



## **ANNUAL GENERAL MEETING OF SHAREHOLDERS 2021**

**FULL TEXT OF THE PROPOSED RESOLUTIONS SUBMITTED BY THE  
BOARD OF DIRECTORS**

**MALAGA, 25 FEBRUARY 2021**

**ONE.- Approval of the Annual Accounts (balance sheet, profit and loss account, statement of recognized income and expense, statement of changes in equity, cash flow statement and notes) and Management Report of Unicaja Banco and its consolidated group, corresponding to the business year ending on 31 December 2020.**

(The proposed resolutions 1.1 and 1.2 will be voted separately.)

- 1.1. Approval of the Annual Accounts of Unicaja Banco, S. A. (balance sheet, profit and loss account, statement of recognised income and expense, statement of changes in equity, cash flow statement and notes), stated by the Board of Directors, as well as of the Management Report, prepared by the same body, corresponding to the business year ending on 31 December 2020, all of them verified by the auditors of Unicaja Banco, S.A.
- 1.2. Approval of the Annual Accounts of the Consolidated Group of Unicaja Banco, S. A. (balance sheet, profit and loss account, statement of recognised income and expense, statement of changes in equity, cash flow statement and notes), stated by the Board of Directors, as well as of the consolidated Management Report, prepared by the same body, corresponding to the business year ending on 31 December 2020, all of them verified by the auditors of Unicaja Banco, S.A.

**TWO.- Approval of the consolidated Non-financial Information Statement corresponding to the business year ending on 31 December 2020.**

Approval of the Non-financial Information Statement of Unicaja Banco, S.A. and its consolidated group, corresponding to the business year ending on 31 December 2020, prepared by the Board of Directors and verified by an independent provider of assurance services.

**THREE.- Approval of the Board of Directors' management during the business year ending on 31 December 2020.**

Approval of the management of the Board of Directors of Unicaja Banco, S.A., corresponding to the business year ending on 31 December 2020.

**FOUR.- Approval of the proposed allocation of profit corresponding to the business year ending on 31 December 2020.**

Approval of the following proposal for distribution of profit of Unicaja Banco, S.A. corresponding to the business year ending on 31 December 2020, stated by the Board of Directors:

(a) To legal reserve:	16,392,666.07 euros.
(b) To voluntary reserves:	122,925,155.49 euros.
(c) To capitalization reserve Law 27/2014:	7,700,000.00 euros <sup>1</sup> .
(d) To dividends (total):	16,908,839.11 euros.
Tranche one:	11,543,643.14 euros
Tranche two:	5,365,195.97 euros

**Total:** 163,926,660.67 euros.

(<sup>1</sup>) This reserve will be non-disposable for a period of 5 years and will be absolutely separated from the others and under the appropriate section in the Bank's accounting books, in compliance with that set forth in article 25.1.b) of the Spanish Law 27/2014 of 27 November, on Corporate Income Tax.

The payment of tranche one of dividend, in order to ensure the neutrality of the said dividend with the exchange ratio set in the Draft Terms of Merger subscribed on 29 December 2020 between Unicaja Banco, S.A. and Liberbank, S.A., is subject to the condition precedent that the Annual General Meeting of Liberbank approves a distribution of dividends, with a charge to the profit of the year 2020, of 7,857,433.77 euros. This condition precedent will only be applicable in the case that the Extraordinary General Meetings of Shareholders of Unicaja Banco, S.A. and Liberbank, S.A., have approved their respective merger agreements. The payment of tranche one of dividend will take place on 16 April.

The payment of tranche two of dividend will take place, once the merger with Liberbank, S.A. has been registered in the Trade Register of Malaga, on the date determined by the Board of Directors of Unicaja Banco, S.A.

**FIVE.- Re-election of the accounts auditor of the Company and its Consolidated Group for the years 2021, 2022 and 2023.**

Prior proposal made by the Audit and Regulatory Compliance Committee, approval of the re-election for a three-year period, for the years 2021, 2022 and 2023, of the firm PricewaterhouseCoopers Auditores, S.L., with registered address in Madrid, Torre PWC, Paseo de la Castilla 259 B and tax code B79031290, registered in the R.O.A. with number S0242, as accounts auditors of Unicaja Banco, S.A. and its Consolidated Group of Companies.

## **SIX.- Remuneration of Directors**

(The proposed resolutions 6.1, 6.2 and 6.3 will be voted separately.)

### **6.1. Approval of the Policy for the Remuneration of Directors for the years 2021, 2022 and 2023.**

Approval, prior report of the Remuneration Committee and upon proposal of the Board of Directors, of the Policy for the Remuneration of Directors which will be applicable during the years 2021, 2022 and 2023.

### **6.2. Determination of the maximum annual remuneration for the whole group of directors in their role as such.**

Setting in 1,187,000 euros the maximum amount of the annual remuneration for the whole group of directors in their role as such. The said maximum amount, which will be updated for the financial years 2022 and 2023 according to the percentage of salary review established in the collective agreement applicable to the employees of the Company, will be in force until amended by resolution of the General Meeting of Shareholders. For clarification purposes, it is hereby stated that this amount does not include the additional remuneration to be received by those directors who perform executive functions in the Company, and which is regulated in the Policy for the Remuneration of Directors.

### **6.3. Delivery of own shares to executive Directors pursuant to the variable remuneration scheme of the Company.**

Authorization to the Board of Directors to deliver to the executive Directors, during the three years of validity of the Policy for the Remuneration of Directors (2021-2023) and, provided compliance with the conditions set to that aim, up to a total overall maximum of 187,500 shares of the Company, representing 0.01% of the share capital, at up to 62,500 shares of the Company per each year of validity of the mentioned Policy.

For the purposes of determining the number of shares to deliver on any of the corresponding dates, the price of Unicaja Banco share corresponding to the average value of the listing price of Unicaja Banco shares between the dates of financial year end and the approval of the annual accounts of the said year by the Annual General Meeting of Directors (excluding both dates) will be used.

Delegation to the Board of Directors to, as broadly required by Law, develop, execute, implement and terminate, if applicable, this present resolution, adopting such agreements and signing such public or private documents as may be necessary or convenient for its full effects, with authority even to correct, rectify, modify or supplement this present resolution, and in particular, including but not limited to, the following powers:

- (a) To develop and set the specific conditions of the schemes of variable remuneration in shares for all those aspects not foreseen in this present resolution.
- (b) To draft, sign and present any public or private communications or documents deemed necessary or convenient before any public or private body for the implementation and execution and settlement of the system of variable remuneration in shares including, if necessary, the corresponding prospectus.

- (c) To determine the specific number of shares which correspond to each of the beneficiaries of the resolution, respecting the established maximum limits.
- (d) To carry out any action, make any declaration or pursue any procedure before any institution or body or public or private register, national or abroad, to obtain any authorization or verification needed for the implementation, execution and settlement of the system of variable remuneration in shares.
- (e) To negotiate, agree and sign counterparty and liquidity contracts with the financial institutions freely appointed, on the terms and conditions deemed appropriate.
- (f) To draft and publish the notices that may be required or convenient.
- (g) To draft, sign and grant or, if applicable, to certify any kind of document related to the system of variable remuneration in shares.
- (h) To adapt the contents of the system to the requirements or remarks that the competent supervisory authorities may make.
- (i) And, in general, to carry out any action and sign any document considered necessary or convenient for the validity, effectiveness, implementation, development, execution, settlement and successful outcome of the system of variable remuneration in shares and of the adopted resolution.

**SEVEN.- Reduction of the share capital in an amount of up to 1,991,295,591.00 euros for the creation of a voluntary restricted reserve, through the decrease of 0.75 euros in the nominal value of all the shares, to 0.25 euros per share, on the basis of the balance sheet closed on 31 December 2020. Consequent amendment of Article 5 of the Bylaws. Delegation of powers.**

The General Meeting of shareholders of Unicaja Banco agrees the reduction of the capital share with the goal of increasing the Company's voluntary reserves, all of the above in accordance with the terms and conditions set below.

#### **(A) Capital reduction**

It is agreed to reduce the Company's share capital, currently set in the amount of 1,579,761,024.00 euros –and which may be increased to 2,655,060,788.00 euros as a consequence of the capital increase arising from the merger between Unicaja Banco (absorbing company) and Liberbank, S.A. (absorbed company) (the “**Merger**”)–, in an amount to be determined and up to 1,991,295,591.00 euros. The said reduction intends to increase the Company's reserves, through the creation of a new voluntary restricted reserve, which may only be used with the requirements set for the reduction of capital share.

The share capital reduction is carried out by decreasing the nominal value of all the shares in circulation and representing the Company's share capital on the moment of implementation of the agreement in 0.75 euros per share, from the current nominal value of 1 euro per share, down to 0.25 euros per share. The total maximum amount of the share capital reduction is, therefore,

1,991,295,591.00 euros. The share capital reduction affects to all shares, without the existence difference in treatment among them.

The final amount of the share capital reduction will depend on the number of shares finally issued to cover the exchange of shares arising from the Merger, which may involve a capital increase of up to 1,075,299,764 euros, through the issue and circulation of up to 1,075,299,764 new shares with a nominal value of 1 euro each.

As a consequence of the capital reduction, the Company's voluntary reserves increase by up to 1,991,295,591.00 euros.

It is hereby stated that, in accordance with Article 335 of the Law on Corporate Enterprises, and where the capital reduction is carried out to provision a voluntary restricted reserve for the amount equivalent to the decrease of the nominal value of the shares, with the only possibility to be used according to the requirements set for the share capital reduction, the Company's creditors do not have the right to challenge the share capital reduction.

For the purposes of the provisions of Article 171.2 of the Trade Register Regulations (*Reglamento del Registro Mercantil*), it is hereby stated that the Company's balance sheet used as a basis for the adoption of the present resolution is that corresponding to the financial statements closed on 31 December 2020, verified by the accounts auditor of the Company, PricewaterhouseCoopers Auditores, S.L., and whose approval by the General Meeting is included in item One of the agenda.

The capital reduction shall be executed in a term no longer than six months from the date on which the condition precedent it is subject to is met, to notarise the present resolutions and the presentation in the Trade Register of Malaga of the corresponding notarial instrument for registration. In any case, this resolution will be executed after the registration of the Merger.

#### **(B) Update of the legal reserve and voluntary reserves**

The Company's legal reserve amounts to 155,931,621.88 euros (taking into account the approval of the allocation of profit submitted to the general meeting under item Four of the agenda), representing 23.491985% of the share capital resulting from the present capital reduction. Consequently and for the purposes thereof, it is stated that once the present agreement becomes effective, if applicable, the excess of legal reserve over the amount representing 20% of the share capital resulting after the present reduction, will be incorporated to the unrestricted reserves.

#### **(D) Delegation of powers**

It is agreed to delegate powers to the Board of Directors, as broadly as may be necessary in Law, with express power to sub-delegate to the Chairman, the CEO, one or several directors, the Secretary and Vice-Secretary, for any of them indistinctly to execute the current agreement, including but not limited to:

- (i) Extend and develop the present agreement, setting the terms and conditions of the reduction in all those aspects that are not foreseen in it and, in particular, setting the final amount of the reduction.
- (ii) Carry out any act needed to meet the requirements set by the Law on Corporate Enterprises, the Securities Market Law, the 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 depositories 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, including the publication of the

corresponding announcements that may be required and other applicable regulations.

- (iii) Carry out any actions and procedures as may be necessary and convenient to obtain the consent and authorizations required for the full effectiveness of this agreement.
- (iv) Carry out, on behalf to the Company, any act, statement or procedure that may be required by the Comisión Nacional del Mercado de Valores (“**CNMV**”), the Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A.U. (IBERCLEAR), Sociedades Rectoras de las Bolsas, Servicio de Liquidación y Compensación de Valores and any other body, entity or register, public or private, national or foreign, in relation to the capital reduction that is the subject matter of this present agreement.
- (v) Amend the article of the Bylaws on the share capital, to adapt it to the new figure of share capital and to the new nominal value of shares.
- (vi) Draft and publish all the notices that are required or convenient in relation to the present share capital reduction.
- (vii) Grant, on behalf of the Company, as many public or private documents may be necessary or convenient for the capital reduction and, in general, carry out all the procedures that may be required for the best implementation of this present agreement and the effective capital reduction.
- (viii) Correct, clarify, construe, specify or supplement the resolutions adopted by the General Meeting of shareholders, or those in the deeds or documents executed to implement them, and in particular, those faults, omissions or errors, in the form or substance, which may prevent the access of the resolutions and their consequences to the Trade Register, to the CNMV Official Registers or to any others.
- (ix) Carry out, in general, as many acts as may be necessary or convenient for the successful outcome of the capital reduction.

#### **(D) Condition precedent**

The effectiveness of the present resolution to reduce capital is subject to the condition precedent consisting in the permission by the European Central Bank for the capital reduction in accordance with Articles 77 and 78 of the Regulation (EU) No. 575/2013 of the European Parliament and of the Council of 26 June 2013, on prudential requirements for credit institutions and investment firms, as well as to the consequent bylaw amendment pursuant to articles 4.2.c) of the Law 10/2014 of 26 June, on the regulation, supervision and solvency of credit institutions, and 10 of the Royal Decree 84/2015 of 13 February, implementing the Law 10/2014 of 26 June on the regulation, supervision and solvency of credit institutions.

**EIGHT.- Delegation to the Board of Directors of the power to issue securities convertible into shares of the Company, for a maximum amount of 500,000,000.00 euros or its equivalent in another currency, with power to increase the share capital in the necessary amount, as well as to exclude shareholders’ pre-emptive rights.**

Delegation to the Board of Directors, in accordance with the general scheme for issue of debentures and under the provisions of Article 319 of the Trade Register Regulations, of the power to issue, in in

one or several times, debentures (*obligaciones*), bonds (*bonos*), preferred shares (*participaciones preferentes*) and other fixed income securities or debt instruments of similar nature convertible into shares of the Company, in accordance with the following conditions:

**A) Securities to be issued**

The securities referred to in this delegation may be debentures (*obligaciones*), bonds (*bonos*), preferred shares (*participaciones preferentes*) and other fixed interest securities or debt instruments of similar nature in any of the forms admitted by Law, convertible into shares of the Company.

**B) Term**

The issue of the securities may be carried out in one or more issues, at any time, within the maximum term of five (5) years from the date of adoption of this present resolution.

**C) Maximum amount**

The aggregate maximum amount of the issuance(s) of securities under this delegation will be 500 million euros or its equivalent in another currency.

**D) Scope of the delegation**

Under the delegation agreed in this resolution, the Board of Directors, by way of illustration and without limitation, will be in charge of determining for each issue its amount, subject to the aforesaid overall quantitative limit; the place of issue –in or out of Spain–, and the currency, with the euro equivalent thereof in the case of foreign-denominated issues; the name or type, whether bonds (*bonos*), debentures (*obligaciones*), preferred shares, or any other legally admissible type –including capital instruments foreseen in articles 51 to 55 of the Regulation (EU) No. 575/2013 of the European Parliament and of the Council of 26 June 2013, on prudential requirements for credit institutions and investment firms–; the issue date or dates; the circumstance of the securities being necessarily, contingently or voluntarily convertible, and, if voluntarily, whether at the option of the holder of the securities or of the issuer; the interest rate, dates and procedure for the coupon payment; whether they are redeemable or not (including, if applicable, the possibility of redemption by the issuer) and, if applicable, the timing and types of redemption (total or partial), the nature of perpetual or for a term and, in that case, the maturity date; the type of reimbursements, premiums and lots; the guarantees, including mortgages; the form of representation, whether certificates or book entries; the number of securities and their nominal value (which, as they are convertible securities, shall not be lower than the nominal value of the shares); the preferential subscription right, if applicable, and subscription scheme; the law applicable to the issue, whether national or foreign; requesting, if applicable, to have the issued securities admitted to trading on secondary markets, official or unofficial, organised or over the counter, in or out of Spain, subject to the pertinent legal requirements that apply in each case; and, in general, any other condition of the issue, and, if applicable, appointing the commissioner and approve the fundamental rules that will govern legal relationships between the Company and the syndicate of holders of the securities issued that, if applicable, may exist.

The delegation also includes the conferral to the Board of Directors of the power to, in each case, decide with regard to the redemption conditions of the securities issued under this authorization, being able to use insofar as applicable the redemption means referred to in Article 430 of the Law on Corporate Enterprises or any others which may be applicable. Likewise, the Board of Directors has power to, when deemed appropriate, and subject to



obtaining the required official authorizations and, if applicable, conformity from the Assemblies of the relevant syndicates or representative bodies of securities holders, modify the conditions of the redemption of the issued securities and their respective maturities and interest rates, which, where appropriate, result from each of the issues carried out under this authorisation.

**E) Bases for and forms of conversion**

For purposes of determining the bases for and methods of the conversion into shares of the Company, it is resolved to establish the following criteria:

- (i) The securities issued under this resolution may be exchanged for new shares of the Company, using a conversion ratio that may be fixed (determined or determinable) or variable (which may include maximum and/or minimum limits to the conversion price), the Board of Directors being authorised to determine whether they are necessarily, contingently or voluntarily convertible, and if voluntary, whether at the option of the holder or of the issuer, with the regularity and over the term established in the issue resolution, which may not exceed fifty (50) years after the issue date. The aforesaid maximum term will not apply to perpetual securities that are convertible.
- (ii) In case of a fixed conversion ratio, for the purposes of the conversion, the fixed income securities will be valued at their nominal value, and the shares, at the exchange rate determined in the resolution of the Board of Directors where it uses this delegation, or at the exchange rate to be determined on the date or dates indicated in the Board resolution itself, on the basis of the stock market trading price of the Company shares on the date(s) or in the period(s) taken as reference in that resolution, with or without a premium or with or without a discount, and in any case with a minimum of the highest among (a) the mean exchange (arithmetic or weighted) of the shares in the Continuous Market of the Spanish stock exchange, as per the closing prices, mean prices or other price reference, during a period to be determined by the Board, no longer than three months nor shorter than three calendar days, and which must end not later than the day before the adoption of the resolution to issue the securities by the Board, and (b) the exchange of the shares on the same Continuous Market as per the closing price of the day before the adoption of the mentioned issue resolution.
- (iii) It also may be resolved to issue the convertible fixed-income securities with a variable conversion ratio. In this case, the share price for the purposes of the conversion will be the arithmetic or weighted mean of the Company's share closing prices, mean prices or other price reference in the Continuous Market during a period to be determined by the Board of Directors, no longer than three months and no shorter than three calendar days, which must end not later than the day before the conversion date, if applicable, with a premium or a discount on that price per share. The premium or discount may be different for each conversion date of each issue (or, if applicable, for each tranche of any issue), although no discount fixed on the share price may be greater than 30%. In addition, a minimum and/or maximum reference price may be set for the shares for purposes of their conversion, on the terms decided by the Board.
- (iv) If the issue is convertible and exchangeable, the Board may establish that the issuer reserves the right to opt, at any time, between the conversion into newly-issued shares or the exchange for shares in circulation, determining the nature of the shares to deliver when making the conversion or exchange, being able even to opt to deliver a combination of newly-issued shares and pre-existing shares. In any case, the issuer shall

respect the equal treatment to all the holders of fixed income securities who convert or exchange on a same date.

- (v) At the time of the conversion, the fractions of shares payable to the holders of debentures will by default be rounded down to the nearest whole number. The Board shall decide whether each holder will receive any resulting difference in cash.
- (vi) Under no circumstances may the value of the share used to calculate the conversion of debentures into shares be lower than its nominal value. Pursuant to Article 415.2 of the Law on Corporate Enterprises, debentures may not be converted into shares when the nominal value of the debentures is lower than that of the shares. Convertible debentures may not be issued for an amount lower than their nominal value.

When an issue of convertible securities is approved under the authorisation conferred by the General Meeting, the Board of Directors will issue a directors' report developing and explaining, following the above mentioned criteria, the basis and methods of the conversion that will apply specifically to that issue. This report will be accompanied by the relevant report of the accounts auditor referred to in Article 414 of the Law on Corporate Enterprises, considering that, according to a systematic interpretation, after the amendments introduced in the Law on Corporate Enterprises, and especially in Article 417.2 b), by the Law 22/2015 of 20 July on accounts auditing, the reference to "accounts auditor" other than the Company's accounts auditor, must be understood as made to an "independent expert" other than the Company's accounts auditor.

**F) Capital increase and exclusion of the right to preferential subscription in convertible securities**

The delegation in favour of the Board of Directors also includes, by way of illustration and with no limitation, the following powers:

- (i) The power for the Board of Directors, under the provisions of Articles 308, 417 and 511 of the Law on Corporate Enterprises, to partially or totally exclude the right to preferential subscription of shareholders, when required for raising financial resources in international markets, for using techniques for demand prospection or when justified in the Company's best interest under a certain issue of convertible securities which, under this authorization, the Board resolves to make. In any case, if the Board decides to waive the preferential subscription right in relation to a certain issue which eventually decides to make under this present authorization, it shall draft, when approving the issue and in accordance with the applicable regulations, a report indicating the specific reasons of corporate interest justifying the said measure, which will be the object a subsequent report by the independent expert different from the Company's account auditor and appointed by the Trade Register, in accordance with the systematic interpretation of the provisions of Article 511.3 of the Law on Corporate Enterprises, by reference of Articles 308, 417.2 and 505 of the Law on Corporate Enterprises. The said reports will be made available to shareholders and notified to the first General Meeting held after the issue resolution, without prejudice to its prior voluntary publication to comply with recommendation 5 of the Good Governance Code.
- (ii) The power to increase the capital in the amount needed to cover the conversion requests. The said power will only be exercised where the Board, adding the capital increased to cover the issue of convertible debentures and, if any, the other capital increases agreed under authorizations granted, if any, by the General Meeting, does not exceed the limit of half the figure of the share capital set in Article 297.1.b) of the Law

on Corporate Enterprises and 20% of the total share capital amount if the issue of the convertible securities waives the right to preferential subscription of shareholders. The said limit of 20% will not be applicable in relation to issues that are perpetual or without a conversion and/or redemption term and whose conversion is eventual and intended to meet eventual requirements for the eligibility of the securities issued as capital instruments in accordance with the solvency regulations applicable at any time ("CoCos") where the preferential subscription right is waived and which may be agreed under this delegation, the general limit of half the share capital being therefore applicable to those issues. This authorization to increase the capital includes authority to issue and put into circulation, in one or several times, the representative shares that may be needed to effect the conversion, as well as to re-word the article in the Bylaws related to the amount of capital share and, if applicable, to cancel the part of the said capital increase that has not been needed for the conversion into shares.

- (iii) The power to develop and determine the bases and methods for the conversion, taking into account the criteria set in section E) above and, in general, in its broadest terms, determining all those aspects and terms that may be necessary or convenient for the issue.

The Board of Directors, in the subsequent General Meetings organized by the Company, shall inform shareholders of the use that, if so, has made so far of the delegation to issue securities convertible into shares of the Company.

**G) Admission to trading**

The Company shall apply, when appropriate, for the admission to trading on official or unofficial secondary markets, organized or not, in Spain or abroad, of the securities issued under this delegation, giving powers to the Board of Directors to carry out the necessary processes and actions for admission to trading before the competent bodies of the different securities market, in Spain or abroad.

It is expressly stated that the Company is subject to the existing rules or to those that may be applicable in relation to trading, especially on trading, permanence and delisting, and the commitment that, if delisting of the securities or shares is later requested, this shall be adopted with the formalities required by the applicable regulations.

**H) Replacement**

The Board of Directors is authorized to, in turn, delegate (with power of replacement when corresponding) to the Executive Committee, if constituted, or to any director with delegated powers, those powers conferred under this resolution and which can be delegated, and without prejudice to the existing powers granted or to those which may be granted in relation to the contents of this resolution.

**NINE.- Authorization to the Board of Directors for the derivative acquisition and/or acceptance as security of own shares according to the limits and requirements set in the Corporate Enterprises Act (*Ley de Sociedades de Capital*).**

(Proposed resolutions 9.1, 9.2 and 9.3 will be voted together)

9.1 Authorization to the Board of Directors, on the broadest terms possible, for the derivate acquisition and/or acceptance as security of own shares of Unicaja Banco, S.A., in compliance with the limits and requirements in the regulations in force at any time, in the following terms:

- a. Forms of acquisition: acquisition may be made in one or several times, by way of purchase or by any other way for consideration permitted by law.
- b. Maximum number of shares to acquire: the nominal value of the shares to acquire, added, if applicable, to that of those already held directly or indirectly, shall not exceed the maximum percentage permitted by law at any time.
- c. Maximum and minimum countervalues: the countervalue for the mentioned transactions will be the listing price of Unicaja Banco, S.A. (the "Company") in the latest transaction where the Company has not acted on its own in the Continuous Market (including in the block market), with maximum variation, up or down, of ten per cent.
- d. Term of the authorization: five (5) years from the date of this present agreement.

It is expressly stated that the shares acquired under this present authorization may be disposed or redeemed, or used for implementation of remuneration schemes referred to in paragraph 3 of Article 146.1.a) of the Law on Corporate Enterprises, or to cover any remuneration scheme based on shares or related to the share capital, including the implementation of section 7 of the Draft Merger Terms between Unicaja Banco (as absorbing company) and Liberbank (absorbed company) of 29 December 2020.

9.2. Authorization to the Subsidiaries (*Sociedades Dominadas*), for the purposes of the provisions of paragraph 2 of Article 146.a) of the Law on Corporate Enterprises, to acquire shares of the Parent Company, in the same terms and with the same limits as the previous resolution.

9.3 Authorization to the Board of Directors, as broadly as required by the law, for the use of the authorization covered by this resolution for full implementation and development thereof, being entitled to delegate this authority, without distinction, to any other person the Board expressly authorises for this purpose, with such breadth as it deems to be appropriate.

**TEN.- Advisory vote on the Annual Report on the Remuneration of Directors corresponding to the business year ended on 31 December 2020.**

Approval, with advisory nature, of the Annual Report on the Remuneration of Directors of Unicaja Banco, S.A., corresponding to the business year ending on 31 December 2020.

**ELEVEN.- Delegation of powers to execute, construe, supplement, develop, correct and implement the resolutions adopted by the General Meeting of Shareholders.**

- A) To delegate to the Board of Directors to (i) carry out any legal acts or actions that may be required or convenient to execute, construe, supplement, correct or develop the resolutions, to grant public or private documents which may be deemed necessary or convenient for their fullest effectiveness, including rectification, supplement or correction; (ii) to determine any other circumstances that may be required, adopting and implementing the necessary

resolutions, publishing the notices and providing the guarantees that may be required for the purposes established in the law, as well as executing the necessary documents and completing the appropriate procedures, proceeding to comply with the requirements set by the law for the broadest implementation of the resolutions approved by this General Meeting of Shareholders; and (iii) to delegate to any executive Director of the Company all or part of the authority received from this General Meeting, both under the preceding resolutions and under this resolution Eleven.

- B) To delegate to the Chairman Mr. Manuel Azuaga Moreno, to the CEO, Mr. Ángel Rodríguez de Gracia, to the Secretary, Ms. Teresa Sáez Ponte and to the Vice-Secretary, Mr. Vicente Orti Gisbert, for any of them, indistinctively and without prejudice to any other existing power, to be able to, as broadly as required, (i) appear before the Notary of their choice to arrange attestation as a public document of the resolutions adopted in this General Meeting, including, in particular and among other authorizations, the granting of the public deeds and notarial acts necessary or convenient to that end, the correction, ratification, interpretation or supplement of the resolutions and execution of any other public or private document that may be necessary or convenient; (ii) proceed to submission to the Trade Register, for its registration, of the certification of the resolution approving the individual and consolidated annual accounts, attaching the documents that may be necessary until obtaining the corresponding inscription, and (iii) apply, if applicable, to the Trade Register for the total or, if applicable, partial registration of the resolutions adopted, if they do not agree to their total registration.

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