

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2024

Full text of the proposed resolutions submitted by the Board of Directors



Malaga, 29 February 2024

ANNUAL GENERAL MEETING OF SHAREHOLDERS 2024

PROPOSED RESOLUTIONS

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 2023.

(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 2023, 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 2023, 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 2023.

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 2023, 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 2023.

Approval of the management of the Board of Directors of Unicaja Banco, S.A., corresponding to the financial year ending on 31 December 2023.

FOUR.- Approval of the proposed allocation of profit corresponding to the financial year ending on 31 December 2023.

Approval of the following proposal for distribution of profit of Unicaja Banco, S.A. corresponding to the financial year ending on 31 December 2023, stated by the Board of Directors:

(a)	To voluntary reserves:	140.558.744,68 euros.
(b)	To dividends:	132.003.630,24 euros ⁽¹⁾ .
	Total:	272.562.374,92 euros

The payment of dividends is expected to be made on 19 April 2024.

⁽¹⁾ (0,049722 euros gross per share)

Five.- Appointment, re-election and ratification of Directors.

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

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

5.1. Ratification or, if applicable, appointment of Mr. José Sevilla Álvarez as director, with the category of independent director.

[Option A]

Ratification of the appointment as director of Mr. José Sevilla Álvarez, agreed by the Board of Directors at its meeting held on 2 February 2024, with the category of independent director and appointment as director, with the said category of independent director, for the statutory period of 3 years.

[Option B]

Appointment as director of Mr. José Sevilla Álvarez, with the category of independent director, for the statutory period of 3 years.

It is noted that effectiveness of this resolution is conditional upon obtaining the corresponding suitability verification and regulatory authorizations.

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. José Sevilla Álvarez 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.

5.2. Re-election of Ms. María Luisa Arjonilla López as director, with the category of independent director.

Re-election of Ms. María Luisa Arjonilla López as director, with the category of independent director, for the statutory period of 3 years.

Prior favorable report of the Appointments Committee:

5.3. Appointment of Mr. Víctor Covián Regales as director, with the category of proprietary director, at the proposal of Fundación Bancaria Caja de Ahorros de Asturias.

Appointment of Mr. Víctor Covián Regales, with the category of proprietary director, for the statutory period of 3 years, at the proposal of [Fundación Bancaria Caja de Ahorros de Asturias].

It is noted that the effectiveness of this resolution is conditional upon obtaining the corresponding suitability verification and 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.- Share capital reduction by means of the redemption of own shares, with a charge to unrestricted reserves. Amendment of Article 5 of the Bylaws. Delegation to the Board of Directors with power of substitution.

Share capital reduction after obtaining, where appropriate, the corresponding regulatory authorizations, up to a maximum amount of TWENTY-FIVE MILLION TWO HUNDRED TWENTY THOUSAND NINE HUNDRED AND EIGHTEEN EUROS (25,220,918.00 €), corresponding to ONE HUNDRED MILLION EIGHT HUNDRED EIGHTY-THREE THOUSAND SIX HUNDRED AND SEVENTY-TWO (100,883,672) shares with a nominal value of TWENTY-FIVE CENTS OF EURO (0.25 €), representing 3.8% of the share capital, through the redemption of own shares that have been derivatively acquired by the Company under the authorization granted by the Annual General Meeting of Shareholders held on 31 March 2021 in item nine of the agenda, through any mechanism, for the purpose of being redeemed, all in accordance with the provisions of the applicable legislation and regulations, as well as with the limitations that may be established by any competent authorities (the "Capital Reduction").

The final amount of the Capital Reduction will be set by the Board of Directors, with express power of substitution in the terms to be determined below, within the maximum limit indicated and based on the final number of shares that have been acquired and that the Board of Directors decides to redeem in accordance with its delegated powers.

Given that the purpose of the Capital Reduction is the redemption of own shares held by the Company itself, there will be no repayment of contributions.

The Capital Reduction will be carried out with a charge to unrestricted reserves and the Company will post a reserve for redeemed capital for an amount equal to the nominal value of the redeemed shares, the use of which, pursuant to article 335 c) of the Corporate Enterprises Act, will only be possible with the same requirements as those set forth for reducing share capital, and therefore, in accordance with the said provision, the company creditors shall not be entitled to the right to challenge reductions referred to in article 334 of the Corporate Enterprises Act.

For the purposes of Article 411.1 of the Corporate Enterprises Act, it is hereby noted that the consent of the bondholders of the outstanding bonds is not required, as the initial proportion between the total capital plus Company reserves and the amount of unredeemed bonds will not be modified.

The period for the implementation of the Capital Reduction will be until the date on which the next Annual General Meeting of Shareholders is held, and the part not executed as from that date will remain without effect.

The Board of Directors is empowered to, as broadly as may be necessary in Law, with express power of substitution, when it is legally possible, in the Chairman of the Board of Directors, the CEO, the Secretary of the Board of Directors, the Vice-Secretary Non-Director of the Board of Directors, and any other person to whom the Board expressly grants power to execute all or part of the Capital Reduction, in one or several times, within the execution period set, and in the manner that is deemed as most appropriate, being able, in particular and without limitation:

- (i) Execute the Capital Reduction, determining the number of shares to be redeemed in each execution, if partial.
- (ii) To resolve not to execute all or part of the resolution if, in the end, no acquisition of own shares is made for the purpose of redemption or if, having acquired them for that purpose, the conditions of the market or the Company or any other circumstance of social or economic importance, make it advisable for reasons of corporate interest or prevent its execution; in any case, informing at the next Annual General Meeting of Shareholders of such decision.
- (iii) To declare closed each of the partial executions of the Capital Reduction finally agreed, setting, as the case may be, the definitive number of shares to be redeemed in each execution and, therefore, the amount by which the capital share of the Company must be reduced in each execution, all subject to the limits established in this resolution.
- (iv) To redraft Article 5 of the Bylaws, regarding capital share, in order to adapt it to the result of the Capital Reduction.
- (v) To perform such acts and execute such documents, public or private, as may be necessary or convenient for the execution and formalization of the Capital Reduction, which includes supplementing or correcting defects or omissions that could prevent its full effectiveness.
- (vi) To publish as many announcements as may be necessary or convenient in relation to the Capital Reduction and each of its executions, and to carry out all the necessary actions for the effective redemption of the shares referred to in this resolution.
- (vii) To request and carry out such formalities and actions as may be necessary to delist the redeemed shares from trading on the Madrid, Barcelona, Bilbao and Valencia Stock Exchanges, through the Sistema de Interconexión Bursátil (Continuous Market) and the cancellation of the corresponding accounting records of "Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. Unipersonal" (IBERCLEAR).

- (viii) To set the terms and conditions of the capital reduction in all matters not provided for in this resolution, and to take any action necessary or convenient for its effectiveness.

Seven.- Advisory vote on the Annual Report on the Remuneration of Directors corresponding to the financial year ending on 31 December 2023.

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 2023.

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 (i) to 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 the CEO 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. Isidro Rubiales Gil, to the Secretary of the Board, 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; (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.

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