



ANNUAL GENERAL MEETING OF SHAREHOLDERS 2023

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

MALAGA, 23 FEBRUARY 2023

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 2022.

(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), drawn up 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 2022, 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), drawn up 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 2022, 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 2022.

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 2022, prepared by the Board of Directors and verified by an independent provider of verification services.

THREE.- Approval of the Board of Directors' management during the financial year ending on 31 December 2022.

Approval of the management of the Board of Directors of Unicaja Banco, S.A., corresponding to the financial year ending on 31 December 2022.

FOUR.- Approval of the proposed allocation of profit corresponding to the financial year ending on 31 December 2022.

Approval of the following proposal for distribution of profit of Unicaja Banco, S.A. corresponding to the financial year ending on 31 December 2022, stated by the Board of Directors:

(a) To voluntary reserves: 106,482,838.81 euros.

(b) To dividends: 128,576,240.22 euros⁽¹⁾.

Total: 235,059,079.03 euros.

The payment of dividends is expected to be made on 14 April 2023.

⁽¹⁾ (0.048431 euros gross per share)

FIVE.- Appointment and ratification of Directors

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

Prior favourable report of the Appointments Committee and at the proposal of Fundación Bancaria Unicaja:

5.1. Appointment of Mr. Juan Antonio Izaguirre Ventosa as proprietary director, to replace Ms. Petra Mateos-Aparicio Morales.

Appointment of Mr. Juan Antonio Izaguirre Ventosa as director, with the category of proprietary director, for the statutory period of 3 years and to replace Ms. Petra Mateos-Aparicio Morales.

This appointment shall be effective at the end of this General Meeting of Shareholders and shall be 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.

Ms. Petra Mateos-Aparicio Morales will cease to hold office at the end of this General Meeting of Shareholders.

5.2. Appointment of Mr. José Ramón Sánchez Serrano as proprietary director, to replace Mr. Manuel Muela Martín-Buitrago.

Appointment of Mr. José Ramón Sánchez Serrano as director, with the category of proprietary director, for the statutory period of 3 years and to replace Mr. Manuel Muela Martín Buitrago.

This appointment shall be effective at the end of this General Meeting of Shareholders and shall be 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.

Mr. Manuel Muela Martín-Buitrago will cease to hold office at the end of this General Meeting of Shareholders.

5.3. Appointment of Ms. Natalia Sánchez Romero as proprietary director, to replace Ms. Teresa Sáez Ponte.

Appointment of Ms. Natalia Sánchez Romero as director, with the category of proprietary director, for the statutory period of 3 years and to replace Ms. Teresa Sáez Ponte.

This appointment shall be effective at the end of this General Meeting of Shareholders and shall be 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.

Ms. Teresa Sáez Ponte will cease to hold office at the end of this General Meeting of Shareholders.

5.4. Ratification or, if applicable, appointment of Mr. Miguel González Moreno as proprietary director, to replace Mr. Juan Fraile Cantón.

[Option A]

Ratification of the appointment as director of Mr. Miguel González Moreno, agreed by the Board of Directors at its meeting held on 27 January 2023, with the category of proprietary 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 Mr. Miguel González Moreno, with the category of proprietary director, for the statutory period of 3 years and to replace Mr. Juan Fraile Cantón.

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.

Mr. Juan Fraile Cantón will cease to hold office when, once the mentioned regulatory authorizations have been obtained, the acceptance of Mr. Miguel González Moreno takes place.

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, Mr. Miguel González Moreno has obtained the favourable supervisory evaluation and has joined the Board of Directors of the Company; otherwise, option B will be submitted to a vote.

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

5.5. Ratification of Mr. Isidoro Unda Urzaiz as independent director.

Ratification of the appointment as director of Mr. Isidoro Unda Urzaiz agreed by the Board of Directors at its meeting held on 29 April 2022, with the category of independent director, and appointment as director, with the said category of independent director for the statutory period of 3 years.

5.6. Ratification of Ms. María Teresa Costa Campi as independent director.

Ratification of the appointment as director of Ms. María Teresa Costa Campi agreed by the Board of Directors at its meeting held on 29 July 2022, with the category of independent director, and appointment as director, with the said category of independent director for the statutory period of 3 years.

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

SIX.- Designation of the statutory auditor of the Company and its Consolidated Group for the years 2024, 2025 and 2026.

At the proposal made by the Audit and Regulatory Compliance Committee, approval of the designation as statutory auditors of Unicaja Banco and its consolidated Group, for the years 2024, 2025 and 2026, of the firm KPMG Auditores, S.L., with registered address in Madrid, Paseo de la Castellana, 259 C, and tax code B-78510153, registered in the Official Registry of Statutory

Auditors with the number S0702, in the Registro de Sociedades del Instituto de Censores Jurados de Cuentas with the number 10 and in the Trade Register of Madrid, in volume 11.961, folio 90, section 8, sheet M-188.007.

The Board of Directors, in submitting this proposal to the General Meeting of Shareholders, has followed the recommendation made by the Audit and Compliance Committee following the process carried out in accordance with the applicable regulations.

SEVEN.- Advisory vote on the Annual Report on the Remuneration of Directors corresponding to the financial year ending on 31 December 2022.

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 2022.

EIGHT.- 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 Eight.
- B) Delegation to the Chairman, Mr. Manuel Azuaga Moreno, to the CEO, Mr. Manuel Menéndez Menéndez 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; (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.
