



UNICAJA BANCO, S.A. (“Unicaja”) in accordance with Article 226 of the Securities Markets and Investment Services Law, hereby announces

#### INSIDE INFORMATION

Unicaja is inviting all noteholders of its outstanding €500,000,000 Fixed to Reset Green Senior Non-Preferred Notes due 15 November 2027 (ISIN: ES0380907065 / Common Code: 255572407) (the “Notes”) to submit offers to sell (the “Offers to Sell” and each, an “Offer to Sell”) their Notes to Unicaja for cash (the “Tender Offer”). Details of the Notes are set out in the table below.

Description of the Notes	ISIN / Common Code	Outstanding principal amount	Current Coupon	Optional Redemption Date	Purchase Price	Maturity Date	Amount subject to the Tender Offer
€500,000,000 Fixed to Reset Green Senior Non-Preferred Notes due 15 November 2027	ES0380907065 / 255572407	€500,000,000	7.250% per annum	15 November 2026	101.85%	15 November 2027	Any and all of the Notes

The Tender Offer is being made upon the terms and subject to the conditions contained in a tender offer memorandum, prepared by Unicaja, dated 17 June 2026 (the “Tender Offer Memorandum”). Capitalised terms used herein and not otherwise defined have the meanings ascribed to them in the Tender Offer Memorandum. Noteholders are advised to read the Tender Offer Memorandum carefully for full details and the procedures for participating in the Tender Offer.

**Noteholders will be able to submit Offers to Sell in the manner specified in the Tender Offer Memorandum from and including 17 June 2026 to 5:00 p.m. (CEST) on 23 June 2026 (the “Offer Period”), unless the Offer Period is extended, re-opened or terminated earlier as described in the Tender Offer Memorandum. The deadlines set by any intermediary or clearing system may be earlier than this deadline.**

#### Amount subject to the Tender Offer

Unicaja will purchase for cash any and all of the Notes validly tendered pursuant to the Offers to Sell and that are accepted for purchase.

#### Total Consideration

Subject to the Minimum Denomination of the Notes, the total consideration payable per €100,000 principal amount of the Notes (the “Total Consideration”) that are accepted by Unicaja pursuant to the Tender Offer will be the sum of (i) the Purchase Price (expressed as a percentage and as defined below) multiplied by €100,000 and (ii) accrued and unpaid interest on the Notes from, and including, the immediately preceding interest payment date up to, but excluding, the Settlement Date, which is expected to be 29 June 2026.

The purchase price (the “Purchase Price”) for the Notes is 101.85% (being €101,850 for each €100,000 in principal amount of Notes accepted for purchase by Unicaja pursuant to the Tender Offer).

### **New Issue and New Issue Condition**

Also, Unicaja hereby announces that, subject to market conditions, it intends to issue new euro denominated green senior non-preferred notes in minimum denominations of €100,000 (the “**New Notes**”).

Until the signing of the Spanish law subscription agreement, Unicaja may decide, in its sole discretion, not to proceed with the issue of the New Notes for any reason. Once the subscription agreement is signed, the issue of the New Notes will be subject to the satisfaction of certain customary conditions precedent and to termination events set out in the subscription agreement.

Whether Unicaja purchases Notes validly tendered in an Offer to Sell and accepted for purchase shall be subject to the successful completion (in the sole determination of Unicaja) of the issue of the New Notes in an aggregate principal amount at least equal to the aggregate principal amount of Notes validly tendered and accepted for purchase on or prior to the Settlement Date (the “**New Issue Condition**”).

### **Rationale for the Tender Offer**

The purpose of the Tender Offer and the proposed issue of New Notes is to allow Unicaja to efficiently manage its MREL eligible liabilities instruments as well as optimise the liquidity and debt maturity profile of Unicaja.

### **Potential Redemption under Issuer Residual Call**

If any Notes remain outstanding after the settlement of the Tender Offer, Unicaja currently intends to evaluate future optional redemption rights in respect of the Notes in accordance with their terms and conditions, including pursuant to Condition 10(h), for which it has received the Single Resolution Board permission. According to such condition, in the event that the conditions for an Issuer Residual Call (as defined therein) are met (including, in particular, that the outstanding principal amount of the Notes is equal or less than 20% of the initial aggregate principal amount of the Notes), Unicaja may, in its sole discretion, redeem all (but not some only) of the remaining outstanding Notes, on any date upon giving not less than 15 nor more than 60 days’ notice to the Noteholders at their principal amount together with any accrued and unpaid interest up to (but excluding) the date of redemption.

There can be no assurance that the relevant threshold (i.e., 20% or any lower percentage of the initial aggregate principal amount of the Notes remaining outstanding) will or will not be met as a result of the Tender Offer and, in the event that such threshold is met, as to whether or when Unicaja will elect to exercise its option to redeem the Notes. As of the date of this communication, the aggregate principal amount outstanding of the Notes is €500,000,000, representing 100% of the original aggregate principal amount of the Notes. Any future decision by Unicaja to redeem the outstanding Notes will depend on various factors existing at that time.

### **Allocation of the New Notes**

Unicaja will, in connection with the allocation of the New Notes, consider among other factors whether or not the relevant investor seeking an allocation of the New Notes has, prior to such allocation (which may occur before the Expiration Time of the Tender Offer), validly tendered or indicated a firm intention to tender Notes pursuant to the Tender Offer and, if so, the aggregate principal amount of Notes. Therefore, a Noteholder who wishes to subscribe for New Notes in addition to tendering its Notes for purchase pursuant to the Tender Offer may be eligible to receive, at the sole and absolute discretion of Unicaja, priority in the allocation of the New Notes, subject to the issue of the New Notes and such Noteholder also making a separate application for the purchase of such New Notes to the Dealer Managers (in their capacity as joint bookrunners of the issue of the New Notes). However, Unicaja is not obliged to allocate the New Notes to a Noteholder who has validly tendered or indicated a firm intention to tender Notes pursuant to the Tender Offer and, if New Notes are allocated, the principal amount thereof may be less than, equal to or more than the principal amount of Notes tendered by such Noteholder and accepted by Unicaja pursuant to the Tender Offer. Any such allocation will also, among other factors, take into account the denomination of the New Notes (being €100,000). Please refer to the Tender Offer Memorandum for full details.

Noteholders should note that the pricing and allocation of the New Notes are expected to take place prior to the Expiration Time for the Tender Offer and any Noteholder that wishes to subscribe for New Notes in addition to tendering Notes for purchase pursuant to the Tender Offer should therefore provide, as soon as practicable, and prior to the allocation of the New Notes, to any Dealer Manager any indication of a firm intention to tender Notes for purchase pursuant to the Tender Offer and the quantum of Notes that it intends to tender.

The New Notes are not being, and will not be, offered or sold in the United States. Securities may not be offered, sold or delivered in the United States absent registration under, or an exemption from the registration requirements of, the United States Securities Act of 1933, as amended (the “**Securities Act**”). The New Notes have not been, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered, sold or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act). Any investment decision to purchase any New Notes should be made solely on the basis of the information contained in the base prospectus approved and registered with the Spanish Securities Exchange Commission (*Comisión Nacional del Mercado de Valores*) on 16 April 2026, as amended or supplemented from time to time and, in particular, by the supplement dated 4 June 2026 (the “**Base Prospectus**”) and the final terms (the “**Final Terms**”) to be prepared in connection with the admission to listing of the New Notes on the AIAF Fixed Income Securities Market (“**AIAF**”). No reliance is to be placed on any representations other than those contained in the Base Prospectus and the Final Terms (when available).

#### **Procedures for participating in the Tender Offer**

Only Offers to Sell which are submitted by way of an Accountholder Tender Instruction and the corresponding Iberclear Instruction will be eligible for acceptance for purchase by Unicaja pursuant to the Tender Offer.

Only a person who is shown in the records of *Sociedad de Gestión de los Sistemas de Registro, Compensación y Liquidación de Valores, S.A. (Sociedad Unipersonal)* (“**Iberclear**”) as a holder of the Notes (“**Accountholder**”) may deliver Accountholder Tender Instructions and Iberclear Instructions. Noteholders who are not shown in the records of Iberclear as holders of the Notes should arrange for such person through which they hold their Notes to deliver an Accountholder Tender Instruction and an Iberclear Instruction on their behalf as more particularly described in the Tender Offer Memorandum under “*Procedures for Participating in the Tender Offer*”.

Accountholder Tender Instructions and Electronic Tender Instructions (together, “**Tender Instructions**”) may be submitted in the manner specified in the Tender Offer Memorandum during the Offer Period, unless extended, amended, re-opened or terminated at the sole discretion of Unicaja. Holders must submit Offers to Sell specifying the aggregate principal amount of Notes offered in the manner specified in the Tender Offer Memorandum under “*Further Information and Terms and Conditions relating to the Tender Offer – Tender Instructions*”.

Noteholders wishing to participate in the Tender Offer who are not shown in the records of Iberclear as holders of the Notes and who are not direct participants of Euroclear or Clearstream must instruct their respective bank, securities broker or other intermediary to submit an electronic tender and blocking instruction (an “**Electronic Tender Instruction**”) to Euroclear or Clearstream, in accordance with the procedures and requirements of, and within the time limits specified by, Euroclear and Clearstream. See “*Procedures for Participating in the Tender Offer*”. Noteholders who are not shown in the records of Iberclear as holders of the Notes but are direct participants of Euroclear or Clearstream must follow the same procedure by contacting Euroclear or Clearstream (as applicable) directly.

Offers to Sell under the Tender Offer require the receipt by the Iberclear Agent of the relevant Iberclear Instruction prior to the Market Deadline (in addition to a valid Accountholder Tender Instruction being received by the Tender Agent by the Expiration Time). Any Notes tendered which Unicaja expects to accept for purchase pursuant to the Tender Offer whose relevant Iberclear Instructions are not received by the Iberclear Agent prior to the Market Deadline may not be purchased under the Tender Offer, subject to the sole discretion of Unicaja to accept any Iberclear Instruction received after the Market Deadline.

## Acceptance of Offers to Sell and settlement

An Offer to Sell may be accepted by Unicaja, subject to the satisfaction of the New Issue Condition on or prior to the Settlement Date, if no extension or re-opening of the Offer Period has occurred, on the Results Announcement Date (expected to be on 24 June 2026). Unicaja is under no obligation to accept an Offer to Sell. The acceptance of Notes validly tendered and not validly withdrawn pursuant to the Tender Offer by Unicaja is at the sole discretion of Unicaja and Offers to Sell may be rejected by Unicaja for any reason.

Notes in respect of which Unicaja has not accepted an Offer to Sell will remain outstanding subject to the terms and conditions of such Notes. For the avoidance of doubt, such purchases of validly tendered Notes will not be subject to any pro-ration.

The Tender Offer is expected to be settled, subject to satisfaction of the New Issue Condition, on 29 June 2026 or, in the event of an extension, amendment or re-opening of the Offer Period, on such later date as is notified to the Noteholders by Unicaja. On the Settlement Date, subject to the conditions of the Tender Offer, the Accountholders through which the relevant Noteholders have submitted the Accountholder Tender Instructions and the corresponding Iberclear Instructions will transfer the relevant Notes in respect of which the relevant Offer to Sell has been accepted, against payment of the Total Consideration, to the relevant securities account held by or on behalf of Unicaja at Iberclear.

## Expected Tender Offer timetable

<b>Commencement of Offer Period:</b> .....	17 June 2026
<b>Expiration Date and Expiration Time*:</b> ...	23 June 2026, 5:00 p.m. (CEST)
<b>Results Announcement Date:</b> .....	24 June 2026
Announcement of whether Unicaja will (subject to satisfaction of the New Issue Condition) accept the valid Offers to Sell pursuant to the Tender Offer and, if so accepted, (i) the principal amount of Notes tendered which Unicaja expects to accept for purchase pursuant to the Tender Offer upon receipt of the relevant Iberclear Instructions prior to the Market Deadline and (ii) the Settlement Date (if different to that expected)	
<b>Market Deadline*:</b> .....	26 June 2026, 5:30 p.m. (CEST)
<b>New Notes Settlement Date:</b> .....	Expected to be 26 June 2026
<b>Settlement Date:</b> .....	Expected to be 29 June 2026

*\*In order to participate, and be eligible to receive the Total Consideration pursuant to the relevant Offer to Sell, Noteholders must validly tender their Notes by delivering, or arranging to have delivered on their behalf, a valid Accountholder Tender Instruction that is received by the Tender Agent by the Expiration Time and an Iberclear Instruction that is received by the Iberclear Agent by the Market Deadline.*

**Noteholders are advised to check with any bank, securities broker or other intermediary (including the relevant Clearing System) through which they hold their Notes as to the deadlines by which such intermediary would require receipt of instructions to participate in, or to withdraw their instructions to participate in, the Tender Offer in accordance with the terms and conditions of the Tender Offer to meet the deadlines set out above. The deadlines set by any such intermediary or the Clearing Systems will be earlier than the relevant deadlines specified above.**

**Amendment and termination**

Unicaja may prior to the Settlement Date, in its sole discretion, extend, re-open, amend or terminate the Tender Offer (subject to applicable law and as provided in the Tender Offer Memorandum).

## Further information

A complete description of the terms and conditions of the Tender Offer is set out in the Tender Offer Memorandum. BNP PARIBAS, Crédit Agricole Corporate and Investment Bank, Deutsche Bank Aktiengesellschaft, ING Bank N.V., NATIXIS and Nomura Financial Products Europe GmbH are the Dealer Managers for the Tender Offer. Kroll Issuer Services Limited is acting as Tender Agent and Banco Santander, S.A. is acting as Iberclear Agent. Requests for information in relation to the Tender Offer should be directed to:

### DEALER MANAGERS

#### **BNP PARIBAS**

16, boulevard des Italiens 75009  
Paris  
France

Email: [liability.management@bnpparibas.com](mailto:liability.management@bnpparibas.com)  
Attention: Liability Management Group  
Telephone: +33 1 55 77 78 94

#### **Crédit Agricole Corporate and Investment Bank**

12, Place des Etats-Unis, CS 70052  
92547 Montrouge Cedex  
France

Email: [liability.management@ca-cib.com](mailto:liability.management@ca-cib.com)  
Attention: Liability Management  
Telephone: +44 207 214 5553

#### **Deutsche Bank Aktiengesellschaft**

Mainzer Landstr. 11-17  
60329 Frankfurt am Main  
Germany

Attention: Liability Management Group  
Telephone: +44 207 545 8011

#### **ING Bank N.V.**

Bijlmerdreef 109  
1102 BW Amsterdam  
The Netherlands

Email: [liability.management@ing.com](mailto:liability.management@ing.com)  
Attention: Liability Management Team  
Telephone: +44 20 7767 6784

#### **NATIXIS**

7 promenade Germaine Sablon  
75013 Paris  
France

Email : [ld-m-liability-management-fig@natixis.com](mailto:ld-m-liability-management-fig@natixis.com)  
Attention : Liability Management  
Telephone : +33 1 58 55 85 26

#### **Nomura Financial Products Europe GmbH**

c/o Nomura International plc  
1 Angel Lane  
London EC4R 3AB  
United Kingdom

Email: [liability.management@nomura.com](mailto:liability.management@nomura.com)  
Attention: Liability Management  
Telephone: +44(0) 20 7103 2454 / +44(0) 20 7103 2410

Requests for information in relation to the procedures for submitting Tender Instructions should be directed to:

### THE TENDER AGENT

#### **Kroll Issuer Services Limited**

The News Building 3 London Bridge Street London  
SE1 9SG United Kingdom

Telephone: +44 207 704 0880

Email: [unicaja@is.kroll.com](mailto:unicaja@is.kroll.com)

Website: <https://deals.is.kroll.com/unicaja>

Attention: David Shilson

**THE IBERCLEAR AGENT**

**Banco Santander, S.A.**

Ciudad Grupo Santander

Avenida de Cantabria s/n

28660 Madrid, Spain

Email: [emisores.madrid@gruposantander.com](mailto:emisores.madrid@gruposantander.com)

Attention: Servicios a Emisores

UNTIL 26 JUNE 2026 AT 17:30 (CEST), PARTICIPATING ENTITIES MAY COMMUNICATE TO THE IBERCLEAR AGENT THROUGH THE BIC IBRCESMMXXX THE MT565/SEEV.033 MESSAGES WITH THE CORRESPONDING INSTRUCTIONS INCLUDING THE FOLLOWING DATA: CORP REFERENCE PROVIDED BY IBERCLEAR, ISIN: ES0380907065. ELIGIBLE SECURITIES: MUST BE THE TOTAL NUMBER OF SECURITIES EXPRESSED IN NOMINAL TERMS. INSTRUCTED SECURITIES: MUST BE THE TOTAL NUMBER OF SECURITIES EXPRESSED IN NOMINAL TERMS THAT ACCEPT THE OFFER.

The Dealer Managers do not take responsibility for the contents of this inside information notice (the “**Inside Information Notice**”) and none of Unicaja or the Dealer Managers named above or the Tender Agent, the Iberclear Agent or any of their respective directors, officers, employees or affiliates makes any recommendation in this Inside Information Notice or otherwise as to whether or not Noteholders should tender Notes in the Tender Offer or otherwise participate in the Tender Offer or subscribe for New Notes. This Inside Information Notice must be read in conjunction with the Tender Offer Memorandum. This Inside Information Notice and the Tender Offer Memorandum contain important information which should be read carefully before any decision is made with respect to the Tender Offer. If any Noteholder is in any doubt as to the action it should take, it is recommended to seek its own advice, including as to any tax consequences, from its stockbroker, bank manager, solicitor, accountant or other independent adviser. Anyone whose Notes are held on its behalf by a bank securities broker or other intermediary are advised to check with such entity if it wishes to tender such Notes pursuant to the Tender Offer.

In Málaga, 17 June 2026.

## Disclaimer

Neither the Tender Offer nor the Tender Offer Memorandum constitute an offer of securities to the public under Regulation (EU) 2017/1129 of the European Parliament and of the Council or a tender offer in Spain under the Spanish Securities Market Act approved by Law 6/2023, of 17 March, on the Securities Markets and the Investment Services (*Ley 6/2023, de 17 de marzo, de los Mercados de Valores y de los Servicios de Inversión*), as amended from time to time, and any regulation issued thereunder. Accordingly, neither the Tender Offer nor the Tender Offer Memorandum are subject to registration with the Spanish Securities Market Commission.

The Tender Offer is not conducted in any jurisdiction where it is forbidden by applicable law and, in particular, it does not constitute an offer to acquire securities or a solicitation of offers to sell to any person located or residing in the United States of America, its territories and possessions, any State of the United States of America or the District of Columbia, nor does it constitute an offer or a solicitation targeted to any U.S. address. The Tender Offer is also subject to the Offer restrictions in the United Kingdom, Italy, Belgium and France, as set out in the Tender Offer Memorandum

## New Notes

This communication of inside information does not constitute an offer to sell, or the solicitation of an offer to buy any securities, nor shall there be any sale of such securities in any state of the United States or in another jurisdiction in which such offer, solicitation or sale would not be permitted before registration or qualification under the securities laws of such state or jurisdiction. The New Notes described above have not been and will not be, registered under the U.S. Securities Act of 1933 or any applicable securities laws of any other jurisdiction. Unless so registered, such New Notes may not be offered or sold in the United States or any other jurisdiction except pursuant to an exemption from the registration requirements of the U.S. Securities Act of 1933 and any applicable securities laws of such other jurisdiction.

As included in the documentation related to the offer of the New Notes, other restrictions apply in certain jurisdictions, such as the United Kingdom (the “UK”), Spain and Italy.

**PRIIPs Regulation / Prohibition of sales to EEA retail investors** – The New Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the “EEA”). For these purposes, a “retail investor” means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments and amending Directive 2002/92/EC and Directive 2011/61/EU (“**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently, no key information document required by Regulation (EU) No. 1286/2014 on key information documents for packaged and retail and insurance-based investment products (as amended, the “**PRIIPs Regulation**”) for offering or selling the New Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the New Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**UK DISC / Prohibition of sales to UK retail investors** – The New Notes are not intended to be offered, sold, distributed or otherwise made available to and shall not be offered, sold or otherwise made available to any retail investor in UK. For these purposes, a “retail investor” means a person who is either one (or both) of the following: (i) not a professional client as defined in point (8) of Article 2(1) of Regulation (EU) No. 600/2014 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018; or (ii) not a qualified investor as defined in paragraph 15 of Schedule 1 to the Public Offers and Admissions to Trading Regulations 2024. Consequently, no disclosure document required by the FCA Product Disclosure Sourcebook (“**DISC**”) for offering, selling or distributing the New Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering, selling or distributing the New

Notes or otherwise making them available to any retail investor in the UK may be unlawful under the DISC and the Consumer Composite Investments (Designated Activities) Regulations 2024.