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### **SPANISH SECURITIES MARKET COMMISSION**

In compliance with the reporting requirements set forth in article 17 of Regulation (EU) 596/2014 of 16 April 2014 on Market Abuse and article 226 of Law 6/2023, of 17 March, on securities markets and investment services (*Ley 6/2023, de 17 de marzo, de los Mercados de Valores y de los Servicios de Inversión*), BofA Securities hereby notifies the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores*) the following

### **INSIDE INFORMATION NOTICE**

Oceanwood Capital Management LLP ("**Oceanwood**" or the "**Seller**") has retained BofA Securities and Citigroup Global Markets Limited (the "**Joint Bookrunners**") to explore a potential block sale of existing shares in Unicaja Banco S.A. ("**Unicaja**" or the "**Company**") through a private placement (the "**Offering**")

The Seller is contemplating selling up to 117 million shares in the Company (representing approximately 4.4% of the Company's share capital) (the "**Shares**"). The price of the Offering will be set through an accelerated bookbuilding process and will be denominated in EUR. The Seller reserves the right, at its sole discretion, to sell fewer shares or no shares at all.

The bookbuild will commence immediately and may close at any time on short notice. A further announcement will be made as soon as possible following completion of the bookbuilding and pricing of the Offering.

The Seller has entered into a block trade agreement with the Joint Bookrunners containing customary terms and conditions for this type of transaction. Under the block trade agreement, the Seller has undertaken to the Joint Bookrunners not to transfer or dispose of any of its remaining holding of ordinary Shares in the Company for 90 days after the date of settlement of the Offering, subject to waiver by the Joint Bookrunners.

The Seller currently controls 196,766,947 shares in the Company (representing approximately 7.4% of the Company's share capital).

It is expected that as a consequence of and subject to the result of the Offering, the member of the Board of Directors of the Company appointed by Oceanwood, Mr. David Vaamonde Juanatey, will resign as proprietary director.

For more information about the Offering please contact of the Joint Bookrunners:

BofA Securities  
+44 20 7995 3700

Citigroup Global Markets Limited  
+44 20 7986 0015

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The contents of this announcement have been prepared by and are the sole responsibility of Oceanwood Capital Management LLP.

The distribution of this announcement and the offer and sale of the Shares in certain jurisdictions may be restricted by law and persons into whose possession this document or other information referred to herein comes should inform themselves about and observe any such restriction. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

The Shares are not being offered to the public in any jurisdiction and may not be offered to the public in any jurisdiction in circumstances which would require the preparation or registration of any prospectus or offering document relating to the shares in such jurisdiction. This announcement is not an offer of securities for sale in any jurisdiction, including the United States, Canada, South Africa, Australia or Japan. No action has been taken by the Seller, Merrill Lynch International (“**BofA Securities**”), Citigroup Global Markets Limited (together the “**Joint Bookrunners**”) or any of their affiliates to permit a public offering of the shares or possession or distribution of this announcement in any jurisdiction where action for that purpose is required. Neither this announcement nor anything contained herein shall form the basis of, or be relied upon in connection with, any offer or purchase whatsoever in any jurisdiction and shall not constitute or form part of an offer to sell or the solicitation of an offer to buy any securities in the United States or in any other jurisdiction.

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In member states of the European Economic Area (the “**EEA**”), this announcement and any offer if made subsequently is directed exclusively at persons who are “qualified investors” within the meaning of the Prospectus Regulation (Regulation (EU) 2017/1129) (“**Qualified Investors**”). In the United Kingdom this announcement and any offer if made subsequently is directed exclusively at persons who are “qualified investors” within the meaning of the UK Prospectus Regulation (Regulation (EU) 2017/1129) as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”) or (ii) who fall within Article 49(2)(A) to (D) of the Order, or (iii) to whom it may otherwise lawfully be communicated (all such persons together with Qualified Investors in the EEA being referred to herein as “**Relevant Persons**”). This document is directed only at Relevant Persons and must not be acted on or relied on by persons who are not Relevant Persons. Any investment or investment activity to which this document relates is available only to Relevant Persons and will be engaged in only with Relevant Persons. This announcement is not an offer of securities or investments for sale nor a solicitation of an offer to buy securities or investments in any jurisdiction where such offer or solicitation would be unlawful. No action has been taken that would permit an offering of the securities or possession or distribution of this announcement in any jurisdiction where action for that purpose is required. Persons into whose possession this announcement comes are required to inform themselves about and to observe any such restrictions.

In connection with the sale of the Shares, any of the Joint Bookrunners and any of their affiliates may take up a portion of the Shares in the Offering as a principal position and in that capacity may retain, purchase, sell, offer to sell for their own accounts such Shares and other securities of the Company or related investments in connection with the Offering or otherwise. Accordingly, references in this announcement to the Shares being sold, offered, subscribed, acquired, placed or otherwise dealt in should be read as including any issue or offer to, or subscription, acquisition, placing or dealing by,

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A communications that a transaction is or that the book is “covered” (i.e. indicated demand from investors in the book equals or exceeds the amount of the securities being offered) is not any indication or assurance that the book will remain covered or that the transaction and securities will be fully distributed by the Joint Bookrunners. The Joint Bookrunners reserve the right to take up a portion of the securities in the offering as a principal position at any stage at their sole discretion, inter alia, to take account of the objectives of the seller, UK MiFID II requirements and in accordance with allocation policies.

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Each of the Joint Bookrunners is acting on behalf of the Seller and no one else in connection with any offering of the Shares and will not be responsible to any other person for providing the protections afforded to any of its clients or for providing advice in relation to any offering of the Shares.

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