



**U.C.I., S.A.**

*(Incorporated in Spain in accordance with the Spanish Companies Act)*

**€82,000,000 euros Non-Step Up Non-Cumulative Contingent Convertible Perpetual Preferred Tier 1 Securities, 7.50% Fixed per annum and after 60 months 5- year mid-swap + 788.8 bp (the “Notes” or “CoCo securities”)**

**SUPPLEMENT TO THE INITIAL INFORMATION MEMORANDUM (SUPLEMENTO AL DOCUMENTO INFORMATIVO DE INCORPORACIÓN INICIAL) ON THE ADMISSION (INCORPORACIÓN) OF NON-STEP UP NON-CUMULATIVE CONTINGENT CONVERTIBLE PERPETUAL PREFERRED TIER 1 SECURITIES ON THE ALTERNATIVE FIXED-INCOME MARKET**

This supplement (the “**Supplement**”) to the Information Memorandum (*Documento Informativo de Incorporación*) on the admission (*incorporación*) to trading of non-step-up non-cumulative contingent convertible perpetual preferred TIER 1 securities on the alternative fixed-income market (“**MARF**”) dated and registered (*incorporado*) on MARF on 19<sup>th</sup> September 2019 by U.C.I, S.A. (the “**Issuer**”) shall be read jointly with the Information Memorandum and with any other supplement thereto that the Issuer may disclose in the future, as the case may be.

Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Information Memorandum.

**1. PERSONS RESPONSIBLE**

Mr. Olivier Rodríguez, in the name and on behalf of the Issuer, in his capacity as representative expressly authorised, designated as such by virtue of the resolutions adopted by the Issuer’s board of directors on July 12, 2019, is responsible for the entire content of this Supplement.

Mr. Olivier Rodríguez hereby declares that the information contained in this Supplement is, to the best of his knowledge and after exercising reasonable diligence to ensure that it is as stated, compliant with the facts and contains no omissions that could affect its content.

**2. AMENDMENTS TO THE INFORMATION MEMORANDUM**

This Supplement is hereby presented to modify the Registered Advisor: Deloitte Advisory, S.L., limited liability company, registered in the Commercial Registry of Madrid, in Volume 29.897, Sheet 21, Page M-53804, Inscription 1<sup>st</sup>, with registered office in Plaza Pablo Ruiz Torre Picasso 1, 28020 Madrid and tax identification number B86466448 is substituted by Deloitte Financial Advisory, S.L.U., single-member company registered in the Commercial Registry of Madrid, in Volume 18.393, Sheet 1, Page M-319093, with registered office in Plaza Pablo Ruiz Torre Picasso 1, 28020 Madrid and tax identification number B83504043.

Deloitte Financial Advisory, S.L.U., is a company admitted as Registered Advisor of MARF by virtue of the resolution of the Board of Directors of the AIAF Mercado de Renta Fija published by means of the operational instruction 4/2023 of April 25<sup>th</sup>, on the admission of registered advisors to the Alternative Fixed Income Market in accordance with the provisions of section two of Market Circular 3/2013 of July 18<sup>th</sup>.

Thereby, all references in the Information Memorandum to the Registered Advisor should be understood to be made to Deloitte Financial Advisory, S.L.U. The new wording of section 5 (Duties of the Registered Advisor of Marf) shall read as follows:

*“Deloitte Financial Advisory, S.L.U., single-member company registered in the Commercial Registry of Madrid, in Volume 18.393, Sheet 1, Page M-319093, with registered office in Plaza Pablo Ruiz Torre Picasso 1, 28020 Madrid and tax identification number B83504043 (“Deloitte”) is designated as the registered advisor of the Issuer. Deloitte is a company admitted as Registered Advisor of MARF by virtue of the resolution of the Board of Directors of the AIAF Mercado de Renta Fija published by means of the operational instruction 4/2023 of April 25<sup>th</sup>, on the admission of registered advisors to the Alternative Fixed Income Market in accordance with the provisions of section two of Market Circular 3/2013 of July 18<sup>th</sup>.*

*Deloitte has been designated as the Registered Advisor of the Issuer and therefore has acquired the compromise of cooperate with the Issuer on (i) the admission (incorporación) of the Notes, (ii) compliance with any*

*obligations and responsibilities that apply to the Issuer for its participation in MARF, (iii) the preparation and presentation of financial and business information required thereby and (iv) review of the information to ensure that it complies with applicable standards. Thus, Deloitte will collaborate with the Issuer to enable him to comply with its obligations and responsibilities to be assumed by incorporating the issue on MARF, acting as specialized interlocutor between both MARF and the Issuer and as a means to facilitate its insertion and development in the new trading regime of their securities trading.*

*Deloitte shall provide MARF with the periodical reports required by it, and the MARF, in turn, may seek any information deemed necessary in connection with the Registered Advisor's role (and obligations as Registered Advisor). MARF may take any measures in order to check the information that has been provided.*

*The Issuer must have, at all times, a designated Registered Advisor listed in the "Registered Advisors Market Register" (Registro de Asesores Registrados del Mercado).*

*As Registered Advisor, Deloitte, with respect to the admission (incorporación) of the Notes to trading at MARF:*

- (i) has confirmed that the Issuer complies with requirements of the MARF regulations required for the admission (incorporación) of the Notes to trading; and*
- (ii) has assisted the Issuer in the preparation of the Information Memorandum (Documento Informativo de Incorporación) and reviewed all information furnished to the market in connection with the application for admission (incorporación) of the Notes on MARF and that the information contributed by the Issuer, to the best of its knowledge, complies with the requirements of the applicable laws and contains no omission likely to confuse potential investors.*

*Once the Notes are admitted to trading, Deloitte, will:*

- (i) review the information that the Issuer prepares for sending to MARF periodically or on an ad hoc basis and verify that the content meets the requirements and time limits provided in the rules;*
- (ii) advise the Issuer on the events that might affect the performance of the obligations it has assumed to admit the Notes to trading on MARF and on the best way to treat such events to avoid breaching those obligations;*
- (iii) inform the MARF of the facts that would constitute a breach by the Issuer of its obligations in the event of a potential material breach by the Issuer which had not been cured by its advice; and*
- (iv) manage, attend and answer queries and requests for information that the MARF may request in relation to the situation of the Issuer, the evolution of its activity, the level of performance of its obligations and such other market data deemed relevant.*

*To this effect, the Registered Advisor shall perform the following actions:*

- (i) maintain regular and necessary contact with the Issuer and analyse exceptional situations that may occur in the evolution of the market price, trading volume and other relevant circumstances in the trading of the Notes of the Issuer;*
- (ii) signing such statements, in general, as may be required under the regulations as a result of the admission (incorporación) on the MARF and in relation to the information required from companies listed on said market; and*
- (iii) forward to MARF, as soon as possible, the information received in response to inquiries and requests for information that the latter may issue.*

*The breach by the Registered Advisor of the requirements that are demanded of it, as well as the tasks to be carried out, may lead to the adoption, by the applicable organs of MARF, of any of the following actions:*

- (i) written warning leading to the adoption by the Registered Advisor of corrective action of non-compliant actions. This action may be taken by the Managing Director or the Market Supervision Committee;*
- (ii) a suspension of the Registered Advisor by MARF, which would result in a ban on the Registered Advisor being appointed in such role by new issuers. This action does not affect previous appointments, therefore they may continue to act as Registered Advisor regarding such issuers; and/or*
- (iii) exclusion of the entity out of the Registered Advisors Registry. "*

### **3. VALIDITY OF THE REMAINING SECTIONS OF THE INFORMATION MEMORANDUM**

The amendments to the Information Memorandum included in this Supplement entail no amendment to any other section or term of the Information Memorandum.

### **4. RISK FACTORS**

No risk has become evident for the Issuer that has led to changes in the risk factors section of the Information Memorandum.

### **5. PUBLICATION OF THE SUPPLEMENT**

This Supplement will be published on the website of MARF ([www.bolsasymercados.es](http://www.bolsasymercados.es)).

In Madrid, on 19<sup>th</sup> June 2023.

As the person responsible for this Supplement to the Information Memorandum:

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Mr. Olivier Rodríguez