



U.C.I., S.A.

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

€22,000,000 Non-Step-Up Non-Cumulative Contingent Convertible Perpetual Preferred Tier 1 Securities, (the “Notes” or “CoCo Securities”)

INFORMATION MEMORANDUM (*DOCUMENTO INFORMATIVO DE INCORPORACIÓN*) ON THE ADMISSION (*INCORPORACIÓN*) OF NON-STEP-UP NON-CUMULATIVE CONTINGENT CONVERTIBLE PERPETUAL PREFERRED TIER 1 SECURITIES OF U.C.I., S.A. 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 01st July 2022 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 May 24, 2022, 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 1st, 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 25th, 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 18th.

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 4 (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 25th, 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 18th.

Deloitte is 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 securities issued;*

- (ii) compliance with any obligations and responsibilities that apply to the Issuer for its admission (incorporación) and participation in the 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 CoCo Securities issued, 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 periodic reports required by it, and 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 application for admission (incorporación) of the CoCo Securities to trading on MARF:

- (i) has verified that the Issuer complies with the MARF's regulation requirements for the CoCo Securities to be admitted thereto; and
- (ii) has assisted the Issuer in preparing the Information Memorandum, has reviewed all information provided by the Issuer to MARF in connection with the application for admission (incorporación) to trading of the CoCo Securities on MARF and has verified that the information provided by the Issuer complies with the requirements of the applicable laws and contains no omission likely to mislead potential investors.

Once the CoCo Securities are admitted to trading on MARF, Deloitte, as registered advisor, will:

- (i) review the information prepared by the Issuer for its remittance to MARF periodically or on an ad hoc basis, and verify that the content meets the requirements and time limits provided for in MARF rules and regulations;
- (ii) advise the Issuer on any factors that may affect the Issuer's compliance with its obligations as an issuer of securities that have been admitted to trading on MARF, as well as the best way to deal with such events in order to avoid breaching such obligations;
- (iii) inform MARF of any facts that may constitute a breach by the Issuer of its obligations if it appreciates a potential material breach by the Issuer that had not been cured by its advice; and
- (iv) manage, attend, and answer queries and requests for information from MARF in relation to the situation of the Issuer, the evolution of its activity, the level of performance of its obligations and any other data deemed relevant.

For the above purposes, Deloitte, as registered advisor, shall perform the following actions:

- (i) maintain necessary and regular contact with the Issuer and analyse exceptional situations which may occur in the evolution of the market price, trading volume and other relevant circumstances in the trading of the CoCo Securities;
- (ii) sign such statements as may be required under MARF's regulations as a result of the admission (incorporación) to trading of the securities on MARF, as well as in relation to information required to companies with securities admitted thereto; and
- (iii) send to MARF, as soon as possible, any information received from the Issuer in response to enquiries and requests for information that MARF may have."

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).

In Madrid, on 19th June 2023.

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

Mr. Olivier Rodríguez