUAGA MORENO	CONFEDERACIÓN ESPAÑOLA DE CAJAS DE AHORROS "CECA"	DIRECTOR
MR. MANUEL AZUAGA MORENO	Fundación de las Cajas de Ahorro (FUNCAS)	DIRECTOR
MR. MANUEL AZUAGA MORENO	ASOCIACIÓN CIFAL MÁLAGA	DIRECTOR
MR. JUAN FRAILE CANTÓN	FUNDACIÓN UNICAJA RONDA	DIRECTOR
MS. MARÍA GARAÑA CORCES	ALANTRA PARTNERS,S.A.	DIRECTOR
MS. MARÍA GARAÑA CORCES	TUI A.G.	DIRECTOR
MR. MANUEL GONZÁLEZ CID	GESCOBRO COLLECTION SERVICES, S.L.U.	CHAIRMAN
MR. MANUEL GONZÁLEZ CID	ZEUS PORTFOLIO INVESTMENTS 1, S.L.	CHAIRMAN
MR. MANUEL GONZÁLEZ CID	HAMBURG COMMERCIAL BANK	DIRECTOR
ERNESTO LUIS TINAJERO FLORES	BODEGAS Y VINEDOS DE CAL GRAU, S.L.	DIRECTOR
ERNESTO LUIS TINAJERO FLORES	COMPAÑÍA DE VIÑEDOS IBERIAN, S.L.	DIRECTOR
ERNESTO LUIS TINAJERO FLORES	VIÑAS DEL JARO, S.L.U.	DIRECTOR
ERNESTO LUIS TINAJERO FLORES	AIVILO SPAIN, S.L.	CHAIRMAN
ERNESTO LUIS TINAJERO FLORES	LEASA SPAIN, S.L.	CHAIRMAN
ERNESTO LUIS TINAJERO FLORES	ALILA ITG, S.L.U.	SOLE ADMINISTRATOR
ERNESTO LUIS TINAJERO FLORES	COLEGIO JUNÍPERO, A.C.	DIRECTOR
ERNESTO LUIS TINAJERO FLORES	IMPULSORA DEL DEPORTIVO NEXACA	CHAIRMAN

Identification of the director or representative	Company name of the entity, listed or not	Position
ERNESTO LUIS TINAJERO FLORES	ASAMBLEA DE DUEÑOS DE EQUIPOS DE FÚTBOL PROFESIONAL	DIRECTOR
ERNESTO LUIS TINAJERO FLORES	WARTHON EXECUTIVE LATIN-AMERICAN	DIRECTOR
ERNESTO LUIS TINAJERO FLORES	INNOKAP INV. CAPITAL, S.A. DE C.V.	CHAIRMAN
ERNESTO LUIS TINAJERO FLORES	FONDO METRÓPOLIS I Y II	DIRECTOR
ERNESTO LUIS TINAJERO FLORES	ARTIK GROUP	DIRECTOR
ERNESTO LUIS TINAJERO FLORES	CAROLO GROUP	DIRECTOR
ERNESTO LUIS TINAJERO FLORES	DUPUIS-BECARA GROUP	DIRECTOR
DAVID VAAMONDE JUANATEY	OCEANWOOD CAPITAL MANAGEMENT LLP	DIRECTOR

Due to the fact that the CNMV form does not have a "TRUSTEE" option, "DIRECTOR" for the foundations on the should be understood as "TRUSTEE". The same is true for the following positions:

- Mr. Manuel Azuaga Moreno is a member of the Board of Directors of the CIFAL Malaga Association, representing Unicaja Banco.
- Mr. Manuel Menéndez Menéndez is a member of the Board of Directors of AELEC.
- Ms. Ana Bolado is a member of the Advisory Board (Senior Advisor) of Fellow Funder PFP, S.A.
- Ms. Petra Mateos-Aparicio Morales is a member of the International Advisory Council on Science, University and Society of CRUE.
- Mr. Ernesto Luis Tinajero Flores is a member of the Assembly of Professional Soccer Team Owners.
- Mr. Manuel Conthe is a member of the Advisory Committee of Indexa Capital, S.V., S.A., Chairman of the Advisory Board of Unidad Editorial Información Económica, S.L. (Expansión) and a member of the Advisory Board of Fundación del Español Urgente.
- Ms. María Luisa Garaña is a member of the Supervisory Board of TUI AG.
- Mr. Felipe Fernández is a member of the General and Supervisory Board of EDP Energías de Portugal, S.A.
- Mr. David Vaamonde is a Partner/Director of Oceanwood Capital Management LLP.

Of the above positions, only the following are remunerated:

- Mr. Manuel Azuaga Moreno: Cecabank, S.A. and CECA.
- Mr. Manuel Menéndez Menéndez: EDP Renovaveis, S.A.
- Ms. Ana Bolado Valle: Inmobiliaria Colonial Socimi, S.A., Metrovacesa, S.A., CACEIS Group and CACEIS Bank.
- Mr. Jorge Delclaux Bravo: Preventiva Compañía de Seguros y Reaseguros, S.A.
- Mr. Felipe Fernández Fernández: Cementos de Tudela Veguín, S.A., Masaveu Inmobiliaria, S.A., EDP España, S.A. and EDP Energías de Portugal, S.A.
- Ms. María Garaña Corcos: TUI AG and Alantra Partners, S.A.
- Mr. Manuel González Cid: Gescobro Collection Services, S.L.U.
- Ms. Petra Mateos-Aparicio Morales: Técnicas Reunidas, S.A.
- Mr. David Vaamonde: Oceanwood Capital Management LLP.

Specify, if applicable, any other remunerated activities of the directors or representatives of the directors, whatever their nature, other than those indicated in the table above.

Identification of the director or representative	Other remunerated activities
MR. MANUEL CONTHE GUTIERREZ	Arbitrator and independent expert and columnist for Expansión.

Identification of the director or representative	Other remunerated activities
DAVID VAAMONDE JUANATEY	European Banking Sector Investment Manager at OCEANWOOD CAPITAL MANAGEMENT LLP
MS. MARÍA GARAÑA CORCES	Vice-Chair of Professional Services for Europe, Middle East and Africa at ADOBE INC.
MR. MANUEL GONZÁLEZ CID	Senior advisor for Europe of CERBERUS GLOBAL INVESTMENT ADVISORS, LLC
MS. MARÍA LUISA ARJONILLA LÓPEZ	Advisor in the Financial Services Area at the consulting company MINSAIT and associate professor at the Faculty of Computer Science of Universidad CARLOS III.

C.1.12 State and, where appropriate, explain, if the company has established rules for the maximum number of company boards that its directors may form a part of, identifying, where appropriate, where it is regulated:

[ ☒ ] Yes  
[ ☐ ] No

#### Explanation of these rules and identification of the regulating document

Article 15.3 of the Regulations of the Board of Directors establishes that Board Members may not sit on more Boards of Directors than is possible under the applicable banking regulations. In particular, Law 10/2014, of June 26, on the regulation, supervision and solvency of credit institutions, in its Article 26 on the regime of incompatibilities and limitations, states that except in certain cases, they may not simultaneously hold more positions than those provided for in one of the following combinations: i) one executive position together with two non-executive positions or; ii) four non-executive positions. Executive positions are understood to be, in any case, those who perform management functions in the company, regardless of the legal relationship that attributes these functions to them. Specific provisions are also established in order to determine how the computation of positions should be carried out in the case of positions held within the group itself, or in commercial companies in which the company has a significant shareholding.

The incompatibilities regime is also contained in Rule 34 of Bank of Spain Circular 2/2016, of February 2, to credit institutions, on supervision and solvency, which completes the adaptation of the Spanish legal system to Directive 2013/36/EU and Regulation (EU) No. 575/2013. At the international level, the European Central Bank's Suitability Assessment Guidelines or the Guidelines on the assessment of the suitability of members of the management body and key function holders (EBA/GL/2021/06) are also applicable to Credit Institutions.

C.1.13 State the amounts of the following items related to the overall remuneration of the board of directors:

Remuneration accrued in the year by the board of directors (thousands of Euros)	2,567
Amount of funds accumulated by current directors for long-term savings systems with consolidated economic rights (thousands of Euros)	4,468
Amount of funds accumulated by current directors for long-term savings systems with unconsolidated economic rights (thousands of Euros)	
Amount of funds accumulated by former directors for long-term savings systems (thousands of Euros)	

C.1.14 Identify the members of senior management who are not executive directors, and state the total remuneration accrued by them during the year:

Name or Company name	Role(s)
MR. JOSÉ MARÍA DE LA VEGA CARNICERO	GENERAL MANAGER OF HUMAN RESOURCES, TALENT AND CULTURE
MR. JOSÉ MANUEL DOMÍNGUEZ MARTÍNEZ	GENERAL MANAGER OF THE TECHNICAL GENERAL SECRETARIAT
MR. ISIDRO RUBIALES GIL	ASSISTANT GENERAL MANAGER TO THE CHAIR
MR. PABLO GONZÁLEZ MARTÍN	CHIEF FINANCIAL OFFICER
MR. FRANCISCO JAVIER PÉREZ GAVILÁN	CHIEF CREDIT RISK OFFICER
MR. JESÚS RUANO MOCHALES	ASSISTANT GENERAL MANAGER TO THE CHIEF EXECUTIVE OFFICER
MR. JONATHAN JOAQUIN VELASCO	CHIEF FINANCIAL OFFICER
MR. SEVERINO JESÚS MÉNDEZ SUÁREZ	CHIEF OPERATING AND TECHNOLOGY OFFICER
MR. CÉDRIC BLANCHETIÈRE	GLOBAL RISK CONTROL MANAGER
MR. JESÚS NAVARRO MARTÍN	INTERNAL AUDIT DIRECTOR
MR. GALO JUAN SASTRE CORCHADO	REGULATORY COMPLIANCE COMMITTEE
MR. MIGUEL ANGEL BARRA QUESADA	ESG BUSINESS MANAGER
MS. ANA ECHENIQUE LORENZO	DIRECTOR OF THE CABINET OF THE CHIEF EXECUTIVE OFFICER
MS. MARÍA DEL CRISTO GONZÁLEZ ÁLVAREZ	DIRECTOR OF TRANSFORMATION AND INNOVATION
MR. AGUSTÍN LOMBA SORRONDEGUI	DIRECTOR OF STRATEGIC PLANNING AND BUDGETING
MR. JUAN PABLO LÓPEZ COBO	INVESTOR RELATIONS MANAGER
JOAQUÍN SEVILLA RODRÍGUEZ	DIGITAL BUSINESS DIRECTOR
MARTA SUÁREZ GONZÁLEZ	DIRECTOR OF BUSINESS OBJECTIVES AND FOLLOW-UP

Number of women in senior management	3
Percentage of the total members of senior management	16.66

Total remuneration of senior management (in thousands of Euros)	3,378
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The amount of the total remuneration of senior management corresponds to the amounts accrued by 22 members of senior management who have performed their duties at some time during the year, even if they do not have such status at the closing date.

The full name of Mr. Isidro Rubiales Gil's position is as follows: Assistant General Manager to the Chair for Control and Supervisory Relations.  
The full title of the position of Mr. Jesús Ruano Mochales is as follows: Assistant General Manager to the CEO of Corporate Development, Investees, Recoveries and Non-Core Asset Management.



C.1.15 State whether there have been any changes to the board's regulations during the year:

[ ☒ ] Yes  
[ ☐ ] No

#### Description of the changes

The Regulations of the Board of Directors were amended by the Board of Directors at a meeting held on September 3, 2021 and registered in the Malaga Commercial Registry on September 24, 2021. This amendment was only intended to adapt the Regulations to the latest amendments to the Company's Bylaws, affecting the following articles:

Article 2 (Scope of application): extension of the definition of "Senior Management" for the purposes of these Regulations, to include all those executives who report directly to both the Chairman and the Chief Executive Officer.

Article 13 (Term of office): to establish that the term of office of directors will be three years, in line with the current wording of Article 17 of the Company's Bylaws approved at the Ordinary General Shareholders' Meeting of 2020.

Article 22 (Remuneration content): it is specified that the distribution of remuneration among the different Directors will be made within the limits established in the remuneration policy for Directors approved by the General Shareholders' Meeting, in line with the current wording of Article 29.2 of the Company's Bylaws approved at the Extraordinary General Shareholders' Meeting of 2021.

Article 25 (Chair. Functions); Article 26 (Vice-Chairs. CEOs Coordinating Director) and; Article 30 (Executive Committee): For its adaptation to the current wording of Articles 23 and 24 of the Bylaws approved by the Extraordinary General Shareholders' Meeting on March 31, 2021, made in turn with the finality of reflecting the governance model of the company more accurately and, in particular, the figure of the Chief Executive Officer, adopted within the framework of the merger.

Elimination of the First Transitory Provision: as the reasons that justified its inclusion have lapsed.

Second Transitional Provision: adaptation to the wording of the current Transitional Provision of the Bylaws, approved at the Ordinary General Meeting of 2020, whereby in connection with the amendment of Article 17.1 of the Bylaws approved at the same General Meeting (reduction of the term of office of directors from 4 to 3 years), the term of office of the members of the Board of Directors in force on the date of approval by the general meeting of the corresponding amendment to the bylaws will maintain its four-year term, with the three-year term only applying to re-elections approved after that date.

C.1.16 What are the procedures for selecting, appointing, re-electing and removing directors? Specify the competent bodies, the formalities to be carried out and the criteria used in each of the procedures.

The procedures for the selection, appointment, re-election, evaluation and removal of directors are regulated, in addition to the applicable regulations, in: the Company Bylaws, the Regulations of the Board of Directors; the Policy for the Evaluation of the Suitability of the Board of Directors, the General Managers and similar and other Key Personnel for the development of the financial activity. The internal regulations on the suitability of directors are completed with the Diversity Policy; the Policy for the Selection and Appointment of Directors; the Succession Policy; and the Procedure for Evaluating the Functioning of the Board of Directors and its committees, and of certain positions.

The Appointments Committee evaluates the competencies, knowledge and experience required on the Board, defines the functions and aptitudes required of the candidates and evaluates the dedication required for the performance.

- Selection

The following procedure will be followed in the selection of candidates for directors:

1. The Appointments Committee will take into account the balance of knowledge, capacity, diversity and experience on the Board of Directors and will prepare a description of the functions and skills required for a specific appointment, assessing the time commitment envisaged for the performance of its duties, all in accordance with the needs of the Company's management bodies at any given time, and, in particular, taking into account the target representation for the least represented sex on the Board of Directors and the guidelines established on this matter in the Diversity Policy of Unicaja Banco's Board of Directors, in order to ensure said target of 30% representation of female directors is upheld.

2. The shareholders entitled to appoint Directors may nominate the persons they deem appropriate to fill vacancies, be they executive or proprietary directors.

Moreover, any Director can request that the Appointments Committee take into consideration potential candidates to fill vacancies on the Board of Directors if they consider them suitable. The Appointments Committee may contract external services ("headhunters") for the selection of potential candidates, when it deems doing so necessary or convenient.

The Board of Directors may proceed to co-opt the appointment of Directors, when the legal and statutory requirements are met.

Furthermore, the Appointments Committee may identify and recommend candidates to fill vacant Board positions, with a view to its proposal to the Board of Directors or the General Shareholders' Meeting.

- Suitability Assessment and Appointment

Once the candidates have been identified, as stated in the "Selection" section, the following procedure will be followed for the appointment of directors:

- a) The Appointments Committee will initiate the suitability assessment procedure, in accordance with the provisions of the Suitability Assessment Policy, and issue the corresponding assessment report. In the case of independent Directors, it will submit the appointment proposal to the Board, and in the case of other types of Directors, it will report the corresponding appointment proposals to the Board.
- b) If the report is favorable, the Board of Directors, in view of the report or proposal of the Appointments Committee, will analyze the candidates, as well as their respective dossiers.
- c) If the result of this analysis is favorable, the proposed appointment will be submitted to the competent supervisory authorities for approval. Exceptionally, in the event of vacancies that may have a negative impact on the day-to-day management of the Bank, the request for authorization from the supervisory authority may be made immediately after the appointment of the Director, the effectiveness of which will be subject to a favorable assessment.
- d) Once the candidates have been favorably evaluated by the competent supervisory authority, the Board will co-opt the appointment, in the event of a vacancy, or the proposal will be submitted to the General Meeting.

(CONTINUED IN SECTION H.1)

C.1.17 Explain to what extent the annual evaluation of the board has led to major changes in the internal organization and in the procedures applied to its activities:

Description of the changes

The Board of Directors of Unicaja Banco has been carrying out an annual evaluation of the functioning of the Board, the support committees and their respective positions. Based on the outcome of the performance evaluation for the 2020 financial year, the conclusions of which were satisfactory, although there were certain areas for improvement, the Board of Directors, at the proposal of the Appointments Committee, approved an action plan that has been monitored during the 2021 financial year.

The action plan aims to do the following: i) continue to increase directors' advance access to documentation on matters to be discussed at meetings of the governing bodies; ii) implement the new IT platform to facilitate aspects such as electronic signature of documents, repository of all documentation addressed from any meeting held previously, individualized editing of documents and vote delegation, among others; iii) optimize the time of the sessions to deal with relevant matters; iv) adapt the Training Plan, so that it is based on internal resources, with external support and; v) hold extraordinary sessions to review the company's strategy in the medium and long term.

Describe the evaluation process and the areas evaluated that the board of directors has carried out with the assistance, if any, by an external consultant, with regard to the function and composition of the board and the committees thereof and any other area or aspect that has been evaluated.

Description of the evaluation process and areas evaluated

In accordance with the provisions of Recommendation 26 of the Good Governance Code of Listed Companies, and as set out in Article 35 of the Board Regulations, and in the "Procedure for Evaluating the Operation of the Board of Directors of Unicaja Banco, S.A. and its Committees, and of certain positions", at least every three years the Board of Directors will have the support of an external consultant. The last fiscal year that the Company had an external consultant was for the evaluation of the 2019 fiscal year, in which the Board of Directors, at the proposal of the Appointments Committee, appointed the independent external consultant ("EgonZehnder") to assist it in the performance of the evaluation.

For the 2021 financial year, the evaluation has been carried out without external support, and the perimeter to be evaluated comprises, specifically, the Board as a whole, and individually the position of the Executive Chairman, the Chief Executive Officer, the Secretary/Vice-Secretary of the Board, the Coordinating Director and the individual contribution of each Director. Furthermore, each of its support committees and individually the positions of Chairman and Secretary of each Committee.

A questionnaire was used to carry out this evaluation, in which each section is left open so that, if so desired, comments can be made beyond the answers to each of the questions posed.

The areas evaluated are as follows:

- Structure and composition of the Board.
  - Operation of the Board.
  - Responsibility - contribution of the Board.
  - Summary evaluation of efficiency and contribution.
  - Training.
  - Specific questionnaire for the positions of Executive Chairman, Chief Executive Officer, Secretary/Vice-Secretary of the Board and Coordinating Director.
- Furthermore, there are specific questionnaires for each of the support committees and individually for the positions of Chairman and Secretary on each committee.

Once completed by the directors, each Committee independently analyzes the evaluated aspects and the results and reports to the Appointments Committee. The Appointments Committee analyzes the information provided through the questionnaires and the reports of each Committee and submits its conclusions to the Board of Directors.

In the event that recommendations are made, an action plan will be drawn up and submitted to the Board for approval and, where appropriate, monitored throughout the year.

C.1.18 For those years in which the evaluation was aided by an external consultant, itemize the business relations that the consultant or any company in the consultant's group might have with the company or any company in the company's group.

The evaluation process of the Board of Directors, its support committees and certain positions for the 2021 fiscal year was carried out internally, without the assistance of an external consultant. The last evaluation process with the assistance of an external consultant was the one corresponding to fiscal year 2019, in which the firm EgonZehnder was hired, who did not provide any other advisory services to the Company or any of its Group companies in that fiscal year.

C.1.19 Specify the situations in which directors must resign.

By virtue of the terms of Article 14 of the Regulations of the Board of Directors, directors must make their position available to the Board of Directors and formalize, if the Board deems convenient, the corresponding resignation in the following cases:

- a. When they cease to hold the positions, offices or functions with which their appointment as directors was associated;
- b. When they are involved in any of the cases of incompatibility or prohibition provided by law;
- c. When the Board itself so requests by a majority of at least two thirds of its members: 1) if they are seriously reprimanded by the Board for having breached their obligations as Directors, following a proposal or report from the Appointments Committee; or 2) when their remaining on the Board may jeopardize the interests of the Company;
- d. At the request of the Bank of Spain, the European Central Bank or any other authority with competence in the matter.
- e. When the Board, following a report from the Appointments Committee, deems it appropriate in those cases that may damage the credit and reputation of the Company, when the Director has ceased to meet the legal requirements of repute, experience and good governance established in Article 24 of Law 10/2014 and its implementing rules, or, in particular, when the Director is being prosecuted for criminal proceedings. In particular, if a Director is indicted or tried for any of the offenses set out in corporate legislation, the Board of Directors will examine the case as soon as possible and, in view of the specific circumstances, decide whether the Director should continue in office. The Board of Directors will give a reasoned account of all of the foregoing in the Annual Corporate Governance Report and, if appropriate, to the Bank of Spain, the European Central Bank or the competent authority.

Moreover, proprietary directors must present their resignation in the relevant number when the shareholder that they represent transfers or reduces their shareholding.

When, whether by resignation or otherwise, a Director ceases to hold office before the end of their term of office, they must explain the reasons in a letter to be sent to all members of the Board. Notwithstanding the fact that such termination will be communicated to the market through the CNMV's website, the reason for the termination will be included in the Annual Corporate Governance Report.

C.1.20 Are reinforced majorities, beyond the legal majorities, required for any type of decision?

☐ Yes  
☒ No

If so, describe the differences.

C.1.21 Explain whether there are specific requirements, which are different from those for directors, for being appointed chairperson of the board of directors:

☐ Yes  
☒ No

C.1.22 Do the bylaws or the regulations for the board establish an age limit for directors?

☐ Yes  
☒ No

C.1.23 Do the bylaws or the regulations for the board establish a limited tenure or other, stricter requirements beyond those established by law for independent directors and those established in regulations?

☐ Yes  
☒ No

C.1.24 State whether the bylaws or the regulations for the board establish specific regulations for delegating a vote to the board of directors to other directors, how to do so and specifically the maximum number of delegations a single director can receive, as well as whether any limit has been established in terms of the categories in which a vote can be delegated, beyond those restrictions imposed by law. If so, briefly explain such regulations.

Article 18.8 of the Company's Bylaws provides that all directors may cast their vote and grant a proxy in favor of another director, although non-executive directors may only do so in favor of another non-executive director. Representation will be granted on a special basis for the meeting of the Board of Directors to which it refers.

Article 15.2.b) of the Regulations of the Board of Directors provides that in the indispensable event that a director is unable to attend the meetings to which they have been summoned, they must instruct the director to whom, if any, they have granted their proxy.

On the other hand, by virtue of the provisions of Article 28.5 of the Board of Directors Regulations, the Chairman will decide, in case of doubt, on the validity of the proxies granted by directors who do not attend the meeting. Such proxies may be granted by letter or by any other written means which, in the judgment of the Chairman, ensures the certainty of the representation.

C.1.25 State the number of meetings that the board of directors has held during the year. Also state, where appropriate, the number of times that the board has met without the attendance of its chairman. For the purposes of this calculation, representations made with specific instructions will be considered as attendance.

Number of board meetings	21
Number of board meetings held without the attendance of the chairman	0

State the number of meetings held by the coordinating director with the rest of the directors, without the attendance or representation of any executive director:

Number of meetings	5
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State the number of meetings that the different board committees have held during the year:

Number of meetings of the Audit and Regulatory Compliance Committee	13
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Number of meetings of the APPOINTMENTS COMMITTEE	9
Number of meetings of the RISK COMMITTEE	12
Number of meetings of the TECHNOLOGY AND INNOVATION COMMITTEE	4
Number of meetings of the REMUNERATION COMMITTEE	7

The Board of Directors held 21 meetings in fiscal year 2021. In addition, the Board of Directors adopted resolutions on two occasions by written procedure and without a meeting. The number of meetings held by the Coordinating Director refers to those held with non-executive directors.

C.1.26 Specify how many meetings were held by the board of directors during the year and the member attendance data:

Number of meetings attended by at least 80% of the directors	21
% attendance in person of the total votes held during the year	98.56
Number of meetings attended in person or representations made with specific instructions for all of the directors	17
% of votes cast by in-person attendance and representations made with specific instructions out of the total number of votes during the year	98.56

C.1.27 State whether the individual and consolidated annual accounts that are presented to the board for their formulation have been certified beforehand:

[ ] Ye  
[ √ ] s  
No

Identify, where appropriate, the individual or individuals who certified the company's individual and consolidated annual accounts in order for same to be drawn up by the board:

C.1.28 Explain the mechanisms established, if any, by the board of directors so the annual accounts that the board of directors presents to the General Shareholders' Meeting are drawn up pursuant to accounting regulations.

The Audit and Regulatory Compliance Committee is responsible for maintaining relations with the external auditors in order to, among other things, receive information on the process of auditing the annual accounts. On this basis, the external auditors present to the Audit and Regulatory Compliance Committee, prior to the preparation of the Annual Accounts of the Company, the conclusions of their work as well as a draft audit opinion which, subject to the outcome of the audit procedures that may be pending execution at that date, represents the opinion of the external auditors on the Annual Accounts that will be prepared by the Board of Directors and submitted to the General Shareholders' Meeting for approval.

Another of the competencies established for the Audit and Regulatory Compliance Committee is to submit reports and proposals to the Board of Directors on matters within its competence. Therefore, in the event that the advance audit opinion contains qualifications, the Audit and Regulatory Compliance Committee will send a written report to the Board of Directors to inform it of this fact and assess the possibility of modifying the financial statements and correcting the qualifications disclosed in the advance audit opinion, so that the financial statements prepared by the Board of Directors represent a true and fair view of the net worth and financial position of the Company.

C.1.29 Is the secretary of the board a director?

[ ☒ ]      Ye  
[ ☐ ]      s  
                 No

If the secretary does not have the status of director, fill in the following table:

C.1.30 State the specific mechanisms the company has established to preserve the independence of external auditors as well as the mechanisms established to preserve the independence of financial analysts, investment banks and rating firms, if any, including how legal provisions were effectively implemented.

As established in Article 25.3 of the Company's Bylaws, Article 11.1 of the Regulations of the Board of Directors and Article 4 of the Regulations of the Audit Committee, the Audit and Regulatory Compliance Committee is responsible for the following functions in relation to the auditor:

i) Submit to the Board, for submission to the General Shareholders' Meeting, proposals for the selection, appointment, re-election and replacement of the auditor, taking responsibility for the selection process, as well as the conditions of their engagement, and to regularly request from the auditor information on the audit plan and its execution, in addition to preserving their independence in the performance of their duties.

ii) Define a procedure for selecting the auditor, specifying the criteria or parameters to be assessed.

iii) Establish the appropriate relations with the auditor to receive information on matters that could threaten their independence, for examination by the Committee, and any others related to the process of carrying out the auditing of accounts, and, where appropriate, the authorization of services other than those prohibited, in accordance with the terms established in the applicable regulations, as well as receive other communications provided for in auditing legislation and auditing standards. In any case, the auditor must annually provide the following: a) a written declaration of independence from the Company or companies directly or indirectly related to it; b) detailed and individualized information on the additional services of any kind provided to these companies by the auditor or by the persons or companies linked to the auditor in accordance with the provisions of the regulations governing the activity of auditing accounts.

iv) Issue annually, prior to the issuance of the accounts audit report, a report expressing an opinion on whether the independence of the accounts auditor is compromised. In any case, this report must state the reasoned assessment of the provision of each and every one of the additional services referred to in the preceding section.

v) In the event the auditor resigns, examine the reasons for doing so.

vi) Ensure that the auditor's remuneration for their work does not compromise their quality or independence.

vii) Discuss with the auditor any significant weaknesses in the internal control system detected in the course of the audit, without breaching their independence, submitting, where appropriate, recommendations or proposals to the Board of Directors and the corresponding deadline for their follow-up.

viii) Oversee that the Company notifies the CNMV of the change of auditor as a relevant fact and accompanies it with a statement on the possible existence of disagreements with the outgoing auditor and, if applicable, their content.

ix) Ensure that the auditor holds an annual meeting with the full board of directors to inform them about the work carried out and the evolution of the company's accounting and risk situation.

x) Ensure that the Company and the auditor comply with current regulations on the provision of non-audit services, the limits on the concentration of the auditor's business and, in general, the other regulations established related to the independence of the auditors.

With respect to the 2021 fiscal year, the corresponding reports of the external auditor and the Audit and Regulatory Compliance Committee on the independence of the external auditor have been prepared, confirming same. The Audit and Regulatory Compliance Committee has concluded that the services performed by the external auditor related to the audit of accounts and other non-audit services comply with the requirements of the Audit Law and Regulation (EU) No. 537/2014, applicable to public interest entities, to be compatible with the audit of the annual accounts and that such services do not present significant threats to the auditor's independence.

Finally, regarding relations with the auditor, it should be noted that the Company has a Policy on the appointment of the auditor, approval of services and other aspects of independence of the Unicaja Banco Group's auditor, which establishes the rules and procedures for relations with the auditors regarding appointment, approval of services other than auditing as required by Regulation (EU) No. 537/2014, and other matters that are the responsibility of Unicaja Banco's Audit and Regulatory Compliance Committee.

As for the rating firms, the CFO, who internally coordinates the process, instructs the different Departments of the Company to provide all of the information available and requested by them,

such that, because of their own work system, the information providers are never in contact with the final evaluation team. With regard to financial analysts and investment banks, prior to contracting the service that may be required, the Bank analyzes their professional assessment in the respective sector, including their experience and independence, after which it merely provides the financial information they request and makes available to them any means they might require for the performance of the requested action, thus guaranteeing that the process has the conditions to ensure compliance with best practices in matters of independence and that no conflicts of interest are generated. In all cases, the appointment of these experts is carried out through a contracting process in which a letter of engagement including the confidentiality clauses applicable to the specific work is signed.

C.1.31 State whether the Company has changed its external auditor during the year. If applicable, identify the incoming and outgoing auditors:

☐ Yes  
☒ No

If there have been disagreements with the outgoing auditor, explain their content:

☐ Yes  
☒ No

C.1.32 Does the audit firm perform other non-audit works for the company and/or the group thereof? If so, state the amount of fees received for said works and the percentage that such amount represents of the fees invoiced to the company and/or group thereof for audit works.

☒ Yes  
☐ No

	Company	Group companies	Total
Amount paid for work other than auditing (thousands of Euros)	491	0	491
Amount for non-auditing work/Amount for auditing work (in %)	36.98	0.00	31.33

The amount of other non-audit work (in thousands of Euros) includes services rendered by PricewaterhouseCoopers Auditores, S.L. in relation to the 2021 financial year that are not directly required by current legislation. The calculation criteria and the perimeter of Group companies considered are those established in the Audit Law and Article 4.2 of Regulation (EU) 537/2014.

C.1.33 State whether the audit report on the annual accounts for the previous year has any qualifications. If applicable, states the reasons given to the shareholders at the General Meeting by the chairman of the audit committee to explain the content and the scope of these qualifications.

☐ Yes  
☒ No

- C.1.34 How many consecutive years has the current audit firm audited the company's individual and/or consolidated annual accounts? Please also state the percentage that represents the number of years audited by the current audit firm out of the total number of years in which the annual accounts have been audited:

	Individual	Consolidated
Number of consecutive years	11	11

	Individual	Consolidated
Number of years audited by the current auditing firm / Number of years that the company or its group were audited (in %)	100.00	100.00

- C.1.35 State if there is (and if applicable provide details) of a procedure to ensure that the directors have the necessary information to prepare the meetings of the governing bodies with sufficient time:

☒ Yes  
☐ No

#### Details of the procedure

Article 15.2 of the Regulations of the Board of Directors establishes that in the performance of their duties, directors are obliged to, among other duties, inform themselves and adequately prepare for the meetings of the Board and of the Committees and other corporate bodies to which they belong; for such purposes, they have the duty to demand and the right to obtain the appropriate and necessary information that may be useful for the fulfillment of their obligations.

Pursuant to the provisions of Article 25.3 of the Board Regulations, the Chairman will ensure that the Directors receive sufficient information prior to the meetings to deliberate on the items on the agenda.

In this regard, Unicaja Banco has an on-line platform to securely and confidentially provide directors with the material necessary for the preparation of the meetings of the Board of Directors and its Committees.

Furthermore, Article 19 of the Regulations of the Board of Directors provides that the directors are vested with the broadest powers to inquire into any aspect of the Company, to examine its books, records, documents and other background information on corporate operations and to inspect all its facilities.

In order not to disturb the ordinary management of the Company, the exercise of the powers of information will be channeled through the Chairman or the Secretary of the Board of Directors, who will respond to the Directors' requests by directly providing them with the information, offering them the appropriate contact people at the appropriate level of the organization or arranging the measures so that they can carry out the desired examination and inspection procedures *in situ*.

The company will establish the appropriate channels so that the directors can obtain the necessary advice for the fulfillment of their duties including, if the circumstances so require, external advice at the company's expense. In particular, the Company will also offer Directors refresher programs when circumstances so require. On an annual basis, the specific training needs of the directors are assessed and a specific training plan is developed for the Board of Directors and another reinforced plan for the members of the Audit and Regulatory Compliance and Risk Committees.

- C.1.36 Has the company established rules that require directors to report, and if appropriate resign, when situations that affect them arise, regardless of whether such situations pertain to their performance at the company, and might be detrimental to the company's credit or reputation? If so, explain.

☒ Yes  
☐ No



Explain the rules.

Pursuant to Article 14.2.e) of the Regulations of the Board of Directors, the directors must place their position at the disposal of the Board of Directors and formalize, if the Board deems it appropriate, the corresponding resignation, when the Board, following a report from the Appointments Committee, deems it appropriate in those cases that may damage the credit and reputation of the Company, when the director has ceased to meet the legal requirements of repute, experience and good governance established in Article 24 of Law 10/2014 and its implementing rules, or, in particular, when the director is being prosecuted for criminal proceedings. In addition, the Company has a Policy for the evaluation of Suitability in which it obliges the members of the Board of Directors to immediately inform the Company of any circumstance affecting their commercial and professional repute, honesty, integrity, knowledge, experience and required competencies.

In particular, if a Director is indicted or tried for any of the offenses set out in corporate legislation, the Board of Directors will examine the case as soon as possible and, in view of the specific circumstances, decide whether the Director should continue in office. The Board of Directors will give a reasoned account of all of the foregoing in the Annual Corporate Governance Report and, if appropriate, to the Bank of Spain, the European Central Bank or the competent authority.

- C.1.37 State, unless there were special circumstances that have been recorded, whether the board has been informed or has otherwise become aware of a situation that affects a director, regardless of whether such situation pertains to their performance at the company, that might be detrimental to the company's credit and reputation.

[ ] Yes  
[ ✓ ] No

- C.1.38 Explain any significant agreements the company might have celebrated that have entered into force, be they amended or concluded in the case of a change in company control resulting from a takeover bid, and the effects thereof.

None.

- C.1.39 Identify the beneficiaries (individually when referring to directors and as a group for all other cases) and describe in detail the agreements between the company and its executives or employees that provide compensation, guarantee or protection clauses when they resign or are dismissed improperly or if the contractual relationship comes to an end due to a takeover bid or another type of operation.

Number of beneficiaries	33
Type of beneficiary	Description of the agreement
CEO Members of the Steering Committee. Other Employees	The Chief Executive Officer will be entitled to receive, in the cases regulated in his contract, an indemnity for an amount equivalent to one year's gross annual monetary remuneration. In addition, as compensation for the non-competition agreement, they will receive, at the end of the contract, an economic compensation equivalent to one year of their fixed monetary remuneration at the time of termination of the contract, the amount of which would be paid once the non-competition period has ended. As for the members of the Steering Committee and other employees: Compensation, for some members of the Steering Committee (12) and other employees (20), for a termination of the contract not attributable to the employee of the equivalent of between 1 and 3 years' annual monetary remuneration.

State whether, apart from the cases envisaged in the regulations, these contracts must be communicated and/or approved by the bodies of the company or its group. If this is the case, specify the procedures, the expected circumstances and the nature of the bodies responsible for their approval or for making the communication:

	Board of Directors	General Shareholders' Meeting
Body that authorizes the clauses	√	
	Yes	No
Is the General Shareholders' Meeting informed of the clauses?	√	

The General Shareholders' Meeting is informed by means of this Report, which in turn forms part of the management report contained in the Annual Accounts.

## C.2. Committees of the Board of Directors

C.2.1 List all of the committees of the board of directors, their members and the proportion of executive, proprietary, independent and other external directors that make them up:

AUDIT AND REGULATORY COMPLIANCE COMMITTEE		
Name	Position	Category
MR. MANUEL CONTHE GUTIERREZ	CHAIRMAN	Independent
MS. ANA BOLADO VALLE	BOARD MEMBER	Independent
JORGE DELCLAUX BRAVO	BOARD MEMBER	Independent
DAVID VAAMONDE JUANATEY	BOARD MEMBER	Proprietary
MS. PETRA MATEOS-APARICIO MORALES	SECRETARY	Proprietary

% of executive directors	0.00
% of proprietary directors	40.00
% of independent directors	60.00
% of other external directors	0.00

Explain the functions, including as appropriate, any beyond those established by law, that are attributed to this committee and describe the procedures and rules of organization and function thereof. For each of these functions, specify the most important actions taken during the year and how the committee has effectively executed each of the functions attributed thereto, either by law or in the bylaws or in other corporate resolutions.

Its organization and operation are regulated in Article 25 of the Company's Bylaws, Article 31 of the Regulations of the Board of Directors and the Regulations of the Audit and Regulatory Compliance Committee. The latter was approved by the Board of Directors on February 21, 2018 (available through Unicaja Banco's corporate website ([www.unicajabanco.com](http://www.unicajabanco.com))), which develops the regulation contained in the Bylaws and in the Regulations of the Board of Directors, assuming, following its recommendations, the principles of Technical Guide 3/2017, of June 27, of the National Securities Market Commission, on audit committees of public interest entities.

1) Functions attributed thereto:

(a) Regarding computer systems and internal control:

- i. Continuously supervise the preparation and presentation process and the integrity of the financial information related to the Company and its Group. This supervisory work may be performed on an ad hoc basis at the request of the Board.
  - ii. Supervise compliance with regulatory requirements, the proper delimitation of the scope of consolidation and the correct application of accounting criteria, submitting, where appropriate, recommendations or proposals to the Board aimed at safeguarding the integrity of the financial information.
  - iii. Supervise, analyze and comment on the financial information that the Company must periodically make public, or must submit to regulatory or supervisory bodies, with senior management, the internal auditor or, if applicable, with the auditor, in order to confirm that such information is reliable, understandable, relevant and that the accounting criteria of the annual accounts have been followed and, to this end, consider the advisability of a limited review by the auditors, and subsequently report to the Board of Directors prior to their being approved or drawn up.
  - iv. Monitor the effectiveness of the internal control over financial reporting (ICFR) system, including receiving reports from internal control and internal audit managers and concluding on the level of assurance and reliability of the system with proposals for improvement.
  - v. Supervise the functioning of the mechanism (Compliance Channel) that allows employees, among others, to report in a confidential manner any irregularities of potential importance, especially in the rules of conduct, financial and accounting, that they may notice within the Bank, and propose appropriate actions to improve its functioning and reduce the risk of committing irregularities in the future.
  - vi. Oversee that the financial information published on the Company's corporate website is continuously updated and matches that drawn up by the Board of Directors of the Company and published, if applicable and when obligated to do so, on the web page of the Spanish Securities Market Commission (CNMV).
  - vii. Report, in advance, to the Board of Directors on all matters provided for by law, in the Bylaws, in the Board Regulations or in the Committee's own Regulations, and, in particular, on the financial information that the Company must periodically disclose, the creation or acquisition of shares in special purpose vehicles or entities domiciled in countries or territories that are considered to be tax havens.
  - viii. Maintain, through its Chairperson, a continuous dialogue with the person responsible for the financial reporting function.
- (CONTINUED IN SECTION H.1)

Identify the directors who are members of the audit committee who have been appointed based on their knowledge and experience in accounting, auditing or both and state the date of appointment of the Chairman of this committee to their position.

Names of the directors with experience	MR. MANUEL CONTHE GUTIERREZ
Date of appointment of the Chairman to their position	1/24/2019

APPOINTMENTS COMMITTEE		
Name	Position	Category
MS. ANA BOLADO VALLE	CHAIRMAN	Independent
MS. MARÍA GARAÑA CORCES	BOARD MEMBER	Independent
MR. MANUEL GONZÁLEZ CID	BOARD MEMBER	Independent
MR. FELIPE FERNANDEZ FERNANDEZ	BOARD MEMBER	Proprietary
MR. MANUEL MUELA MARTÍN-BUITRAGO	SECRETARY	Proprietary

% of executive directors	0.00
% of proprietary directors	40.00
% of independent directors	60.00
% of other external directors	0.00

Explain the functions, including as appropriate, any beyond those established by law, that are attributed to this committee and describe the procedures and rules of organization and function thereof. For each of these functions, specify the most important actions taken during the year and how the committee has effectively executed each of the functions attributed thereto, either by law or in the bylaws or in other corporate resolutions.

Its organization and operation are regulated in Article 27 of the Bylaws and Article 32 of the Regulations of the Board of Directors.

1) Functions attributed thereto:

- i. Evaluate the skills, diversity, balance of knowledge and experience required on the Board of Directors. For these purposes, it will determine the functions and aptitudes required of the candidates to fill each vacancy and evaluate the dedication necessary for the proper performance of their duties.
- ii. Identify and recommend, by means of the corresponding report, in the case of executive Directors and proprietary Directors, or proposal, in the case of independent Directors, candidates to fill vacancies on the Board, with a view to their approval by the Board of Directors or by the General Shareholders' Meeting.
- iii. Evaluate periodically and at least once a year the structure, size, composition and performance of the Board of Directors, making recommendations to the Board regarding possible changes.
- iv. Evaluate periodically and at least once a year the suitability of the various members of the Board of Directors and of the Board as a whole, and report to the Board accordingly.
- v. Ensure the non-executive directors have sufficient time available for the proper performance of their duties.
- vi. Report on proposals for the appointment and removal of Senior Management, as well as the basic conditions of their contracts.
- vii. Examine and organize the succession of the Chairman of the Board of Directors and the Company's chief executive, if one exists, and, if applicable, make proposals to the Board of Directors so that such succession takes place in an organized and well-planned manner.
- viii. Annually review compliance with the Director selection policy and report thereon in the Annual Corporate Governance Report.
- ix. Periodically review the Board of Directors' policy on the selection and appointment of Senior Management and make recommendations.
- x. Establish a representation target for the underrepresented sex on the Board of Directors and develop guidelines on how to achieve this target.
- xi. Report on the appointments of the Vice-Chairmen of the Board, the Chief Executive Officer, the Coordinating Director and the Chairs of the Committees.
- xii. Report on the appointment and removal of the Secretary and Vice-Secretary of the Board of Directors.

(CONTINUED IN SECTION H.1)

**RISK COMMITTEE**

Name	Position	Category
JORGE DELCLAUX BRAVO	CHAIRMAN	Independent
MR. MANUEL CONTHE GUTIERREZ	BOARD MEMBER	Independent
MR. MANUEL GONZÁLEZ CID	BOARD MEMBER	Independent
DAVID VAAMONDE JUANATEY	BOARD MEMBER	Proprietary
MS. TERESA SÁEZ PONTE	SECRETARY	Proprietary

% of executive directors	0.00
% of proprietary directors	40.00
% of independent directors	60.00
% of other external directors	0.00

Explain the functions that are delegated or attributed to this committee that are not described in Section C.1.9 and describe the procedures and rules of organization and function thereof. For each of these functions, specify the most important actions taken during the year and how the committee has effectively executed each of the functions attributed thereto, either by law or in the bylaws or in other corporate resolutions.

Its organization and operation are regulated in Article 26 of the Bylaws and Article 34 of the Regulations of the Board of Directors.

1) Functions attributed to it:

- i. Advise the Board on the overall risk appetite, current and future, of the Company and its strategy in this area and assist the Board in monitoring the implementation of this strategy.
- ii. Ensure the proper operation of the risk control and management systems and, in particular, ensure that any significant risks that affect the company are properly identified, managed, and quantified.
- iii. Ensure that risk control and management systems adequately mitigate the risks within the framework of the policy defined by the board of directors.
- iv. Examine whether the pricing of assets and liabilities offered to clients fully takes into account the Company's business model and risk strategy. If the Committee finds that the prices do not adequately reflect the risks in accordance with the business model and risk strategy, it will submit a plan to remedy this deficiency to the Board of Directors.
- v. Determine, together with the Board of Directors, the nature, amount, format and frequency of the information on risks that the Committee and the Board of Directors must receive.
- vi. Collaborate on the establishment of rational remuneration policies and practices. To this end, the Risk Committee will examine, without prejudice to the functions of the Remuneration Committee, if the envisaged incentives policy takes the risk, capital, liquidity, and the probability and opportunity of profit into account.
- vii. Actively participate in the preparation of the Company's risk management policy, ensuring that same at least identifies the following:
  - (a) The different types of financial and non-financial risk (including, among others: operational, technological, legal, social, environmental, political and reputational) that the company faces, including financial or economic risks, contingent liabilities and other off-balance sheet risks.
  - (b) The establishment of the level of risk that the company considers acceptable.
  - (c) The measures envisaged to mitigate the impact of the risks identified if they materialize.
  - (d) The information and internal control systems that will be used to control and manage the aforementioned risks, including contingent liabilities or off-balance sheet risks.

2) Procedures, rules of organization and operation:

The Risk Committee will consist of a minimum of three and a maximum of five directors, who will be appointed by the Board of Directors from among the Directors who do not perform executive functions, and who possess the appropriate knowledge, ability and experience to fully understand and control the Company's risk strategy and risk appetite. Most of them, and in any case the Chairperson, must be independent directors.

The Board of Directors will appoint a Chairman of the Committee from among the independent directors who are members of the Committee, as well as a Secretary, who does not need to be a member of the Committee.

It will meet at least quarterly and, in addition, as often as necessary, in the opinion of its Chairman, for the fulfillment of the functions entrusted to it or when so requested by two of its members.

The Chairperson of the Committee will report on the decisions adopted by the Commission at the first plenary meeting of the Board following the meeting of the Commission. Annually, the Committee prepares an action plan for the year and an annual report on its operation, which it will report to the Board of Directors.

(CONTINUED IN SECTION H.1)

TECHNOLOGY AND INNOVATION COMMITTEE		
Name	Position	Category
MS. MARÍA LUISA ARJONILLA LÓPEZ	CHAIRMAN	Independent
MS. MARÍA GARAÑA CORCES	BOARD MEMBER	Independent
MS. PETRA MATEOS-APARICIO MORALES	BOARD MEMBER	Proprietary
MR. MANUEL MUELA MARTÍN-BUITRAGO	BOARD MEMBER	Proprietary
MR. FELIPE FERNANDEZ FERNANDEZ	SECRETARY	Proprietary

% of executive directors	0.00
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% of proprietary directors	60.00
% of independent directors	40.00
% of other external directors	0.00

Explain the functions that are delegated or attributed to this committee that are not described in Section C.1.9 and describe the procedures and rules of organization and function thereof. For each of these functions, specify the most important actions taken during the year and how the committee has effectively executed each of the functions attributed thereto, either by law or in the bylaws or in other corporate resolutions.

1) Functions attributed to it:

- i. Assist the Board of Directors in making decisions affecting technology, information and data management and the Company's telecommunications structures, reporting on strategic plans and actions, and submitting the appropriate proposals.
- ii. Oversee the optimization of technological support for information processing and the development of systems and applications, ensuring their proper operation and data security.
- iii. Follow the process of technological transformation of the Company, with particular attention to its impact on the business model.
- iv. Follow technological risk, in general.
- v. Ensure the identification of potential avenues for innovation present in the Company, as well as to supervise and monitor innovation initiatives that have an impact on the business model.
- vi. Provide such assistance as may be required, within the framework of their respective competencies, by the Audit and Regulatory Compliance Committee and by the Risk Committee, and to act in coordination with both Committees to the extent necessary for the exercise of their own competencies.

2) Procedures, rules of organization and operation:

It will be comprised of a minimum of three and a maximum of five directors who do not perform executive functions in the Company. The members of the Technology and Innovation Committee will be appointed by the Board of Directors, taking into account the knowledge, experience and skills required for the duties to be performed.

The Directors appointed by the Board of Directors as members of the Committee will be appointed for a period not exceeding their term of office as Directors and without prejudice to their re-election to the extent that they are also re-elected as Directors.

The Board of Directors will appoint the Chairman of the Technology and Innovation Committee from among the independent Directors who are members thereof. It will also appoint a Secretary, who does not need to be a member of the Committee, who will assist the Chairperson and will provide for the proper functioning of the Committee, taking care to duly record the proceedings of the meetings in the minutes, which will be made available to all of the Directors.

The Committee will meet with the frequency determined by the Committee itself and whenever called by its Chairperson or requested by two of its members. Annually, the Committee prepares an action plan for the year and an annual report on its operation, which it will report to the Board of Directors.

The Chairperson of the Committee will report on the decisions adopted by the Commission at the first plenary meeting of the Board following the meeting of the Commission.

3) Actions of the Technology and Innovation Committee during fiscal year 2021:

The main matters and issues dealt with by the Committee during the 2021 fiscal year, in its different areas of activity, were as follows:

- (i) Technology Governance: it has supervised the budget execution dedicated to this area in 2020 and the forecast for 2021; it has been informed of the outsourcing situation of certain services; it has taken cognizance of the annual Technology Service Quality Report.
- (ii) Transformation and Innovation: it has taken cognizance of the Annual Report of the Innovation Unit.
- (iii) Alignment with the Business: it has followed up on the Systems Plan.
- (iv) Corporate Governance: at the first meeting held in 2021, it approved the Action Plan for the 2021 fiscal year; it also carried out the evaluation of the Committee's performance during the 2020 fiscal year and formulated the Committee's Activity Report for the 2020 fiscal year.

(v) Take-over merger of Liberbank by Unicaja Banco: the integration issues related to Technology have been monitored.

(vi) Technological Risk and Cybersecurity: it has been informed of the status of the most significant technological risks; it also was advised on the 2021-2023 Cybersecurity Master Plan.

The Company plans to publish on the corporate website, at the time of the call of the Ordinary General Meeting of 2022, the Annual Operating Report of the Technology and Innovation Committee, which sets out in more detail the operation and activities carried out by this Committee in the 2021 financial year.

REMUNERATION COMMITTEE		
Name	Position	Category
MS. MARÍA GARAÑA CORCES	CHAIRMAN	Independent
MS. MARÍA LUISA ARJONILLA LÓPEZ	BOARD MEMBER	Independent
MS. ANA BOLADO VALLE	BOARD MEMBER	Independent
MR. JUAN FRAILE CANTÓN	BOARD MEMBER	Proprietary
ERNESTO LUIS TINAJERO FLORES	SECRETARY	Proprietary

% of executive directors	0.00
% of proprietary directors	40.00
% of independent directors	60.00
% of other external directors	0.00

Explain the functions, including as appropriate, any beyond those established by law, that are attributed to this committee and describe the procedures and rules of organization and function thereof. For each of these functions, specify the most important actions taken during the year and how the committee has effectively executed each of the functions attributed thereto, either by law or in the bylaws or in other corporate resolutions.

Its organization and operation are regulated in Article 27 bis of the Bylaws and in Article 33 of the Regulations of the Board of Directors.

1) Functions attributed to it:

- i. Verify compliance with the remuneration policy established by the company.
- ii. Prepare the decisions in relation to remuneration, including those that have repercussions for the Company's risk and risk management, that must be adopted by the Board of Directors.
- iii. Propose to the Board of Directors the remuneration policy for directors and Senior Management, as well as the individual remuneration and other contractual conditions of the Executive Directors and Senior Management, ensuring that they are complied with.
- iv. Prepare a specific report, which will accompany the proposal of the remuneration policy of the Board of Directors.
- v. Periodically review the remuneration policy that is applied to directors and senior management, including the remuneration systems with shares and their application, as well as to ensure that their individual remuneration is proportionate to that paid to the other directors and the senior management of the company.
- vi. Ensure that any conflicts of interest do not affect the independence of the external advice provided to the committee.
- vii. Verify the information on remuneration for board members and senior management contained in the various corporate documents, including the annual report on the remuneration of the board members.

2) Procedures, rules of organization and operation:

The Remuneration Committee will be comprised of a minimum of three and a maximum of five directors who do not perform executive functions in the Bank. Most of them, and in any case the Chairperson, must be independent directors. The members of the Remuneration Committee will be appointed by the Board of Directors, taking into account the knowledge, experience and skills required for the duties to be performed.

The Board of Directors will appoint a Chairman of the Committee from among the independent directors belonging to the Committee. It will also appoint a Secretary, who does not have to be a member thereof, who will assist the Chairperson and provide for the proper functioning of the Committee, taking care of duly recording the proceedings of the meetings in the minutes.

The Committee will meet with the frequency determined by the Committee itself and whenever called by its Chairperson or requested by two of its members.

The Chairperson of the Committee will report on the decisions adopted by the Commission at the first plenary meeting of the Board following the meeting of the Commission. Annually, the Committee prepares an action plan for the year and an annual report on its operation, which it will report to the Board of Directors.

3) Actions of the Remuneration Committee during fiscal year 2021:

(a) Activities performed to fulfill the duty of ensuring compliance with the Company's remuneration policy and the function of verifying the information on remuneration of Directors and Senior Management contained in the various corporate documents:

The Committee submitted to the Board of Directors the reasoned proposal of the Directors' Remuneration Policy for the 2021-2023 period, together with the Committee's specific report referenced in Article 529 novodecies of the Capital Companies Act.

The Committee was informed of the annual evaluation of the application of the Remuneration Policy associated with risk management and submitted the 2020 Annual Report on Directors' Remuneration to the Board of Directors.

The Committee verified, prior to its approval by the Board of Directors, the information on remuneration of Directors and Senior Management contained in the various corporate documents (ACGR, IRP, Annual Accounts, EINF, IAR).

(b) Activities performed to fulfill the duty of preparing the decisions regarding compensation to be adopted by the Board of Directors:

The Committee prepared the reports and submitted the proposals relating to the remuneration of the group subject to the Remuneration Policy associated with risk management. It also reported on the conditions of termination of contractual relationships relating to certain members of the Identified Collective, reporting favorably on the proposed terminations, as well as on the conditions of potential early retirements of management personnel. In particular, the Committee reported on the termination of the commercial contract of Mr. Ángel Rodríguez de Gracia as Chief Executive Officer, as well as the commercial contract to be signed with Mr. Manuel Menéndez Menéndez due to his appointment as Chief Executive Officer.

(c) Other actions:

- At the first session of the 2021 fiscal year, the Commission approved its Action Plan for 2021.

- It formulated the Annual Activity Report for fiscal year 2020, also submitting it to the Board of Directors for approval.

The Committee also reported favorably on the terms and conditions of the proposed directors' and officers' liability policy.

The Company plans to publish on the corporate website, at the time of the call of the Ordinary General Meeting of 2022, the Annual Report on the Operation of the Remuneration Committee, which sets out in more detail the operation and activities carried out by this Committee in the 2021 financial year.

C.2.2 Fill in the following table with information about the number of female directors that made up the committees of the board of directors at the end of the last four years:

	Number of female directors							
	2021		2020		2019		2018	
	Number	%	Number	%	Number	%	Number	%
AUDIT AND REGULATORY COMPLIANCE COMMITTEE	2	40.00	2	40.00	2	40.00	1	25.00
APPOINTMENTS COMMITTEE	2	40.00	2	40.00	1	25.00	2	40.00
RISK COMMITTEE	1	20.00	4	80.00	3	75.00	4	80.00
TECHNOLOGY AND INNOVATION COMMITTEE	3	60.00	2	66.67	1	50.00	3	75.00
REMUNERATION COMMITTEE	3	60.00	2	40.00	2	40.00	2	50.00



- C.2.3 Specify, where appropriate, any regulations on the committees of the board, where same can be consulted and any changes made thereto during the year. In turn, state whether any annual report has been voluntarily drawn up on the activities of each committee.

Section C.2.1 of this report specifies the articles of the Company Bylaws and the Regulations of the Board of Directors that contain the internal regulations of the different Board Committees, except for the Technology and Innovation Committee, which is regulated by resolution of the Board of Directors.

The Company's Bylaws, the Regulations of the Board of Directors, the Regulations of the Audit and Regulatory Compliance Committee and the operating rules of the Technology and Innovation Committee are published on the Company's corporate website ([www.unicajabanco.com](http://www.unicajabanco.com)) in the "Corporate Governance and Remuneration Policy" section.

In 2021, none of the provisions or agreements regulating the Board committees have been modified.

In compliance with Recommendation 6 of the Code of Good Governance of Listed Companies, the reports of the Audit and Regulatory Compliance, Appointments and Remuneration Committees for the 2021 financial year will be published on the Company's corporate website sufficiently in advance of the Ordinary General Shareholders' Meeting of the Company. The corresponding reports of the Risk Committee and the Technology and Innovation Committee will also be published on the Company's corporate website.

## D. RELATED PARTY AND INTRA-GROUP TRANSACTIONS

- D.1.** Explain, if applicable, the procedure and competent bodies for the approval of transactions with related parties and intra-group transactions, indicating the criteria and general internal rules of the company that regulate the abstention obligations of the affected directors or shareholders and detailing the internal information procedures and regular monitoring established by the company in relation to those related-party transactions whose approval was delegated by the Board of Directors.

Article 7.4.m of the Board Regulations reserves this competence exclusively for the Board, subject to a report from the Audit and Regulatory Compliance Committee, the examination and approval of transactions that the Company carries out with directors, senior management, significant shareholders or shareholders represented on the Board, or with persons related thereto ("related-party transactions").

The Designated Persons affected by the related transactions must abstain from attending and participating in the deliberations and voting on resolutions or decisions in the meetings in which they are involved.

The Board of Directors will ensure, through the Audit and Regulatory Compliance Committee, that the affected transactions with the Designated Persons and Significant Shareholders or those represented on the Board, and with the respective related parties are carried out under market conditions and with respect for the principle of equal treatment.

In order to issue its favorable report on the related-party transaction in question, the Audit and Regulatory Compliance Committee verifies, among other things, that the proposal is made under market conditions and in accordance with the risk assessment criteria applicable to Unicaja Banco. In addition, since the entry into force of the new regulations on related-party transactions of listed companies, an assessment is made as to whether the transaction is fair and reasonable from the company's point of view.

Notwithstanding the foregoing, the authorization of related-party transactions must necessarily be agreed by the General Shareholders' Meeting in the cases established by Law, and in particular, when they relate to a transaction whose amount or value is equal to or exceeds 10% of the total asset items according to the last annual balance sheet approved by the company.

As of the date of approval of this report, the Board of Directors has not delegated the approval of related-party transactions. Therefore, in accordance with the applicable regulations, all transactions considered related-party transactions are subject to the approval of the Board of Directors.

- D.2.** List individually those transactions that are significant due to their amount or relevant due to their subject matter carried out between the company or its subsidiaries and shareholders holding 10% or more of the voting rights or represented on the board of directors of the company, indicating which was the competent body for their approval and whether any affected shareholder or director abstained. In the event that the competence fell to the board, state whether the proposed resolution was approved by the board without a dissenting vote from the majority of the independent directors:

	Name or company name of the shareholder of any of its subsidiaries	% Share	Name or company name of the company or subsidiary	Amount (thousands of Euros)	Approving body	Identification of the significant shareholder or director who abstained	The proposal to the board, if any, was approved by the board without a dissenting vote from the majority of independent directors
(1)	FUNDACIÓN BANCARIA UNICAJA	30.24	N/A	900	BOARD OF DIRECTORS	MR. JUAN FRAILE CANTÓN, MS. TERESA SÁEZ PONTE, MS. PETRA MATEOS-	NO

	Name or company name of the shareholder of any of its subsidiaries	% Share	Name or company name of the company or subsidiary	Amount (thousand s of Euros)	Approving body	Identification of the significant shareholder or director who abstained	The proposal to the board, if any, was approved by the board without a dissenting vote from the majority of independent directors
						APARICIO MORALES and, MR. MANUEL MUELA MARTÍN-BUITRAGO.	
(2)	FUNDACIÓN BANCARIA UNICAJA	30.24	N/A	375	BOARD OF DIRECTORS	MR. JUAN FRAILE CANTÓN, MS. TERESA SÁEZ PONTE, MS. PETRA MATEOS- APARICIO MORALES and MR. MANUEL MUELA MARTÍN-BUITRAGO	NO
(3)	FUNDACIÓN BANCARIA UNICAJA	30.24	BALONCESTO MALAGA SAD	5,000	BOARD OF DIRECTORS	MR. JUAN FRAILE CANTÓN, MS. TERESA SÁEZ PONTE, MS. PETRA MATEOS- APARICIO MORALES, MR. MANUEL MUELA MARTÍN-BUITRAGO and MR. AGUSTÍN MOLINA MORALES.	NO
(4)	FUNDACIÓN BANCARIA UNICAJA	30.24	BALONCESTO MALAGA SAD	5,173	BOARD OF DIRECTORS	MR. JUAN FRAILE CANTÓN, MS. TERESA SÁEZ PONTE, MS. PETRA MATEOS- APARICIO MORALES, MR. MANUEL MUELA MARTÍN-BUITRAGO and MR. AGUSTÍN MOLINA MORALES.	NO
(5)	FUNDACIÓN BANCARIA UNICAJA	30.24	BALONCESTO MALAGA SAD	3,000	BOARD OF DIRECTORS	MR. JUAN FRAILE CANTÓN, MS. TERESA SÁEZ PONTE, MS. PETRA MATEOS-	NO

	Name or company name of the shareholder of any of its subsidiaries	% Share	Name or company name of the company or subsidiary	Amount (thousand s of Euros)	Approving body	Identification of the significant shareholder or director who abstained	The proposal to the board, if any, was approved by the board without a dissenting vote from the majority of independent directors
						APARICIO MORALES and, MR. MANUEL MUELA MARTÍN-BUITRAGO.	

	Name or company name of the shareholder or of any of its subsidiaries	Nature of the relationship	Type of operation and other information necessary for its evaluation
(1)	FUNDACIÓN BANCARIA UNICAJA	Contractual	Modification of the trademark license agreement. Extension of the term by four years as from January 1, 2022. The amount stated corresponds to each fiscal year (VAT not included).
(2)	FUNDACIÓN BANCARIA UNICAJA	Contractual	Lease agreement for the use of works of art with a term of 4 years from January 1, 2022. The amount stated is the corresponding amount for each year (VAT not included).
(3)	FUNDACIÓN BANCARIA UNICAJA	Contractual	Sports sponsorship contract for the 2021-2022 season. The amount does not include VAT.
(4)	FUNDACIÓN BANCARIA UNICAJA	Contractual	Formal ratification of the 2020-2021 sports sponsorship contract season. The amount does not include VAT.
(5)	FUNDACIÓN BANCARIA UNICAJA	Contractual	Renewal of a current account credit for a one-year term with a reduced credit limit.

- D.3.** Provide an individualized detail of the transactions that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with the directors or executives of the company, including those transactions carried out with companies that the director or executive controls or jointly controls, and indicating which was the competent body for their approval and whether any shareholder or director affected abstained. In the event that the competence fell to the board, state whether the proposed resolution was approved by the board without a dissenting vote from the majority of the independent directors:

	Name or corporate name of the directors or executives or the companies under their sole or joint control	Name or company name of the company or subsidiary	Link	Amount (thousands of Euros)	Approving body	Identification of the significant shareholder or director who abstained	The proposal to the board, if any, has been approved by the board without a majority of independent directors voting against it
	No data						

	Name or corporate name of the directors or executives or the companies under their sole or joint control	Type of operation and other information necessary for its evaluation
	No data	

- D.4.** Report on an individual basis the intra-group transactions that are significant due to their amount or relevant due to their subject matter carried out by the company with its parent company or with other companies belonging to the group of the parent company, including the listed company's own subsidiaries, unless no other related party of the listed company has an interest in such subsidiaries or such subsidiaries are wholly owned, directly or indirectly, by the listed company.

In any case, any intra-group operation that is carried out with entities established in countries or territories that are considered tax havens will be reported:

Corporate name of the group company	Brief description of the operation and other information necessary for its evaluation	Amount (thousands of Euros)
No data		

- D.5. Individually list any transactions that are significant due to their amount or relevant due to their subject matter carried out by the company or its subsidiaries with other related parties that are so in accordance with the International Accounting Standards adopted by the EU, which have not been reported under the previous headings.

Company name of the related party	Brief description of the operation and other information necessary for its evaluation	Amount (thousands of Euros)
No data		

- D.6. Explain the mechanisms established to detect, determine and resolve any conflicts of interest between the company and/or the group thereof and the directors, executives, significant shareholders, or other related parties thereof.

Article 13.3 of the Company's Bylaws entrusts the Board of Directors with the definition of a corporate governance system that guarantees the sound and prudent management of the Company, and which includes the appropriate distribution of functions in the organization and the prevention of conflicts of interest.

The Board of Directors has developed the internal regulations for the prevention of conflicts of interest in the Regulations of the Board of Directors itself, specifically in Articles 7, 15, 16, 17, 18, 20 and 21. Thus, Article 7.4.m of the Regulations of the Board of Directors establishes as an exclusive competence of the Board the examination and approval of the transactions that the Company carries out with directors, senior management, with significant shareholders or shareholders represented on the Board, or with persons related thereto (related-party transactions), subject to a favorable report from the Audit and Regulatory Compliance Committee.

Article 15 of the Board Regulations states that directors have, among other obligations, the following: a) not to exercise their powers for purposes other than those for which they were granted; b) to perform their duties under the principle of personal responsibility free of criteria or judgment and independence with respect to third-party instructions and ties; c) to adopt the necessary measures to avoid incurring in situations in which their interests, whether on their own behalf or on behalf of others, may conflict with the corporate interest and with their duties to the Company; d) to report to the Board of Directors, in accordance with the established procedure, any situation of direct or indirect conflict; e) to have the appropriate dedication and adopt the necessary measures for the proper management and control of the Company. In particular, the directors must inform the Appointments Committee of their other professional obligations, in case they might interfere with the dedication proper to their position.

(CONTINUED IN SECTION H.1)

- D.7. State whether the company is controlled by another company along the lines of Article 42 of the Code of Commerce, listed or otherwise, and has, directly or through the subsidiaries thereof, any business relationships with said company or the subsidiaries thereof (other than those of the listed company) or carries out activities related to those of any such companies.

[ ] Yes  
[ √ ] No

## **E. RISK MANAGEMENT AND CONTROL SYSTEMS**

### **E.1. Explain the scope of the company's financial and non-financial Risk Management and Control System, including those of a fiscal nature.**

The risk management and control system implemented by the Unicaja Banco Group is articulated along the following basic lines:

- A system of governance and organization of the risk function, based on the active participation and supervision of the Board of Directors and Senior Management, which approves the Company's general business strategies and policies, and sets the general guidelines for risk management and control.
- A Risk Appetite Framework (RAF) is established within the Group as a fundamental instrument in the implementation of the risk policy.
- A prudent risk exposure management model in which the Unicaja Banco Group maintains rigorous attention to continuously maintain a prudent and balanced risk profile, preserving the solvency, profitability and adequate liquidity targets, which translates into a solid and coherent risk culture.
- A selection of appropriate methodologies for risk identification, measurement, management and control, in a continuous process of improvement and in line with regulatory requirements, while adapting the equity requirements to the level of real risks arising from the banking activity.
- A supervisory model based on three lines of defense, in line with the expectations of regulatory and supervisory authorities.

In the Unicaja Banco Group, the policies, methods and procedures related to global risk management and control are approved and periodically reviewed by the Bank's Board of Directors. Based on the current regulatory framework, Unicaja Banco's organizational structure includes the Global Risk Control Department, which reports to the Deputy General Directorate to the Chair, Control and and Supervisor Relations, functionally separate from the areas that generate the exposures. One of the functions of this Department is to assume control, from a global perspective, of all of the risks incurred by the Company. The organization of the Unicaja Banco Group's Management has a perfectly defined internal structure, which supports it and allows it to materialize the different adopted decisions.

In the fiscal area, in accordance with the Fiscal Strategy document of the Unicaja Banco Group approved by the Board of Directors, the fiscal risk management system in the Company operates according to the following scheme:

- The Board of Directors is responsible for approving the fiscal risk control and management policies, as a non-delegable competence.
- The Tax Advisory Area, which reports to the Financial and Tax Information Department, is responsible for developing the control mechanisms and internal rules necessary to ensure the application of current fiscal regulations and the objectives and lines of action outlined in the aforementioned document.
- The Global Risk Control Department (CRO) and the Internal Audit Department act, respectively, as the second and third line of defense.
- The Audit and Regulatory Compliance Committee oversees risk control in tax matters.

### **E.2. Identify the company bodies responsible for drawing up and executing the financial and non-financial Risk Management and Control System, including tax risk.**

The risk management and control model requires a robust and efficient organizational structure. This requires the effective involvement of the Board of Directors and Senior Management, as well as adequate coordination throughout the organization.

The following is a list of the bodies directly involved, indicating their main functions and responsibilities related to risk management and control, without prejudice to the other functions provided for in the Law, in the Bylaws, and in the Company's regulations and manuals, if applicable.

#### • Board of Directors

The policies, methods and procedures related to global risk management and control are approved by the Company's Board of Directors. Thus, with respect to this area, the main functions attributed to this body are as follows:

- Approve the risk control and management policy, including fiscal risks, as well as the periodic monitoring of internal information and control systems.
- Approve the RAF and its subsequent modifications, at the proposal of the Risk Committee.
- Take the RAF into consideration in the day-to-day management of the Company and, especially, in strategic decision-making.
- Be informed, at least on a quarterly basis, of the monitoring of the RAF through the Risk Committee, without prejudice to the information that may be requested at any time.
- Adopt the pertinent remedial measures, when deemed appropriate.
- Specifically approve, where appropriate, the maintenance of situations that involve violation of Limits.

#### • Risk Committee

Its main functions include the following:

- Advise the Board of Directors on the Company's overall risk appetite, current and future, and its strategy in this area and assist the Board in monitoring the implementation of this strategy.

- Ensure the proper operation of the risk control and management systems and, in particular, ensure that any significant risks that affect the company are properly identified, managed, and quantified
- Ensure that risk control and management systems adequately mitigate the risks within the framework of the policy defined by the board of directors.
- Actively participate in the preparation of the Company's risk management policy, ensuring that same at least identifies the following:
  - a) The different types of financial and non-financial risk (including, among others: operational, technological, legal, social, environmental, political and reputational) that the company faces, including financial or economic risks, contingent liabilities and other off-balance sheet risks.
  - b) The level of risk that the company considers acceptable.
  - c) The measures envisaged to mitigate the impact of the risks identified if they materialize.
  - d) The information and internal control systems that will be used to control and manage the aforementioned risks, including contingent liabilities or off-balance sheet risks.

In particular, within the framework of the RAF:

- Propose to the Board of Directors the approval of the RAF, and its subsequent modifications.
- Report to the Board of Directors, at least quarterly or at any time at its request, on the monitoring of the RAF.
- Request, when it deems it convenient, information regarding the RAF from the various Directorates.
- Propose the appropriate remedial measures according to the protocol established in the event of a limit violation.
- Propose to the Board of Directors, as the case may be, the maintenance of situations that involve violation of a Limit.

• Audit and Regulatory Compliance Committee

In addition to the functions set out in the law and in the Company's Bylaws, the Audit and Regulatory Compliance Committee is responsible for the following functions:

- information and internal control systems, supervising, among others, the effectiveness of the internal control over financial reporting system (ICFR)
- internal audit
- auditor
- compliance with corporate governance rules
- regulatory compliance
- structural and corporate modification operations the Entity plans to carry out
- information on the fiscal consequences of operations or matters that must be submitted to the approval of the Board of Directors, when they constitute a relevant factor or respond to the cases provided for in the Bylaws.
- These risk-related functions also include the assessment of all non-financial risks of the company - including operational, technological, legal, social, environmental, political and reputational risks.
- In relation to fiscal risks, an annual report on the monitoring and control of the Bank's Tax Strategy is reported to the Audit and Regulatory Compliance Committee.

(CONTINUED IN SECTION H.1)

**E.3.** Specify the main financial and non-financial risks, including tax risks, and the extent to which they are significant, any risks stemming from corruption (the latter being understood as per the scope of Royal Decree Law 18/2017), that might affect whether business objectives are reached.

The risk management and control model adopted by the Company contemplates, among others, the following risks:

- Credit risk.
- Market risk.
- Operational risk
- Technology and cybersecurity risk
- Interest rate risk in the banking book (IRRBB).
- Business and strategic risk
- Property Risk.
- Liquidity risk.
- Risks related to environmental, social and governance factors.
- Credit risk

Credit risk is defined as the risk of incurring losses as a result of a default on payments due to the Company. This risk is inherent to its operation.

- Market risk

Market risk is defined as the possibility of loss for the Company due to the maintenance of positions in the markets as a result of adverse movements in the financial variables or risk factors that determine the value of such positions.

- Operational risk

Operational risk is defined as the risk of loss due to the inadequacy or failure of internal procedures, people and systems, or to external events, including legal risk.

Operational risk includes fiscal risk, which is defined as the possibility of failing to comply with the objectives defined in Unicaja Banco's Tax Strategy, motivated by internal or external factors, with two possible effects that could be detrimental to the Bank, for shareholders or for other stakeholders: a) a tax revenue shortfall on the figure derived from an appropriate interpretation of the



Standard, which generates costs in terms of penalties, surcharges and interest for late payment, as well as possible reputational impacts, and b) an excess of tax income that is detrimental to the Company's equity, resulting in higher taxation than that which should be appropriate, in accordance with current regulations.

- Technology and cybersecurity risk

Technology and Cybersecurity Risk is defined in the "ICT and Security Risk Management Guidelines (EBA/ GL/2019/04)" document as the risk of loss due to breach of confidentiality, failure of systems and data integrity, inadequacy or unavailability of systems and data, or inability to change information technology (IT) within reasonable time frames and at reasonable costs when environment or business needs change (i.e., agility).

- Interest rate risk in the banking book (IRRBB)

Interest rate risk in the banking book (IRRBB), is defined as the current or future risk to both the Company's results and economic value arising from adverse fluctuations in interest rates affecting interest rate sensitive instruments.

- Business and strategic risk

This is defined as the risk of incurring losses due to erroneous strategic decisions derived from an incorrect analysis of the market in which it operates, either due to a lack of knowledge of the market or the inability to achieve its objectives, which could threaten the viability and sustainability of the Company's business model.

(CONTINUED IN SECTION H.1)

#### E.4. Does the company have levels of risk tolerance, including tax risk?

The Group's risk management and control is ordered, among others, through the Risk Appetite Framework, which is approved by the Bank's Board of Directors. The Unicaja Banco Group uses the RAF as an instrument for the implementation of the Group's risk policy and as a key management and control tool that allows it to do the following: (i) formalize the risk appetite statement; (ii) specify the Group's risk objectives in line with the corporate strategy, acting as a guiding reference for the activities carried out; (iii) formalize the risk supervision and monitoring mechanism, so as to ensure compliance with the risk appetite; (iv) integrate all risk control and management processes into a common framework; and (v) strengthen and disseminate the Group's risk culture. The development of this Framework as the Group's general risk policy is configured as a fundamental element in the Company's management and control, providing the Board of Directors and Senior Management with the comprehensive framework that determines the risks that the Company is willing to assume, and establishes different metrics for their quantification, control and monitoring, which allow it to react to certain levels or situations. Therefore, the main objective of Unicaja Banco's RAF is to establish a set of principles, procedures, controls and systems through which the Company's risk appetite is defined, communicated and monitored.

Risk propensity is considered to be the risk profile or level that Unicaja Banco is willing to assume and maintain, both in terms of its type and amount, as well as its tolerance level, and must be oriented towards achieving the objectives of the strategic plan, in accordance with the lines of action established therein.

The main objective in the management of the different risks is to achieve a risk profile that is within the desired risk appetite level, defined from the established limits, carrying out those management measures considered most appropriate to achieve it.

In addition, this Framework establishes different metrics for the quantification, control and monitoring of risks, which allow us to react to certain levels or situations. These metrics characterize the objective behavior of the Unicaja Banco Group are transversal to the organization and make it possible to transmit the risk-prone culture to all levels in a systematized and understandable way. In turn, they summarize the Group's objectives and limits, and are therefore useful for communication, where appropriate, to stakeholders, and are homogeneous, since they are applied throughout the organization.

The Group has a process for identifying material risks, in which methodologies are established for the quantification of all risks to which the Company is exposed. It also defines a criterion for the selection of those risks that are material and, therefore, must be managed and controlled more intensively. This management and control involves, among other things, the allocation of capital within the Internal Capital Adequacy Assessment Process (ICAAP) or, in the case of liquidity risk, the allocation of a liquidity management buffer, assessed within the Internal Liquidity Adequacy Assessment Process (ILAAP). The process of quantification and identification of material risks is performed on a recurring basis, allowing the Company to identify emerging risks at all times.

Based on this process, within the Risk Appetite Framework, at least for each of the material risks, the propensity and tolerance is established through a qualitative statement, risk indicators or metrics are selected and a calibration methodology is defined to establish target thresholds, early warnings and limits.

The Global Risk Control Department monitors compliance with the Risk Appetite Framework through the existing metrics for each type of risk. The monitoring of these is submitted to the Senior Management and Governing Bodies.

The Company has integrated the Risk Appetite Framework with the strategy, the ICAAP and ILAAP processes, the corporate risk policies and the Recovery Plan, among others. The Company ensures compliance with the established risk culture through the approval of the management framework, the development of strategies and policies, as well as the monitoring of the limits established for the management of each type of risk.

Finally, regarding fiscal risk, Unicaja Banco's Tax Strategy, mentioned in section E1 above, includes among its principles: i) respecting tax regulations in its actions, without resorting to aggressive fiscal strategy practices; ii) prudence, basically understood as the principle of precaution in the assumption of risk, and iii) integrity, as a manifestation of ethics in the Company's actions and in

its relations with customers, investors and shareholders, as well as with any other party with whom economic relations are maintained. Within the framework of Unicaja Banco's collaborative relationship with the fiscal authorities, it is covered by the Code of Good Tax Practices.

**E.5. State which financial and non-financial risks, including tax risks, have arisen during the year.**

Unicaja Banco, like any company that carries out its activity in the financial sector, cannot achieve its goals without assuming risks. Risk, therefore, is defined, measured and subject to constant control and monitoring. In accordance with the foregoing, Unicaja Banco's control systems have functioned adequately, being an essential pillar for risk policies.

In addition, the Bank provides detailed information on risks in its Annual Report, which is available to any interested party on the corporate website (<https://www.unicajabanco.com/es/inversores-y-accionistas/informacion-economico-financiera/informesfinancieros>), and especially in Notes 18, 24, 25, 27, 28 and 29 of the Notes to the consolidated Financial Statements, as well as in Section 11 of the consolidated Management Report.

**E.6. Explain the response and supervision plans for the company's main risks, including tax risks, as well as the procedures that the company follows to ensure that the board of directors is able to respond to any new challenges that arise.**

The Company, through its Risk Appetite Framework, defines risk limits, the monitoring and governance of which allows it to control its capacity for risk exposure and risk tolerance.

The Global Risk Control Department periodically monitors the Company's risk profile and compares it with the risk appetite and the established limits, informing the Board of Directors, the Risk Committee, as well as Senior Management, providing them with a tool to react to potential situations of impairment of the Company.

**- Credit risk**

Unicaja Banco has a Customer Credit Risk Policies, Functions and Procedures Manual, approved by the Board of Directors, which is established as a framework for the adequate control and management of the credit risks inherent to the Company's credit investment.

It defines the mandatory risk policies and procedures, details the activities and tasks to be performed, delimits the responsibilities of the different areas involved in the processes of granting and monitoring operations, establishes the risk predisposition decided by the Company and its articulation through risk limits and types of operations, and documents in a structured and unified manner all of the general and specific aspects related to a large part of the credit investment operations.

Furthermore, the Unicaja Banco Group has scoring and rating models integrated in the admission, monitoring and recovery processes. Estimates of PD (probability of default), LGD (loss given default) and EAD (exposure at default) are taken into account in different uses such as the granting of operations, the calculation of provisions or the classification of credit operations.

In addition, it should be noted that in 2021 Unicaja Banco received authorization from the European Central Bank to use internal models relating to the retail portfolio (not SMEs) to calculate its solvency ratios.

Regarding the granting of credit operations, Unicaja Banco has detailed policies, methods and procedures to ensure the responsible granting of loans and credit to consumers.

The principles developed for this purpose are aligned with the Bank's current situation, through the Customer Credit Risk Policies, Functions and Procedures Manual and with the regulatory requirements established by the regulations in force, including the following points:

- Granting criteria linked to the debtor's ability to pay
- Customized customer repayment plan for the operation
- Prudent relationship between the amount of the operation and the value of its guarantee
- Operations marketing policy
- Guarantee valuation policy
- Consideration of interest rate and exchange rate variability in the granting of loans denominated in foreign currency
- Interest rate risk hedge
- Exceptions policy on terms and conditions of transactions.
- Warning to the customer about non-compliance with payment obligations
- Debt renegotiation policy
- Information on the cost of services related to the granting of the credit operation.
- Obligation to provide information to purchasers of dwellings by subrogation of a developer loan.

On the other hand, the Unicaja Banco Group has implemented systems for compliance with Law 5/2015 on the promotion of business activity, which recognizes unwaivable rights for SMEs and the self-employed in those cases in which a credit institution decides to cancel or reduce the flow of finance.

In addition, the granting of credit operations must be subject, depending on their beneficiaries, nature, amount, term, guarantees and characteristics, to a decentralized approval process based on the collegial powers of the following decision-making bodies:

- Board of Directors.

- Credit Committee.
- Credit Committees of the General Directorate of Credit Risk.
- Corporate Banking Credit Committee.
- Regional Department of Credit Committees - "A".
- Regional Department of Credit Committees - "B".
- Branch Credit Committees and Extended Branch Credit Committees.

Furthermore, the functions and methodologies for credit risk control are applied, both in the admission, follow-up and recovery phases of credit operations. The follow-up consists of monitoring the evolution of the risk of the operation itself and of the client and, if applicable, the economic group. Thus, various controls monitor and control the credit risk of the financial investment:

- Preventive supervision of operations and borrowers.
- Supervision of impaired, doubtful or unpaid transactions.

In accordance with the provisions of the regulations in force, the Unicaja Banco Group has a policy for refinancing, restructuring, renewing and renegotiating transactions.

In addition, the Unicaja Banco Group has methodologies, procedures, tools and action standards for the control and recovery of irregular assets. Unicaja Banco has adapted its policies, processes and tools for identifying and measuring credit risk in the context derived from the coronavirus pandemic (COVID-19).

(CONTINUED IN SECTION H.1)

## **F. RISK CONTROL AND MANAGEMENT SYSTEMS RELATED TO THE FINANCIAL INFORMATION ISSUANCE PROCESS (ICFR)**

Describe the mechanisms that make up the risk control and management systems related to the company's financial information issuance process (ICFR).

### **F.1. The Company's control environment**

Report describing its main characteristics including, at least:

- F.1.1 Which bodies and/or functions are responsible for: (i) the existence and maintenance of an adequate and effective ICFR; (ii) its implementation; and (iii) its supervision.

The Board of Directors and Senior Management of Unicaja Banco (hereinafter, the Company) are aware of the importance of guaranteeing investors the reliability of the financial information published to the market, and are therefore fully involved in the Internal Control over Financial Reporting System (ICFR).

In this context, the Board of Directors of the Bank, in accordance with the provisions of Article 10 of its Regulations, is responsible for adopting, with the assistance of the Audit and Regulatory Compliance Committee where appropriate, the necessary measures to ensure that the periodic financial information, and any other information made available to the markets, is prepared in accordance with the same principles, criteria and professional practices with which the financial statements are prepared and enjoy the same reliability as the latter.

The functions of the Board of Directors include the preparation of the individual and consolidated financial statements of Unicaja Banco and the approval of the financial information, along with the establishment, maintenance and supervision of the information and risk control systems, so as to ensure the adequacy and reliability of the financial information prepared.

Furthermore, in accordance with Article 31 of the Regulations of the Company's Board of Directors, in addition to the functions set out in the Law and in the Bylaws, in relation to the information and internal control systems, the Audit and Regulatory Compliance Committee is responsible, *inter alia*, for supervising the preparation process and the integrity of the financial information relating to the Company and its Group, reviewing compliance with regulatory requirements, the appropriate delimitation of the scope of consolidation and the correct application of accounting criteria, as well as assessing the reasonableness of proposals for modification of accounting principles and criteria suggested by the Company's Management. In particular, the Audit and Regulatory Compliance Committee is responsible for reviewing, analyzing and discussing the financial statements and other relevant financial information with Senior Management, as well as with internal and external auditors, in order to confirm that such information is reliable, understandable, relevant and that accounting criteria consistent with the previous year-end have been followed.

On the other hand, the Company's Senior Management has assumed responsibility for the design and implementation of the ICFR, as well as for ensuring its quality, consistency and continuous updating through the Financial and Tax Information Department and the Data Governance and Quality Department, both belonging to the Deputy General Directorate to the Chairman, to the extent that the latter centralizes the performance of most of the activities aimed at ensuring the proper functioning of the ICFR, guaranteeing that it is adequately complied with. In this regard, with respect to its design and implementation, it develops the internal control and risk management systems that make it possible to identify and manage the main risks and disseminate them among the areas involved.

Therefore, the Deputy General Management to the Chairman of Unicaja Banco, through the two aforementioned Directorates, is responsible for ensuring that the practices and processes developed in the Company to prepare the financial information guarantee the financial information's reliability and its compliance with the financial reporting framework applicable to the Company and its Group. These functions are materialized in the following tasks:

- a) Define the methodology and standards necessary for the operation of the ICFR.
- b) Evaluate the adequacy of the design of the control procedures and activities established in order to effectively mitigate the risks of misstatement with a material impact on financial information.
- c) Coordinate, where appropriate, the heads of the most significant filial companies for consolidation purposes.
- d) Carry out, jointly with the affected areas and the General Management of Human Resources, Talent and Culture, specific training actions aimed at fostering the internal control culture among all Unicaja Banco Group employees with control functions.
- e) Maintain reciprocal information with Unicaja Banco's Internal Audit Department.

With regard to the responsibilities for the supervision of the ICFR, the Internal Audit Department has assumed the supervision of the ICFR and its activity consists of ensuring its effectiveness, obtaining sufficient evidence of its correct design and operation. Its functions in this area are to verify that controls are in place to mitigate the risks that may affect the reliability of the financial information and to verify that the controls are working effectively in order to assess that the Unicaja Banco Group's financial information complies with the following principles:

- a) The transactions, facts and other events reflected by the financial information effectively exist and have been recorded at the appropriate time in accordance with the applicable financial reporting framework (existence and occurrence).
- b) The information reflects all transactions, facts and other events in which the Company and/or its Group is an affected party (integrity).
- c) Transactions, facts and other events are recorded and valued in accordance with the applicable financial reporting framework (valuation).
- d) Transactions, facts and other events are classified, presented and disclosed in the financial information in accordance with the applicable financial reporting framework (presentation and disclosure).
- e) The financial information reflects, as of the relevant date, the rights and obligations through the corresponding assets and liabilities, in accordance with the applicable financial reporting framework (rights and obligations).

These functions are materialized in the following tasks:

- a) Advise the Audit and Regulatory Compliance Committee on matters of internal control over financial information, promoting internal standards and codes or, where appropriate, improving them.
- b) Promote the culture of internal control over financial information at all organizational levels of the Unicaja Banco Group that require it.
- c) Communicate the weaknesses detected and follow up on their correction within a reasonable time.
- d) Inform the Governing Bodies of the ICFR activity.
- e) Maintain reciprocal information with the Financial and Tax Information Department and the Data Governance and Quality Department.

For this purpose, the Company's Internal Audit Department has an internal Manual for the supervision of the Internal Control over Financial Reporting System (ICFR), which identifies the financial information subject to supervision procedures, the specific tasks that form part of the supervision process, the methodology and criteria used, and the regulatory framework that is a reference.

The take-over merger of Liberbank, S.A. (as the absorbed company) by Unicaja Banco, S.A. (as the absorbing company), whose accounting effective date is July 31, 2021, has had a relevant impact on the Internal Control over Financial Reporting System (ICFR) of Unicaja Banco, since it has entailed the acquisition of a new business that is incorporated into the Unicaja Banco Group. Although the main financial information control criteria and procedures have been unified, until the IT and operational integration of the business from Liberbank takes place, the Unicaja Banco Group has two control environments that present certain differences from the operational point of view. In any case, the Management of Unicaja Banco, once the merger has been executed, carries out an adequate process of coordination of both areas, ensuring that the level of control thereof is similar and that these operating differences do not affect the integrity and accuracy of the financial information published by the Unicaja Banco Group.

F.1.2 If the following elements exist, especially in relation to process of preparation of financial information:

- Departments and/or mechanisms responsible: (i) for the design and review of the organizational structure; (ii) for clearly defining the lines of responsibility and authority, with an adequate distribution of tasks and duties; and (iii) for ensuring that there are sufficient procedures for its correct dissemination in the company:

The definition of the management structure and organization chart of Unicaja Banco, as well as the determination of the functions associated with the basic levels, correspond to the Board of Directors. The organization chart of the Company and the functions associated with the different units are available to all employees. The workforce is informed of any modifications through the corporate Intranet and internal circulars.

The Organization and Resource Optimization Department, which reports directly to the General Directorate of Operations and Technology, is responsible for ensuring that the organizational structure in the Company is continuously adapted to the needs of the business and to the efficient development of support services.

To this end, Management has procedures documenting the mechanisms in place to review this organizational structure in order to keep it updated, as well as mechanisms to ensure that it is disseminated to all employees.

Based on the framework established by the Company's Governing Bodies, the Organization and Resource Optimization Department is responsible for defining the structure of each business line, specifying its functions, which are developed in function manuals, whose proposal, which is submitted to the Board of Directors for approval, is the responsibility of the Company's Senior Management.

With respect to the other areas and subsidiaries that also participate in the process of preparing financial information, they must abide by the rules and procedures established by the Financial and Fiscal Information Department and by the Data Governance and Quality Department, whose functions and responsibilities are clearly identified and defined.

Additionally, the General Directorate of Human Resources, Talent and Culture, based on the organizational changes, proposes appointments to carry out the defined responsibilities.

In the preparation of financial information, the lines of authority and responsibility are clearly defined. Furthermore, an exhaustive planning is carried out, which contemplates, among other issues, the assignment of tasks, key dates and the different reviews to be carried out by each of the hierarchical levels. Both the lines of authority and responsibility and the aforementioned planning have been documented and distributed among all those involved in the process of preparing financial information.

In this regard, the Data Governance and Quality Department reaches an agreement with the areas responsible for the processes selected for review regarding the dates on which the analysis and review of the process will be carried out. To assess the adequacy of the control activities designed, the Management responsible for the process, in collaboration with the Data Governance and Quality Department, identifies the various relevant risks to which financial information is subject and the control activities implemented to mitigate these risks effectively.

- Code of conduct, approving body, degree of dissemination and instruction, principles and values included (indicating whether there are specific mentions to the recording of transactions and preparation of financial information), body in charge of analyzing non-compliance and proposing corrective actions and sanctions:

There is a general Code of Conduct that applies to directors, officers and employees of the Unicaja Banco Group, last amended by the Board of Directors of Unicaja Banco on July 30, 2015. Furthermore, Unicaja Banco, as a listed company, has an Internal Code of Conduct in the securities market.

Specifically, as far as credit institutions are concerned, the Code of Conduct of the Unicaja Banco Group responds to the recommendations of the Basel Committee on Banking Supervision (BCBS), contained in the "Corporate Governance Guidelines for Credit Institutions" (issued in July 2015), which pursue the implementation in banking entities, in general, through their incorporation in codes of conduct, of principles of honesty and responsibility to protect the interests of customers and shareholders. In particular, according to said Guide, certain irregular activities must be prevented, such as, among others, the dissemination of inaccurate financial information and economic crime, which includes fraud, money laundering, anti-competitive practices, bribery and corruption or the violation of consumer rights.

Its principles and rules of conduct include compliance with the law and internal regulations. Thus, it is established that the financial and accounting information of the Group companies will be reliable and rigorous and, consequently, will be prepared and disseminated, where appropriate, in accordance with the applicable legislation and internal rules.

In this regard, the Code of Conduct of the Unicaja Banco Group provides for the possibility that, in the event that any member of the subject group becomes aware of any actual breach of the Code, they must report it specifically through the Whistle-blowing Channel, or the channel enabled, as the case may be, in the Group company in question.

- Whistle-blowing channel, which allows the communication to the audit committee of irregularities of a financial and accounting nature, in addition to possible breaches of the code of conduct and irregular activities in the organization, informing, if applicable, whether it is of a confidential nature and whether it allows anonymous communications, respecting the rights of the whistle-blower and the reported party.

In accordance with Article 31 of the Regulations of the Company's Board of Directors, in addition to the functions set out in the Law and in the Bylaws, in relation to the information and internal control systems, the Audit and Regulatory Compliance Committee is responsible, *inter alia*, for establishing and supervising a mechanism that allows employees to report, confidentially and, if possible and deemed appropriate, anonymously, any potentially significant irregularities, especially financial and accounting irregularities, that are detected within the Company.

In this context, Unicaja Banco has made available to the Bank's employees, managers and administrators an internal communication channel (the Whistle-blowing Channel) through the corporate Intranet, while a specific mechanism has been created through the website for third parties outside the organization that are not specified above.

Through this Channel, the existence of specific situations in which a risk is perceived may be reported and queries or other questions concerning the interpretation or application of the Code of Conduct may be asked.

During fiscal year 2021 and up to the date of this document, no communications with the potential to generate risk for the financial information of Unicaja Banco or its Group have been received through these channels.

- Training and periodic update programs for the personnel involved in the preparation and review of financial information, as well as in the evaluation of the ICFR system, which cover at least accounting standards, auditing, internal control and risk management:

Unicaja Banco has developed mechanisms to ensure that the personnel involved in the different processes related to financial information have the necessary training and professional competence to correctly develop and execute their duties.

In this regard, such personnel are informed at all times of the regulatory requirements in force, and of any updates that may be made to them.

The Company has an annual Training Plan that is designed in accordance with the management or area to which the personnel belong, as well as their career plan in the case of technical personnel. To this end, the Department of Talent, Labor Relations and Economic Management, which is part of the Directorate General of Human Resources, Talent and Culture, contacts the different Directorates to analyze the needs for new training actions. Furthermore, the Directorates can directly contact the Training and Learning Department in case they identify new training needs that must be addressed.

Additionally, the technicians involved in the preparation of financial information receive technical updates that are distributed by the Financial and Tax Information Department, which in turn receives them from different official sources (Official State Gazette, Bank of Spain, National Securities Market Commission, European Central Bank, ESMA, IASB, ICAC, Ministry of Economy, etc.) and other internal (Regulatory Compliance Department) or external channels (for example, Cecabank, accounting advisory firms, reviews of portals specializing in accounting regulations, etc.)

## **F.2. Risk assessment of financial information**

Report at least:

F.2.1 What are the main characteristics of the risk identification process, including those of error or fraud, in terms of:

- Whether the process exists and is documented:

The Company has a procedure for identifying processes, relevant areas and risks associated with financial information, which is adequately documented and serves as a basis for identifying the controls that cover each of the identified risks. The implementation of the procedure is the responsibility of the relevant Divisions, in continuous collaboration with the Data Governance and Quality Department, which carries out a periodic review of the existing risks and controls.

- If the process covers all of the financial information objectives (existence and occurrence; integrity; valuation; presentation, breakdown and comparability; and rights and obligations), if it is updated and with what frequency:

The identification of potential risks and controls of activities and transactions that may materially affect the financial statements is completed at least annually and is based on Senior Management's knowledge and understanding of the business and operating processes, taking into account both materiality criteria and qualitative criteria associated with the structure of the business and its risks, using as a basis the most recent financial information possible.

However, during the course of the year if unforeseen circumstances come to light that warn of possible errors in the financial information or substantial changes in the Group's operations, the Company will proceed to evaluate the existence of risks that must be added to those previously identified. The criteria followed in the identification of risks are as follows:

- The scope of the risk identification, within the scope of the ICFR, refers to the risks of incorrectness due to error or fraud in the Unicaja Banco Group's financial information reported to the markets.
- It is identified by the corresponding management or area (together with the help of the areas responsible for the selected processes under review) in continuous collaboration with the Data Governance and Quality Department.
- When identifying risks of error, those risk that affect the consolidated financial information of the Unicaja Banco Group are considered.

- The process is aimed at identifying risks of material misstatement in the individual and consolidated financial statements of Unicaja Banco.

In any case, the risks refer to possible misstatements (intentional or unintentional) within the framework of the financial reporting objectives (or assertions): (i) existence and occurrence; (ii) integrity; (iii) valuation; (iv) presentation and disclosure; and (v) rights and obligations.

The degree to which these financial reporting objectives (or assertions) affect each financial statement caption can be: low, medium or high.

To determine the scope of the ICFR, the Company uses both quantitative criteria (exceeding a materiality threshold) and qualitative criteria, linked in this case to whether it is an area of financial information with high, medium or low risk.

Unicaja Banco's Data Governance and Quality Department updates at least once a year the areas that exceed the quantitative materiality thresholds and have high or medium risk.

- The existence of a process for identifying the scope of consolidation taking into account, among other aspects, the possible existence of complex corporate structures, instrumental or special purpose entities:

The Company has a Consolidation Procedure which details the consolidation perimeter review activity carried out under the supervision of Unicaja Banco's Financial and Tax Information Department. Through this procedure, the Company ensures that the variations that occur in the perimeter, in the different periods of generation of financial information, are correctly included in the consolidated financial statements of the Group.

In order to identify relationships of control, joint control or significant influence, as well as to assess any complex corporate structure or the existence of special purpose entities, if any, Unicaja Banco's Financial and Tax Information Department uses the criteria set out in the applicable financial reporting framework, and in particular, in the provisions of the International Financial Reporting Standards adopted by the European Union (IFRS-EU), with special attention to IFRS 10.

- If the process takes into account the effects of other types of risks (operational, technological, financial, legal, fiscal, reputational, environmental, etc.) to the extent that they affect the financial statements.

When identifying risks of material misstatement in the financial information, the effect of other types of risks is taken into account: operational, technological, legal, reputational, environmental, as long as they may affect the Company's financial information.

In this sense: (i) the notes to the individual and consolidated financial statements of Unicaja Banco include a detailed description of the risks with the greatest impact on financial information, (ii) the statement of non-financial information (attached to the management report) includes a detailed description of the risks affecting this type of information, and (iii) the annual reports on the capital and liquidity self-assessment process (ICAAP/ ILAAP) include a summary of all of the types of relevant risks affecting the Group.

- Which of the Company's governing bodies supervises the process?

The risk identification process must be completed at least annually, using the most recent financial information available as a basis, and is supervised by the Risk Committee, with the support of the Global Risk Control Department (CRO).



### **F.3. Control activities**

Report describing its main characteristics including, at least:

- F.3.1 Procedures for the review and authorization of the financial information and the description of the ICFR, to be published in the securities markets, indicating those responsible, as well as documentation describing the flows of activities and controls (including those related to fraud risk) of the various types of transactions that may materially affect the financial statements, including the closing procedure and the specific review of relevant judgments, estimates, valuations and projections.

As described in point F.1.1, in accordance with Article 31 of the Regulations of the Company's Board of Directors, the Audit and Regulatory Compliance Committee is responsible, among others, for supervising the preparation process and the integrity of the financial information relating to the Company and its Group.

As stated above, the Audit and Regulatory Compliance Committee is responsible for reviewing, analyzing and commenting on the financial statements and other relevant financial information with Senior Management, internal and external auditors, in order to confirm that such information is reliable, understandable, relevant and that accounting criteria consistent with the previous year-end have been followed.

In accordance with such functions, the Audit and Regulatory Compliance Committee of Unicaja Banco intervenes in the process of reviewing the financial information to be disclosed, informing the Board of Directors of its conclusions on the Company's financial information, which is also reviewed by the external auditors at least every six months (financial statements and half-yearly financial report).

Ultimately, the Board of Directors approves the financial information that the Bank must periodically make public, this function being included in the Regulations of the Board of Directors of Unicaja Banco. Their execution is recorded in the minutes of the various meetings.

In order to prepare the information that, if applicable, will be approved by the Board of Directors, the Company has a procedure for reviewing and authorizing the financial information that is sent to the markets and regulatory bodies with the frequency established by the applicable legislation and regulations and that is prepared and updated by the Financial and Tax Information Department at the request of the General Management Assistant to the Chairman. The Internal Audit Department is responsible for supervising this information.

The Financial and Tax Information Department is responsible for the accounting records derived from the various transactions occurring in the Company and carries out the main control activities, including the accounting closing procedure and the review of the relevant judgments and estimates, according to materiality criteria. Furthermore, this Department is responsible for preparing, in general, the Company's financial information on the existing accounting basis, having defined and implemented, in the aforementioned preparation process, additional control procedures that guarantee the quality of the information and its reasonableness with a view to its subsequent presentation to the Company's governing bodies and its publication to the markets.

In the process of preparing this information, the General Directorate Assistant to the Chair or, as the case may be, the Financial and Tax Information Directorate, requests the collaboration of the other Directorates and/or Areas responsible for obtaining certain supplementary information, the breakdown of which is required in the periodic financial reports. Furthermore, and once the information preparation process has been completed, the Data Governance and Quality Department requests the aforementioned managers to review and authorize the information for which they are responsible, prior to its publication and submission to the markets.

The description of the ICFR is reviewed by both the Data Governance and Quality Department and the Internal Audit Department, as well as by the aforementioned Governing Bodies, as part of the periodic information that the Company submits to the markets.

Regarding the activities and controls directly related to transactions that may materially affect the financial statements, the Company has procedures and risk and control matrices for the significant processes that affect the generation, preparation and disclosure of financial information.

For this purpose, the Company has standardized documentation on the relevant processes, including a description of each of the processes and risk and control matrices. These matrices include the relevant risks identified as having a material impact on the individual and consolidated financial statements, and their association with the controls that mitigate them, as well as the evidence in which their application is materialized. Among the controls, those that are considered key in the process and that, in any case, ensure the adequate recording, valuation, presentation and breakdown of transactions in the financial information are identified.

The risk and control matrices include, among others, the following fields:

- Risk description.
- Financial assertion with which the risk is identified.
- Identification and description of the control activity.

- Control classification: key/standard.
- Control category: preventive/detective.
- Control method: manual/ mixed/ automatic.
- System that supports the control.
- Executor and party responsible for control.
- Frequency or periodicity of control execution.
- Evidence of control, obtained by the Data Governance and Quality Department by any of the following methods: inspection, observation, external confirmation, recalculation, re-performance, analytical procedures or inquiry.

Below are the significant processes (distinguishing between business and cross-cutting processes) associated with the Company's financial areas for which the aforementioned documentation is available:

- Specific business processes associated with the relevant areas (identified from the headings of the financial statements): Loans and

receivables (credit to customers), including credit risk hedges for bad debts.

- o Debt securities and equity instruments (treasury and capital markets), including derivatives.
- o Foreclosed assets or assets received in payment of debts (regardless of their accounting classification in the balance sheet and the Group companies in which they are recorded).
- o Customer deposits (retail liabilities area).
- o Tax assets and liabilities
- o Personnel expenses
- o General administrative expenses
- o Provisions and accounting estimates

- Transversal processes that affect all areas as a whole:

- o Investee companies
- o Accounting closure
- o Consolidation
- o General computer controls
- o Fraud and regulatory compliance

The aforementioned descriptive documentation includes:

- The description of the activities related to the process from the beginning, indicating the particularities that a certain product or operation may contain (when this is necessary).
- The identification of the relevant risks for which the areas involved in the process specifies the main risks on the financial information related to the process with a material impact on the Company's financial statements.
- The identification of the controls and their description that is made in relation to the relevant risks previously identified.

Furthermore, there is a catalog of evidence supporting the existence of each control identified.

Additionally, the Company has a Judgments and Estimates Review and Approval Policy, which completes the policies included in the Manual of accounting standards, procedures and policies applied by the Unicaja Banco Group, detailing how they are made, as well as the responsibilities at the time of approving the Company's estimates, projections, judgments, accounting policies and critical assumptions. The Financial and Tax Information Department is responsible for updating these accounting policies at least once a year.

As described in the notes to the consolidated financial statements, the main estimates identified by the Group are as follows:

- Impairment losses on certain assets, especially with regard to the individualized and collective estimation of losses due to insolvencies of the loan portfolio and advances to customers, and the determination of when there is a significant increase in credit risk.
- The assumptions used in the actuarial calculation of the post-employment benefit liabilities and commitments and other long-term commitments to employees.
- The useful life of tangible and intangible assets
- The measurement of consolidation goodwill
- The estimate of the probability of occurrence of those events considered as contingent liabilities and, if applicable, the estimate of the provisions necessary to cover these events.
- The reversal period and recoverability of deferred fiscal assets of temporary differences.
- The fair value of certain unlisted assets

- The fair value of certain guarantees related to the collection of assets.

As stated above, the Company has a Judgments and Estimates Review and Approval Policy, which details the procedures it performs to ensure that judgments and estimates are made at the appropriate level and in accordance with the accounting regulatory framework applicable to the Company and its Group.

### F.3.2 Internal control policies and procedures on information systems (among others, on access security, change control, operation thereof, operational continuity and segregation of duties) that support the relevant processes of the company in relation to the preparation and publication of financial information.

The Company has defined a process of Information Technology General Controls (ITGC), with its corresponding risk and control matrix, which details the risks and controls related to access security, change control, operation thereof, operational continuity and segregation of duties. As a result of the take-over merger of Liberbank, S.A. (as the absorbed company) by Unicaja Banco, S.A. (as the absorbing company), the accounting effective date of which has been established as July 31, 2021, the Company has incorporated the main computer applications used to record the balances and transactions of the Liberbank Group's business into its internal control processes. This will be the case until the IT and operational integration of the businesses originating in Unicaja Banco and Liberbank takes place, scheduled for 2022.

Additionally, the information systems that support the processes on which the Company's financial information is based are subject to internal control policies and procedures to ensure the integrity of the preparation and publication of financial information.

Specifically, policies have been established in relation to the following:

- Security in the access to information: The Unicaja Banco Group has security guidelines for information systems and resources. The Company has updated Information Systems Security policies, standards and procedures, which establish the technical and organizational guidelines necessary to prevent the alteration, loss, unavailability and unauthorized processing of or access to Unicaja Banco's resources and data. It also establishes the commitment of any person or body related to the Company with respect to the processing of information. On the other hand, the various applications provide security based on the user identifier and associated password.
- Segregation of duties: The Company has procedures and controls on profiles and users for the management of user registrations, cancellations and modifications, which are updated every time there is a change in any of the processes. These procedures describe the flow of acceptances to be followed, the parties responsible for acceptances establishing control over segregation of duties and the tools involved in this user management flow. There is also a tool for assigning permissions, which is coordinated with the Human Resources tools to manage the entries and exits of the Company's personnel, as well as changes in duties, departments, areas and offices. The level of access restriction when switching batch processes to production is high. The planning of new processes is subject to the approval process by the person in charge of the area, who is not in charge of developing this process.
- Change management: The Company has a formalized application development and maintenance methodology. The adoption and application of a homogeneous application development methodology, appropriate to the size of the department or area and to the scope of the new projects to be carried out, for all of the development subareas, adds greater reliability, coordination and efficiency to the development of applications, while promoting users' formal involvement in the projects and the adequate documentation thereof. The implementation of a formal development methodology provides greater independence in the maintenance and continuity of the applications with respect to the personnel who currently maintain each of the applications. In addition, there are procedures and tools for program change management.
- Operational and business continuity: The Company has a formalized backup procedure that describes the process to be followed, the regularity, the schedule for executing the copies, the information to be copied, the location, the frequencies, the content of the copies, the types of copies and the basic instructions for making backup copies of the infrastructure elements that affect the systems. The Company's Business Continuity Plan includes a contingency plan.
- Incident management: There is an updated procedure for notification and incident management. There are several tools for this task. When an incident is registered, the responsibility for resolving each one is reported. Once the diagnosis of the incident has been established, the solution is implemented.

### F.3.3 Internal control policies and procedures aimed at supervising the management of activities subcontracted to third parties, as well as the aspects of evaluation, calculation or valuation entrusted to independent experts that could significantly affect the financial statements.

The Group has a policy for managing the delegation of services, which establishes the criteria to be followed in relation to the services or duties delegated to third parties, both at the time of prior analysis and approval of the delegation and in its subsequent formalization, development and follow-up.

The Group also periodically reviews which activities performed by third parties are relevant to the financial preparation process or could directly or indirectly affect its reliability.

Among others, the Group uses independent expert reports of valuations on transactions that may potentially materially affect the financial statements.

Within the framework of the budgetary assessment of these outsourced activities, as well as in the process of providing the service itself, the Group carries out certain control procedures to mitigate the risks associated with these activities, which are mainly carried out by the corresponding management or area responsible for operations with an aim to verify their competence, training, accreditation and independence, as well as the validity of the data and methods used and the reasonableness of the assumptions made.

In order to perform most of these functions, Unicaja Banco has a Procurement and Outsourcing Governance Section, which is part of the Organization and Resource Optimization Department, and which in turn reports to the General Directorate of Operations and Technology.

#### **F.4. Information and communication**

Report describing its main characteristics including, at least:

- F.4.1 A specific function in charge of defining, keeping accounting policies updated (accounting policy area or department) and resolving queries or conflicts arising from their interpretation, maintaining fluid communication with those responsible for operations in the organization, as well as an updated accounting policy manual communicated to the units through which the company operates.

The Company has a "Manual of accounting standards, procedures and policies applied by the Unicaja Banco Group", which prescribes the accounting treatment in the Unicaja Banco Group of each of the material items comprising the financial statements, ensuring compliance with the requirements established by the applicable accounting regulatory framework. Unicaja Banco's Financial and Tax Information Department is responsible for establishing and updating the Group's accounting policies and for informing the rest of the departments or areas of the updates, with the Legal Department and the Regulatory Compliance Department being responsible for informing the rest of the Departments on any new legislation.

This document is updated periodically, at least once a year, and any significant modifications or updates are communicated to the Group's companies and departments or areas to which they are applicable in each case.

As a consequence of the economic effects that the Coronavirus (COVID-19) pandemic is having, and considering the guidelines and recommendations published by the main regulatory and supervisory bodies of the financial sector, the Unicaja Banco Group has expanded its accounting manuals by adding certain aspects that must be considered in the Group's accounting policies and estimates due to the economic effects of COVID-19. These aspects are updated by the Financial and Tax Information Department, collaborating as appropriate with other departments and areas of the Bank, based on new communications received from supervisory bodies.

- F.4.2 Mechanisms for gathering and preparing financial information with homogeneous formats, to be applied and used by all units of the company or group, which support the main financial statements and notes, as well as the information detailed on the ICFR.

The Financial and Tax Information Department is responsible for aggregating, homogenizing, reviewing and reporting the information, using common systems and computer applications, as well as finally preparing the individual and consolidated financial statements that are reported and published.

The Financial and Tax Information Department issues the accounting policies and other procedures for the preparation of the individual financial statements by the subsidiaries, for the purpose of reporting them to the Group for the preparation of its consolidated financial statements, as well as precise instructions on the reporting obligations, establishing the minimum contents and deadlines for sending the information to be sent by the companies comprising the Consolidated Group.

The Company's accounting systems are fully integrated and the recording of transactions automatically triggers the accounting thereof, as well as the updating of inventories.

In this regard, it is important to mention that the Unicaja Banco Group has adapted to the new regulations that have been published in relation to the Single European Electronic Format (hereinafter, ESEF). In this sense, the

directors of the Company are responsible for submitting the annual financial report in accordance with the format and markup requirements set out in Delegated Regulation (EU) 2019/815 of 17 December 2018 of the European Commission.

#### **F.5. Supervision of the system's operation**

Report describing its main characteristics including, at least:

- F.5.1** The ICFR supervision activities that are carried out by the audit committee as well as whether the company has an internal audit function whose competences include supporting the committee in its work of supervising the internal control system, including ICFR.
- Furthermore, the scope of the evaluation of the ICFR carried out during the year and the procedure by which the person responsible for carrying out the evaluation communicates its results will be reported,
- as well as whether the company has an action plan that describes the possible corrective measures and whether its impact on the financial information has been considered.

The plans of the internal audit function are approved by Unicaja Banco's Audit and Regulatory Compliance Committee. In accordance with a risk-based approach that determines the frequency of audit activity (Risk Assessment System, or RAS), these plans provide for reviews of the internal control and business areas considered relevant to the Group.

This area includes specific reviews of internal control over financial reporting.

Specifically, in relation to the ICFR, the Internal Audit Department has among its functions the responsibility of reviewing its effective implementation and correct operation, incorporating this review in its internal audit planning.

With respect to the eventual detection and communication of any weakness in the performance of the reviews of the areas, the Internal Audit Department communicates it to the Department involved, detailing the associated recommendations, and following up on the action plan implemented to resolve them.

The recommendations arising from the reviews are submitted to the Audit and Regulatory Compliance Committee. In addition, the Internal Audit Department is in contact with the different functional areas of the Company and with the Data Governance and Quality Department, which is responsible for the periodic updating and maintenance of the ICFR.

- F.5.2** Whether it has a discussion procedure whereby the auditor (in accordance with the provisions of the technical auditing standards or NTA), the internal audit function and other experts can communicate to senior management and the audit committee or directors of the company any significant internal control weaknesses identified during the review of the financial statements or other processes that have been entrusted to them. Furthermore, it will state whether it has an action plan to try to correct or mitigate the weaknesses observed.

The Audit and Regulatory Compliance Committee meets with the external auditor at least once a year to review and update the most significant matters in the audit, prior to the preparation of the individual and consolidated financial statements, to present the main results, for which purpose it is supported by the Internal Audit Department.

In accordance with the provisions of Article 36 of Law 22/2015, of July 20, 2015, on auditing of accounts, and Article 11 of Regulation (EU) No. 537/2014, of the European Parliament and of the Council, of April 16, 2014, on the specific requirements for the statutory audit of public interest entities, as from the 2017 financial year these communications are formalized in the "Additional report for the Audit and Regulatory Compliance Committee", which the external auditors deliver prior to the issuance of their audit report on the financial statements of the Company and its Group.

The auditors have direct communication with the Company's Senior Management, holding regular meetings, both to obtain the necessary information for performing their work, and to communicate the weaknesses and recommendations for improvement of the internal control system detected during the same. With respect to the latter, on an annual basis, the external auditor submits to the Audit Committee and Regulatory Compliance a report detailing the internal control weaknesses detected, if any, in the course of its work. This report incorporates the comments of the Company's management and, if applicable, the action plans that have been implemented to remedy the corresponding internal control weaknesses.

Regarding the internal communication procedure, any weakness detected by the Internal Audit Department follows the same procedure described in section F.5.1 of this document.

**F.6. Other relevant information.**

No other relevant information has been identified that needs to be incorporated in this section.

**F.7. External auditor's report.**

Report about:

- F.7.1 Whether the ICFR information sent to the markets has been reviewed by the external auditor, in which case the company should include the corresponding report as an annex. If not, the reasons should be stated.

In the 2021 financial year, the external auditor has reviewed the information contained in section F of the IAGC relating to the ICFR, following the generally accepted professional standards in Spain applicable to this type of engagements and, in particular, following the provisions of the Performance Guide on the auditor's report on information relating to the ICFR of listed companies, issued by the professional and auditors' associations, and published by the National Securities Market Commission (CNMV) on its website.

The report issued by the external auditors in this regard is included as an Annex to this Annual Corporate Governance Report (ACGR).

## **G. LEVEL OF COMPLIANCE WITH THE CORPORATE GOVERNANCE RECOMMENDATIONS**

State the degree to which the company follows the recommendations of the Good Governance Code for Listed Companies.

In the event that any recommendation is not followed or is only followed partially, a detailed explanation of the reasons why must be included so that the shareholders, investors and the market in general have sufficient information to assess the company's behavior. General explanations will not be considered acceptable.

1. That the bylaws of listed companies do not limit the maximum number of votes that a single shareholder can cast or contain other restrictions that make it difficult to take control of the company by acquiring its shares in the market.

Complies ☒ Explain ☐

2. That, when the listed company is controlled, within the meaning of Article 42 of the Commercial Code, by another company, listed or not, and has, directly or through its subsidiaries, business relations with that company or any of its subsidiaries (other than those of the listed company) or carries out activities related to those of any of them, it should publicly disclose precisely the following:

- a) The respective areas of activity and any business relationships between, on the one hand, the listed company or its subsidiaries and, on the other hand, the parent company or its subsidiaries.
- b) The mechanisms provided to resolve any conflicts of interest that may arise.

Complies ☐ Partially complies ☐ Explain ☐ Not applicable ☒

3. That during the ordinary general meeting, as a complement to the written dissemination of the annual corporate governance report, the chair of the board of directors verbally informs the shareholders, in sufficient detail, of the most relevant aspects of the company's corporate governance and, in particular:

- a) About any changes that have occurred since the previous ordinary general meeting.
- b) About the specific reasons why the company does not follow some of the recommendations of the Corporate Governance Code and, if they exist, the alternative rules it applies in this area.

Complies ☐ Partially complies ☒ Explain ☐

The recommendations of the Corporate Governance Code that the Company considered partially satisfied (R.40 and R.62) were explained in detail in the Annual Corporate Governance Report.

4. That the company defines and promotes a policy regarding communication and contacts with shareholders and institutional investors in the context of their involvement in the company, as well as with proxy advisors that is fully respectful of the rules against market abuse and gives similar treatment to shareholders in the same position. And that the company makes this policy public through its website, including information regarding the way in which it has been put into practice and identifying the interlocutors or parties responsible for its implementation.

And that, without prejudice to the legal obligations regarding the dissemination of privileged information and other types of regulated information, the company also has a general policy regarding the communication of economic-financial, non-financial and corporate information through the channels it deems appropriate (media, social networks or other channels) that contributes to maximizing the dissemination and quality of the information available to the market, investors and other stakeholders.

Complies [ X ]      Partially complies [ ]      Explain [ ]

5. That the Board of Directors should not take proposals for the delegation of powers, to issue shares or convertible bonds with exclusion of the preferential subscription right, for an amount of over 20% of the capital at the time of delegation to the shareholders in a General Meeting.

And that when the Board of Directors approves any issue of shares or convertible securities with exclusion of pre-emptive subscription rights, the Company will immediately publish on its website the reports on such exclusion referred to in commercial legislation.

Complies [ X ]      Partially complies [ ]      Explain [ ]

6. That the listed companies that prepare the reports listed below, whether mandatory or voluntary, publish them on their website sufficiently in advance of the ordinary general meeting, even if their dissemination is not mandatory:

- a) Report on the independence of the auditor.
- b) Reports on the operation of the audit committee and the appointments and remuneration committee.
- c) The audit committee's report on related-party transactions.

Complies [ X ]      Partially complies [ ]      Explain [ ]

7. That the company transmits the holding of the shareholders' general meetings live on its website.

And that the company has mechanisms that allow the delegation and the exercise of the vote digitally including, in the case of companies with a high market cap and to the extent that it is proportionate, attendance and active participation in the General Meeting.

Complies [ X ]      Partially complies [ ]      Explain [ ]



8. That the audit committee ensures that the annual accounts that the board of directors presents to the general meeting of shareholders are prepared in accordance with the applicable accounting regulations. And that in those cases where the auditor has included a qualification in its audit report, the chair of the audit committee will clearly explain in the general meeting the audit committee's opinion on its content and scope, making a summary of said opinion available to the shareholders when the meeting is called, together with the rest of the board's proposals and reports.

Complies [ X ]      Partially complies [ ]      Explain [ ]

9. That the company should publish on its website, on a permanent basis, the requirements and procedures it will accept to prove ownership of shares, the right to attend the general shareholders' meeting and the exercise or delegation of voting rights.

And that these requirements and procedures favor shareholders' attendance and exercise of their rights and are applied in a non-discriminatory manner.

Complies [ X ]      Partially complies [ ]      Explain [ ]

10. That when any legitimate shareholder has exercised their right to add something to the agenda or to present new proposed resolutions prior to the holding of the shareholders' general meeting, the company:
- a) Immediately disseminates these additional points and the new resolutions proposed.
  - b) Makes public the attendance card or remote voting or proxy voting form with the necessary modifications so that the new items on the agenda and alternative proposals for resolution can be voted on in the same way as those proposed by the board of directors.
  - c) Submits all of these points or alternative proposals to a vote and applies the same voting rules as those applies to the ones formulated by the board of directors, including, in particular, the presumptions or deductions regarding the direction of the vote.
  - d) After the general shareholders' meeting, the company communicates the breakdown of the vote on these additional points or alternative proposals.

Complies [ X ]      Partially complies [ ]      Explain [ ]      Not applicable [ ]

11. That, in the event that the company plans to pay attendance premiums at the shareholders' general meeting, it establishes a general policy on these premiums in advance and that this policy is consistent.

Complies [ ]      Partially complies [ ]      Explain [ ]      Not applicable [ X ]

12. That the board of directors should perform its duties with a single purpose and independent criteria, treat all shareholders in the same position equally, and be guided by the corporate interest, understood as the achievement of a profitable and sustainable business in the long term, which promotes its continuity and the maximization of the economic value of the company.

And that in the pursuit of corporate interest, in addition to respect for laws and regulations and behavior based on good faith, ethics and respect for commonly accepted uses and good practices, it should seek to reconcile its own corporate interest with, as appropriate, the legitimate interests of its employees, suppliers, customers and other stakeholders that may be affected, as well as the impact of the company's activities on the community as a whole and on the environment.

Complies [ X ]      Partially complies [ ]      Explain [ ]

13. That the board of directors has the necessary size to achieve an effective and participatory operation, which means that should generally have between five and fifteen members.

Complies [ X ]      Explain [ ]

14. That the board of directors approves a policy aimed at favoring an appropriate composition of the board of directors and that:

- a) is specific and verifiable.
- b) ensures that nomination or re-election proposals are based on a prior analysis of the competencies required by the board of directors; and
- c) favors a diversity of knowledge, experience, age and gender. For these purposes, it is considered that the measures that encourage the company to have a large number of senior managers favor gender diversity.

That the result of the prior analysis of the competencies required by the board of directors be included in the report of the appointments committee to be published when convening the general shareholders' meeting to which the ratification, appointment or re-election of each director is submitted.

The appointments committee will verify compliance with this policy annually and will report on it in the annual corporate governance report.

Complies [ X ]      Partially complies [ ]      Explain [ ]

15. That proprietary and independent directors should constitute the large majority of the board of directors and that the number of executive directors should be the minimum necessary, taking into account the complexity of the corporate group and the executive directors' shareholding percentage in the company's capital.

And that the number of female directors represents at least 40% of the members of the board of directors before the end of 2022 and onwards, not previously being less than 30%.

Complies [ X ]      Partially complies [ ]      Explain [ ]

16. That the percentage of proprietary directors over the total number of non-executive directors is not greater than the proportion existing between the capital of the company represented by these directors and the rest of the capital.

This criterion may be mitigated:

- a) In highly capitalized companies in which there are few shareholdings that are legally considered significant.
- b) In companies in which there is a plurality of shareholders represented on the board of directors and they do not have any links between them.

Complies [ X ]      Explain [ ]

17. That the number of independent directors is at least half of the total number of directors.

That, however, when the company is not a large cap company or when, even if it is a large cap company, it has one or more shareholders acting in concert who control more than 30% of the share capital, the number of independent directors should represent at least one third of the total number of directors.

Complies [ X ]      Explain [ ]

18. That the companies publish the following information about their directors on their websites and keep it updated:

- a) Professional and biographical profile.
- b) Other boards of directors to which they belong, regardless of whether they are listed companies, as well as any other remunerated activities carried out of any type.
- c) Indication of the category of director to which they belong, stating, in the case of proprietary directors, the shareholders that they represent or with which they have ties.
- d) Date of their first appointment as a director at the company, as well as any subsequent re-elections.
- e) The number of company shares and options that they hold.

Complies [ X ]      Partially complies [ ]      Explain [ ]

19. That the annual corporate governance report, after verification by the appointments committee, should explain the reasons why proprietary directors have been appointed at the request of shareholders whose shareholding is less than 3% of the capital; and explain the reasons why, if applicable, formal requests for presence on the board from shareholders whose shareholding is equal to or greater than that of others whose requests for proprietary directors have been appointed have not been met.

Complies [ ☐ ]      Partially complies [ ☐ ]      Explain [ ☐ ]      Not applicable [ ☒ ]

20. That the proprietary directors present their resignation when the shareholder that they represent transfers their shareholding in full. And that they also resign, in a proportional number, when a shareholder reduces their shareholding to a level that requires a reduction in the number of their proprietary directors.

Complies [ ☒ ]      Partially complies [ ☐ ]      Explain [ ☐ ]      Not applicable [ ☐ ]

21. That the board of directors should not propose the removal of any independent director before the expiration of the term of office for which they were appointed, except where just cause is found by the board of directors, based on a report from the appointments committee. In particular, just cause will be deemed to exist when the director takes on new positions or incurs new obligations that prevent them from devoting the necessary time to the performance of the functions inherent to the position of director, fails to comply with the duties inherent to their position or incurs in any of the circumstances that cause them to lose their independent status, in accordance with the provisions of the applicable legislation.

The removal of independent directors may also be proposed as a result of takeover bids, mergers or other similar corporate operations involving a change in the capital structure of the company, when such changes in the structure of the board of directors are prompted by the proportionality criterion set out in Recommendation 16.

Complies [ ☒ ]      Explain [ ☐ ]

22. That companies should establish rules obliging directors to report and, where appropriate, resign when situations arise that affect them, regardless of whether such situations are related to their actions in the company itself, and that could damage the credit and reputation of the company and, in particular, obliging them to inform the board of any criminal proceedings in which they are under investigation, as well as the procedural vicissitudes thereof.

And that, having been informed of or otherwise having become aware of any of the situations mentioned in the preceding section, the board should examine the case as soon as possible and, in view of the specific circumstances, decide, after a report from the appointments and remuneration committee, whether to adopt any measure, such as opening an internal investigation, requesting the resignation of the director or proposing their removal. And that this must be reported in the annual corporate governance report, unless there are any special circumstances that justify not doing so, which must be recorded in the minutes. This is without prejudice to the information that the company must disseminate, if appropriate, at the time of the adoption of the corresponding measures.

Complies [ X ]      Partially complies [ ]      Explain [ ]

23. That all of the directors clearly express their opposition when they consider that any of the proposed decisions submitted to the board of directors may be not be in the company's interests. And in particular, that the independent and other directors who are not affected by the potential conflict of interest also do so in the case of decisions that may harm shareholders that are not represented on the board of directors.

And that when the board of directors adopts significant or reiterated decisions about which the director has expressed serious reservations, the director draws the appropriate conclusions and, if they choose to resign, explains the reasons in the letter referred to in the following recommendation.

This recommendation also applies to the secretary of the board of directors, even if they are not a director.

Complies [ X ]      Partially complies [ ]      Explain [ ]      Not applicable [ ]

24. That when, either through resignation or by resolution of the general meeting, a director leaves their position before the end of their term, sufficiently explain the reasons for their resignation or, in the case of non-executive directors, their opinion on the reasons for their removal by the meeting, in a letter that will be sent to all of the members of the board of directors.

And that, without prejudice to the disclosure of all of the above in the annual corporate governance report, to the extent that it is relevant for investors, the company should publish the termination as soon as possible, including sufficient reference to the reasons or circumstances provided by the director.

Complies [ X ]      Partially complies [ ]      Explain [ ]      Not applicable [ ]

25. That the appointments committee ensures that the non-executive directors have sufficient time available for the proper performance of their duties.

And that the regulations of the board establish the maximum number of company boards that its directors be members of.

Complies ☒ Partially complies ☐ Explain ☐

26. The board of directors should meet with the necessary frequency to perform its functions effectively and at least eight times a year, following the schedule of dates and matters established at the beginning of the year, and each director may individually propose other items for the agenda that were not initially envisaged.

Complies ☒ Partially complies ☐ Explain ☐

27. That the directors are only absent when absolutely necessary and their absences are quantified in the annual corporate governance report. And that, when absences do occur, representation is granted with instructions.

Complies ☐ Partially complies ☒ Explain ☐

Although Article 15.2.b) of the Regulations of the Board of Directors establishes the obligation of the directors to instruct in the cases in which they have conferred their representation, these instructions have not been given in the cases of delegation.

28. That when the directors or the secretary express concern about any proposal or, in the case of the directors, about the direction of the company and these concerns are not resolved by the board of directors at the request of whoever expressed them, they are recorded in the minutes.

Complies ☒ Partially complies ☐ Explain ☐ Not applicable ☐

29. That the company establishes the appropriate channels so that the directors can obtain the necessary advice for the fulfillment of their duties including, if the circumstances so require, external advice at the company's expense.

Complies ☒ Partially complies ☐ Explain ☐

30. That, regardless of the knowledge that the directors are required to have in order to carry out their duties, the companies also offer the directors programs to update their knowledge when the circumstances so require.

Complies ☒ Explain ☐ Not applicable ☐

31. That the agenda of the sessions clearly states the points regarding which the board of directors must adopt a decision or agreement so that the directors can study or collect the information that they need to make a decision in advance.

When, exceptionally, for reasons of urgency, the chairman wishes to submit to the board of directors for approval decisions or resolutions that are not on the agenda, the prior express consent of the majority of the directors present will be required, which will be duly recorded in the minutes.

Complies [ X ]      Partially complies [ ]      Explain [ ]

32. That the directors are periodically informed of changes to the composition of the shareholders and of the opinion that the most significant shareholders, investors and rating agencies have about the company and its group.

Complies [ X ]      Partially complies [ ]      Explain [ ]

33. That the chairperson, as the person responsible for the proper functioning of the board of directors, in addition to exercising the functions attributed to them by law or bylaws, prepares and submits to the board of directors a schedule of dates and matters to be discussed; organizes and coordinates the periodic evaluation of the board, as well as, where appropriate, that of the chief executive of the company; is responsible for the management of the board and the effectiveness of its operations; ensures that sufficient discussion time is devoted to strategic issues and decides on and reviews knowledge update programs for each director when the circumstances so require.

Complies [ X ]      Partially complies [ ]      Explain [ ]

34. When there is a coordinating director, the bylaws or the board of directors' regulations should grant them the following powers in addition to those conferred by law: chairing the board of directors in the absence of the chairperson and vice-chairpersons, if any; reflecting the concerns of non-executive directors; maintaining contact with investors and shareholders to hear their points of view in order to form an opinion on their concerns, particularly in relation to the company's corporate governance; and coordinating the chairperson's succession plan.

Complies [ X ]      Partially complies [ ]      Explain [ ]      Not applicable [ ]

35. That the secretary of the board of directors takes special care to ensure that the board of directors takes into account the recommendations for good governance contained in this Code of good governance that apply the company in its actions and decisions.

Complies [ X ]      Explain [ ]

36. That the board of directors meet in a plenary session once a year to evaluate and, where appropriate, to adopt an action plan to correct the deficiencies detected related to:
- a) The quality and efficiency of the operation of the board of directors.
  - b) The operation and composition of its committees.
  - c) Diversity in the composition and the powers of the board of directors.
  - d) The performance of the chairman of the board of directors and the company's chief executive.
  - e) The performance and contribution of each director, paying special attention to those responsible for the different board committees.

The evaluation of the different committees will be based on the report submitted by them to the board of directors, and for the latter, the report submitted by the appointments committee.

Every three years, the board of directors will be assisted in carrying out its evaluation by an external consultant, whose independence will be verified by the appointments committee.

The business relationships that the consultant or any company in its group maintains with the company or any company in its group must be disclosed in the annual corporate governance report.

The process and the areas evaluated will be described in the annual corporate governance report.

Complies ☒ Partially complies ☐ Explain ☐

37. That when there is an executive committee it contains at least two non-executive directors, at least one of which is independent; and its secretary is the secretary of the board of directors.

Complies ☐ Partially complies ☐ Explain ☐ Not applicable ☒

38. That the board of directors is always aware of the matters discussed and of the decisions taken by the executive committee and that all of the members of the board of directors receive a copy of the minutes of the meetings of the executive committee.

Complies ☐ Partially complies ☐ Explain ☐ Not applicable ☒

39. That the members of the audit committee as a whole, and especially its chairman, are appointed taking into account their knowledge and experience in accounting, auditing and risk management (both financial and non-financial).

Complies ☒ Partially complies ☐ Explain ☐



40. That, under the supervision of the audit committee, there is a unit that assumes the internal audit duties that ensures the proper operation of the information and internal control systems and that functionally reports to the non-executive chairman of the board or the audit committee.

Complies [ ☐ ]

Partially complies [ ☒ ]

Explain [ ☐ ]

The Internal Audit Department reports hierarchically to the Chief Executive Officer and functionally to the Audit and Regulatory Compliance Committee.

41. That the person in charge of the unit that assumes the internal audit function submits its annual work plan to the audit committee for approval by said committee or by the board, reports directly to it on its execution, including possible incidents and limitations to the scope that may arise in its development, the results and follow-up of its recommendations, and submits an activities report at the end of each fiscal year.

Complies [ ☒ ]

Partially complies [ ☐ ]

Explain [ ☐ ]

Not applicable [ ☐ ]

42. That, in addition to those envisaged by law, the audit committee has the following duties:

1. Regarding computer systems and internal control:
  - a) Supervise and evaluate the preparation process and the integrity of the financial and non-financial information, as well as the control and management systems for financial and non-financial risks related to the company and, if applicable, the group -including operational, technological, legal, social, environmental, political, reputational and corruption-related risks- reviewing compliance with regulatory requirements, the adequate delimitation of the consolidation perimeter and the correct application of accounting criteria.
  - b) Ensure the independence of the unit that assumes the internal audit function; propose the selection, appointment and removal of the head of the internal audit service; propose the budget for that service; approve or propose approval to the board of the orientation and annual work plan of the internal audit, ensuring that its activity is focused primarily on relevant risks (including reputational risks); receive periodic information on its activities; and verify that senior management takes into account the conclusions and recommendations of its reports.
  - c) Establish and supervise a mechanism that enables employees and other people related to the company, such as directors, shareholders, suppliers, contractors or subcontractors, to report any potentially significant irregularities, including financial and accounting irregularities or of any other type related to the Company that they notice within the Company or its Group. This mechanism must guarantee confidentiality and, in any case, envisage cases in which communications can be made anonymously, whilst respecting the rights of the accuser and the accused.
  - d) Generally ensuring that the policies and systems established with regard to internal control are effectively applied in practice.
2. Regarding the external auditor:
  - a) In case of resignation of the external auditor, examine the circumstances that would have motivated it.
    - b) Ensuring that the remuneration of the external auditor for their work does not compromise their quality or independence.
    - c) Ensuring that the Company notifies the CNMV of the change of auditor and accompanies it with a statement on the possible existence of disagreements with the outgoing auditor and, if applicable, their content.
    - d) Ensuring that the external auditor holds an annual meeting with the full board of directors to inform them about the work carried out and the evolution of the company's accounting and risk situation.
    - e) Ensuring that the Company and the external auditor comply with current regulations on the provision of non-audit services, the limits on the concentration of the auditor's business and, in general, the other regulations established related to the independence of the auditors.

Complies [ X ]

Partially complies [ ]

Explain [ ]

43. That the audit committee can summon any of the company's employees or managers and even order their appearance without the presence of any other manager.

Complies [ X ]      Partially complies [ ]      Explain [ ]

44. That the audit committee is informed about the structural and corporate modification operations that the company plans to carry out for its analysis and prior reporting to the board of directors with regard to its economic conditions and its impact on the accounts including, where appropriate, the equation for any proposed exchange.

Complies [ X ]      Partially complies [ ]      Explain [ ]      Not applicable [ ]

45. That the risk control and management policy identifies or determines at least:

- a) The different types of financial and non-financial risks (including operational, technological, legal, social, environmental, political and reputational risks, including those related to corruption) faced by the company, including financial or economic risks, contingent liabilities and other off-balance sheet risks.
- b) A risk control and management model based on different levels, including a specialized risk committee when the sectoral regulations so require or the company deems it appropriate.
- c) The level of risk that the company considers acceptable.
- d) The measures envisaged to mitigate the impact of the risks identified if they materialize.
- e) The information and internal control systems that will be used to control and manage the aforementioned risks, including contingent liabilities or off-balance sheet risks.

Complies [ X ]      Partially complies [ ]      Explain [ ]

46. That, under the direct supervision of the audit committee or, where appropriate, a specialized committee of the board of directors, there is an internal control and risk management function exercised by an internal unit or a department of the company that has expressly been given the following duties:

- a) To ensure the proper operation of the risk control and management systems and, in particular, to ensure that any significant risks that affect the company are properly identified, managed, and quantified.
- b) To actively participate in the preparation of the risk strategy and in important decisions about its management.
- c) To ensure that risk control and management systems adequately mitigate the risks within the framework of the policy defined by the board of directors.

Complies [ X ]      Partially complies [ ]      Explain [ ]

47. That the members of the appointments and remuneration committee -or of the appointments committee and the remuneration committee, if they are separate- are appointed with the knowledge, skills and experience appropriate to the functions they are called upon to perform, and that the majority of such members are independent directors.

Complies [ X ]      Partially complies [ ]      Explain [ ]

48. That companies with a large capitalization have separate appointments and remuneration committees.

Complies [ X ]      Explain [ ]      Not applicable [ ]

49. That the appointments committee consults the chairman of the board of directors and the company's chief executive, especially regarding matters related to the executive directors.

And that any director can request that the appointments committee takes into consideration potential candidates to fill vacancies for directors if they consider them suitable in their opinion.

Complies [ X ]      Partially complies [ ]      Explain [ ]

50. That the remuneration committee carries out its duties independently and that, in addition to the duties assigned to it by law, it has the following duties:

- a) To propose the basic conditions for the contracts of senior managers to the board of directors.
- b) To verify compliance with the remuneration policy established by the company.
- c) To periodically review the remuneration policy that is applied to directors and senior management, including the remuneration systems with shares and their application, as well as to ensure that their individual remuneration is proportionate to that paid to the other directors and the senior management of the company .
- d) To ensure that any conflicts of interest do not affect the independence of the external advice provided to the committee.
- e) To verify the information on remuneration for board members and senior management contained in the various corporate documents, including the annual report on the remuneration of the board members.

Complies [ X ]      Partially complies [ ]      Explain [ ]

51. That the remuneration committee consults the company's chairman and chief executive, particularly with regard to matters related to the executive directors and senior managers.

Complies [ X ]      Partially complies [ ]      Explain [ ]

52. That the rules for the composition and operation of the supervision and control committees are included in the Regulations of the Board of Directors and that they are consistent with those applicable to the legally mandatory committees in accordance with the previous recommendations, including:
- a) That they are made up exclusively of non-executive directors, with a majority of independent directors.
  - b) That their chairmen are independent directors.
  - c) That the board of directors appoints the members of these committees based on the knowledge, skills and experience of the directors and the tasks of each committee and that it deliberates on their proposals and reports; and that they give an account of their activities in the first plenary session of the board of directors after its meetings and that they explain the work that they have carried out.
  - d) That the committees may seek external advice when they consider it necessary for the performance of their duties.
  - e) That minutes be drawn up of their meetings, which will be made available to all of the directors.

Complies [ X ]      Partially complies [   ]      Explain [   ]      Not applicable [   ]

53. That the supervision of compliance with the company's environmental, social and corporate governance policies and rules, as well as internal codes of conduct, should be attributed to one or more committees of the board of directors, which may be the audit committee, the appointments committee, a committee specialized in sustainability or corporate social responsibility, or any other specialized committee that the board of directors has decided to create in the exercise of its own self-organizational powers. And that such committee will be comprised solely of non-executive directors, with the majority thereof being independent directors and be specifically attributed the minimum functions specified in the following recommendation.

Complies [ X ]      Partially complies [   ]      Explain [   ]

54. The minimum duties referred to in the previous recommendation are as follows:

- a) The supervision of compliance with the corporate governance rules and the company's internal codes of conduct, also ensuring that the corporate culture is aligned with its purpose and values.
- b) The supervision of the application of the general policy regarding the communication of economic, financial, non-financial, and corporate information as well as communication with shareholders and investors, proxy advisors and other stakeholders. Furthermore, the way in which the company communicates and relates with small and medium shareholders will be monitored.
- c) The periodic evaluation and review of the Company's corporate governance system and environmental and social policy, in order to help it fulfill its mission of promoting the company's interests and taking into account, as applicable, the legitimate interests of other stakeholders.
- d) Ensuring that the Company's practices in environmental and social matters are in line with the established strategy and policy.
- e) Supervising and assessing the relationship with the various stakeholders.

Complies [ X ]      Partially complies [ ]      Explain [ ]

55. That the environmental and social sustainability policies identify and include at least:

- a) The principles, commitments, objectives and strategies related to shareholders, employees, customers, suppliers, social issues, the environment, diversity, fiscal responsibility, respect for human rights and the prevention of corruption and other illegal behavior
- b) The methods or systems for monitoring compliance with the policies, the associated risks and their management.
- c) The mechanisms for supervising non-financial risk, including that related to ethical aspects and business conduct.
- d) The channels for communication, participation and dialog with stakeholders.
- e) Responsible communication practices that avoid information manipulation and that protect integrity and honor.

Complies [ X ]      Partially complies [ ]      Explain [ ]

56. That the remuneration of the directors is sufficient to attract and retain directors of the desired caliber and to reward the dedication, qualifications and responsibility that the position requires, but not so high as to compromise the independent judgment of the non-executive directors.

Complies [ X ]      Explain [ ]

57. That only executive directors receive variable remuneration that is linked to the performance of the company and their personal performance as well as remuneration through the handover of shares, options or rights to shares or instruments linked to the share price and long-term savings systems such as pension plans, retirement systems or other social security systems.

The handover of shares as remuneration to non-executive directors may be considered when it is conditional on their holding them until they cease to serve as directors. The foregoing will not apply to shares that a director needs to dispose of, if applicable, to pay the costs related to their acquisition.

Complies [ X ]      Partially complies [ ]      Explain [ ]

58. That, in the case of variable remuneration, the remuneration policies incorporate the limits and technical precautions necessary to ensure that this remuneration is related to the professional performance of its beneficiaries and not solely derived from the general evolution of the markets, the evolution of the company's sector of activity or other similar circumstances.

And, in particular, that the variable components of remuneration:

- a) Are linked to performance criteria that are predetermined and measurable and that these criteria consider the risk taken on to obtain a result.
- b) Promote the sustainability of the company and include non-financial criteria that are suitable for the creation of long-term value, such as compliance with the company's internal rules and procedures and its policies for the control and management of risk.
- c) Be configured on the basis of a balance between meeting short-, medium- and long-term objectives, allowing performance to be rewarded for continued performance over a sufficient period of time to appreciate their contribution to the sustainable creation of value, so that the elements for measuring this performance do not revolve solely around one-off, occasional or extraordinary events.

Complies [ X ]      Partially complies [ ]      Explain [ ]      Not applicable [ ]

59. That the payment of the variable components of remuneration is subject to sufficient verification that the performance or other conditions established previously have been effectively met. The companies will include, in the annual directors' remuneration report, the criteria for the time required and the methods for this verification based on the type and the characteristics of each variable component.

That, additionally, the companies evaluate the establishment of a reduction ('malus') clause based on the deferral of payment of a part of the variable components for a sufficient period of time that implies their total or partial loss if an event occurs that makes this advisable prior to their payment.

Complies [ X ]      Partially complies [ ]      Explain [ ]      Not applicable [ ]

60. That the remuneration related to the company's results takes into account the possible exceptions that appear in the external auditor's report which may reduce its results.

Complies [ X ]      Partially complies [ ]      Explain [ ]      Not applicable [ ]

61. That a significant percentage of the variable remuneration of the executive directors is linked to the handover of shares or financial instruments indexed to their value.

Complies [ X ]      Partially complies [ ]      Explain [ ]      Not applicable [ ]

62. That once the shares, options or financial instruments corresponding to the remuneration systems have been assigned, the executive directors cannot transfer their ownership or exercise them until a period of at least three years has passed.

An exception is made in cases where the director maintains, at the time of the transfer or exercise, a net economic exposure to the variation in the price of the shares for a market value that is equivalent to an amount of at least twice their annual fixed remuneration through the ownership of shares, options or other financial instruments.

The foregoing will not apply to the shares that the director needs to dispose of to pay the costs related to their acquisition or, after a favorable assessment by the appointments and remuneration committee, to deal with extraordinary situations that so require.

Complies [ X ]      Partially complies [ ]      Explain [ ]      Not applicable [ ]

63. That the contractual agreements include a clause that allows the company to claim reimbursement of the variable components of the remuneration when a payment has not been in line with the performance conditions or when a payment has been made based on data that is subsequently proven to be inaccurate.

Complies [ X ]      Partially complies [ ]      Explain [ ]      Not applicable [ ]

64. That payments for the rescission or termination of a contract do not exceed an amount equivalent to two years of the total annual remuneration and that they are not paid until the company has been able to verify that the director has met the criteria or conditions established for their receipt.

For the purposes of this recommendation, payments made due to rescission or termination of a contract will be considered to include any payments whose accrual or payment obligation arises as a consequence of or at the time of termination of the contractual relationship that existed between the director and the company, including amounts that were not previously consolidated from long-term savings systems and amounts that are paid based on post-contractual non-competition agreements.

Complies [ X ]      Partially complies [ ]      Explain [ ]      Not applicable [ ]



## H. OTHER RELEVANT INFORMATION

1. If there is any relevant aspect of corporate governance in the company or in the group entities that has not been included in the rest of the sections of this report that needs to be included in order to provide more complete and reasoned information about the structure and governance practices in the company or its group, please describe them briefly.
2. Within this section, any other information, clarification or detail related to the previous sections of the report may also be included as long as it is relevant and not repetitive.

Specifically, it should be stated whether the company is subject to legislation other than that of Spain in matters of corporate governance and, where appropriate, any information that it is required to be provided in addition to the information required in this report should be included.

3. The company may also state whether it has voluntarily adhered to other codes of ethical principles or good practices (international, sectoral or from another area). If applicable, the code in question and the date of adherence will be specified.

In particular, it should mention whether it has adhered to the Code of Good Tax Practices, dated July 20, 2010:

1. Relevant aspects of corporate governance that have not been included in the other sections of this report.

### C.1.5

Thus, in this Policy, the following criteria are taken into account to ensure diversity:

- Academic and professional backgrounds: The Company will promote a balance of diverse knowledge, skills and experience to make the decision-making process more robust, and will ensure that candidates considered for vacancies include different academic and professional backgrounds.

- Age: The Company will promote a Board composed of members of different ages, so that, both individually and collectively, a balance of knowledge, experience and skills is achieved. For these purposes, in the selection processes for Board Members there will be candidates from different age groups.

- Gender: The Company will ensure that the least represented gender on the Board of Directors has access to the Board of Directors and that the selection processes are attended by a sufficient number of candidates of that gender to maintain an adequate balance in terms of diversity and to ensure the continued maintenance in the Company of a percentage of female representation on the Board of Directors that complies with the diversity standards set, from time to time, by the competent authorities, as well as by the recommendations of good corporate governance of which the Company is a recipient.

In terms of gender, the competencies of the Appointments Committee include the establishment of a representation objective for the gender less represented on the Board of Directors and the preparation of guidelines on how to increase the number of persons of the less represented gender with a view to achieving said objective. In the composition of the Board as a whole and its support committees, the Company exceeds the target set out in Recommendation 15 of the Good Governance Code for listed companies, which fixes this target of at least 30% female representation to be achieved no later than 2020.

When applying this Policy, therefore, care will be taken to ensure that the corresponding selection processes do not suffer from implicit biases that could imply any discrimination, among others, for reasons of gender. In particular, any type of bias that may hinder the appointment of female directors and that may impede the fulfillment of the Company's objective specified in the preceding paragraph will be avoided.

- Disability: In the selection procedures promoted by the Company, the appointment of a suitable candidate will not be conditioned by the presence of any type of disability in the candidate.

- Independence: The number of formally independent Directors will be sufficient to allow for the good governance of the Company, taking as a reference the criteria contained in the Capital Companies Act, and in the recommendations and guidelines for good corporate and internal governance.

As regards the specific measures adopted by the Board of Directors and the Appointments Committee to achieve a balanced and diverse presence of knowledge, experience and skills among the directors, it should be noted that in fiscal year 2021, the selection of directors has been conditioned by the Common Merger Plan, approved by the Boards of Directors of Unicaja Banco and Liberbank on December 29, 2020. The Project established, with respect to the candidates for members of the Board of Directors of Unicaja Banco proposed by Liberbank (1 executive, 2 independent and 3 proprietary) that they would be proposed to the Board of Directors of Unicaja Banco by the Board of Directors of Liberbank (the independent directors proposed by the Appointments Committee of Liberbank), and therefore the Appointments Committee evaluated the proposed candidates without carrying out a selection process, given the circumstances. On the other hand, the Committee had to select a candidate with the independent director category to fill the vacancy that would remain after the resignations formalized within the framework of the merger process and to configure the Board with the composition envisaged (15 Directors; 9 from Unicaja Banco - 1 executive, 4 independent and 4 proprietary - and 6 from Liberbank - 1 executive, 2 independent and 3 proprietary).

In the Common Merger Plan, both companies stated their intention that the structure of the Board of Directors should comply with Recommendation 15 of the Good Governance Code, with a percentage of female directors of no less than 30%. With the current composition of the Board of Directors, 5 women (33.33%) and 10 men (66.67%), the percentage of women before the merger has been reduced from 41.66% to 33.33%. Although this percentage remains above the minimum percentage of 30% required by Recommendation 15 of the Code of Good Governance for the 2020 financial year, it would not be sufficient to reach the 40% required by the end of 2022. However, the Appointments Committee noted that it would ensure that the above ratio is maintained and, as far as possible, to increase gender diversity in the composition of the Board of Directors, to reach 40% women by 2022 and beyond.

#### C.1.16

Pursuant to the provisions of the Policy for the Evaluation of the Suitability of the members of the Board of Directors, General Managers and similar and other Key Personnel for the development of the financial activity, Board Member candidates must meet the suitability requirements necessary for exercising their position. In particular, they must be of recognized commercial and professional reputation, honesty and integrity, have adequate knowledge, experience and competence to perform their duties and be in a position to exercise good governance of the Company. The relationships and the incompatibility regime will also be taken into account.

Furthermore, the Board of Directors will have members who, taken as a whole, have sufficient professional experience in the governance of credit institutions to ensure their effective capacity to make decisions independently and autonomously for the benefit of the Company.

##### - Reelection

As set out in Article 17 of the Bylaws, the Directors will hold office for a term of three years, and may be re-elected indefinitely for terms of the same duration, subject to a report from the Appointments Committee, which will evaluate the quality of the work and dedication to the position of the Directors during the preceding term of office. Directors whose appointments were co-opted will hold office up to and including the date of the first General Shareholders' Meeting, without prejudice to the power of ratification or revocation held by the General Shareholders' Meeting.

In the event of a vacancy occurring after the General Shareholders' Meeting has been called and before it is held, the Board of Directors may appoint a director until the next General Shareholders' Meeting is held.

##### - Removal

Article 14 of the Regulations of the Board of Directors establishes that the Directors will leave office when the term for which they were appointed has elapsed, or when so decided by the General Shareholders' Meeting in use of the powers conferred by law and the Bylaws. Directors must also tender their resignation to the Board of Directors and formalize, if the latter deems it appropriate, the corresponding resignation in the cases detailed in section C.1.19 below.

#### C.2.1 Audit and Regulatory Compliance Committee.

##### (b) Regarding the internal auditor:

- i. Ensure the independence of the unit that assumes the internal audit function; propose the selection, appointment, reappointment and removal of the head of the internal audit service; ensure that the profiles of the internal audit staff are adequate and that they are able to carry out their work objectively and independently.
- ii. Annually evaluate and approve the internal audit function's action plan, which identifies the audit objectives and the work to be performed, verifying that the main areas of risk, financial and non-financial, of the business have been considered in said plan; delimit and identify its responsibilities; its functions; and resources in order to ensure that they are adequate for the real needs of the Company and the risks it has to face; receive periodic information on the activities of the function;
- iii. Verify that senior management takes into account the conclusions and recommendations of its reports.

##### (c) Regarding the auditor:

- i. Submit to the Board, for submission to the General Shareholders' Meeting, proposals for the selection, appointment, re-election and replacement of the auditor, taking responsibility for the selection process, as well as the conditions of their engagement, and to regularly request from the auditor information on the audit plan and its execution, in addition to preserving their independence in the performance of their duties.
- ii. Define a procedure for selecting the auditor, specifying the criteria or parameters to be assessed.
- iii. Establish the appropriate relations with the auditor to receive information on matters that could threaten their independence, for examination by the Committee, and any others related to the process of carrying out the auditing of accounts, and, where appropriate, the authorization of services other than those prohibited, in accordance with the terms established in the applicable regulations, as well as receive other communications provided for in auditing legislation and auditing standards. In any case, they must receive annually from the auditors: i) written confirmation of their independence from the Company or companies related to it, directly or indirectly; ii) detailed and individualized information on the additional services of any kind rendered to

these companies by the aforementioned auditor, or by the persons or companies related to the auditor in accordance with the provisions of the regulations governing the auditing of accounts.

- iv. Issue annually, prior to the issuance of the accounts audit report, a report expressing an opinion on whether the independence of the accounts auditor is compromised. In any case, this report must state the reasoned assessment of the provision of each and every one of the additional services referred to in the preceding section.
- v. In the event the auditor resigns, examine the reasons for doing so.
- vi. Ensure that the auditor's remuneration for their work does not compromise their quality or independence.
- vii. Discuss with the auditor any significant weaknesses in the internal control system detected in the course of the audit, without breaching their independence, submitting, where appropriate, recommendations or proposals to the Board of Directors and the corresponding deadline for their follow-up.
- viii. Oversee that the Company notifies the CNMV of the change of auditor as a relevant fact and accompanies it with a statement on the possible existence of disagreements with the outgoing auditor and, if applicable, their content.
- ix. Ensure that the auditor holds an annual meeting with the full board of directors to inform them about the work carried out and the evolution of the company's accounting and risk situation.
- x. Ensure that the Company and the auditor comply with current regulations on the provision of non-audit services, the limits on the concentration of the auditor's business and, in general, the other regulations established related to the independence of the auditors.

(d) In relation to compliance with corporate governance rules:

- i. Supervision of compliance with the Company's internal codes of conduct and corporate governance rules.
- ii. Supervision of the communication and relationship strategy with shareholders and investors, including small and medium shareholders.
- iii. Regular assessment of the suitability of the Company's corporate governance system, in order to help it fulfill with its mission of promoting the company's interests and taking into account, as applicable, the legitimate interests of other stakeholders.
- iv. Review of the Company's corporate social responsibility policy, ensuring that it is oriented towards the creation of value.
- v. Monitoring of corporate social responsibility strategy and practices and evaluation of their degree of compliance.
- vi. Supervision and assessment of the relationship with the various stakeholders.
- vii. Assessment of everything related to the company's non-financial risks - including operational, technological, legal, social, environmental, political and reputational risks.
- viii. Coordination of the non-financial and diversity information reporting process in accordance with the applicable legislation and the international standards of reference.
- ix. Report the transactions that the Company carries out with Directors, Senior Management, with significant shareholders or shareholders represented on the Board, or with persons related to them ("related-party transactions") to the Board of Directors in advance in accordance with the provisions of applicable legislation, the Bylaws, the Regulations of the Board of Directors and the "Policy for the identification and management of conflicts of interest and related-party transactions of directors, significant shareholders and senior management". To this end, it may request expert reports when deemed appropriate.

(e) Regarding regulatory compliance:

- i. Ensure compliance with applicable national or international regulations in matters related to the prevention of money laundering, conduct in securities markets, personal data protection and prevention of criminal risk, among others, monitoring the main legal risks in which the Company may incur in those matters within its competence.
- ii. Be aware of the degree of compliance with regulations by the various units and departments of the Company, as well as the corrective measures recommended by the internal audit in previous actions, reporting to the Board on those cases that may pose a significant risk to the Company.
- iii. Examine the draft codes of ethics and conduct and their respective amendments that have been prepared, and issue its opinion prior to submitting the proposals to be formulated to the Board of Directors.
- iv. Supervise compliance with the Internal Rules of Conduct in the Securities Market and the development of the functions attributed to the Regulatory Compliance Department, and to be aware of the reports and proposals submitted to it by said Department.
- v. Approve the annual work plan of the regulatory compliance function, and the annual report or annual activity report, receive periodic information on its activities, attend to requests for information and verify that senior management takes into account the conclusions and recommendations of its reports.

(f) In terms of structural and corporate modification operations the Company plans to carry out:

The Committee will be informed, for its analysis and prior reporting to the board of directors, with regard to its economic conditions and its impact on the accounts including, where appropriate, the equation for any proposed exchange.

2) Procedures, rules of organization and operation:

The Audit and Regulatory Compliance Committee will be comprised of a minimum of three and a maximum of five Directors, who will be appointed for a period not exceeding their term of office, without prejudice to the possibility of their being re-elected indefinitely, to the extent that they are also re-elected as Directors.

All the members of the Committee must be non-executive Board Members, and the majority of them and at least and in any case its Chairman must be independent Board Members.

The Board of Directors will appoint the members of the Committee and, likewise, for a term not exceeding four years, the Chairman of the Committee.

Directors who have held the office of Chair of the Committee may not return to such office until at least one year has elapsed since they ceased to hold such office.

The Board of Directors will also appoint an individual who is not a member of the Committee to Secretary of the Committee, who will assist the Chairman.

The Committee will meet at least quarterly and, in addition, whenever convened by its Chairman when same deems it appropriate or when required by agreement of the Committee itself or at the request of two of its members. In any case, the Committee will meet on every

publication date of annual or interim financial information. The Chairman of the Committee will report on the matters discussed and the decisions adopted by the Committee at the first meeting of the Board following the meeting of the Committee. Annually, the Committee prepares an action plan for the year and an annual report on its operation, which it will report to the Board of Directors.

### 3) Actions of the Audit and Regulatory Compliance Committee during the financial year 2021:

#### (a) Activities performed to fulfill duties regarding internal information and control systems:

The Committee has reviewed, prior to the Board of Directors, the annual accounts and interim financial statements, as well as the other financial reports that have been made available to the public. The Committee also reviewed the Information of Prudential Relevance, prior to approval by the Board of Directors. In order to review the Annual Corporate Governance Report, the Committee has supervised the Internal Control over Financial Reporting System (ICFR) and the external expert's audit report on this system.

The Committee was also made aware of the Annual Report of the Data Quality and Governance Committee for fiscal year 2020, which reports on the actions carried out to comply with the regulatory requirements for the validation and implementation of the IRB models.

#### (b) Activities performed in compliance with the function related to the internal auditor:

The Committee was presented with the Annual Report on Internal Audit Activities for 2020 and the annual plan of Internal Audit activities for 2021, and the Committee was periodically informed of the degree of compliance with the requirements and recommendations issued by the Internal Audit Department. The Commission also reported on the update of the Bylaws and the Code of Ethics of the Internal Audit Function.

The Commission monitored compliance with the conditions established by the ICO for the granting of operations with ICO guarantees in connection with the COVID-19 pandemic.

#### (c) Activities performed in compliance with the function related to the auditor:

The Committee prepared the mandatory proposal for the re-election of PricewaterhouseCoopers Auditores, S.L. as auditors of the Company and its consolidated Group for fiscal years 2021, 2022 and 2023, which was approved by the Ordinary General Shareholders' Meeting on March 31, 2021. The Committee periodically received information on compliance with the Auditor Appointment Policy, services and other aspects of the independence of the Unicaja Banco Group's auditor. The auditor has periodically appeared before the Committee to report on the conclusions of the audit procedures carried out on the financial information, as well as on the key aspects of the audited period and regulatory developments in the field of external auditing. The Committee was advised on the auditor's written confirmation of their independence and issued, prior to the issuance of the audit report on the financial statements, a confirmation report on the independence of the auditor. The auditor submitted to the Committee the draft audit report on the individual and consolidated financial accounts for 2021, in which it was envisaged and was ultimately the case, the issuance of a favorable opinion and submitted to the Committee the additional report for the Audit Committee on the aforementioned financial statements. Also, the auditor submitted the corresponding report on the protection of client assets to the Commission.

#### (d) Activities performed in compliance with the function related to corporate governance rules:

The Committee reported on the separate Statement of Non-Financial Information and was informed of the draft conclusions of the external verifier of said report (PwC), prior to its formulation by the Board of Directors, which is published together with the Financial Statements. This year, the Committee submitted to the Board of Directors the Corporate Social Responsibility Policy, the Sustainability Policy, the Environmental, Energy and Climate Change Policy and the Policy for the Integration of Sustainability Risks in the Investment Decision-Making Process, to adapt to recent regulatory developments. The Committee also submitted to the Board of Directors the adaptation of the Sustainable Finance Action Plan to the ECB/MUS guidelines on climate and environmental risk. The Committee reported on the proposed modification of the Regulations of the Board of Directors to adapt them to the statutory modifications approved by the Extraordinary General Shareholders' Meeting on March 31, 2021. The Committee submitted to the Board of Directors the Report on the Application of the Policy on Communication and Contact with Shareholders, Institutional Investors and Voting Advisors and the proposed update of the revision of IFRS policies, manuals and methodological documents. It also was advised on the Annual Report on the Outsourcing Policy for 2020.

Furthermore, throughout the 2021 fiscal year, the Committee has issued reports on the proposals for the formalization of transactions with related parties, having verified that all of the proposals were made under market conditions and according to the risk assessment criteria applicable in Unicaja Banco, and after the entry into force of the amendment of the Capital Companies Act, that the transaction is fair and reasonable from the Company's point of view. It also was advised on the periodic reports on treasury stock.

#### (e) Activities performed to carry out the duty of regulatory compliance:

The Committee was presented with the Regulatory Compliance Department's Annual Report on the actions carried out in 2020, as well as the Regulatory Compliance Department's Master Plan for 2021, with the Regulatory Compliance Department having reported periodically on the activities carried out for compliance. The Committee was informed of the Annual Risk Self-Assessment Report on Money Laundering and Financing of Terrorism, which shows satisfactory compliance by the Company, without the need to implement significant additional measures. The Committee was advised on the annual reports of the Committee for the Prevention of Money Laundering and Financing of Terrorism, the Regulatory Compliance Committee and the Criminal Risk Prevention Committee, corresponding to fiscal year 2020.

#### (f) Activities performed to fulfill the duty of structural and corporate modifications operations planned by the Company:

The Committee, in connection with the take-over merger of Liberbank by Unicaja Banco, reported favorably on the Report on the exemption document provided for in Article 1, sections 4.f) and 5.f) of Regulation (EU) 2017/1129 of 14 June 2017 on the prospectus to be published in the event of a public offer or admission to trading of securities on a regulated market. Also, once the merger was registered, it reported on the Liberbank Group's fair value adjustment (FVA) exercise.

#### (g) Other matters:

- At the first session of fiscal year 2021, it prepared the Commission's action plan for fiscal year 2021.
- It prepared the Committee's Annual Activity Report for fiscal year 2020, to be submitted to the Board of Directors.

At the time of the call of the Ordinary General Shareholders' Meeting in 2022, the Company plans to publish on the corporate website the Annual Operating Report of the Audit and Regulatory Compliance Committee, which sets out in more detail the operation and activities carried out by this Committee in the 2021 financial year.

#### C.2.1 Appointments Committee.

##### 2) Procedures, rules of organization and operation:

The Appointments Committee will consist of a minimum of three and a maximum of five directors who do not perform executive functions in the Company. Most of them, and in any case the Chairperson, must be independent directors.

The members of the Appointments Committee will be appointed by the Board of Directors, taking into account the knowledge, experience and skills required for the duties to be performed.

The Board of Directors will appoint a Chairman of the Committee from among the independent directors who are members of the Committee. It will also appoint a Secretary, who does not have to be a member thereof, who will assist the Chairperson and provide for the proper functioning of the Committee, taking care of duly recording the proceedings of the meetings in the minutes. The Committee will meet with the frequency determined by the Committee itself and whenever called by its Chairperson or requested by two of its members.

The Chairperson of the Committee will report on the decisions adopted by the Commission at the first plenary meeting of the Board following the meeting of the Commission. Annually, the Committee prepares an action plan for the year and an annual report on its operation, which it will report to the Board of Directors.

##### 3) Actions of the Appointments Committee during fiscal year 2021:

(a) Actions performed to fulfill the duty of identifying and recommending, by means of the corresponding report in the case of executive Directors and proprietary Directors, or proposal in the case of independent Directors, candidates to fill vacancies on the Board, with a view to their approval by the Board of Directors or by the General Shareholders' Meeting:

The Committee carried out the corresponding evaluation of the suitability of each and every one of the candidates proposed by Liberbank, considering them suitable and issuing the corresponding favorable reports for the appointment of the proprietary and executive directors and the favorable reports and proposals for appointment in the case of the independent directors. In addition, the Committee selected a candidate with the category of independent director to fill the vacancy that would remain after the resignations formalized in the framework of the merger process and to form the Board with the envisaged composition. In the selection process, the Appointments Committee was assisted and advised by a head hunter, Pedersen&Partners.

(b) Activities performed to fulfill duties regarding appointments to the Board and the Committees:

Once the take-over merger of Liberbank by Unicaja Banco was registered and as a consequence of the renewal of the Board of Directors, the Committee considered the directors who would become Coordinating Directors, Chairman of the Risk Committee and Chairman of the Remuneration Committee to be suitable.

(c) Activities performed to fulfill the duty of periodically evaluating, at least once a year, the suitability of the members of the Board of Directors and of the Board of Directors as a whole:

The Appointments Committee, on the occasion of the partial renewal of the Board of Directors in the framework of the take-over merger of Liberbank by Unicaja Banco, also evaluated the collective suitability of the Board of Directors, concluding that the Board of Directors, both individually and as a whole, has the necessary knowledge, experience and skills to adequately understand the Company's activities, including its main risks, and to ensure its effective ability to make decisions independently and in the best interest of the Company, as well as that the various areas of expertise required are adequately covered.

Furthermore, the Appointments Committee carries out suitability reevaluations when it becomes aware, either on its own initiative or as a result of the communication made by the directors themselves, of facts that could undermine the commercial and professional reputations of any of the members of the Board of Directors, and no partial reevaluation was carried out in 2021 for this reason.

(d) Activities performed to fulfill the duty of ensuring that the Directors comply with the regime of incompatibilities and limitations required and sufficient availability of time to exercise good governance, if any member of the Board of Directors assumes an additional position or begins to perform new relevant activities, in order to verify whether the time devoted to their responsibilities and obligations as a member of the Board of Directors of the Company is sufficient and is not diminished due to the new responsibilities assumed.

Throughout the year, the Committee has made partial evaluations of the suitability of two directors, due to appointments in companies or assumption of professional responsibilities in organizations not belonging to the Unicaja Banco Group, concluding in both cases that the directors continued to be suitable, had sufficient time available to comply with their obligations and responsibilities as directors of the Company, continued to comply with the limitations on the number of positions, and did not generate situations of conflict of interest.

(e) Activities performed to fulfill the duty of periodically evaluating the structure, size, composition and performance of the Board of Directors:

- The Committee submitted to the Board of Directors the evaluation report on the functioning of the Board of Directors, its Committees and certain positions for the 2020 fiscal year.
- At the beginning of fiscal year 2022, the Appointments Committee agreed to launch the evaluation of the functioning of the Board of Directors, its Committees and certain positions for fiscal year 2021.

(f) Activities performed to fulfill the duty of evaluating the skills, diversity, balance of knowledge and experience required on the Board of Directors and the function of annually reviewing compliance with the policy for the selection of Directors.

At the beginning of fiscal year 2021, the Committee submitted to the Board of Directors the corresponding annual report on the application of the Director Selection and Appointment Policy and the Diversity Policy for fiscal year 2020 and participated in the design of a Training Plan for the members of the Board of Directors for fiscal year 2021, monitoring it on a regular basis.

Furthermore, at the beginning of 2022, the Appointments Committee prepared the report on the application of said policies corresponding to fiscal year 2021, concluding that the individual and collective suitability assessment processes carried out during the fiscal year have been developed in accordance with the criteria, principles and systems established therein. As stated in section C.1.7. above, the evaluations performed analyzed the impact in terms of diversity of knowledge, technical skills, experience, and gender, without implying discrimination on the basis of age or disability, using the matrix of skills, knowledge and experience, ensuring that the overall composition and balance of skills of the Board of Directors was appropriate.

(g) Activities performed to fulfill duties related to the target representation for the underrepresented sex on the Board of Directors:

The Commission's actions in relation to this function have been described in sections C.1.5 and C.1.6 of this report.

(h) Activities performed in compliance with the function related to reporting on proposals for the appointment and removal of Senior Management:

With respect to the evaluation of the remaining members of the Subject Group who are not considered members of the Board of Directors, in fiscal year 2021, the Committee issued the corresponding favorable reports on the candidates who were proposed as General Managers of the Company. Furthermore, since this group holds positions of responsibility in the management bodies of companies belonging to the group or in which Unicaja Banco has an interest, the Committee has evaluated and issued favorable reports on compliance with the incompatibility regime for positions.

(i) Other actions:

- At the first session of fiscal year 2021, it prepared the Commission's action plan for fiscal year 2021.

At the time of the call of the Ordinary General Meeting in 2022, the Company plans to publish on the corporate website the Annual Operating Report of the Appointments Committee, which sets out in more detail the operation and activities carried out by this Committee in the 2021 financial year.

#### C.2.1 Risk Committee

##### 3) Actions of the Risk Committee during fiscal year 2021:

(a) Actions related to the fulfillment of the function of advising the Board of Directors on the overall risk propensity, the function of ensuring the proper functioning of the risk control and management systems:

The Committee updated the Unicaja Banco Group's Risk Appetite Framework (RAF), periodically analyzing reports on its monitoring, compliance with risk indicators, possible deviations and corrective measures, and was informed of the Company's major risks. Also this year, the Committee, in coordination with the Technology and Innovation Committee, periodically monitored the Company's Cybersecurity Plan.

(b) Actions related to the function of ensuring that the risk control and management systems adequately mitigate risks within the framework of the policy and to the function of actively participating in the development of the Company's risk management policy:

In addition to the actions related to the RAF mentioned above, the Committee participated in the preparation and agreed to submit to the Board of Directors, with a favorable report, the Annual Report on the Internal Capital Adequacy Assessment Process (ICAAP) 2020, the Annual Report on the Internal Liquidity Adequacy Assessment Process (ILAAP) 2020 and the Company's Recovery Plan and was advised on the IRP ("Information of Prudential Relevance") for the 2020 fiscal year.

Furthermore, in relation to the company's various internal policies related to risk management, the Risk Committee agreed to report favorably, and submit to the Board for approval, the proposals for updating the Irregular Asset Management Framework and followed up on the Recovery Plan and the 2021 Resolvability Programs.

In this fiscal year, in the context of the COVID-19 pandemic, the Committee was advised on a COVID stress exercise and the recapitalization and liquidity measures derived from it, periodically conducting specific monitoring of credit risk in this scenario.

(c) Actions related to the function of determining the information to be received by the Board of Directors and the Committee itself: The Committee approved its action plan for 2021, which establishes the issues to be addressed.



(d) Activities related to the adequacy of asset and liability pricing to the business model and risk strategy:

The Committee reported favorably and submitted to the Board of Directors for its approval, the update of the Pricing Policy, which includes the pricing framework for the granting of operations that are subject at all times to the manual of policies, functions and procedures for customer credit risk. It also was advised on the Annual Report of the Assets and Liabilities and Budget Committee (COAPP) for fiscal year 2020.

(d) Other actions:

i) The Committee was promptly informed of the Contingency and Continuity Plan implemented due to the health crisis resulting from COVID-19.

ii) The Committee has been regularly informed of the risk inspection and reporting activities carried out by the European Central Bank.

iii) The Committee collaborated in updating the Sustainable Finance Plan.

In the framework of the take-over merger of Liberbank by Unicaja Banco, the Committee reported favorably on the Report on the exemption document provided for in Article 1, sections 4.f) and 5.f) of Regulation (EU) 2017/1129 of 14 June 2017 on the prospectus to be published in the event of a public offer or admission to trading of securities on a regulated market.

iv) It prepared the Committee's Annual Activity Report for fiscal year 2020, to be submitted to the Board of Directors.

At the time of the call of the Ordinary General Meeting in 2022, the Company plans to publish on the corporate website the Annual Operating Report of the Risk Committee, which sets out in more detail the operation and activities carried out by this Committee in the 2021 financial year.

#### D.6

Along the same lines, Article 17 of the Board Regulations includes Board Members duty to abstain from:

a) Executing transactions with the Company, except ordinary operations carried out under standard customer conditions and of little importance. Such transactions are understood to be those whose information is not necessary to express a faithful presentation of the equity, financial condition and results of the Company;

b) Carrying out activities on their own behalf or on the behalf of others that effectively compete, currently or potentially, with the Company or that, in any other manner, place them in a permanent conflict of interests with the Company;

c) Attending and participating in deliberations and voting on agreements or decisions in which they or a person related to them have a direct or indirect conflict of interest. This abstention obligation will not apply to resolutions or decisions that affect them as a director, such as their appointment or revocation for positions on the administrative body or others of similar significance.

On the other hand, Article 18 of the Board Regulations prohibits directors from making use of the Company's confidential information for private purposes.

Furthermore, Article 20 of the Board Regulations provides that directors and persons related to them may not: a) take advantage of any business opportunity of the Company for their own benefit; b) make use of the Group's assets for private purposes; c) use their position in the Company to obtain a patrimonial advantage; d) obtain advantages or remuneration from third parties other than the Company and its Group associated with the performance of their duties, except in the case of mere courtesies.

Article 21 of the Board Regulations establishes that directors must inform the Company of all of the positions they hold and the activities they perform in other companies or entities, and, in general, of any fact or situation that may be relevant to their performance as directors of the Company.

As regards the communication procedure, the Persons Subject to the conflicts of interest rules will immediately notify the Company of any situation of conflict that they or the Persons related to them may have with the corporate interest, including when they have doubts as to whether they could be in a situation of conflict of interest, for any cause whatsoever.

The communication will be made in writing, stating in sufficient detail the possible conflict situation, indicating whether it is a situation of direct or indirect conflict, the object and the main conditions of the operation or of the planned decision, including the amount or approximate economic evaluation. This letter will be addressed to the Chairperson of the Audit and Regulatory Compliance Committee and will be submitted to the Secretary of the Corporate Governance and Governing Bodies, who in turn will send a copy of the communication received to all of the members of the Audit and Regulatory Compliance Committee, for appropriate processing.

Furthermore, the Designated Persons must refrain from taking any action related to the possible conflict until the Board of Directors, after reviewing a report from the Audit and Regulatory Compliance Committee, issues a decision on the conflict situation that has been brought to its attention.

If the person affected by the conflict of interest is a director or any of his related persons, they will abstain from participating in the deliberation and voting on resolutions or decisions related to this conflict, both in the meetings of the Board of Directors and of any other corporate body, commission or committee in which they participate. They will also refrain from influence or participation in decision-making or voting on matters in which their objectivity or ability to properly perform their duties with respect to the Company may be compromised. Furthermore, they will refrain from accessing confidential information affecting this conflict.

In addition, the Unicaja Banco Group's Code of Conduct includes certain general principles and recommendations relating to good governance and the basic ethical standards that must govern actions in the different markets, with special attention being paid to the prevention of conduct that may give rise to criminal liability. It is applicable to the Group's directors, officers and employees and expressly provides that the Subjects must avoid incurring in situations in which personal interests may come into conflict with the interests of the Group or of the company in which they carry out their activity.

Finally, the Internal Code of Conduct in the Securities Market of Unicaja Banco, S.A. contains the general policy for the prevention and management of conflicts of interest that may arise between the Bank's customers and the Bank itself, and is applicable, among others, to the members of the Board of Directors, other executives, employees and attorneys-in-fact.

With the objective set out in the Protocol for the Management of the Financial Participation of the Unicaja Banking Foundation, to provide for mechanisms to avoid possible conflicts of interest between the Unicaja Banking Foundation and Unicaja Banco, an Internal Protocol of Relations between the Unicaja Banking Foundation and Unicaja Banco was signed on December 1, 2016. The purpose of this is, among others, to ensure that the financial activity of Unicaja Banco is managed independently of the charitable or other activities of Fundación Bancaria Unicaja, avoiding conflicts of interest in all cases.

## E.2

### • Technology and Innovation Committee

Among the functions attributed to this Committee is the monitoring of technological risk, in general.

### • Steering Committee

Among its functions, the following related to the RAF stand out:

- Validate and submit, where appropriate, to the Governing Bodies the proposals for documents related to the Company's strategic planning, including the RAF.
- Transfer the main criteria of the RAF, whether the initial criteria or their subsequent adaptations, to the rest of the Bank, through the relevant departments in each area, in order to maintain a solid "risk culture" in Unicaja Banco.
- Evaluate the implications of the RAF, in their respective areas of competence, in coordination with the Company's internal Committees, which in turn will forward them to the competent Directorates if necessary.

## E.3

### - Property Risk

This is the risk associated with the loss of value of real estate assets held on the balance sheet of the Company.

### - Liquidity risk

Liquidity risk can be defined in different ways since it is not a single concept. Usually, it is customary to speak of three different meanings of liquidity risk, which here we will classify as:

- Cost of unwinding a position in a real or financial asset (refers to the difficulties that may arise to unwind or close a position in the market, at a given time, without producing an impact on the market price of the instruments or on the cost of the transaction (Market or Asset Liquidity).
- Mismatch between the degree of enforceability of liability operations and the degree of realization of assets (funding liquidity).
- Mismatch between the growth capacities of the investment activity derived from the impossibility of finding financing commensurate with the risk propensity to leverage asset growth strategies (strategic or structural liquidity).

### - Risks related to environmental, social and governance factors.

Environmental, social and governance (ESG) factors may have a relevant impact on the Company's financial or solvency development. The scope of these factors is extrapolated to those involved in the marketing of financial products and their exposure to the public, as well as to the Company's own exposures.

The proper management of ESG factors by the Company is conditioned, from a risk perspective, by the economic activity and by the classification of its assets (such as the sector and geographical location of its counterparties or issues of financial instruments invested) and liabilities (such as issues of financial instruments or investment portfolio).

ESG factors can affect the Company's financial performance by manifesting themselves in prudential financial or non-financial risks, such as credit, market, operational, liquidity and interest risk, or reputational or liability risk, respectively. Therefore, while ESG factors can have positive or negative impacts, ESG risks are defined from a prudential perspective, in the context of supervisory review, as the negative materialization (on the Company or on its counterparties) of ESG factors.

Climate-related and environmental risks (ESG Environmental factor) are risks generated by the Company's exposure to counterparties that may potentially contribute to or be adversely affected by environmental factors, including factors resulting from climate change and other types of environmental degradation. These risks are generally considered to comprise two main risk factors affecting economic activities, which, at the same time, have an impact on the financial system. These are:

- Physical risk, which refers to the financial impact of a changing climate, including more frequent extreme weather events and gradual changes in climate, as well as environmental degradation, such as air, water and land pollution, loss of biodiversity and deforestation.

Physical risk is classified, in turn, as:

- o "Severe", when arising from extreme events, such as droughts, floods and storms, and,
  - o "Chronic", when it arises from progressive changes, such as rising temperatures, sea level rise, land use change, habitat destruction and resource scarcity.
- This can directly cause, for example, damage to goods or a decrease in productivity, and can also indirectly lead to further incidents, such as the disruption of supply chains.

- Transition risk refers to the Company's financial losses that may arise directly or indirectly from the process of adjusting to a lower carbon and more environmentally sustainable economy. This circumstance can be triggered, for example, by a relatively abrupt adoption of environmental policies, technological advances or changes in the market climate and consumer preferences.



Physical and transition risks may additionally trigger further damage directly or indirectly arising from legal claims (liability risk) and loss of reputation, if the public, counterparties or investors associate the Company or its clients, particularly corporate or institutional clients, with adverse environmental effects (reputational risk).

Accordingly, physical and transition risks are factors of existing risk, in particular credit risk, operational risk, market risk and liquidity risk, as well as risks outside Pillar 1, such as migration risk, credit spread risk in the investment portfolio, real estate risk and strategic risk.

- Corruption risk

Corruption risk, understood with the scope of Royal Decree 18/2017, is covered by means of the Program for the Prevention of Criminal Risk and Reaction to Non-Compliance approved by the Board of Directors.

#### E.6

- Market risk

Market risk is defined as the possibility of loss for the Company due to the maintenance of positions in the markets as a result of adverse movements in the financial variables or risk factors that determine the value of these positions.

Although for solvency purposes market risk is assigned to trading positions, the Unicaja Banco Group has developed policies, processes and tools for the management of market risk corresponding to the entire portfolio of securities recorded for accounting purposes at fair value.

For the adequate management of market risk, the Structural and Non-Financial Risks Area, which reports to the Global Risk Control Department, has tools to measure, calculate and control market risks and the limits authorized by the Board of Directors, in particular "Value at Risk" (VaR) and operating limits for credit/counterparty risk that affect the Unicaja Banco Group's operations in capital markets and that serve as a means of diversification in order to avoid excessively concentrated exposures to market risk.

The Unicaja Banco Group performs the measurement and control function through the establishment of a structure of quantitative limits, as well as a system of attributions in the operation of financial markets. The Group has detailed information on the different sub-risks and has assigned limits in its Risk Appetite Framework that allow for adequate monitoring and mitigation if necessary.

The ultimate responsibility for risk identification and control lies with the Governing Bodies of the Unicaja Banco Group, so that Senior Management is responsible for and actively participates in the entire risk management process (planning, approval, assessment and control of all risks inherent in the positions taken by the Company in financial markets).

- Operational risk

Unicaja Banco assumes the following operational risk typologies, according to Regulation 575/2013 (CRR), in order to maintain a uniform and parameterized risk management:

- Internal fraud
- External fraud
- Employment practices and safety in the workplace
- Customers, products and business practices
- Damage to property, plant and equipment
- Business interruption and system failures
- Execution, delivery and process management

Furthermore, within operational risk, among others, the following subtypes are identified:

- Process, damage and external fraud risks are defined as losses resulting from the insufficiency or failure of internal processes or people, or from external events or originated by fraud, denominated as operational risk excluding other subtypes.

- Legal risk is defined as the possibility of suffering losses from fines, penalties or punitive damages resulting from supervisory actions, as well as from private settlements, except those included in Conduct Risk.

- Conduct risk deals with the current or future risk whereby the Company incurs losses arising from inadequate provision of financial services, including intentional and negligent cases. Internal fraud is also included. The Unicaja Banco Group ensures the correct creation, issuance and distribution of products, as well as the provision of services, guaranteeing compliance with current legislation. In addition, one of the Company's objectives is to ensure that new products are subjected to the necessary analysis and review procedures in order to mitigate the risk of litigation as much as possible.

- Finally, due to its relationship with operational risk, reputational risk is defined as the risk of loss due to a deterioration in the Company's image, either due to events occurring within the Company itself or due to external events (macro-environment) that affect the reputation of the sector in general.

The Unicaja Banco Group has traditionally been very demanding in aspects related to reputational risk management.

Customer satisfaction and the good image of the Company are permanent objectives of all its employees and of the highest levels of governance and management of the Company.

This constant effort to maintain and reinforce the Company's good image is rooted in the global culture and translates, among other concrete manifestations, into:

- The strategic objectives of the Company.
- The Code of Conduct, Corporate Social Responsibility Policy, Sustainability Policy, Environmental, Energy and Climate Change Policy, and the Criminal Risk Prevention Program approved by the Board of Directors
- The performances of the three lines of defense.

- Compliance with the general regulatory framework and, in particular, with the regulations on markets in financial instruments and investor protection ("MiFID") and on the protection of the user of financial services.
- The process of continuous training of employees in all areas in which they carry out their activities, which includes, specifically, training related to ethical aspects, as determined in the "Code of Conduct".
- The risk of prevention of money laundering and financing of terrorism is the risk that the Unicaja Banco Group may incur or be used for these purposes from criminal activities, giving rise to (i) reputational risk that may result in negative publicity related to the Group's practices and relationships, and causing a lack of confidence in the integrity of the Group, or (ii) legal risk for which the company and its employees may be subject to heavy penalties.
- Model risk is the risk arising from potential losses due to decisions based on improper use of models or erroneous model results. Errors can arise in any phase of a model's life cycle, with the development, implementation and use phases being particularly relevant. This is a cross-cutting risk and therefore the Group measures its potential impact on other areas of the Company such as credit, IRRBB, market, business or reputational risk, among others.

A classification of the models or Tiering has been established based on their relevance in decision making, which can vary between 1 and 3, the latter being of lesser relevance.

The Models Committee is the governing body responsible for the supervision, approval and ratification of all those processes in the life cycle of the corporate models that require it. For those models of greater relevance to the Group, a circuit and additional Governing Bodies have been defined by which they are to be presented.

The Unicaja Banco Group has established a series of procedures for capturing operational loss events. These provide the Group with the necessary information to be able to implement the corresponding mitigation instruments of the operational risk management policy. It also has an Operational Risk Framework, approved by the Board of Directors.

The Group carries out an operational risk management that not only covers the recognition of loss-generating events and their correct accounting, but also promotes its control and active management facet with the purposes of minimizing and reducing all losses and negative impacts arising from this type of risk.

The Unicaja Banco Group has other operational risk mitigation measures that are used in the management of operational risk. These measures notably include (i) the development of self-assessment exercises and (ii) the system of KRIs (Key Risk Indicators) to measure the evolution of risk factors.

Since December 2017, the Company has been using the Standardized Approach as its methodology for the quantification of Operational risk in terms of capital, with the objective of improving its operational risk management, in line with the Company's risk culture.

In the tax area, Unicaja Banco's Tax Strategy approved by the Board of Directors regulates a fiscal risk management system, which operates according to the scheme described in section E.1 above.

The Tax Advisory Area, which reports to the Financial and Tax Information Department, is responsible for developing the control mechanisms and internal rules necessary to ensure the application of current fiscal regulations and the objectives and lines of action outlined in the aforementioned document. For these purposes, it has a Manual that regulates the functions entrusted to it for the management of the Tax Strategy approved by the Board of Directors: tax management, fiscal advice and defense of the Company's tax interests. All three functions have response mechanisms on fiscal risks.

With the periodicity regulated in the Tax Strategy, these functions and the controls implemented are reported to the Global Risk Control Department (CRO), as a second line of defense.

The Internal Audit Department annually reviews the monitoring of the Tax Strategy, as the third line of defense, and the Audit and Regulatory Compliance Committee supervises risk control in tax matters.

#### - Technology and cybersecurity risk

This risk includes security risks resulting from the inadequacy or failure of internal processes or external events, including the risk of cyber-attacks or the risk arising from inadequate physical security.

Unicaja Banco has a catalog of metrics for their quantification, control and monitoring within the Company's Risk Propensity Framework, which divides the risks in this category into two control areas: technological risk and cybersecurity risk.

The Unicaja Banco Group ensures the proper governance of these risks in order to provide resilient and quality services to its customers, shareholders and other stakeholders.

#### - Interest rate risk in the banking book (IRRBB)

The control functions and methodologies carried out by the Company also include the control of the effectiveness of balance sheet hedges as mitigation instruments and the use of stress testing measures. Thus, in the analysis, measurement and control of the interest rate risk assumed by the Group, sensitivity measurement techniques and analysis of a wide range of scenarios that could significantly affect it are used to capture the different sources of risk.

Based on the results of the structural interest rate risk exposure presented by the Unicaja Banco Group at each analysis date, a series of actions are implemented to mitigate this exposure, until it is brought back to the acceptable levels defined by the Company's risk profile, if necessary.

The Board of Directors approves the Company's global risk management strategy and establishes the general guidelines and control of this management.

The Assets and Liabilities Committee (ALCO) develops the strategy within the framework and limits established by the Board of Directors.

**- Business and strategic risk**

In order to analyze the soundness of its business model, the Group analyzes potential vulnerabilities through sensitivities and stress exercises. In addition, through the Risk Appetite Framework, metrics related to business and strategic risk are defined and monitored on a recurring basis.

**- Property Risk**

The Unicaja Banco Group establishes limits to the real estate risk related to assets received in payment of debts in order to control this exposure and keep it within adequate levels.

These assets are managed in the Company for the ultimate purpose of divesting or leasing them. To this end, the Unicaja Banco Group has instrumental companies specialized in the management of urban development projects, real estate marketing and leasing of real estate assets.

It also has specific units to develop these strategies and coordinate the actions of the instrumental subsidiaries and those carried out through an external manager.

In addition, the Company has a decentralized governance structure that, through a framework of attributions, ensures its adequate management and control.

**- Liquidity risk**

The Company establishes prudent policies and objectives that contemplate not only normal market conditions but also contingency plans for stress or crisis situations, both its own and those of the market.

The Unicaja Banco Group has established liquidity risk limits to control exposure to liquidity risk and maintain this exposure within authorized levels. In general terms, liquidity is considered adequate if the potentially liquid assets and financing capacity are greater than the needs derived from the business and from refinancing in markets. The greater this difference, the greater the available liquidity.

The Unicaja Banco Group also practices a diversification policy in order to avoid excessively concentrated structural liquidity risk exposures. Furthermore, in its liability management, it diversifies its funding sources, ensuring that they are diversified by markets, maturities, and products, in order to avoid difficulties in particular moments of crisis or markets.

The Risk Committee and the Board of Directors are regularly informed and devote sufficient time to monitoring and supervising the Company's main risks, in order to be able to respond to any challenges that may arise.

**-Risks related to environmental, social and governance factors**

For the proper management of ESG risks (which encompasses climate-related and environmental risks), the Company has begun a series of initiatives, including an Action Plan on Sustainable Finance, approved in June 2020 and reviewed in April and November 2021, which aim to measure in depth the impact of these risks on its financial structure, and to enable it to act efficiently in this area, in the medium and long term.

Furthermore, the Bank has set up a structure to promote sustainability, which is currently made up of the ESG Business Department and the Sustainability and Corporate Social Responsibility (CSR) Department. The Sustainability and CSR Committee is the body that brings together the aforementioned and also other Departments of the Bank with responsibilities in the management of ESG factors.

The implementation of the aforementioned Sustainable Finance Action Plan has been included in Axis 5 of the 2022-2024 Strategic Plan approved by the Company in December 2021. The new challenge of sustainability, in all its facets, is assumed by Unicaja Banco as an opportunity for development and improvement in its daily management, for which the Bank will work on a renewed offer of products and services, on the reduction of its carbon footprint and, at the same time, promote the culture of sustainability, identification and management of climate and environmental risk, which denotes a holistic approach to the management of these risks.

The Group has included in the Risk Appetite Framework a series of climate-related and environmental risk metrics that constitute indicators of the level of climate and environmental risks.

Unicaja Banco considers that the appropriate management of ESG risks is part of a global work program, which analyzes the financial, marketing and good governance impacts, in order to position itself as a Company committed to sustainability and its derived impacts.

2. It is hereby stated that the Company is not subject to corporate governance legislation other than Spanish legislation.

3. Voluntarily adherence to other codes of ethical principles or good practices (international, sectoral or from another area).

**Code of Good Tax Practices**

Since December 2017, the Company has adhered to the Code of Good Tax Practices approved by the Large Companies Forum, according to the wording proposed by the State Tax Administration Agency (AEAT).

**United Nations Global Compact**

Unicaja Banco voluntarily adhered as a firming company to the international initiative of the United Nations Global Compact ("UN Global Compact") in July 2013, committing to the 10 Principles of the Global Compact in the areas of Human Rights, Labor Standards, Environment and Anti-Corruption.

#### Spanish Global Compact Network

Unicaja Banco, in the exercise of its corporate social responsibility, joined this Network as a partner in April 2017, which means supporting, among other aspects, the achievement of the Sustainable Development Goals (SDGs) of the United Nations.

#### United Nations Agency UNITAR ("United Nations Institute for Training and Research")

The agreement signed in September 2018 with the United Nations agency UNITAR, offering financial support to the International Training Center for Authorities and Leaders (CIFAL) in Malaga, has the purpose of contributing to the implementation of actions aimed at promoting social and financial inclusion and sustainable development, within the framework of the SDGs.

#### Madrid COP25: collective agreement on climate action

On the occasion of the United Nations Climate Change Conference (COP25), held in Madrid in December 2019, Unicaja Banco signed, together with other Spanish financial institutions, a collective climate action agreement, whereby it undertakes, among other measures, to proceed within a given timeframe to reduce the carbon footprint in its credit portfolios, in a way that can be measured with internationally approved criteria and in line with the objectives set out in the Paris Agreement.

#### Code of Best Practices for the viable restructuring of debts secured by mortgages on primary residences

The Company is adhered to this Code established in Royal Decree-Law 6/2012, of March 9, on urgent measures for the protection of mortgagors without resources, and the subsequent amendments introduced by Law 1/2013, of May 14, by Royal Decree-Law 1/2015, of February 27, by Royal Decree-Law 5/2017, of March 17, and by Law 5/2019, of March 15.

#### Social Housing Fund Agreement

In January 2013, Unicaja Banco, together with other public and private entities, signed the Agreement for the creation of a Social Housing Fund, which creates a fund of housing provided by the participating entities, offered for rent to families who have lost their homes due to non-payment of their mortgage loan and are in a situation of special vulnerability. This measure was originally contemplated in Royal Decree-Law 27/2012, of November 15, on urgent measures to strengthen the protection of mortgage debtors. Unicaja Banco accepted the various renewals of the Fund, the last of which was in December 2021, when its general term was extended to January 2023. Unicaja Banco contributes 471 homes to the Fund.

#### Financial Education Plan

Since 2010, first through Unicaja and, after its creation, through Unicaja Banco, the Company has adhered, through the Spanish Confederation of Savings Banks (CECA), to the National Financial Education Plan, currently promoted by the Bank of Spain, the Spanish Securities Market Commission, the Directorate-General for Insurance and Pension Funds, the Ministry of Economic Affairs and Digital Transformation, whose objective is to improve the financial knowledge of the population.

In June 2016, the Edufinet project, promoted by Unicaja Banco and Fundación Unicaja, created in 2005 and with public activity since 2007, adhered to the "Code of good practices for initiatives in financial education", developed by the institutions driving the National Financial Education Plan.

#### Advertising-commercial communications

Since November 2010, Unicaja Banco has been a member of the Association for the Self-regulation of Commercial Communication (Autocontrol), an independent self-regulatory body for the advertising industry in Spain.

On the other hand, in 2018 Unicaja Banco joined the Marketing Association of Spain, with the aim, among others, to develop professional self-regulation frameworks and the Spanish Association of Advertisers, for the defense of the interests of advertising companies and everything that affects commercial communication.

This annual corporate governance report was approved by the Company's Board of Directors during its session on:

2/15/2022

State whether there have been directors that have voted against or abstained from the approval of this Report.

☐ Yes  
☒ No



**Unicaja Banco, S.A.**

Informe de auditor

Información relativa al Sistema de Control Interno sobre la  
Información Financiera (SCIIF) ejercicio 2021

## Informe de auditor sobre la Información relativa al Sistema de Control Interno sobre la Información Financiera (SCIIF)

Al Consejo de Administración de Unicaja Banco, S.A.:

De acuerdo con la solicitud del Consejo de Administración de Unicaja Banco, S.A. (en adelante, la Entidad) y con nuestra carta propuesta de fecha 27 de diciembre de 2021, hemos aplicado determinados procedimientos sobre la "Información relativa al SCIIF" adjunta, incluida en el apartado F "Sistemas de control y gestión de riesgos en relación con el proceso de emisión de la información financiera (SCIIF)" del Informe Anual de Gobierno Corporativo para sociedades cotizadas de Unicaja Banco, S.A., correspondiente al ejercicio 2021, en el que se resumen los procedimientos de control interno de la Entidad en relación a la información financiera anual.

El Consejo de Administración es responsable de adoptar las medidas oportunas para garantizar razonablemente la implantación, mantenimiento y supervisión de un adecuado sistema de control interno, así como del desarrollo de mejoras de dicho sistema y de la preparación y establecimiento del contenido de la Información relativa al SCIIF adjunta.

En este sentido, hay que tener en cuenta que, con independencia de la calidad del diseño y operatividad del sistema de control interno adoptado por la Entidad en relación con la información financiera anual, éste sólo puede permitir una seguridad razonable, pero no absoluta, en relación con los objetivos que persigue, debido a las limitaciones inherentes a todo sistema de control interno.

En el curso de nuestro trabajo de auditoría de las cuentas anuales y conforme a las Normas Técnicas de Auditoría, nuestra evaluación del control interno de la Entidad ha tenido como único propósito el permitirnos establecer el alcance, la naturaleza y el momento de realización de los procedimientos de auditoría de las cuentas anuales de la Entidad. Por consiguiente, nuestra evaluación del control interno, realizada a efectos de dicha auditoría de cuentas, no ha tenido la extensión suficiente para permitirnos emitir una opinión específica sobre la eficacia de dicho control interno sobre la información financiera anual regulada.

A los efectos de la emisión de este informe, hemos aplicado exclusivamente los procedimientos específicos descritos a continuación e indicados en la Guía de Actuación sobre el Informe del auditor referido a la Información relativa al Sistema de Control Interno sobre la Información Financiera de las entidades cotizadas, publicada por la Comisión Nacional del Mercado de Valores en su página web, que establece el trabajo a realizar, el alcance mínimo del mismo, así como el contenido de este informe. Como el trabajo resultante de dichos procedimientos tiene, en cualquier caso, un alcance reducido y sustancialmente menor que el de una auditoría o una revisión sobre el sistema de control interno, no expresamos una opinión sobre la efectividad del mismo, ni sobre su diseño y su eficacia operativa, en relación a la información financiera anual de la Entidad correspondiente al ejercicio 2021 que se describe en la Información relativa al SCIIF adjunta. En consecuencia, si hubiéramos aplicado procedimientos adicionales a los determinados por la citada Guía o realizado una auditoría o una revisión sobre el sistema de control interno en relación con la información financiera anual regulada, se podrían haber puesto de manifiesto otros hechos o aspectos sobre los que les habríamos informado.



Asimismo, dado que este trabajo especial no constituye una auditoría de cuentas ni se encuentra sometido a la normativa reguladora de la actividad de auditoría de cuentas vigente en España, no expresamos una opinión de auditoría en los términos previstos en la citada normativa.

Se relacionan a continuación los procedimientos aplicados:

1. Lectura y entendimiento de la información preparada por la Entidad en relación con el SCIIF – información de desglose incluida en el Informe de Gestión – y evaluación de si dicha información aborda la totalidad de la información requerida que seguirá el contenido mínimo descrito en el apartado F, relativo a la descripción del SCIIF, del modelo de IAGC según se establece en la Circular 5/2013, de 12 de junio de 2013, de la Comisión Nacional del Mercado de Valores (CNMV), y modificaciones posteriores, siendo la más reciente la Circular 3/2021, de 28 de septiembre, de la CNMV (en adelante, las Circulares de la CNMV).
2. Preguntas al personal encargado de la elaboración de la información detallada en el punto 1 anterior con el fin de: (i) obtener un entendimiento del proceso seguido en su elaboración; (ii) obtener información que permita evaluar si la terminología utilizada se ajusta a las definiciones del marco de referencia; (iii) obtener información sobre si los procedimientos de control descritos están implantados y en funcionamiento en la Entidad.
3. Revisión de la documentación explicativa soporte de la información detallada en el punto 1 anterior, y que comprenderá, principalmente, aquella directamente puesta a disposición de los responsables de formular la información descriptiva del SCIIF. En este sentido, dicha documentación incluye informes preparados por la función de auditoría interna, alta dirección y otros especialistas internos o externos en sus funciones de soporte a la comisión de auditoría.
4. Comparación de la información detallada en el punto 1 anterior con el conocimiento del SCIIF de la Entidad obtenido como resultado de la aplicación de los procedimientos realizados en el marco de los trabajos de la auditoría de cuentas anuales.
5. Lectura de actas de reuniones del consejo de administración, comisión de auditoría y otras comisiones de la entidad a los efectos de evaluar la consistencia entre los asuntos en ellas abordados en relación con el SCIIF y la información detallada en el punto 1 anterior.
6. Obtención de la carta de manifestaciones relativa al trabajo realizado adecuadamente firmada por los responsables de la preparación y formulación de la información detallada en el punto 1 anterior.

Como resultado de los procedimientos aplicados sobre la Información relativa al SCIIF no se han puesto de manifiesto inconsistencias o incidencias que puedan afectar a la misma.

Este informe ha sido preparado exclusivamente en el marco de los requerimientos establecidos por el artículo 540 del texto refundido de la Ley de Sociedades de Capital y por las Circulares de la CNMV a los efectos de la descripción del SCIIF en los Informes Anuales de Gobierno Corporativo.

PricewaterhouseCoopers Auditores, S.L.



Carlos Caballer Fernández-Manrique

15 de febrero de 2022

INSTITUTO DE CENSORES  
JURADOS DE CUENTAS  
DE ESPAÑA

PRICEWATERHOUSECOOPERS  
AUDITORES, S.L.

2022 Núm. 01/22/01118

30,00 EUR

SELLO CORPORATIVO

Sello distintivo de otras actuaciones



