

**SUPPLEMENT DATED 1 AUGUST 2024 TO THE BASE PROSPECTUS DATED 28
MAY 2024**



Unicaja Banco, S.A.

(incorporated as a limited liability company (sociedad anónima) under the laws of Spain)

This first supplement (the “**Supplement**”) is supplemental to, forms part of and must be read and construed in conjunction with the base prospectus dated 28 May 2024 (the “**Base Prospectus**”), in each case, prepared by Unicaja Banco, S.A. (the “**Issuer**”, the “**Bank**” or “**Unicaja Banco**” and together with its consolidated subsidiaries, the “**Group**”). Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement constitutes a supplement to the Base Prospectus for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of the EU of June 14, 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (as amended, the “**Prospectus Regulation**”) and has been approved by and registered with the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores*, the “**CNMV**”) as competent authority under the Prospectus Regulation and the Spanish Securities Market Law approved by Law 6/2023 of 17 March (*Ley 6/2023, de 17 de marzo, de los Mercados de Valores y de los Servicios de Inversión*) (the “**Spanish Securities Market Law**”). The CNMV only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation.

This Supplement has been prepared for the purposes of (i) incorporating by reference the Group’s audited interim financial statements summarised and the management report as of and for the six-months ended 30 June 2024 (together with the auditor’s report related thereto) and the Group’s unaudited consolidated financial report as of and for the six-months ended 30 June 2024, and (ii) updating the section entitled “*Use of Proceeds*” to include updated disclosure on the new Green Bond Framework of the Issuer and the use of the proceeds obtained by the Issuer from Green Securities.

Save as disclosed in this Supplement, no significant new fact, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the Issuer and/or assessment of the Securities issued under the Programme has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

RESPONSIBILITY STATEMENT

Mr. Pablo González Martín, acting in the name and on behalf of Unicaja Banco, in his capacity as Chief Financial Officer (*Director Financiero*) of Unicaja Banco, and acting under a special power of attorney (a) granted by the resolutions of the Board of Directors of Unicaja Banco passed on 22 March 2024, and (b) described under section II (*Otorgamiento de facultades de ejecución*) of such resolutions, accepts responsibility for the information contained in this Supplement and declares, to the best of his knowledge, that the information contained in this Supplement is in accordance with the facts and that the Supplement contains no omissions likely to affect its import.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described below.

INFORMATION INCORPORATED BY REFERENCE

The information set out below shall be added after item (v) in the section entitled “*Information Incorporated by Reference*” on page 48 of the Base Prospectus:

- (vi) *The Group’s audited interim financial statements summarised and the management report as of and for the six-months ended 30 June 2024, prepared in accordance with the International Financial Reporting Standards as adopted in the European Union (“IFRS-EU”), together with the audit report of KPMG Auditores, S.L., available at Unicaja Banco’s website (<https://www.unicajabanco.com/content/dam/unicaja/unicaja-corporacion/documentos-corporacion/inversores-y-accionistas/informacion-semestral/2024-06-estados-financieros-intermedios-resumidos.pdf>) (the “2024 Second Quarter Consolidated Financial Statements”).*
- (vii) *The Group’s unaudited consolidated financial report as of and for the six-months ended 30 June 2024, prepared in accordance with the International Financial Reporting Standards as adopted in the European Union (“IFRS-EU”), available at Unicaja Banco’s website (<https://www.unicajabanco.com/content/dam/unicaja/unicaja-corporacion/documentos-corporacion/inversores-y-accionistas/informes-financieros/2024/segundo-trimestre/informe-financiero-2T2024.pdf>) (the “2024 Second Quarter Financial Report”).*

The information in the first paragraph of the sub-section entitled “*English Translations*” in the section entitled “*Information Incorporated by Reference*” on pages 48 and 49 of the Base Prospectus shall be deleted and replaced with the following:

“English translations of the 2024 Second Quarter Financial Report, 2024 First Quarter Financial Report, the 2023 Consolidated Annual Accounts and the 2022 Consolidated Annual Accounts, are available at Unicaja Banco’s website: (<https://www.unicajabanco.com/content/dam/unicaja/unicaja-corporacion/documentos-corporacion/inversores-y-accionistas/informes-financieros/2024/segundo-trimestre/informe-financiero-2T2024-en.pdf>), (<https://www.unicajabanco.com/content/dam/unicaja/unicaja-corporacion/documentos-corporacion/inversores-y-accionistas/informes-financieros/2024/primer-trimestre/informe-financiero-1T2024-en.pdf>), (<https://www.unicajabanco.com/content/dam/unicaja/unicaja-corporacion/documentos-corporacion/inversores-y-accionistas/cuentas-anuales-auditadas/cuentas-anuales-consolidadas-2023-en.pdf>) and (<https://www.unicajabanco.com/content/dam/unicaja/unicaja-corporacion/documentos-corporacion/inversores-y-accionistas/cuentas-anuales-auditadas/cuentas-anuales-consolidadas-2022-en.pdf>), respectively.”

USE OF PROCEEDS

The information in the section entitled “*Use of Proceeds*” on pages 164 to 166 of the Base Prospectus shall be deleted and replaced with the following:

“An amount equivalent to the net proceeds from each issue of Securities will be used by the Issuer:

- (a) *for the general financing requirements of the Group; or*
- (b) *to the financing and/or refinancing, in full or in part, of new and/or existing loans, investments or projects that meet the eligibility criteria outlined in the Green Bond Framework (the “Green Eligible Projects”) (such Green Securities being referred to as “Green Notes” or “Green Covered Bonds” in the relevant Final Terms) and which are summarised below:*
 - (i) *Renewable energy. Green Eligible Projects within this category include:*
 - *loans to finance assets that support the electricity generation from solar, wind, hydro, geothermal, hydrogen and bioenergy technologies, including the acquisition, construction, operation, maintenance or repowering of facilities, subject to certain technical criteria outlined in the Green Bond Framework; and*

- loans to finance the development, construction, equipment, operation and maintenance of new or additional energy transmission and distribution networks from renewable sources, subject to certain technical criteria outlined in the Green Bond Framework.

The environmental objective of this category of Green Eligible Projects is to mitigate climate change by way of implementing some EU taxonomy activities defined in the EU Taxonomy Regulation, such as: manufacture of hydrogen, electricity generation using solar photovoltaic technology, electricity generation from wind power, electricity generation from hydropower, electricity generation from geothermal energy, electricity generation from renewable non-fossil gaseous and liquid fuels, transmission and distribution of electricity, transmission and distribution networks for renewable and low-carbon gases, all this in accordance with objectives 7 and 13 of the United Nations Sustainable Development Goals (the “SDGs”).

- (ii) Green building. Green Eligible Projects within this category include loans that promote the acquisition, development and construction of buildings and renovation projects on existing buildings aiming at improving their energy efficiency in line with best available techniques, such as district heating, smart grids and efficient renovation measures, subject to certain technical criteria outlined in the Green Bond Framework.

The environmental objectives of this category of Green Eligible Projects are to mitigate climate change by way of implementing some EU taxonomy activities, defined in the EU Taxonomy Regulation, such as construction of new buildings, renovation of existing buildings and acquisition and ownership of buildings, all this in accordance with objectives 7, 11 and 13 of the SDGs.

According to the Green Bond Framework, the net proceeds will only be used to finance or refinance Green Eligible Projects initiated no more than three years before the Issue Date of the relevant Green Securities.

Any project included in the exclusion criteria policy approved by the Board of Directors on 15 December 2023, and their latest approval on March 2024 published at Unicaja Banco’s website (<https://www.unicajabanco.com/content/dam/unicaja/unicaja-corporacion/documentos-corporacion/politica-exclusiones-riesgos-asg.pdf>)¹, will not be eligible under the Green Bond Framework. The exclusion criteria policy includes projects related to certain activities such as mining of fossil fuels or other minerals, certain type of agriculture and fishing or weapons. The mentioned exclusion criteria also avoids financing activities that may be contrary to Unicaja Banco’s principles of sustainability.

Unicaja Banco has developed a specific and individualized process for the evaluation and selection of the specific eligible projects financed, in order to ensure their positive impact on the sustainability objectives promoted by the Group.

The ESG working group of the Issuer (the “**ESG Working Group**”), will evaluate, on a quarterly basis, the potential eligible projects which meet the conditions for Green Eligible Projects set forth above, initially for the existing portfolio of projects and subsequently for the new production. For this purpose, the Issuer will use internal client sources, public databases, external data providers and also the development of its own methodologies. Moreover, above certain materiality levels, an ESG due diligence questionnaire as well as a specific physical and transitional risk analysis procedure at the individual customer level will be mandatory for any evaluation process.

Based on the above evaluation process, from the projects that meet the criteria, the ESG Working Group will select the Green Eligible Projects and elaborate a report on quarterly basis. This report will be integrated into the management and reporting processes of the Issuer, (i) firstly it will be submitted to the credit risk committee of the Bank (the “**Credit Risk Committee**”), then to the steering committee (the “**Steering Committee**”) and finally, to the Sustainability Committee for its approval.

Once the projects are evaluated and selected, the proceeds obtained through the issue of the relevant Green Securities will be subject to detailed control by the Issuer and included in a specific data base

¹ Information contained in this website does not form part of this Base Prospectus and has not been examined or approved by the CNMV.

for monitoring their evolution (the “**Green Bond Register**”). According to the Green Bond Framework, the Green Bond Register will be construed and maintained by the ESG Working Group and will be subject to quarterly reviews and discussion by the areas involved in the management of the Green Bond Framework, as well as by the Credit Risk Committee and Steering Committee, and will include the relevant details of the Green Securities issued under the Programme and of the Green Eligible Projects (including the amount of the portfolio by category of Green Eligible Project, other information to assess the eligibility criteria and information to calculate the environmental impact associated with Green Eligible Projects). In addition, (i) an excess of Green Eligible Projects above the amount of net proceeds obtained from the issue of Green Securities will be maintained in the Green Bond Register to allow the Issuer to allocate at any time such net proceeds to Green Eligible Projects; and (ii) if any project attached to the issue of any Green Securities no longer meets the requirements to be considered a Green Eligible Project, it will be replaced for any other project meeting the eligibility criteria within a maximum period of 12 months.

During the life of any Green Securities, the Issuer will report annually on (i) the allocation of proceeds obtained from the relevant Green Securities until their maturity, including, at least, information regarding the amount of the net proceeds from the issue of Green Securities, the percentage of such net proceeds allocated to Green Eligible Projects and the balance of unallocated net proceeds (if any); and (ii) the environmental impact of the relevant projects at the category level including, at least, information on expected environmental impacts of each Green Eligible Project, other positive impacts of Green Eligible Projects, a description of the Green Eligible Projects and information on methodologies and assumptions used for the calculation of such impacts. The Credit Risk and Steering Committees will review the above-mentioned information and these reports will subsequently be submitted to the Sustainability Committee and the Audit and Regulatory Compliance Committee, and, ultimately, to the Board of Directors for its approval.

The report regarding the allocation of proceeds will be updated in the event of any material change affecting the Green Eligible Projects. This information will be included in an allocation and impact report (the “**Allocation and Impact Report**”) available at the Issuer’s website (<https://www.unicajabanco.com/en/inversores-y-accionistas/emisiones/marco-de-bonos-verdes>)².

The Green Bond Framework is available on the Issuer’s website (<https://www.unicajabanco.com/content/dam/unicaja/unicaja-corporacion/documentos-corporacion/emisiones/marco-de-bonos-verdes-en.pdf>)³. The Bank has appointed DNV.GL to provide an independent second party opinion (the “**Second Party Opinion**”) on the Green Bond Framework. The Second Party Opinion has confirmed the alignment of the Green Bond Framework with the ICMA Green Bond Principles. The Second Party Opinion is available on the website of the Issuer (<https://www.unicajabanco.com/en/inversores-y-accionistas/emisiones/marco-de-bonos-verdes>)⁴. The criteria and/or considerations that formed the basis of the Second Party Opinion may change at any time and the Second Party Opinion may be amended, updated, supplemented, replaced and/or withdrawn.

The Issuer intends to request from DNV.GL (as external auditor) on an annual basis, until all the proceeds of any Green Securities have been allocated and if necessary, in the event of new developments, an assurance report confirming that an amount equal to the net proceeds of any Green Securities issued under the Programme has been allocated in compliance with all material respects of the criteria set forth in the Green Bond Framework. This assurance report will be attached to the Allocation and Impact Report.

Prior to any investment in Green Securities, investors are advised to consult the Green Bond Framework. Furthermore, investors should have regard to the factors described under the section headed “Notes issued as “Green Securities”, as described in “Use of Proceeds”, may not meet investor expectations or be suitable for an investor’s investment criteria”. The Green Bond

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⁴ Information contained in this website does not form part of this Base Prospectus and has not been examined or approved by the CNMV.

Framework was latest updated on 28 June 2024 and, in the future, may be subject to review and change and may be amended, updated, supplemented, replaced and/or withdrawn from time to time and any subsequent version(s) may differ from any description given in this Base Prospectus.

Neither the Green Bond Framework nor the Second Party Opinion are incorporated into, and/or forms part of, this Base Prospectus.

*The “**ICMA Green Bond Principles**”, at any time, are the Green Bond Principles published by the International Capital Markets Association at such time, which as at the date of this Base Prospectus are the Green Bond Principles June 2021, as amended through the incorporation of an appendix in June 2022 (https://www.icmagroup.org/assets/documents/Sustainable-finance/2022-updates/Green-Bond-Principles_June-2022-280622.pdf)⁵.*

Notes issued under the Programme are expected to be eligible for MREL when the conditions set forth in Article 72b of the CRR and Article 45b of the BRRD are met.

If, in respect of an issue, there is a particular identified use of proceeds, this will be stated in the relevant Final Terms.”

GENERAL INFORMATION

The paragraph: “*Since 31 March 2024 there has been no significant change in the financial performance or in the financial position of the Group*” in the sub-section entitled “*Significant/material change and trend information*” in the section of the Base Prospectus entitled “*General Information*” on page 235 of the Base Prospectus shall be deleted and replaced with the following:

“Since 30 June 2024 there has been no significant change in the financial performance or in the financial position of the Group.”

⁵ Information contained in this website does not form part of this Base Prospectus and has not been examined or approved by the CNMV.