



# **EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS 2023**

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

**MALAGA, 6 OCTOBER 2023**

**ONE.- Ratification and appointment of Directors. Maintenance of vacancy and of the number of members of the Board of Directors.**

(Each one of the proposed resolutions will be voted separately.)

Prior favorable report from the Appointments Committee:

**1.1. Ratification and appointment of Mr. Isidro Rubiales Gil as executive director.**

Ratification of the appointment as director of Mr. Isidro Rubiales Gil, agreed by the Board of Directors at its meeting held on 31 July 2023, with the category of executive director, and appointment as director, with the said category, for the statutory period of 3 years.

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

**1.2. Ratification and appointment of Ms. Rocío Fernández Funcia as independent director.**

Ratification of the appointment as director of Ms. Rocío Fernández Funcia, agreed by the Board of Directors at its meeting held on 10 July 2023, with the category of independent director, and appointment as director, with the said category, for the statutory period of 3 years.

**1.3. Ratification and appointment of Mr. Antonio Carrascosa Morales as independent director.**

Ratification of the appointment as director of Mr. Antonio Carrascosa Morales, agreed by the Board of Directors at its meeting held on 10 July 2023, with the category of independent director, and appointment as director, with the said category, for the statutory period of 3 years.

**1.4. Ratification and appointment of Ms. Inés Guzmán Arrue as independent director.**

Ratification of the appointment as director of Ms. Inés Guzman Arrue, agreed by the Board of Directors at its meeting held on 20 July 2023, with the category of independent director, and appointment as director, with the said category, for the statutory period of 3 years.

**1.5. Ratification or, if applicable, appointment of Ms. Nuria Aliño Pérez as independent director.**

[Option A]

Ratification of the appointment as director of Ms. Nuria Aliño Pérez, agreed by the Board of Directors at its meeting held on 20 July 2023, with the category of independent director and appointment as director, with the said category of proprietary director, for the statutory period of 3 years.

[Option B]

Appointment as director of Ms. Nuria Aliño Pérez, with the category of independent director, for the statutory period of 3 years.

The effectiveness of this appointment is conditional upon obtaining the regulatory authorizations provided for in Law 10/2014 of 26 June, on the organization, supervision and solvency of credit institutions, in Council Regulation (EU) No. 1024/2013 of 15 October 2013 and in Regulation (EU) No. 468/2014 of the European Central Bank with regard to suitability.

Voting of options A or B:

Option A will be submitted to a vote under this item of the agenda in the event that, at the date of the General Meeting, Ms. Nuria Aliño Pérez has obtained the favorable supervisory assessment and has joined the Board of Directors of the Company; otherwise, option B will be submitted to a vote.

**1.6. Maintenance of vacancy and of the number of members of the Board of Directors.**

To leave unfilled and temporarily maintain the vacancy caused by the resignation to the position of director presented by Mr. David Vaamonde Juanatey, as the Company has started a process to select a new independent director and it has not been ended as of the date of call to this Extraordinary General Meeting of Shareholders, expressly authorizing the Board of Directors to fill this vacancy by co-option, which will be, if applicable, submitted for ratification at the next General Meeting of Shareholders.

To maintain in fifteen the number of members of the Board of Directors of the Company.

**TWO.- Remuneration of Directors**

(The proposed resolutions 2.1, 2.2 and 2.3 will be voted separately.)

**2.1. Approval of the Policy for the Remuneration of directors to be applied from its date of approval and during the years 2024, 2025 and 2026.**

Approval, prior favourable report of the Remuneration Committee and at the proposal of the Board of Directors, of the Policy for the Remuneration of directors, to be applied from its date of approval and during the years 2024, 2025 and 2026.

**2.2. Determination of the maximum annual remuneration for the whole of directors in their capacity as such.**

Setting in 1,950,000 euros the maximum amount of the annual remuneration for the whole group of directors in their capacity as such, that is, without considering the remuneration for the performance of executive functions. The said maximum amount will be applicable from its approval and during the year 2024. The amount will be updated for the financial years 2025 and 2026 according to the percentage of salary review established in the collective agreement applicable to the employees of the Company, and it will be in force until amended by resolution of the General Meeting of Shareholders.

**2.3. 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 validity period of the Policy for the Remuneration of directors and, provided compliance with the conditions set to that aim, a number of shares equivalent to a total overall maximum of shares of up to 1,260,648 euros, with up to 964,408 euros corresponding to short-term variable remuneration (up to 296,240 euros for each full year and up to 75,688 euros for the proportion of the year 2023 in which this Policy will be in force), and up to 296,240 euros corresponding to long-term variable remuneration.

The amount corresponding to short-term remuneration for each year will be updated according to the percentage of salary review established in the collective agreement applicable to the employees of the Company, resulting in the corresponding update of the overall maximum amount during the whole validity period of the 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 scheme 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 scheme 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 scheme of variable remuneration in shares.

- (h) To adapt the contents of the scheme 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 scheme of variable remuneration in shares and of the adopted resolution.

**THREE.- 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 three.
- B) To delegate to the Chairman Mr. Manuel Azuaga Moreno, to the CEO, Mr. Isidro Rubiales Gil, to the Secretary of the Board of Directors, Ms. Natalia Sánchez Romero, and to the Vice-Secretary non-director, 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; and (ii) 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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