

SUPPLEMENT DATED 31 JANUARY 2023 TO THE BASE PROSPECTUS DATED 26 MAY 2022, AS SUPPLEMENTED BY THE SUPPLEMENTS DATED 13 SEPTEMBER 2022 AND 8 NOVEMBER 2022



Unicaja Banco, S.A.

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

This third supplement (the “**Supplement**”) is supplemental to, forms part of and must be read and construed in conjunction with the base prospectus dated 26 May 2022, as supplemented by the supplement dated 13 September 2022 and the supplement approved by the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores*, the “**CNMV**”) on 7 November 2022 and dated 8 November 2022 (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**”) in connection with its Euro Medium Term Note Programme (the “**Programme**”) for the issuance of up to EUR 3,500,000,000 in aggregate principal amount of notes (the “**Notes**”). 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 CNMV as competent authority under the Prospectus Regulation and the consolidated text of the Securities Market Act approved by Royal Legislative Decree 4/2015 of October 23 (*texto refundido de la Ley del Mercado de Valores aprobado por el Real Decreto Legislativo 4/2015, de 23 de octubre*, the “**Securities Market Act**”). 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 incorporating by reference the unaudited consolidated financial report as of and for the twelve-months period ended 31 December 2022.

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 Notes 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 granted by the resolutions of the Board of Directors of Unicaja Banco passed on 25 March 2022, 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 (vii) in the section entitled “*Information Incorporated by Reference*” on page 41 of the Base Prospectus:

- (viii) *The Group’s unaudited consolidated financial report as of and for the twelve-month period ended 31 December 2022, 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/2022/cuarto-trimestre/informe-financiero-diciembre-2022.pdf>) (the “2022 Fourth 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 page 42 of the Base Prospectus shall be deleted and replaced with the following:

“English translations of the 2022 Fourth Quarter Financial Report, 2022 Third Quarter Financial Report, 2022 Second Quarter Financial Report, 2022 First Quarter Financial Report, 2021 Consolidated Annual Accounts and the 2020 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/2022/cuarto-trimestre/informe-financiero-diciembre-2022-en.pdf>, <https://www.unicajabanco.com/content/dam/unicaja/unicaja-corporacion/documentos-corporacion/inversores-y-accionistas/informes-financieros/2022/tercer-trimestre/informe-financiero-septiembre-2022-en.pdf>; <https://www.unicajabanco.com/content/dam/unicaja/unicaja-corporacion/documentos-corporacion/inversores-y-accionistas/informes-financieros/2022/segundo-trimestre/informe-financiero-junio-2022-en.pdf>; <https://www.unicajabanco.com/content/dam/unicaja/unicaja-corporacion/documentos-corporacion/inversores-y-accionistas/informes-financieros/2022/primer-trimestre/informe-financiero-marzo-2022-en.pdf>, <https://www.unicajabanco.com/content/dam/unicaja/unicaja-corporacion/documentos-corporacion/inversores-y-accionistas/cuentas-anuales-auditadas/cuentas-anuales-consolidadas-2021-en.pdf> and <https://www.unicajabanco.com/content/dam/unicaja/unicaja-corporacion/documentos-corporacion/inversores-y-accionistas/cuentas-anuales-auditadas/cuentas-anuales-consolidadas-2020-en.pdf>, respectively.”

GENERAL INFORMATION

The paragraph: “*Since 30 September 2022 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 173 of the Base Prospectus shall be deleted and replaced with the following:

“Since 31 December 2022 there has been no significant change in the financial performance or in the financial position of the Group.”