



ANNUAL GENERAL MEETING OF SHAREHOLDERS 2022

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

MALAGA, 25 FEBRUARY 2022

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 financial year ending on 31 December 2021.

(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 recognized 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 financial year ending on 31 December 2021, 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 recognized 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 financial year ending on 31 December 2021, all of them verified by the auditors of Unicaja Banco, S.A.

TWO.- Approval of the consolidated Non-financial Information Statement corresponding to the financial year ending on 31 December 2021.

Approval of the Non-financial Information Statement of Unicaja Banco, S.A. and its consolidated group, corresponding to the financial year ending on 31 December 2021, 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 financial year ending on 31 December 2021.

Approval of the management of the Board of Directors of Unicaja Banco, S.A., corresponding to the financial year ending on 31 December 2021.

FOUR.- Approval of the proposed allocation of profit corresponding to the financial year ending on 31 December 2021.

Approval of the following proposal for distribution of profit of Unicaja Banco, S.A. corresponding to the financial year ending on 31 December 2021, stated by the Board of Directors:

(a) To voluntary reserves: 1,017,507,700.60 euros.

(b) To dividends: 67,337,830.97 euros.

Total: 1,084,845,531.57 euros.

The payment of dividends is expected to be made on 8 April 2022.

FIVE.- Appointment and re-election of Directors

(Each one of the proposed appointment or re-election of Directors will be voted separately)

Prior favourable report of the Appointments Committee:

5.1. Re-election of Mr. Manuel Azuaga Moreno, with the category of executive director.

Re-election of Mr. Manuel Azuaga Moreno as member of the Board of Directors, with the status of executive director, for the statutory period of 3 years.

5.2. Re-election of Mr. Juan Fraile Cantón, with the category of proprietary director.

Re-election of Mr. Juan Fraile Cantón as member of the Board of Directors, with the status of proprietary director, for the statutory period of 3 years, at the proposal of Fundación Bancaria Unicaja.

5.3. Re-election of Ms. Teresa Sáez Ponte, with the category of proprietary director.

Re-election of Ms. Teresa Sáez Ponte as member of the Board of Directors, with the status of proprietary director, for the statutory period of 3 years, at the proposal of Fundación Bancaria Unicaja.

5.4. Re-election of Ms. Petra Mateos-Aparicio Morales, with the category of proprietary director.

Re-election of Ms. Petra Mateos-Aparicio Morales as member of the Board of Directors, with the status of proprietary director, for the statutory period of 3 years, at the proposal of Fundación Bancaria Unicaja.

5.5. Re-election of Mr. Manuel Muela Martín-Buitrago, with the category of proprietary director.

Re-election of Mr. Manuel Muela Martín-Buitrago as member of the Board of Directors, with the status of proprietary director, for the statutory period of 3 years, at the proposal of Fundación Bancaria Unicaja.

5.6. Appointment of Mr. Rafael Domínguez de la Maza, with the category of proprietary director.

Appointment of Mr. Rafael Domínguez de la Maza as member of the Board of Directors, with the status of proprietary director, for the statutory period of 3 years, at the proposal of Global Portfolio Investments, S.L.

It is hereby stated that the effectiveness of the resolution is subject to obtaining the suitability verification and the corresponding regulatory authorizations.

Prior favourable report and at the proposal of the Appointments Committee:

5.7. Appointment of Ms. Carolina Martínez Caro, with the category of independent director

Appointment of Ms. Carolina Martínez Caro as member of the Board of Directors, with the status of independent director, for the statutory period of 3 years.

It is hereby stated that the effectiveness of the resolution is subject to obtaining the suitability verification and the corresponding regulatory authorizations.

As a consequence of the adopted resolutions, the number of members of the Company's Board of Directors remains set in 15.

SIX.- Amendment of Articles 8 and 11 of the Bylaws (*Estatutos Sociales*)

(The amendment of the two articles will be voted jointly).

A) Amendment of section 2 and suppression of section 3 of Article 8, which will have the following wording:

“Article 8. Issue of other securities

1. *The Company may issue promissory notes, preferred shares, subordinated debt, as well as other negotiable or non-negotiable securities that recognize or create debt different from those in the previous articles.*
2. *The competence to resolve on the issue and admission to trading of the securities referred to in this article, as well as to grant, if applicable, guarantees for the issue, will correspond to the Board of Directors.”*

B) Amendment of sections e) and j) of Article 11, without amendment to the other sections of the said article, which will have the following wording:

“Article 11. Duties of the General Meeting

The General Meeting shall adopt decisions on the matters that fall within its competence pursuant to the law and to the present Bylaws; specifically, it has the following duties:

- a) *to appoint and remove the Directors, as well as to assess and approve their performance without prejudice to the powers of appointment by co-option legally attributed to the Board of Directors;*
- b) *to appoint and remove the account auditors;*
- c) *to approve, if appropriate, the annual accounts and to resolve on the allocation of profits;*
- d) *to approve the distribution of dividends in cash or in kind without prejudice to the distribution of interim dividends legally attributed to the Board of Directors, on the terms set in Article 31 of the present Bylaws.*
- e) *to resolve on the issue of debentures (obligaciones) or other securities convertible to shares or which give holders a share in the corporate profit;*
- f) *to resolve to increase or reduce the share capital and to issue securities convertible to or exchangeable by shares;*
- g) *to approve transactions of corporate restructuring (merger, splitoff, subsidiarisations, transformation, overall assignment of assets and liabilities and any other transaction similar to the previous);*
- h) *to approve, if appropriate, the Regulation on the Operation of the General Meeting;*
- i) *to approve any other amendment to the company bylaws without prejudice to the authority to change the registered office within the same municipal district legally attributed to the Board of Directors;*
- j) *to authorize the Board of Directors and to delegate to it powers related to the share capital increase and issue of debentures or other securities convertible to shares or which give holders*

a share in the corporate profit, pursuant to that established in the applicable laws and in these Bylaws;

- k) to authorize the acquisition of own shares and transactions with them;*
- l) to resolve on the admission to trading of the Company's shares in any organized secondary market;*
- m) to resolve on the acquisition, disposal or contribution to other company of essential assets;*
- n) to resolve on the Company's dissolution or liquidation, as well as on those transactions whose effect is equivalent to liquidation of the Company; and*
- o) to decide on the matters that may be submitted by resolution of the Board of Directors;*
- p) to deliberate and resolve on any other matters determined by the Laws on companies and the specific laws on credit institutions or the company bylaws."*

It is hereby stated that, in accordance with the provisions of Articles 4.2.c) of the Law 10/2014 and 10 and 11.1 of the Royal Decree 84/2015 of 13 February, implementing the Law 10/2014 of 26 June, on the organization, supervision and solvency of credit institutions, the proposal to amend the bylaws is subject to obtaining the corresponding administrative authorization.

SEVEN.- Delegation to the Board of Directors of the power to issue debentures (*obligaciones*), bonds (*bonos*) and other non-convertible fixed-income securities, with the maximum limit of three thousand and five hundred million euros (3,500,000,000), as well as to develop a promissory notes programme, with the maximum limit of one thousand and five hundred million euros (1,500,000,000), leaving without effect, in the amount not yet used, the delegation related thereto granted by resolution adopted at the Annual General Meeting held on 27 April 2018.

Delegation to the Board of Directors for it to be able, subject to the applicable legal provisions and to previously obtaining the authorizations that may be required, where applicable, to issue negotiable securities non-convertible into shares, in accordance with the following conditions:

a) Securities to be issued.- The negotiable securities referred to in this delegation may be fixed income securities or debt instruments of similar nature non-convertible into Unicaja Banco shares, in any of the forms admitted by Law, including simple bonds (*bonos*) or debentures (*obligaciones*) (senior or subordinate of any kind), promissory notes, covered bonds (*cédulas*), preferred shares or warrants (which may be settled by physical delivery or by cash differences).

b) Term.- The issue of the securities under this delegation may be carried out in one or more issues, single or open, individual or under issue programmes, putting them into circulation simultaneously or gradually during one or various financial years, within the maximum term of five years from the date of adoption of this present resolution.

c) Maximum amount of the delegation.-

(i) The total maximum amount of the issue(s) of simple bonds (*bonos*) or debentures (*obligaciones*) and other fixed income securities (other than promissory notes) agreed under this delegation will be THREE THOUSAND AND FIVE HUNDRED MILLION (3,500,000,000) EUROS or its equivalent in another currency.

(ii) The outstanding balance of the promissory notes issued under this delegation shall not exceed at any time ONE THOUSAND AND FIVE HUNDRED MILLION (1,500,000,000) EUROS or its equivalent in another currency. This limit is independent from that established in section (i) above.

d) Admission to trading.- Unicaja Banco 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, as broadly as may be required by Law, 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.

Under the delegation of powers of this present resolution, it is agreed to grant powers to the Board of Directors for it to be able to, in the way that it considers more appropriate and including but not limited to, the following:

i) Set out, fix and determine each and any of the terms, features and conditions of all the debt issues carried out by Unicaja Banco, under this resolution, including but not limited to, the amount -within the mentioned overall limits-; the place of issue -in Spain or abroad- and the currency, with the euro equivalence thereof if made in foreign currency; the denomination of the securities; the interest rate; the issue price; the nominal value of each issue; the dates and procedures for the coupon payment; whether the issues are perpetual or for a certain period and, in this latter case, the maturity date; whether the securities can be redeemable or not (and, should they be, whether redemption includes or not the return of the principal) and, when applicable, the timing and cases for redemption (total or partial) and, if applicable, the circumstance of being securities necessarily redeemable with or without return of the principal and interests, even with contingent nature, and the possible events for restitution of the principal; the type of reimbursement, premiums and lots, guarantees, including mortgages; their representation by certificates -simple or multiple, nominative or to the bearer- or by book entries; and, in general, any other condition of the issue, as well as to determine all those topics not provided for in this resolution, and also, where applicable, to appoint the Commissioner and to approve the fundamental rules that may govern the legal relationships between Unicaja Banco and the Syndicate of holders of the securities issued that, if applicable, may exist.

ii) Appoint the person or persons who, in the name of and representing Unicaja Banco, will be able to grant and execute public and private documents that may be required, and to sign certificates -single or multiple-, whose signatures have to be printed, stamped or mechanically validated.

iii) Concur, through the appointed person or persons, before the corresponding entities and bodies, for the registration of the corresponding prospectus, registration document, base note or

any other document required by the applicable regulations, as well as to request authorization of the issues or of the issue programmes, and for the launch and distribution of securities.

iv) Carry out the necessary actions to request, if applicable, through the appointed person or persons, the admission of the securities to trading in secondary markets, official or not, organized or not, in Spain or abroad.

v) Carry out, in accordance with the Company's Bylaws and the applicable legislation, and in the exercise of the broad powers granted, all such actions that may be convenient or necessary for the successful outcome of the issues.

The delegation includes, as well, authorization to the Board of Directors to delegate, in accordance with that established in Article 249 bis of the Corporate Enterprises Act, these powers, totally or partially, to the Executive Chairman, the CEO or the person or persons that it deems convenient jointly or severally.

The present delegation of powers to the Board of Directors replaces the authorization granted, to carry out issues of financial instruments and to set out issue programmes, by the Annual General Meeting of Shareholders held on 26 April 2018, with regard to the amounts which have not been used yet. The issues and/or issue programmes which have been agreed prior to the date of this Meeting will continue to be covered by the said authorization.

Additionally, the present delegation of powers to the Board of Directors will be without effect, in relation to the amounts not yet used, when, if approved, the amendment of Articles 8 and 11 of the Bylaws proposed under item SIX of the Agenda of the Annual General Meeting is registered, as from that moment the Board of Directors will have the competence to agree on the issue and admission to trading of the securities covered by this delegation. The issues and/or issue programmes agreed prior to the registration date of the said amendment to the bylaws will continue to be covered by this authorization.

EIGHT.- Policy on the Remuneration of Directors of Unicaja Banco, S.A. for the period 2021-2023. Approval of informative supplement.

Approval of the Informative Supplement to the Policy on the Remuneration of Directors of Unicaja Banco, S.A., for the period 2021-2023.

NINE.- Advisory vote on the Annual Report on the Remuneration of Directors corresponding to the financial year ending on 31 December 2021.

Approval, with advisory nature, of the Annual Report on the Remuneration of Directors of Unicaja Banco, S.A., corresponding to the financial year ending on 31 December 2021.

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

- A) Delegation 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 powers received from this General Meeting, both under the preceding resolutions and under this resolution Ten.
- B) Delegation to the Chairman, Mr. Manuel Azuaga Moreno, to the CEO, Mr. Manuel Menéndez Menéndez, 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 filing to the Trade Register, for its registration, of the certification of the resolutions approving the individual and consolidated annual accounts, attaching the documents that may be necessary until obtaining the corresponding registration, 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.
