

SPANISH SECURITIES AND EXCHANGE COMMISSION

In accordance with the provisions of Article 227 of Law 6/2023, of 17 March, on Securities Markets and Investment Services, ABANCA Corporación Bancaria, S.A. ("ABANCA") hereby gives notice of the following

OTHER RELEVANT INFORMATION

ABANCA has set the economic terms of an issue of preferred securities with a reduction of its principal as a loss absorption mechanism (the "Securities") for a nominal amount of two hundred and fifty million.

The Securities will be issued at par and will be subject to a fixed annual distribution payable quarterly in arrear and subject to review while the issue remains outstanding. The distribution will be equal to 10.625% per annum payable quarterly until 14 January 2029 and every five years thereafter by applying a spread of 7.643% to the 5-year Mid-Swap Rate. The payment of such distributions is subject to certain conditions and is at the sole discretion of ABANCA.

The Securities will be perpetual, although they may be redeemed at the option of ABANCA in certain circumstances. In addition, the principal amount of each Security may be reduced by up to €0.01 if the Common Equity Tier 1 (CET1) ratio of ABANCA and/or the Abanca Group, calculated in accordance with Regulation (EU) No. 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms (the "Regulation 575/2013"), falls below 5.125% at any time. ABANCA's consolidated CET1 ratio as of 31 March 2023 was 12.30%.

The issue is targeted exclusively at professional clients and eligible counterparties.

The settlement and closing of this issue is expected to take place on 14 July 2023 subject to the signing of the Subscription Agreement and the fulfilment of the conditions established therein.

The Securities will be governed by Spanish law and are expected to be admitted to trading on *AIAF Mercado de Renta Fija*.

Once the issue has been carried out, the Securities will qualify as Additional Tier 1 (AT1) capital instruments of ABANCA and the ABANCA Group, in accordance with Law 10/2014, of 26 June, on the regulation, supervision and solvency of credit institutions and in accordance with the criteria of Regulation 575/2013.

On 7 July 2023

LEGAL NOTICE

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor there will be any sale of the securities in the United States of America or in any other jurisdiction in which such offer, solicitation or sale would be prohibited without registration or qualification under the securities laws of any such jurisdiction. The Securities have not been registered under the Securities Act of 1933 of the United States of America or under the securities laws of any other jurisdiction. Without such registration, the Securities shall 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 or the securities laws of any such jurisdiction.

As set out in the offer documentation relating to the offering of the Securities, there are other restrictions in various jurisdictions, including the United Kingdom and Spain.

This communication constitutes an announcement and not a prospectus for the purposes of Regulation (EU) 2017/1129 and investors should not subscribe for or purchase any of the Securities on the basis of this communication. It is intended that a prospectus will be filed with the Spanish Securities and Exchange Commission for approval for the purpose of admission to trading of the Securities.

Restrictions to the sale and resale to retail investors in the European Economic Area

The Securities are not intended to be sold, and must not be sold, to retail investors in the European Economic Area (the "EEA"). For these purposes "retail investor" means any person who is: (i) a retail client within the meaning of Article 4(1)(11) 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 consumer within the meaning of Directive 2016/97/EU (the "Insurance Distribution Directive"), provided that such consumer is not a professional within the meaning of Article 4(1)(10) of MiFID II. Therefore, the key information document ("KID") required by Regulation (EU) No 1286/2014 of the European Parliament and of the Council of 26 November 2014 on key information documents relating to PRIIPs and insurance-based investment products (the "PRIIPs Regulation") has not been prepared for the offer, the sale or the making available of the Securities to retail investors in the EEA and therefore the offer, the sale or the making available of the Securities to retail investors in the EEA may be unlawful under the PRIIPs Regulation.

Restrictions to the sale and resale to retail investors in the United Kingdom

The Securities are not intended to be sold, and must not be sold, to any retail investor in the United Kingdom. For these purposes, a "retail investor" means a person who is: (i) a retail investor ("retail client") as defined in Article 2(8) of Regulation (EU) 2017/565 as part of UK domestic regulation under the European Union (Withdrawal) Act of 2018 ("EUWA"); or (ii) a client ("customer") within the meaning of the rules of the Financial Services and Markets Act 2000 ("FSMA") and any other rules promulgated under the FSMA to transpose the Insurance Distribution Directive, provided that such client is not a professional client as defined in point (8) of Article 2(1) of Regulation (EU) 600/2014 as it forms part of the UK national regulations under



the EUWA. Accordingly, the key information document ("KID") required by the PRIIPs Regulation as part of the UK domestic regulations under the EUWA (the "UK PRIIPs Regulation") has not been prepared for the offer, the sale or the making available of the Securities to retail investors in the United Kingdom and, therefore, the offer, the sale or the making available of the Securities to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation.

This communication of other relevant information is for information purposes only and does not constitute, and shall not under any circumstances constitute, an offer to the public or a solicitation of an offer to the public within the meaning of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market.