

**NOTICE OF CALL**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**  
**UNICAJA BANCO, S.A.**

The Board of Directors of Unicaja Banco, S.A. (hereinafter, the “**Company**” or “**Unicaja Banco**”), has resolved to call an Extraordinary General Meeting of Shareholders of the Company (hereinafter, the “**General Meeting**”), to be held at the registered office of the Company, located in Málaga, Avenida de Andalucía, 10-12, on 30 March 2021, at 10:00 a.m., on first call and, if there is not a sufficient quorum, on second call, on 31 March 2021, at the same place and time, with the following:

**AGENDA**

- ONE.-** Approval of the merger between Unicaja Banco (absorbing company) and Liberbank (absorbed company):
- (1) Consideration of Unicaja Banco’s half-year financial report, closed as of 30 June 2020, as merger balance sheet
  - (2) Approval of the draft merger terms
  - (3) Approval of the merger
  - (4) Amendments to the bylaws in relation to the merger:
    - a. Amendment of Article 7
    - b. Amendment of Article 9
    - c. Amendment of articles 11 and 31
    - d. Amendments of articles 20, 21, 23 and 24
  - (5) Approval of the capital increase to cover the merger exchange.
  - (6) Instruction to assume as of its own the powers of attorney granted by Liberbank.
  - (7) Delegation of powers.
- TWO.-** Partial renewal of the board of directors within the framework of the merger between Unicaja Banco and Liberbank:
- (1) Determination of the number of members of the board of directors.
  - (2) Appointment of directors:
    - a. Appointment of Mr. Manuel Menéndez Menéndez, with the category of executive director
    - b. Appointment of Mr. Felipe Fernández Fernández, with the category of proprietary director
    - c. Appointment of Mr. Ernesto Luis Tinajero López, with the category of proprietary director
    - d. Appointment of Mr. David Vaamonde Juanatey, with the category of proprietary director
    - e. Appointment of Mrs. María Luisa Garaña Corces, with the category of independent director
    - f. Appointment of Mr. Jorge Delclaux Bravo, with the category of independent director
    - g. Appointment of Mr. Manuel González Cid, with the category of independent director

UNICAJA BANCO, S.A. – Domicilio social: Avda. Andalucía 10-12, 29007 Málaga

C.I.F. A-93139053. Inscrita en el RM de Málaga, Tomo 4952, Libro 3859, Sección 8ª, Hoja MA-111580, Folio 1, Inscripción 1ª

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- THREE.-** Amendment to the Regulations of the General Meeting of Shareholders:
- a. Amendment of Articles 7, 8, 11, 23 and 24, and introduction of a new Article 23 bis.
  - b. Amendment of Article 30.
  - c. Suppression of the transitional provision.
- FOUR.-** Delegation of powers to execute, construe, supplement, develop, correct and implement the resolutions adopted by the General Meeting of Shareholders.

#### **Notice of Call**

Pursuant to article 516 of the Spanish Corporate Enterprises Act (*Ley de Sociedades de Capital*) and Article 7.1 of the Regulations of the General Meeting of Shareholders of Unicaja Banco, S.A. (the "**General Meeting Regulations**"), the notice of call shall be published on the Company's corporate website ([www.unicajabanco.com](http://www.unicajabanco.com)), on the website of the Comisión Nacional del Mercado de Valores ([www.cnmv.es](http://www.cnmv.es)) as "Other Relevant Information" (*Otra Información Relevante*) and on some of the newspapers with the highest circulation in Spain, at least one month before the date set for the meeting to be held.

#### **Important information regarding the health crisis caused by the Covid-19**

In light of the situation caused by the Covid-19 pandemic and in order to avoid the risks arising from gatherings of people, the Board of Directors has resolved, under the provisions of Article 3 of the Royal Decree-Law 34/2020 of 17 November on extraordinary urgent measures to support business solvency and the energy sector, and on tax matters, to allow remote attendance to the General Meeting, in the terms set in this notice of call. Additionally, In the event that, on the dates on which the General Meeting is scheduled to be held, there are in force measures or recommendations of the government or health authorities and affecting the free movement of people or the possibility to hold meetings with the attendance of several people, or if the Board of Directors notices the existence of risks that so recommend it, the General Meeting would be held, on the same dates and times included in this present announcement, without the attendance in person of shareholders or their proxies, exclusively using remote means. In that case, shareholders would be informed by the publication of a supplementary notice to this call as established by the law.

In any case, due to the mentioned exceptional context, the Board of Directors recommends shareholders to exercise their rights prior to the holding of the General Meeting, using the alternative means to attendance in person that they have available, as established in this notice of call.

#### **Submission of proposed resolutions**

In accordance with Article 519.3 of the Corporate Enterprises Act, and with section 5 of Article 7 of the General Meeting Regulations, shareholders representing at least three per cent of the share capital may submit reasoned proposals for resolutions on matters already included or which must be included on the agenda of the General Meeting. The Company will publish on its corporate website ([www.unicajabanco.com](http://www.unicajabanco.com)) the proposed resolutions and the attached documents as they are received. The mentioned right to submit proposed resolutions must be exercised by certifiable notice, to be received at Unicaja Banco, S.A. - "Shareholder and Bondholder Service Office"; Avenida de Andalucía 10-12, 29007-Málaga, within five days following the publication of this call.

#### **Right of Attendance**

In accordance with Article 9.3 of the Corporate Bylaws and with Article 10.2 of the General Meeting Regulations, shareholders who hold at least one thousand (1,000) shares and have those shares registered in the corresponding accounting registry at least five (5) days prior to the date on which the General Meeting is to be held on first call, shall be entitled to attend the General Meeting. Holders of fewer shares may group together until they reach at least that figure, and they shall appoint their representative.

### **In person attendance at the venue**

In order to provide proof of identity of the shareholders, or of those who validly represent them, at the entrance of the venue where the General Meeting will be held, the attendees will be asked for their attendance, proxy and voting card and to show their national identity document or any other official document generally accepted for identification purposes and, if applicable, certificate of legitimation or the documents proving the status of the representative.

Without prejudice to the fact that the Company, the entities participating in IBERCLEAR or the corresponding intermediary, management or depository institutions, send to each shareholder entitled to attend a nominative attendance card, the Company may issue the mentioned card before the beginning of the General Meeting in favor of those holders of shares which prove that these have been registered in the corresponding accounting registry at least five (5) days before the day on which the meeting is to be held on the first call.

Additionally, shareholders shall also be able to get the attendance, proxy and remote voting card by collecting it at the Company's registered address or by requesting it to the Shareholder and Bondholder Office, on the phone number +34 952 13 81 65, or by e-mail sent to ([buzondeaccionistas@unicaja.es](mailto:buzondeaccionistas@unicaja.es)).

One hour before the scheduled time for the start of the meeting, that is, from 9:00 a.m., the shareholders, or those who validly represent them, will be able to present to the staff their respective attendance, proxy and voting cards and, as the case may be, documents proving legal representation. At the same time as this procedure is completed, the attendees shall also be able to complete the procedure corresponding to the Annual General Meeting called to be held on the same date as this Extraordinary General Meeting.

### **Remote attendance:**

Shareholders with the right to attend and vote at the General Meeting may attend and vote at the said event, on their name or duly represented, by remote means which allow their simultaneous connection to the place where the meeting is held.

Those attending the General Meeting by remote means, and any other interested person, shall be able to follow the General Meeting, which will be broadcasted live through the link enabled on the corporate website for that purpose.

The shareholders and proxies attending by remote means shall observe the following rules:

#### **1) Prior registration**

Shareholders and proxies shall register in advance by clicking the link enabled on the corporate website for "Remote Attendance" ("Asistencia Telemática"), from 08:00 on 25 March 2021 and not later than 15:00 on 29 March 2021. After that moment, registrations will not be admitted for the exercise of remote attendance.

Shareholders and proxies registered to attend the Extraordinary General Meeting of Shareholders by remote means will be automatically registered to attend the Annual General Meeting called to be held on the same date, and they will have to make no other prior registration arrangements in addition to those made for this Extraordinary General Meeting of Shareholders.

Shareholders or proxies who wish to register on the corporate website shall prove their identity by any of the following means: (a) electronic national identity document or (b) electronic certificate issued by the Autoridad Pública de Certificación Española (CERES) dependent on the Fábrica Nacional de Moneda y Timbre ("FNMT").

For the shareholder's proxy to be able to attend the General Meeting remotely, he/she shall prove the appointment as proxy and his/her identity to the Company, by the submission of the Attendance, Proxy and Voting Card subscribed by the shareholder, or, if applicable, copy of the power registering the proxy, and a copy of the national identity document (DNI), foreigner ID (NIE) or passport of the proxy, which will have to be received by the Company not later than 15:00 on 29 March 2021, by ordinary post

sent to the Company's registered address (Avenida de Andalucía, 10-12, 29007 Málaga) or by e-mail ([buzondeaccionistas@unicaja.es](mailto:buzondeaccionistas@unicaja.es)).

## 2) Connection on the day of the General Meeting

The shareholder or proxy registered, pursuant to the provisions of the section above, to attend the General Meeting remotely shall connect to the enabled site on the corporate website, called "Remote Attendance" ("Asistencia Telemática") on the day of the General Meeting (30 March 2021, or, if applicable, 31 March 2021, depending on the meeting being held on first or second call), between 08:45 and 09:45, and shall identify following the instructions given at the moment of access. Connection of the attendees outside the said time windows will not be admitted. In the event that the General Meeting is held on second call, those attending by remote means and who have connected on first call, shall connect again for the remote attendance to the General Meeting on second call, that is, between 08:45 and 09:45 on 31 March 2021, and no prior registration is needed in addition to that made for the first call.

## 3) Exercise of the right to speak, receive information and make proposals

Shareholders or their proxies attending the General Meeting remotely, may: i) speak at the General Meeting; ii) request information or clarifications; iii) submit proposed resolutions on matters not included on the Agenda of the Meeting but which, as permitted by the Law, may be proposed during the General Meeting. The presentations, requests of information or proposals must be received by the Company, in writing, not later than 15:00 on 29, by ordinary post sent to the Company's registered address (Avenida de Andalucía, 10-12, 29007 Málaga), to the attention of "Shareholder and Bondholder Service Office", or by e-mail ([buzondeaccionistas@unicaja.es](mailto:buzondeaccionistas@unicaja.es))

If the shareholder or his/her proxy wishes to have his/her presentation verbatim recorded in the minutes of the meeting, he/she shall state that expressly and shall attach the full text of the presentation through any of the mentioned ways to contact the Company.

The requests for information or clarification made by shareholders or their proxies attending remotely, pursuant the provisions of Article 182 of the Corporate Enterprises Act, will be replied in writing within seven days following the end of the General Meeting, without prejudice to the possibility that they are verbally replied to at the meeting.

## 4) Voting

Shareholders or their proxies, attending remotely, shall cast their vote on the proposals related to the items on the Agenda or to those corresponding to items which, although not initially included, may be added during the development of the General Meeting, through the mentioned corporate website and according to the corresponding voting form. In any case, the process for remote voting for all the proposed resolutions submitted to the General Meeting will end when the voting period is declared ended by the panel.

## 5) Leaving the meeting

If a person attending the meeting remotely wishes to inform of his/her express will to leave the Meeting, he/she shall send an e-mail to [buzondeaccionistas@unicaja.es](mailto:buzondeaccionistas@unicaja.es). Once his/her express will to leave the meeting has been communicated, any action that he/she may carry out after that shall be considered as not carried out.

## 6) Other topics

Shareholders or proxies attending the General Meeting remotely may record the reservations that they deem appropriate regarding the quorum of the General Meeting by e-mail sent to [buzondeaccionistas@unicaja.es](mailto:buzondeaccionistas@unicaja.es) in the deadlines set during the General Meeting.

The remote attendance of shareholders will be equivalent to their attendance in person at the General Meeting. Therefore, shareholders casting their votes using remote means shall be considered as present for all purposes. The remote attendance of shareholders or their proxies will leave without effect the

voting or proxy previously made by any other procedure established by the Company. Also, attendance in person at the General Meeting shall leave remote attendance without effect.

It is the sole responsibility of the shareholder or his/her proxy to custody the identification means and, if applicable, passwords required to access and use the remote attendance service.

The Company shall not be liable for the damages that may be caused to the shareholder or his/her proxy arising from faults, overloads, failure in the lines of communication, connection failures or any other event of the same or similar nature, unrelated to the will of the Company, which could result in the occasional unavailability of its website, without prejudice to it taking the required measures, such as the eventual temporary suspension or extension of the Meeting, should that be needed to ensure that shareholders or proxies exercise their rights in full.

The mechanisms to attend the Meeting remotely will be applicable both in the case that the General Meeting is held in the venue mentioned in this notice of call with the possibility of attending in person, and in the case that the General Meeting is held exclusively online, in accordance with that established in the present notice of call.

In those topics not expressly regulated, the same rules applicable for attendance in person will be applied to shareholders attending remotely to the General Meeting.

### **Right to Information**

As from the date of publication of the notice of call, and until the General Meeting is held, shareholders have the right to examine, at the registered address, in Malaga, Avenida de Andalucía 10-12, from 08:00 to 15:00, Monday to Friday, or on the corporate website, the documents related to the General Meeting or to be submitted to its approval. Additionally, they may obtain from the Company the said documents, immediately and free of charge.

For that purpose, and in accordance with the provisions of article 518 of the Corporate Enterprises Act and Article 8 of the General Meeting Regulations, as from the date of publication of this call, the following information will be incorporated into the corporate website of the Company ([www.unicajabanco.com](http://www.unicajabanco.com)) in an uninterrupted manner until the date of the General Meeting:

- (i) Notice of call
- (ii) Full text of the proposed resolutions.
- (iii) Information on the merger referred to in item One of the agenda and detailed below.
- (iv) Mandatory information on the directors whose appointment is proposed in item Two of the agenda (including the mandatory reports by the Board of Directors and by the Appointments Committee in relation to the said proposals, as well as the candidates' CV).
- (v) Report by the Board of Directors in relation to the proposal to amend the General Meeting Regulations referred to in item Three of the agenda, including the full text of the proposed amendment.
- (vi) Applicable rules for the exercise of the right to information, proxy and remote voting through remote means, as well as for the remote attendance to the General Meeting, and the documents required for that purpose.
- (vii) Attendance, proxy and remote voting card.
- (viii) Regulations of the Shareholders' Electronic Forum.
- (ix) Total number of shares and voting rights of the Company as of the date of the call to General Meeting.
- (x) Information about the venue where the General Meeting is to be held.
- (xi) Valid requests for information, clarifications or questions submitted by the shareholders pursuant to their right to information and the replies provided, if applicable, by the directors.

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Pursuant to articles 197 and 520 of the Corporate Enterprises Act and Article 9 of the General Meeting Regulations, as from the publication of the notice of call and up to the fifth (5) day prior to that scheduled for holding the Meeting on first call included, shareholders may request, in writing or by electronic communication, information or clarifications, or ask questions about the items on the agenda, or about the information accessible to the public that may have been provided by the Company to the Comisión Nacional del Mercado de Valores since the last General Meeting and the auditor report.

Valid requests for information, clarifications or questions made in writing, and the answers provided in writing by the Board of Directors will be posted on the Company's website and will be made available to all shareholders attending the Meeting at the beginning of the corresponding session.

During the General Meeting, shareholders, or their proxies, attending in person or remotely may verbally request information or clarifications that they deem appropriate regarding the items included on the agenda. In the event that it is not possible to satisfy the right of the shareholder during the Meeting, the directors shall provide in writing the information requested to the interested shareholder within seven (7) days following the end of the General Meeting.

In order to facilitate or clarify any information or documentation related to this General Meeting, shareholders may contact Unicaja Banco, S.A. - "Shareholder and Bondholder Service Office", in person, from Monday to Friday, from 8:00 a.m. to 3:00 p.m.; by post sent to the registered office, located at the following address: Avenida de Andalucía, 10 -12, 29007 - Málaga; by e-mail, through the mailbox: "buzondeaccionistas@unicaja.es"; or by calling the following phone number +34 952 138 165. In case of electronic communications, and for the purpose of providing the system with the appropriate guarantees of the authenticity and identification of the shareholder exercising his/her right, the shareholder shall incorporate to the electronic document used to request information his/her electronic signature or, if failing, his/her name and surname (or company name), tax identification number and number of shares that he/she holds.

#### **Information related to the merger by absorption of Liberbank, S.A. by Unicaja Banco.**

With regard to the transaction of merger by absorption referred to in item One of the agenda, for the purposes of Article 39.1 of the Law 3/2009, of 3 April, on Structural Changes to Companies ("**Law on Structural Changes**"), on 25 February 2021, and therefore prior to the notice of this present call, the following documents have been published (with the exception of the Draft Merger Terms, published since 29 December 2020), with the possibility to be downloaded and printed, on the websites of Unicaja Banco ([www.unicajabanco.com](http://www.unicajabanco.com)) and Liberbank (<http://www.liberbank.es>):

- (i) Common draft terms of the merger between Unicaja Banco, S.A. (as absorbing company), and Liberbank, S.A. (as absorbed company), dated 29 December 2020 (the "**Draft Merger Terms**").
- (ii) Reports by the directors of Unicaja Banco, S.A. and Liberbank, S.A. on the Draft Merger Terms, with the report issued by the directors of Unicaja Banco, S.A. including, as part of its content, (i) a report on the capital increase inherent to the merger, as well as (ii) a report on the amendment to the bylaws in relation to the merger. Both the reports of the directors of Unicaja Banco, S.A. and Liberbank, S.A. incorporate as an annex the respective fairness opinions issued by financial experts on the fairness of the exchange ratio from a financial point of view for the shareholders of each of the companies participating in the merger.
- (iii) Report by the independent expert appointed by the Trade Register of Málaga (Registro Mercantil de Málaga), pursuant to the terms of Article 34 of the Law on Structural Changes.
- (iv) Individual and consolidated annual accounts, closed as of 31 December 2017, 2018, 2019 and 2020 of Liberbank, S.A. and Unicaja Banco, S.A., as well as their corresponding management reports and audit reports.
- (v) Half-year reports of Unicaja Banco, S.A. and Liberbank, S.A., required by the regulations on the securities market, closed as of 30 June 2020.
- (vi) Bylaws in force of Unicaja Banco, S.A. and Liberbank, S.A.

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- (vii) Bylaws of Unicaja Banco, S.A. after the merger, remarking the content of the amendments made in Annex 10 of the Draft Merger Terms.
- (viii) Identity of the directors of the merging companies, the date since which they hold office, and the identity of those proposed as directors as a result of the merger.

It should be noted that the document required under Article 1, sections 4.g) and 5.f), of the Regulation (EU) 2017/1129 of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, which includes the pro forma financial information considered in the said Regulation and incorporates as an Annex the auditors' report on that information, will be available on Unicaja Banco, S.A. website ([www.unicajabanco.com](http://www.unicajabanco.com)), with the possibility to download and print it.

#### **Minimum disclosures of the Draft Merger Terms:**

Pursuant to that established in Article 40.2 of the Law on Structural Changes, the minimum disclosures of the draft merger terms legally required are stated below:

The Draft Merger Terms were included on the websites of Unicaja Banco, S.A. ([www.unicajabanco.com](http://www.unicajabanco.com)) and Liberbank, S.A. (<http://www.liberbank.es>) on 29 December 2020. The fact that they have been so posted was announced in the Official Gazette of the Trade Register (*Boletín Oficial del Registro Mercantil*) on 12 and 21 January 2021, respectively.

#### **(A) Identification of the merging companies**

Unicaja Banco, S.A. is a Spanish credit institution with registered address in Málaga, Avenida de Andalucía, 10-12, 29007, tax identification number A-93139053 and Legal Entity Identifier (LEI) 5493007SJLLCTM6J6M37; registered in the Trade Register of Malaga (*Registro Mercantil de Málaga*), Volume 4952, Book 3859, Section 8, Sheet MA-111580, Folio 1, 1<sup>st</sup> registration, and in the Special Register (*Registro Especial*) of the Bank of Spain with the number 2103.

Liberbank, S.A. is a Spanish credit institution with registered address in Camino de la Fuente de la Mora, 5, 28050 Madrid, with tax identification number A-86201993 and Legal Entity Identifier (LEI) 635400XT3V7WHL5FY25; registered in the Trade Register of Madrid (*Registro Mercantil de Madrid*), in Volume 28.887, Folio 1, Section 8, Sheet M-520137, 1<sup>st</sup> registration, and in the Special Register (*Registro Especial*) of the Bank of Spain under the number 2048.

#### **(B) Exchange ratio and manner of covering the exchange**

The exchange ratio of the merging companies' shares, which has been set based on the real value of the equity of Unicaja Banco and Liberbank, will be of 1 newly issued Unicaja Banco share, with a nominal value of 1 euro (1€) per share, with the same characteristics and rights as those of the existing Unicaja Banco shares, for every 2.7705 Liberbank shares, with a nominal value of two euro cents (0.02€) per share. No complementary cash consideration, under the terms of Article 25 of the Law on Structural Changes, is foreseen to be given to Liberbank shareholders (without prejudice to the mechanism to facilitate the exchange). This exchange ratio has been agreed upon and calculated on the basis of the methodologies explained and justified in the reports prepared by the Boards of Directors of Unicaja Banco, S.A. and Liberbank, S.A. in accordance with the provisions of Article 33 of the Law on Structural Changes, and incorporated to their respective corporate websites prior to the call to the General Meetings to resolve on the merger.

Unicaja Banco, S.A. will carry out a capital increase in the sum needed to cover the exchange of Liberbank, S.A. shares by the issue and circulation of the necessary number of new ordinary shares with a nominal value of one euro each, and with the same class and series of those already in circulation, represented by book entries. In accordance with the provisions of Article 304.2 of the Corporate Enterprises Act (*Ley de Sociedades de Capital*), there will be no preferential subscription rights and the subscription of those shares will be reserved to the holders of Liberbank shares.

Pursuant to Article 26 of the Law on Structural Changes, it is remarked that Liberbank, S.A. shares held by Unicaja Banco, S.A. if any, and treasury shares held by Liberbank, S.A. will not be exchanged in any case, but will be redeemed. It is stated that, as of this date, Unicaja Banco, S.A. does not hold any Liberbank, S.A. shares.

The exchange of Liberbank, S.A. shares for Unicaja Banco, S.A. shares will take place once: (A) the merger has been agreed upon by the General Meeting of Shareholders of both companies; (B) the conditions precedent have been met; (C) the notarial instrument of merger has been registered with the Trade Register of Malaga.

The exchange will be performed from the date indicated in the exchange notice to be published on Unicaja Banco website and, as other relevant information, on the website of the Comisión Nacional del Mercado de Valores (CNMV). For that purpose, a financial institution will be appointed to act as exchange agent and will be indicated in the mentioned notices.

The exchange of Liberbank, S.A. shares for Unicaja Banco, S.A. shares will be carried out through the entities which participate in Iberclear and that are the depositaries of the Liberbank shares, following the procedures established for the book-entry system, in accordance with the provisions of the Spanish Royal Decree 878/2015 of 2 October on clearing, settlement and registration of tradable securities in the form of book entries, on the legal regime of central securities depositaries and central counterparty entities, and on transparency requirements in relation to information about issuers whose securities are admitted to trading in an official secondary market, and applying the provisions of Article 117 of the Spanish Corporate Enterprises Act.

As a consequence of the merger, Liberbank shares will be redeemed.

Holders of a number of Liberbank, S.A. shares which, under the agreed exchange ratio, does not entitle them to receive an integer number of shares of Unicaja Banco, S.A. may acquire or transfer shares for the resulting shares to entitle them to, according to the mentioned exchange ratio, receive an integer number of Unicaja Banco, S.A. shares. Notwithstanding the above, the merging entities have decided to establish a mechanism for the number of Unicaja Banco, S.A. shares to deliver to Liberbank, S.A. shareholders under the exchange is an integer. The said mechanism will consist in the appointment of a financial entity as an odd-lot dealer (*agente de picos*) to act as counterparty for the purchase of odd-lots of shares. This way, every shareholder of Liberbank, S.A. shares which, under the agreed exchange ratio and taking into account the number of shares of Liberbank, S.A. held, is not entitled to receive an integer number of Unicaja Banco, S.A. shares or is entitled to receive an integer number of Unicaja Banco, S.A. shares but then has a number of Liberbank, S.A. shares left over that is insufficient to be entitled to receive an additional share of Unicaja Banco, S.A. may convey those left-over Liberbank, S.A. shares to the odd-lot dealer, who will pay their value in cash at the price set in the exchange notice.

Unless otherwise expressly stated in writing, it will be understood that all Liberbank, S.A. shareholders accept the system to acquire odd-lots by the fractions agent herein established, and they will not have to send instructions to the institutions where their shares are deposited, which will inform them of the result of the transaction once that it is concluded.

(C) Merger balance sheets

The merger balance sheets of Unicaja Banco, S.A. and Liberbank, S.A. will be replaced by their respective half-year reports required in compliance with securities market legislation, closed as of 30 June 2020 and made public by both companies.

(D) Date of the accounts of the merging companies used to establish the terms of the merger

It is noted that the terms of the merger have been established based on the annual accounts of the merging entities for the year ended on 31 December 2019.



(E) Valuation of Liberbank, S.A. assets and liabilities

As a result of the merger by absorption of Liberbank by Unicaja Banco, Liberbank will be dissolved without liquidation, and all its assets and liabilities will be transferred *en bloc* to Unicaja Banco.

For the purposes of Article 31.9 of the Law on Structural Changes, it is noted that the assets and liabilities transferred by Liberbank to Unicaja Banco will be registered in Unicaja Banco's accounting at their fair value from the effective date of the merger for accounting purposes.

(F) Reports of directors and independent expert

Pursuant to the provisions of Article 33 of the Law on Structural Changes, the Boards of Directors of Unicaja Banco, S.A. and Liberbank, S.A., on 25 February 2021, prepared each a report explaining and justifying in detail the legal and economic terms of Draft Merger Terms, with special reference to the exchange ratio of the shares (including the methodologies used to set it) and to special valuation difficulties, as well as to the implications of the merger for the shareholders of the merging entities, their creditors and employees.

BDO Auditores, S.L.P., as independent expert, on 25 February 2021, issued the mandatory report under the terms of Article 34 of the Law on Structural Changes.

(G) Contributions of labor, ancillary obligations, special rights and securities other than those representing capital

Neither in Unicaja Banco, S.A. nor in Liberbank, S.A. have shareholders made contributions of labor, and there are no ancillary obligations, privileged special shares or holders of special rights other than simple holding of shares. Consequently, there is no need to grant any special right or to offer any kind of option.

The shares of Unicaja Banco which are delivered to the shareholders of Liberbank as a result of the merger will not grant any special rights to its holders.

It is hereby stated that with regard to the beneficiaries (employees, officers and executive directors) of Liberbank's share remuneration agreements, when the merger becomes effective, Unicaja Banco will replace Liberbank as the entity bound by those remuneration agreements, and the rights on Liberbank's shares will be automatically converted into rights on Unicaja Banco's shares, in accordance with the terms resulting from the exchange ratio established in the Draft Merger Terms. All mentions of Liberbank in the said remuneration agreements will be applicable to Unicaja Banco from the date the notarial instrument of merger is registered with the Trade Register of Malaga.

(H) Benefits granted to directors and independent experts

No benefit will be granted to the directors of either merging entity, nor to the independent expert intervening in the merger.

(I) Date from which the exchanged shares give right to participate in the earnings of Unicaja Banco

The shares delivered by Unicaja Banco, S.A. in favour of Liberbank, S.A. shareholders to cover the exchange will confer the right to participate in the earnings of Unicaja Banco, S.A. on the same terms and conditions as the rest of Unicaja Banco, S.A. shares in circulation on that date, from the date of registration of the notarial instrument of merger with the Trade Register of Malaga.

(J) Effective merger date for accounting purposes

The date from which the transactions of the absorbed company are considered to be performed for accounting purposes by the absorbing company is the date resulting from the application of rule 44 of Circular 4/2017 of 27 November of the Bank of Spain, on credit entities, on the rules on public and reserved financial information and financial statement

templates, the Recognition and Measurement Rule 19 of the Spanish National Chart of Accounts, approved by Royal Decree 1514/2007 of 16 November, and the International Financial Reporting Standard 3.

(K) Amendments to the Bylaws in the absorbing company

As part of the merger agreements, the amendments to the Bylaws detailed in Annex 10 of the Draft Merger Terms will be submitted to the General Meeting of Shareholders of Unicaja Banco for approval.

Furthermore, Article 5 of the Bylaws of Unicaja Banco, S.A., related to the share capital, will be modified in the resulting corresponding amount as Unicaja Banco, S.A. covers the exchange of Liberbank, S.A. shares as set in the exchange ratio with newly issued shares.

(L) Consequences of the merger for employment, as well as its impact on the gender balance of the governing bodies and incidence on the corporate social responsibility

(i) Possible consequences of the merger for employment

As provided in Article 44 of the Spanish consolidated text of Workers' Statute Law (*Texto Refundido de la Ley del Estatuto de los Trabajadores*), approved by Royal Legislative Decree 2/2015 of 23 October, regulating succession of companies, Unicaja Banco will assume the labor rights and obligations of Liberbank's employees.

The merging entities will meet their obligations to inform and, where applicable, consult the legal representatives of their respective employees in accordance with the labor regulations. Notice of the planned merger will also be given to the appropriate public bodies, in particular to the General Treasury of the Social Security Administration (*Tesorería General de la Seguridad Social*).

After the Merger, the combined entity will complete the analysis of overlappings, duplicities and economies of scale arising from the process. As of this date, no decision has been made in relation to the possible measures on employment that may be necessary to adopt in order to proceed to the integration of the workforce as a consequence of the merger. In any case, the integration of the workforce will be carried out respecting the legal procedures established in any case, and especially, those related to the right to information and consultation to the workers' representatives, holding the corresponding meetings and negotiations to develop the mentioned workforce integration with the highest agreement between the parties.

(ii) Impact on the gender balance of the governing bodies

It is expected that the merger will cause changes to the composition of the absorbing company's governing body which may affect its structure from the point of view of gender distribution.

In any case, the Draft Merger Terms include the will of both institutions to make the structure comply with recommendation 15 of the Good Governance Code (*Código de Buen Gobierno*), with the percentage of women directors being no lower than 30%, as it results from the proposed resolution under item Two of the agenda.

(iii) Incidence of the merger on the corporate social responsibility

The merger is not expected to modify Unicaja Banco, S.A. current corporate social responsibility policy.

(M) Applicable tax regime

In accordance with article 89.1 of Law 27/2014 of 27 November on corporate tax, the proposed merger is subject to the tax treatment established in chapter VII of title VII and additional provision 2 of the aforementioned Law, and to Article 45, paragraph I.B.10, of Royal Legislative Decree 1/1993 of 24 September approving the consolidated text of the transfer tax and stamp

duty. This tax treatment allows for companies to restructure while applying the concept of tax neutrality, provided that these transactions occur because of valid economic reasons, such as those set out in these Draft Merger Terms.

Within three months from the registration of the notarial instrument of merger, the transaction will be communicated to the Spanish Tax Agency (*Agencia Estatal de la Administración Tributaria*) in accordance with the provisions of articles 48 and 49 of the Corporate Tax Regulation approved by Royal Decree 634/2015 of 10 July.

(N) Conditions precedent

The effectiveness of the merger is subject to the following conditions precedent:

- (i) Authorization of the Minister of Economic Affairs and Digital Transformation (*Ministra de Asuntos Económicos y Transformación Digital*), as established in the twelfth additional provision of the Law 10/2014 of 26 June on the regulation, supervision and solvency of credit institutions.
- (ii) Authorization of the National Commission on Markets and Competition (*Comisión Nacional de los Mercados y la Competencia*) to the economic concentration resulting from the merger, in accordance with Law 15/2007 of 3 July on the defence of competition and related regulations.
- (iii) Obtaining any other authorizations or non-objection statements that may be required or convenient to obtain from the European Central Bank, Bank of Spain, National Securities Market Commission, Directorate General of Insurance and Pension Funds (*Dirección General de Seguros y Fondos de Pensiones*) or any other administrative body or supervisory institution prior to the effectiveness of the merger, including, in particular, the non-objection of the European Central Bank to the supervening increase in the holding of Fundación Bancaria Unicaja in Unicaja Banco as a consequence of the capital reduction of the latter registered on 18 November 2020, so that, although transitorily until the merger is completed, the said shareholder is authorized to hold a percentage higher than 50% of Unicaja Banco capital share.

The Board of Directors of Unicaja Banco and Liberbank, by common agreement, or, if applicable, any person delegated by them, also by common agreement, may perform all the acts and adopt all the decisions required for requesting, processing and obtaining the abovementioned authorisations or non-objection statements or, to the extent legally possible and advisable, to renounce to any of the mentioned conditions precedent.

**Shareholders' electronic forum**

Pursuant to articles 539.2 of the Corporate Enterprises Act and 8.3 of the General Meeting Regulations, from the date of this call, the Company has enabled a shareholders' electronic forum at the Company's corporate website ([www.unicajabanco.com](http://www.unicajabanco.com)), which can be accessed with the proper guarantees both by individual shareholders and voluntary associations that may be established in accordance with the provisions of article 539.4 of the Corporate Enterprises Act, in order to facilitate their communication prior to the holding of the Meeting. The terms of use of the shareholders' electronic forum are available on the Company's corporate website ([www.unicajabanco.com](http://www.unicajabanco.com)).

**Procedure to appoint a proxy**

Pursuant to Article 11 of the General Meeting Regulations, shareholders with the right to attend may exercise their right to attend personally or to be represented at the General Meeting by another person, whether or not a shareholder. The proxy must be appointed in writing or by remote communication means, with special status for each Meeting, except if the appointed proxy is the spouse, ascendant or descendant of the person represented or of it is general proxy, in a public document, to manage all the assets that the shareholder has in the national territory.

When a proxy is appointed by remote means of communication, it will only be considered valid if it is performed by:

a) Postal delivery or correspondence.

The proxy will be appointed by filling in the space allocated for that purpose on the attendance, proxy and voting card provided by the depository entity or by the Company itself. The shareholder may obtain the attendance, proxy and voting card of the Company by downloading it from the Company website; by withdrawing it at the registered office; or may request its free shipping to the "Shareholder and Bondholder Service Office".

The attendance, proxy and voting card, duly completed and signed by an autograph, must be sent to the Company to the following address: Unicaja Banco, S.A. - "Shareholder and Bondholder Service Office "; Avenida de Andalucía, 10-12, 29007-Málaga.

b) Electronic means.

The appointment of proxies and notification to the Company may be made electronically through the system enabled for this purpose on the Company's corporate website ([www.unicajabanco.com](http://www.unicajabanco.com)) from 18 March 2021. It explains in detail the procedure to be followed by the shareholder to exercise this right. The shareholder must provide proof of his/her identity by means of a valid electronic Spanish identity document (DNI) or by means of a recognized electronic certificate, which does not include its revocation, issued by the Fábrica Nacional de Moneda y Timbre (FNMT).

A proxy may represent several shareholders, being able to cast votes in different directions, depending on the instructions given by each shareholder, but a shareholder may not grant representation to more than one proxy.

The proxy may attend the General Meeting in person or remotely, as long as he/she reaches the minimum number of shares that confer the right to attend. In case of remote attendance, the previously mentioned rules on "prior registration" must be observed.

In the case of attendance in person, the proxy shall deliver the attendance, proxy and voting cards signed by the shareholder, at the desks for the registration of shareholders.

The shareholder entrusting his/her representation must inform the appointed proxy of the representation he/she has been given in his/her favor and, where appropriate, the voting instructions. When the representation is granted in favour of a member of the Board of Directors, the communication shall be understood to be made through reception at the registered office.

#### **Conflict of interest of the proxy director**

For the purposes of articles 523 and 526 of the Corporate Enterprises Act, it is noted that if the proxy is a director of the Company, he/she may be in a situation of conflict of interest in relation to the proposed resolutions formulated by the Board of Directors, as well as to proposals or items that, although not included on the agenda, may be submitted to voting at the Meeting, as permitted by Law.

#### **Remote voting**

Pursuant to Article 23 of the General Meeting Regulations, shareholders may cast their votes on proposals related to items included on the agenda without having to attend the General Meeting and will be considered as present for the purpose of setting up the General Meeting in question. Shareholders have the following means:

a) Postal delivery or correspondence

The same procedure as that established for remote appointment of a proxy will be followed. If the card does not indicate the direction of the vote, it will be understood in any case that the shareholder votes in favour of the proposed resolutions formulated by the Board of Directors on the item of the Agenda published in the call.

b) Electronic means

UNICAJA BANCO, S.A. – Domicilio social: Avda. Andalucía 10-12, 29007 Málaga

C.I.F. A-93139053. Inscrita en el RM de Málaga, Tomo 4952, Libro 3859, Sección 8ª, Hoja MA-111580, Folio 1, Inscripción 1ª

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The vote may be issued electronically through the system enabled for this purpose on the Company's corporate website ([www.unicajabanco.com](http://www.unicajabanco.com)) from 18 March 2021. It explains in detail the procedure to be followed by the shareholder to exercise this right. Shareholders who wish to use this voting process must prove their identity by means of a valid electronic Spanish identity document (DNI) or by means of a recognized electronic certificate, which does not include its revocation, issued by the Fábrica Nacional de Moneda y Timbre (FNMT).

### **Common rules to the exercise of rights of proxy and voting by remote communication means**

#### **Verification of details**

The Company reserves the right to verify the identity of the shareholders and their proxies, to verify ownership (by contrasting the information provided by each shareholder with that provided by the institution in charge of the accounting registry of Company's shares) as well as the legitimacy of their rights and to admit the validity of the document to prove attendance or proxy, and should only consider as invalid that document which lacks the minimum essential requirements and provided that these cannot be solved.

#### **Legal persons**

In the case of shareholders who are legal persons, the Company reserves the right to require evidence of the sufficiency and validity of the power of the individual acting on behalf of the shareholder.

#### **Deadline for reception by the Company**

For it to be valid, the proxy and/or the vote issued by any of the aforementioned means of remote communication must be received by the Company before 15:00 on 29 March 2021.

#### **Revocation and priority**

The attendance of the shareholder in person or remotely to the General Meeting, or casting a remote vote, means the revocation of any proxy, regardless of the date and form thereof.

The proxy and the exercise of the right to vote issued by means of remote communication are always revocable. The revocation of the proxy and the exercise of the vote issued by means of remote communication will only take place through the attendance of the shareholder at the General Meeting, either in person or remotely.

The casting of vote and the delegation of proxy by electronic means shall prevail, in any case, over those which the same shareholder may make by postal delivery or correspondence.

#### **Service availability**

The Company reserves the right to modify, suspend, cancel or restrict the mechanisms of electronic voting and proxy if so required or imposed by technical or security reasons.

The Company shall not be liable for the damages that may be caused to the shareholder arising from faults, overloads, failure in the lines of communication, connection failures, malfunction of the postal service or any other possibility of the same or similar nature, unrelated to the will of the Company, which could hinder or prevent the shareholder from exercising their voting or representation rights by means of remote communication.

#### **Live broadcast**

The General Meeting will be broadcasted live through the corporate website ([www.unicajabanco.com](http://www.unicajabanco.com)).

#### **Notary Attestation**

The Board of Directors has resolved to request the presence of a Notary to draw up the minutes of the Meeting.

#### **Data protection**

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C.I.F. A-93139053. Inscrita en el RM de Málaga, Tomo 4952, Libro 3859, Sección 8ª, Hoja MA-111580, Folio 1, Inscripción 1ª

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In accordance with the regulations on personal data protection, the personal data of shareholders and, if applicable, their proxies, provided to the Company for the exercise of their rights to information, attendance, proxy and voting at the General Meeting, or provided by the banking institutions and securities companies and agencies in which the former have their shares deposited, through Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, SAU (IBERCLEAR), will be processed by Unicaja Banco, S.A., with registered address in Avenida de Andalucía, 10-12, Málaga (C.P. 29007), as responsible for the processing, in order to manage and control the call, holding and broadcast of the General Meeting, in compliance with its legal obligations arising from the existing shareholding relationship. It is hereby notified that the General Meeting will be recorded using audiovisual means with the sole and exclusive purpose of being publicly broadcasted on the company's corporate website ([www.unicajabanco.com](http://www.unicajabanco.com)).

By attending to the General Meeting, the attendees expressly, unequivocally and conclusively accept and consent to the capturing, treatment, reproduction, distribution, public communication, viewing and dissemination of their voice, image and any other personal data that may be captured and expressed during the development of the General Meeting. Likewise, the purpose of the processing is based on the compliance with the Company's legitimate interest to record and broadcast the General Meeting, in compliance with the recommendations of the Good Governance Code for Listed Companies which are applicable to it, as well as in the consent of the attendee to the General Meeting, having at his/her disposal other means to exercise his/her rights.

In the case that natural persons different from the holder or, as the case may be, a third party different from the shareholder, attend the General Meeting, the shareholder must inform them of the topics mentioned in the paragraphs above related to the processing of personal data, must obtain the consent of the proxy appointed and meet any other requirement which may be applicable for the correct transfer of personal data to Unicaja Banco, which will not have to do any additional action with regard to the interested parties. The legal grounds for the processing of the said third party's data are the same as those described above for shareholders.

The data will be accessible to the Notary who will attend the General Meeting, and may be provided to third parties to comply with a legal obligation or available to the public from any location in and outside the European Union, insofar as they appear in the documentation available on the website ([www.unicajabanco.com](http://www.unicajabanco.com)) or are stated in the General Meeting whose development will be the object of audiovisual recording and public dissemination on the said website.

The processing of the personal data is necessary for the mentioned purposes and is based on compliance with legal obligations arising from the existing shareholding relationship. The data will be conserved during the development of the said relationship and, then, during the applicable prescription periods of any legal or contractual actions.

The holders of the personal data may send their request of access, rectification, cancellation, opposition, limitation to the processing, portability or withdraw the consent previously given, by means of a written communication addressed to Personal Data Protection Office of Unicaja Banco, Avenida de Andalucía 10-12, 29007 Málaga, or by sending an e-mail to [oficina.proteccion.datos@unicaja.es](mailto:oficina.proteccion.datos@unicaja.es). In any case, they will always have the possibility to contact the Agencia Española de Protección de Datos, the Spanish authority on data protection, [www.aepd.es](http://www.aepd.es).

#### **General information**

The General Meeting is expected to be held on **second call**, on **31 March 2021**, at the place and time previously mentioned.

Malaga, 25 February 2021.- The Secretary of the Board of Directors.