

**SUPPLEMENT DATED 6 AUGUST 2020 TO THE BASE PROSPECTUS DATED
23 APRIL 2020**



CAIXABANK, S.A.
(Incorporated as a limited liability company (sociedad anónima) in the Kingdom of Spain)

EURO 25,000,000,000
Euro Medium Term Note Programme

This Supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 23 April 2020 and the supplement dated 5 May 2020 (together, the "**Base Prospectus**") prepared by CaixaBank, S.A. (the "**Issuer**") in connection with its Euro Medium Term Note Programme (the "**Programme**") for the issuance of up to Euro 25,000,000,000 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 has been approved by the Central Bank of Ireland (the "**CBI**") in its capacity as competent authority under Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). The CBI only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Approval by the CBI should not be considered as an endorsement of the Issuer or of the quality of the Notes. Investors should make their own assessment as to the suitability of investing in the Notes.

IMPORTANT NOTICES

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect its import.

To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus which may affect the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since publication of the Base Prospectus.

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 supplemented and/or amended in the manner described below:

DOCUMENTS INCORPORATED BY REFERENCE

The information set out below shall supplement the section of the Base Prospectus headed "*Documents incorporated by reference*" on page 42 of the Base Prospectus:

"an English language translation of CaixaBank's (i) condensed interim consolidated financial statements and the interim consolidated management report, together with the auditors' limited review report, for the six month period ending 30 June 2020 (available at: https://www.ise.ie/debt_documents/Interim%20AFS%2030%20June%202020_34e09a2e-7aaa-4946-8dc4-2db44d9b3cb3.PDF); and (ii) unaudited business activity and results report prepared under management criteria for the six months ended 30 June 2020 (available at: https://www.ise.ie/debt_documents/Bussiness%20Activity%20and%20Results%2030%20June%202020_824b2e46-fa45-4a2b-9bfc-a2b2987a096a.PDF)"

DESCRIPTION OF THE ISSUER

The following text is to be added before “*Business Overview by segment*” on page 180 of the Base Prospectus:

"Agreement between CaixaBank Payments & Consumer S.A. and Global Payments Inc.

On 30 July 2020 CaixaBank's 100% owned subsidiary CaixaBank Payments & Consumer S.A. (CPC) reached an agreement with Global Payments Inc. (**Global Payments**) to sell a 29% stake from its current 49% participation in the share capital of Comercia Global Payments, Entidad de Pago, S.L. (the **Company**), a joint venture between CPC and Global Payments, for a cash consideration of €493 million (the **Transaction**), which implies a valuation of €1,700 million for 100% of the Company.

As a result of the Transaction, CaixaBank will maintain a presence and degree of significant influence in the Company's merchant acquiring business, while also realising a significant capital gain.

The current commercial agreement between the Company and CaixaBank will remain in place and be extended until 2040, in order to facilitate product innovation, accelerate the growth trajectory of the business and better serve the client network.

The Transaction is expected to generate a post-tax c.€410 million capital gain, equivalent to 19 basis points of CET1 ratio capital (adjusted for dividend accrual), with an estimated impact of €-14 million in equity accounted income for 2021.

The closing of the Transaction is expected to take place in the second semester of 2020."

Termination of Agreement Among Shareholders upon expiration of its validity period

On 3 August 2020, CaixaBank published a relevant fact (*otra información relevante*) informing that as of that date the shareholders' agreement entered into between la CaixaBanking Foundation, Caja Navarra Banking Foundation, Cajasol Foundation, Caja Canarias Foundation, Caja de Burgos, Banking Foundation and CaixaBank following the merger by absorption of Banca Cívica, S.A. by CaixaBank is no longer in force due to the expiration of its validity period.

Due to the termination of the shareholders' agreement, Caja Canarias Foundation has tendered its resignation as proprietary director to the Board of Directors of CaixaBank. The Board of Directors has requested Caja Canarias Foundation to step down from its position once it receives the resolution from the banking authorities verifying the suitability of Carme Moragues Josa, whom the Board, on the basis of the proposal presented by the Appointments Committee, has agreed to appoint via cooptation (“*cooptación*”) as an independent director of CaixaBank to cover the vacancy that will be left after Caja Canarias Foundation steps down."

GENERAL INFORMATION

The section headed "*Significant or Material Change*" of the "*General Information*" section on page 232 of the Base Prospectus is deleted and replaced by the following:

"Significant or Material Change

Save as disclosed in the Base Prospectus, there has been no material adverse change in the prospects of the Issuer since 31 December 2019.

Save as disclosed in the Base Prospectus, there has been no significant change in the financial performance or position of the Group since 30 June 2020."