

**PROTOCOL FOR THE
MANAGEMENT OF THE
FINANCIAL PARTICIPATION
OF FUNDACIÓN BANCARIA
UNICAJA IN UNICAJA
BANCO, S.A.**

This document is a translation for information purposes. In case of discrepancy, the Spanish original will prevail.

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1. Regulatory Framework

Article 43 of the Spanish Law 26/2013, of 27 December, on savings banks and banking foundations (hereinafter, the ‘**Law on Savings Banks and Banking Foundations**’) provides that banking foundations with a financial participation of at least 30% of the capital of a credit institution shall prepare a protocol for managing the financial participation. The said protocol shall regulate, at least, the following:

- a) the basic criteria of strategic nature guiding the management by the banking foundation of its stake in the credit institution.
- b) The relations between the banking foundation’s board of trustees (*patronato*) and the governing body of the investee credit institution, including, among others, the criteria for the election of directors, who shall respect the principles of good repute and professional honorability established in article 3.2 of the Law on Savings Banks and Banking Foundations.
- c) The general criteria to carry out transactions between the banking foundation and the investee institution and the mechanisms established to avoid potential conflicts of interest.

The mentioned Article 43 of the Law on Savings Banks and Banking Foundations has been implemented by the Norms 3-5 of the Bank of Spain’s Circular 6/2015, of 17 November, to Savings Banks and Banking Foundations, on different aspects of the remuneration and corporate governance reports of Savings Banks which do not issue securities admitted to trading in official securities markets and on the obligations of Banking Foundations arising from their participation in credit institutions (‘**Circular 6/2015**’).

Given the stake that Fundación Bancaria Unicaja (hereinafter, ‘**the Foundation**’) has in the share capital of Unicaja Banco, S.A. (hereinafter, ‘**Unicaja Banco**’), currently standing at 30.2%, in compliance with that established in the mentioned regulation, as well as in Article 27 of its Bylaws, the Foundation must prepare a Protocol for the Management of the Financial Participation of the Foundation in Unicaja Banco (‘**the Protocol**’). The present document updates and replaces the Protocol dated 28 April 2019¹, and is to be submitted to the Bank of Spain.

2. Background

Fundación Bancaria Unicaja was created as a consequence of the process of transformation of Monte de Piedad y Caja de Ahorros de Ronda, Cádiz, Almería, Málaga, Antequera y Jaén (Unicaja) into a Banking Foundation, pursuant to the provisions of the Law on Savings Banks and Banking Foundations, in accordance with the resolution of the General

¹ The said Protocol was ratified, updating some data, by the Board of Trustees (Patronato) in May 2020, having informed the Bank of Spain of the said ratification.

Assembly of the mentioned Institution, in an extraordinary meeting held on 31 October 2014, as registered in public deed, executed on the same day. The Foundation maintains the legal personality of Monte de Piedad y Caja de Ahorros de Ronda, Cádiz, Almería, Málaga, Antequera y Jaén (Unicaja), as it comes from the transformation of the latter.

Fundación Bancaria Unicaja was registered on 24 November 2014 in the Register of Foundations (Registro de Fundaciones) of the Spanish Ministry of Education, Culture and Sports, with registration number 1.696 (Orden ECD/2312/2014, of 24 November, registering Fundación Bancaria Unicaja in the Register of Foundations, published on the official gazette (BOE) number 299, of 11 December 2014).

Fundación Bancaria Unicaja, in turn, has succeeded Monte de Piedad y Caja de Ahorros de Ronda, Cádiz, Almería, Málaga, Antequera y Jaén (Unicaja), following its transformation into Banking Foundation, as the founding institution of Fundación Unicaja, of Fundación Unicaja-Ronda and of Fundación Unicaja-Jaén (Fundación Social Caja Provincial de Ahorros de Jaén), all of them with a specific vocation and profile of action. These three Foundations are instruments of Fundación Bancaria Unicaja for the development of its Welfare Project (*Obra Social*).

The registered address of Fundación Bancaria Unicaja has been set in Malaga, Plaza de la Marina, no. 3, and its main area of action reaches the Autonomous Community of Andalusia and the province of Ciudad Real, without prejudice to the activities that it may develop in other areas of Spain or abroad.

The essential purpose of Fundación Bancaria Unicaja, under that established in article 5.1 of its Bylaws, is fostering and developing welfare projects and charity, assistance, teaching and/or cultural activities. Likewise, section two of the mentioned article sets that the Foundation shall direct its main activity to the attention and development of the welfare project and to the appropriate management of its stake in Unicaja Banco.

Unicaja Banco is a banking institution established on 1 December 2011 by Monte de Piedad y Caja de Ahorros de Ronda, Cádiz, Almería, Málaga, Antequera y Jaén (Unicaja) for the indirect exercise of its financial activity, in accordance with Article 5 of the Royal-Decree Law 11/2010 of 9 July, on governing bodies and other aspects of the legal regime of Savings Banks.

Unicaja Banco, with registered office in Málaga, Avenida de Andalucía, 10-12, is registered in Málaga Trade Register, Volume 4952, Book 3859, Section 8, Sheet MA111580, page 1, First Registration, and in the Special Register of the Bank of Spain, under the number 2103.

Unicaja Banco's corporate purpose (Article 3 of its Bylaws) is to carry out all kind of activities, transactions, acts, contracts or services within the banking business, in general or directly or indirectly related to it, or complementary thereto, or that may be a

development of it, provided that they are permitted or not prohibited by the current legislation.

As it has been said, the Foundation currently holds 30.2% of the share capital of Unicaja Banco.

In 2021, the Extraordinary General Meeting of Shareholders of Unicaja Banco, held on 31 March, approved the merger by absorption of Liberbank, S.A. (Liberbank – absorbed company) by Unicaja Banco (absorbing company) with extinction, via dissolution without liquidation, of Liberbank, and the transfer *en bloc* of all its equity to Unicaja Banco, which acquired, by universal succession, all the equity and the rights and obligations of the absorbed company, in the terms and conditions set in the common draft terms of merger subscribed by the directors of Unicaja Banco and Liberbank on 30 December 2020.

Once said corporate transaction has been executed, the stake of the Foundation in the share capital of Unicaja Banco stood at 30.2%, what involved the loss of its condition as controlling shareholder.

3. Principles and purposes of the Protocol for the Management of the Financial

Participation

The basic principles of the framework where the action of Fundación Bancaria Unicaja, in its condition of reference shareholder of Unicaja Banco, shall take place are the following:

- To carry out an appropriate management of the financial participation in Unicaja Banco, aimed at a sound and prudent management of the said Bank, driven by the corporate interest in the maximization on a sustained basis of the value of the said business, observing the provisions on solvency of the Law 10/2014 of 26 June on the regulation, supervision and solvency of credit institutions, and in its regulations, approved by Royal Decree 84/2015, of 13 February, implementing the Law 10/2014 of 26 June on the regulation, supervision and solvency of credit institutions, and other applicable provisions. In this sense, considering the high solvency levels of Unicaja Banco, which place it as one of the most capitalized institutions of the banking sector, efforts will be made to obtain appropriate profitability for shareholders.
- To work, insofar as possible, to ensure that Unicaja Banco continues to maintain solid corporate governance procedures, observing the national and international norms, principles and standards in force at any time. In particular, it will seek that the credit institution has at any time a clear organizational structure, efficient risk control procedures, adequate internal control mechanisms, and remuneration policies and practices compatible with an adequate and efficient risk management.

- To give continuity to and to preserve, within full respect to the new legal framework in force, the legacy received from Monte de Piedad y Caja de Ahorros de Ronda, Cádiz, Almería, Málaga, Antequera y Jaén (Unicaja).

In this sense, Fundación Bancaria Unicaja, where Monte de Piedad is integrated, shall promote the maintenance and development of its Welfare Project (*Obra Social*), guided by the social vocation which has characterized its work for over one century.

- Likewise, as a reference shareholder of Unicaja Banco, Fundación Bancaria Unicaja shall arrange for the financial activity of the former to be adapted, essentially, to the traditional model of commercial banking, close to families and SMEs, meeting their financial needs and contributing to the harmonic economic and social development of the areas where it operates.

Therefore, the purposes of this Protocol are:

- To establish the basic strategic criteria in relation to the holding and management of the stake of the Foundation in Unicaja Banco, aimed at maintaining capitalization levels which comfortably cover all the regulatory and supervisory requirements, thus enhancing its viability and capacity to generate return recurrently, for the profit of its shareholders and other stakeholders.
- To describe the terms for proposing the members of the Board of Directors corresponding to Fundación Bancaria Unicaja at the Board of Directors of Unicaja Banco.
- To describe the general criteria to carry out transactions between both institutions.
- To consider the mechanisms to avoid potential conflicts of interest between the Foundation and Unicaja Banco, as well as other potential conflicts of interest between Unicaja Banco and different levels therein or stakeholders related to the Bank.
- To allow the use, if applicable, by Unicaja Banco, under the conditions and for the period that may be set, of intellectual and industrial property rights owned by Fundación Bancaria Unicaja.
- To set the channels to assist and cooperate for the development, by Monte de Piedad, of the granting and management of pledged loans.
- To regulate the information flows that, for different reasons, take place regularly and also occasionally, between Unicaja Banco and Fundación Bancaria Unicaja, and which allow the preparation of the financial statements and the compliance with obligations of periodic reporting to the Bank of Spain, to the European Central Bank and other supervisory authorities. It is hereby stated that the mentioned flows shall, in any case, meet the legitimate needs of information that Fundación Bancaria

Unicaja may have, for the adequate and timely compliance with its obligations as banking foundation, in accordance with the applicable regulations.

4. Basic strategic criteria governing the management of the stake of Fundación

Bancaria Unicaja in Unicaja Banco

As it has been said in section 2 above, due the effectiveness of the merger by absorption of Liberbank, S.A. (Liberbank – absorbing company) by Unicaja Banco (absorbing company), the Foundation lost its condition as controlling shareholder of Unicaja Banco in 2021.

The Foundation understands that the mentioned corporate transaction offers a set of potentialities that, always through an appropriate management, can result in a significant generation of value for shareholders.

This transaction has led to set the fifth bank in the Spanish financial systems by volume of assets and gathers the business of twenty former savings banks, with nearly 150 years of continuous and permanent service to the economy and the society in our country. The Foundation considers that, once the integration was executed, Unicaja Banco, which has maintained its registered address in Malaga, has a major role in conserving that rich historic legacy of service, adapting it to the request and demands of our time, on the basis of its long and proven solvency, efficiency and profitability position.

All of the above with the mission that Unicaja Banco is financially efficient in the long term, with a view to the dividends that it distributes are adequate and sustainable over time and, in our specific case, allow us to cover properly the objectives of the Foundation.

In any case, the exercise by the Foundation of its rights as shareholder of Unicaja Banco will always be orientated to ensure, to the best of its abilities, a sound and prudent management of the said institution and the application of the best good governance standards.

4.1. Purpose of the stake in Unicaja Banco

The purpose of the stake, in accordance with the purposes of the Foundation itself, is projected in two directions: a) to favour the continuity of an efficient and solvent commercial banking, with a profitability-risk profile adequate to the goals of its shareholders; and b) to work for the development of this activity to be consistent with the principles and criteria of social and financial responsibility that must guide its action.

In this sense, Fundación Bancaria Unicaja, as significant shareholder, shall strictly comply with the principles set forth in the regime of qualifying holdings included in the Law 10/2014 of 26 June on the regulation, supervision and solvency of credit institutions and in

its regulations, approved by Royal Decree 84/2015, of 13 February, implementing the Law 10/2014, of 26 June, on the regulation, supervision and solvency of credit institutions, as well as in the regulations governing the Securities Market.

With regard to the principles governing the regime of qualifying holdings in credit institutions, Fundación Bancaria Unicaja will work for Unicaja Banco to maintain Unicaja's traditional profile, characterized by the effective assumption of a culture of prudence in the management of the different risk types, orientated to the development of an activity focused mainly on commercial banking.

This general action framework, financially sustainable and efficient, is expected to contribute to the generation of returns for the owners of Unicaja Banco which, from the point of view of Fundación Bancaria Unicaja, make it possible to continue with the adequate attention to the Welfare Project provided over the years.

On the other hand, the stake in Unicaja Banco presents different synergies with regard to the Foundation's social vocation. So, the bank's dividend will continue to be the main funding source for its Welfare Project.

Furthermore, taking into account the management criteria described in section 3 above, the adequate management of Unicaja Banco and the maintenance of the business model inherited from Unicaja would contribute to the harmonic economic and social development of its home regions.

And, for Unicaja Banco, the development and progress to which the Foundation's Welfare Project contributes results in the improvement of the bank's image and reputation, which is linked as well to the brand Unicaja (owned by the Foundation).

4.2. Policy to be applied in relation to the allocation of profits by Unicaja Banco

As for the policy to be applied in Unicaja Banco with regard to its capitalization and liquidity, in line with the European-inspired regulations and with the supervision by the European Central Bank, within the framework of the Single Supervisory Mechanism, due to the 'significant' nature of the institution, in the terms set forth in the Council Regulation (EU) 1024/2013 of 15 October 2013, conferring specific tasks on the European Central Bank concerning policies relating to the prudential supervision of credit institutions, Fundación Bancaria Unicaja, from its significant position, is committed to exercise its voting rights, respecting the corporate interest of Unicaja Banco and within the legal limits, to preserve a style of governance and risk control and management ensuring, as it has been doing until now, the maintenance of high levels of solvency and liquidity, proven after comfortably passing, in recent years, several stress tests and assessment of assets, carried out by national and international authorities.

In this sense, it is important to take into account that Grupo Unicaja Banco presents high solvency levels, resulting in a surplus over the SREP CET1 and total capital requirements.

Without prejudice to the adaptation of the policy on dividends to the macroeconomic environment situation at any time, as Unicaja Banco is one of the most capitalized institutions in the banking sector, in the years to come efforts will be made for the distribution of dividends, in the different forms admitted in practice (payment in cash, fully or partially paid-in shares, etc.), to be based on the adequate recurring generation of profits for shareholders², with full respect to the requirements and limitations imposed by the capital requirement regulations and by the recommendations and provisions, if any, from the regulatory and supervisory institutions, as for the industry guidelines in force at any time for peer institutions. Likewise, the potential limitations that may arise from the commitments expressly assumed before the administrative, regulatory and supervisory authorities will be covered.

Fundación Bancaria Unicaja shall contribute to a satisfactory dividend distribution, as a general criterion, on the profit obtained in the year and once the different risks and contingencies that may exist at Unicaja Banco have been duly provisioned, taking into account for that purpose the opinion of the external auditor and of the regulatory and supervisory authority.

4.3. Agreements with other shareholders

As at the preparation of this Protocol, Fundación Bancaria Unicaja has not entered into any agreement with other shareholders of Unicaja Banca, and there are no limits to the voting rights that have a statutory or contractual nature.

5. Relations between Fundación Bancaria Unicaja and Unicaja Banco

5.1. Criteria for the election of the persons proposed as directors of Unicaja Banco

The body through which the will of the political rights corresponding to Fundación Bancaria Unicaja -inherent to the holding of shares in Unicaja Banco-, what expressly includes the direction of the voting right, is formed shall be the Board of Trustees (*Patronato*). The Board of Trustees, as the highest governing body of Fundación Bancaria Unicaja, will approve its position in the General Meeting of Shareholders of Unicaja Banco.

The Board of Trustees of Fundación Bancaria Unicaja shall propose a number of members of the Board of Directors of Unicaja Banco that is consistent with the stake that Fundación Bancaria Unicaja holds from time to time in the share capital of Unicaja Banco and, consequently, reserves the exercise of the right to proportional representation.

All of the above, in accordance with the provisions of article 243 of the Corporate Enterprises Act, and following the Recommendations 16 and 17 of the Good Governance

² In this sense, it is noted that the Prospectus approved by the CNMV on 15 June 2017, on the IPO of Unicaja Banco, included the Institution's commitment to increase the distribution of cash dividends in the coming years, in the terms and conditions therein provided.

Code of listed companies, which include certain special circumstances in the proportion between independent and proprietary directors in regard with those companies which, as the case of Unicaja Banco, are large cap companies where few equity stakes attain the legal threshold for significant shareholding or which, not having a large market capitalization, have a shareholding controlling over 30% of the share capital.

Under the provisions of article 43.1.b) of the Law on Savings Banks and Banking Foundations, the directors of Unicaja Banco proposed by Fundación Bancaria Unicaja shall respect the principles of good reputation, knowledge, experience and good governance required by the banking regulation, this is, by the Law 10/2014 of 26 June, on the regulation, supervision and solvency of credit institutions, and its implementing regulations.

Likewise, when preparing the corresponding proposals of Unicaja Banco's directors, Fundación Bancaria Unicaja shall consider the provisions in the Guide to fit and proper assessment of the European Central Bank and by the guidelines included in the Joint EBA-ESMA Guidelines 2017/12 on the assessment of the suitability of the management body and of key function holders.

In particular:

- Commercial and professional repute: it will be verified, as per the available information, that the candidate meets the necessary good repute requirements to carry out a sound and prudent management of the bank.
- Knowledge and experience: candidates with an adequate educational level will be selected, looking for profiles with knowledge and/or experience in areas of banking and financial services or in other areas of knowledge or experience which are relevant for the bank's activity. In particular, but not limited to, the theoretical and practical experience related to the following will be taken into account: banking, financial markets and insurances; legal requirements, regulatory framework and compliance; strategic planning and business planning of an institution; risk management; IT and security; accounting and auditing; assessment of the effectiveness of an institution's procedures; experience in important economic sectors for the bank's activities; or other areas relevant for the position to be carried out in the bank.

For the purposes of assessing the previous practical experience, the previously held positions shall be considered, and, in any of them, the term of office, size of the company, the responsibilities taken, the number of subordinates, the nature of the activities carried out, etc.

Also, in order to assess the required level of knowledge and experience, it will be considered whether it is expected that the potential candidate assumes an executive

or non-executive position in Unicaja Banco's Board of Directors. In this sense, following the criteria of the European Central Bank's guide, in the fit and proper assessment of a candidate to non-executive director, in addition to practical experience in senior management, the theoretical experience in banking and practical experience in the public or academic sector shall also be relevant.

Finally, in the assessment of potential candidates, the diversity of knowledge, experience and gender in the board of directors of Unicaja Banco collectively shall also be valued from time to time.

- Capacity to exercise good governance: the candidates must be in a position to exercise good governance of the bank, having the capacity to adopt sound and objective decisions. This requires, among other things, to avoid the existence of potential conflicts of interest that prevent the adequate fulfillment of their functions (e.g. arising from positions held in the past or in the present, or from personal, professional or economic relationships). In accordance with the criterion of the European Central Bank, there is a conflict of interest if the attainment of a member's interests may adversely affect the bank's interests.

On the other hand, it will be verified that the candidate has the capacity to dedicate sufficient time to performing his/her functions. For that purpose, the Foundation shall check that the selected candidates are in a position to comply with the limits to the maximum number of posts set in Article 26 of the Law 10/2014, of 26 June, on the ordering, supervision and solvency of credit institutions.

When selecting of the candidates to occupy a position in the Board of Directors of Unicaja Banco, the Board of Trustees of Fundación Bancaria Unicaja shall take into account the profile and the capacities of the candidates, so as to verify that they meet the conditions needed to exercise of the position.

Once the Board of Trustees has approved the proposal of a candidate(s) to be part of Unicaja Banco's Board of Directors, Fundación Bancaria Unicaja, as per the applicable regulations, shall address Unicaja Banco, informing of the proposal and providing the corresponding documents related to the candidate(s).

Unicaja Banco, in accordance with the provisions of Article 33.3 of the Royal Decree 84/2015, implementing Law 10/2014, once the compulsory procedures have been completed, shall notify the competent authority of the proposed appointment of new members of the Board of Directors and shall proceed, when applicable, to the registration in the corresponding registers.

Pursuant to Article 40.3 of the Law on Saving Banks and Banking Foundations, the position of trustee shall not be compatible with performing equivalent positions in the banking institution where the banking foundation is a shareholder, or in other institutions controlled

by the banking group, a limitation which is also included in Article 11.a) of the Bylaws of Fundación Bancaria Unicaja. This article states that the simultaneous exercise of the position of Trustee and member of the governing body of Unicaja Banco is not compatible, nor of institutions controlled by the latter or any other financial institution.

The specific persons proposed to perform as members of Unicaja Banco's board of Directors, in addition to meeting the mentioned requirements, shall work for the sound and prudent management of the banking institution to be accompanied by the social vocation that has characterized the traditional work of Unicaja.

5.2. Mechanisms to ensure the adequate communication and the exchange of information

Fundación Bancaria Unicaja, in accordance with to the Law on Savings Banks and Banking Foundations, must comply with obligations which involve, necessarily, gathering certain economic and financial information from Unicaja Banco, its activity being subject, for these purposes, to the supervision by the Bank of Spain.

The Foundation and the Bank have implemented the necessary means to duly comply with their respective information commitments, safeguarding confidentiality. The information provided will be supplied exclusively for compliance with the agreed purposes, and the necessary security measures shall be adopted. For these purposes, the rules of the securities markets which safeguard confidentiality and the use of the information exchanged by the parties will be applicable, when corresponding. In terms of inside information, the provisions of the Regulation (EU) No. 596/2014 of the European Parliament and of the Council, of 16 April 2014, on market abuse, shall be applicable.

If the exchange of information involves access to personal data whose treatment is responsibility of Fundación Bancaria Unicaja or Unicaja Banco, the provisions of the corresponding regulations on personal data protection will be applicable.

Consequently, both institutions shall provide, reciprocally, the information required for each of them to comply with their formal obligations, commitment developed in the Protocol on Information Flows between Unicaja Banco and Fundación Bancaria Unicaja, established for the purposes thereof and which regulates, among others, the following:

- Information needed for compliance with fiscal obligations.
- Information needed for compliance with accounting obligations.
- Information needed for compliance by FBU with its obligations as banking foundation.

- Information arisen from compliance with the '*Internal Protocol on Relations between Fundación Bancaria Unicaja and Unicaja Banco*', entered into by Fundación Bancaria Unicaja and Unicaja Banco on 1 December 2016.

The Protocol on Information Flows between Unicaja Banco and Fundación Bancaria Unicaja shall not be left without effect unilaterally insofar as the Foundation has a stake equal to or higher than 30% of Unicaja Banco's share capital, or which allows its control pursuant to the criteria set in article 42 of the Spanish Code of Commerce and, therefore, must comply with the obligation to approve a management protocol and a financial plan in the terms required by the Law 26/2013 and related regulations.

Finally, it is hereby stated that the mentioned information flows shall, in any case, meet the legitimate needs of information that Fundación Bancaria Unicaja may have for the adequate and timely compliance with its obligations as banking foundation, in accordance with the applicable regulations.

6. General criteria for the provision of intra-group services

6.1. Provision of intra-group services

Under the provisions of the previously mentioned '*Internal Protocol on Relations between Fundación Bancaria Unicaja and Unicaja Banco*', intra-group services shall be provided transparently, in market conditions, considering criteria of economy and management efficiency, and under the principle of confidentiality. The provision of services other than those considered in the mentioned Protocol shall be registered in writing, determining at least the purpose, price and term.

It will be possible, as long as not prohibited by the applicable legal framework, that employees of Unicaja Banco or other Group Companies are also employees of Fundación Bancaria Unicaja, and also that a service provider gives service at the same time to the Foundation and to Unicaja Banco or its group's companies.

If the provision of intra-group services requires access to personal data whose processing is the responsibility of Fundación Bancaria Unicaja or of Unicaja Banco, the provisions of the corresponding regulations on personal data protection will be applicable.

The services that Unicaja Banco may provide to Fundación Bancaria Unicaja, include financial and other non-financial services.

The latter include, but not limited to, those related to, among others, accounting, fiscal and IT services.

Fundación Bancaria Unicaja and Unicaja Banco shall abstain from formalizing intragroup services, or shall conclude those existing when the provisions in this section are not respected. In the case of discrepancies about their possible non-compliance, the

Coordination Committee created in accordance with the ‘Internal Protocol on Relations’ shall work to find a solution to the controversy.

6.2. Policy on conflicts of interest and related transactions

The Bylaws of Fundación Bancaria Unicaja set forth the duty of the Trustees to inform the Board of Trustees, through the Secretary, of any situation of potential conflict of interest - direct or indirect-, in relation to the Foundation, that may be known by the Trustee, abstaining from acting in the deliberations or agreements related to the matter in question.

The Board of Trustees of Fundación Bancaria Unicaja, in its meeting held on 23 December 2015, approved a ‘*Policy on Conflicts of Interest and Related Transactions*’, with the goal of:

- Adopting measures to avoid the arising of conflicts of interest.
- Establishing procedures to identify and report conflicts of interest.
- Establishing procedures and carrying out the management and control of the conflicts.
- Regulating the scheme of authorizations of related transactions.

Unless with the express permission of the Board of Trustees, the Trustees and the other persons subject to the Policy shall notify in writing the transactions that they, or their related parties, carry out with Fundación Bancaria Unicaja, Unicaja Banco and Group’s Companies, by communication addressed to the Secretary of the Board of Trustees, who will prepare a ‘Registry of Related Transactions’.

Fundación Bancaria Unicaja shall disclose information on conflicts of interest and related transactions through the Annual Corporate Governance Report, as per the provisions of Orden ECC/2575/2015 of 30 November, which determines the content, structure and disclosure requirements of the annual corporate governance report, and establishes the accounting obligations of banking foundations.

6.3. Regime for the adoption of resolutions

In relation to the ‘Internal Protocol on Relations between Fundación Bancaria Unicaja and Unicaja Banco’ and to the ‘Policy on Conflicts of Interest and Related Transactions’, the Bylaws of Fundación Bancaria Unicaja do not include the need for the Board of Trustees to adopt resolutions with reinforced majority.

7. Monte de Piedad: provision of services

Unicaja Banco shall provide to Fundación Bancaria Unicaja a service of IT support in relation to Monte de Piedad.

8. Fiscal Consolidation

Fundación Bancaria Unicaja and Unicaja Banco make part of the same group of fiscal consolidation, in accordance with the provisions of Title VII of Chapter VI of the Law 27/2014 of 27 November, on Corporate Tax, and, for that purpose, they have entered into a Fiscal Consolidation Agreement dated 23 December 2015.

9. Authorizations and conditions for the use of intellectual and industrial property rights

Fundación Bancaria Unicaja has authorized Unicaja Banco to use distinguishing signs, brands and Internet domains of its property. This authorization has been documented in a Brand Use License Agreement entered into by both parties on 23 December 2015, currently with renewed validity period.

10. Amendment and Update of the Protocol

Any amendment to this Protocol shall be submitted within a month from its approval by the Board of Trustees to the Bank of Spain, together with a rationale of the amendments introduced.

During the first four months of each year, a written document will be sent to the Bank of Spain ratifying the full force of the latest Protocol sent, if no amendments to its content have been made.

11. Preparation and approval of the Protocol

The present Protocol, which updates and replaces that of 28 November 2019, has been approved by Board of Trustees of Fundación Bancaria Unicaja on 30 April 2021, approved by the Spanish Bank, having been ratified by the Foundation's Board of Trustees on April 28, 2022.

12. Validity

This protocol shall be in force as long as Fundación Bancaria Unicaja has a holding equal to or higher than 30% of Unicaja Banco's share capital.