



CaixaBank, S.A.

(incorporated with limited liability in Spain)

U.S.\$5,000,000,000 U.S. Medium Term Note Program

This fourth supplement (the “**Supplement**”) is supplemental to, forms part of and must be read and construed in conjunction with the offering memorandum dated February 28, 2022 (as amended and supplemented by the supplements dated May 27, 2022, September 16, 2022 and November 10, 2022, the “**Offering Memorandum**”), prepared by CaixaBank, S.A. (“**CaixaBank**”, the “**Issuer**”, the “**Company**”, or the “**Bank**” and, together with its consolidated subsidiaries, “**we**”, “**us**”, “**our**”, “**CaixaBank Group**” and the “**Group**”, unless otherwise indicated or the context otherwise requires) in connection with its U.S.\$5,000,000,000 U.S. Medium Term Note Program (the “**Program**”) for the issuance, from time to time, of notes thereunder (the “**Notes**”). Terms given a defined meaning in the Offering Memorandum shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement has been approved by the Irish Stock Exchange plc, trading as Euronext Dublin pursuant to the applicable listing and admission to trading rules.

This Supplement has been prepared for the purposes of (i) incorporating by reference the English version of the inside information announcement dated December 15, 2022 disclosing the minimum capital requirements and leverage ratio for the CaixaBank Group applicable beginning January 1, 2023, as well as other recent announcements of the Company, by amending the section of the Offering Memorandum entitled “*Documents Incorporated by Reference*”; and (ii) informing investors of certain recent developments affecting the Group by amending and/or supplementing certain other sections of the Offering Memorandum.

The Notes will be offered in reliance on the exemption from registration provided by Rule 144A (“**Rule 144A**”) under the United States Securities Act of 1933, as amended (the “**Securities Act**”), only to qualified institutional buyers within the meaning of Rule 144A or outside the United States to non-U.S. persons (as such term is defined in Rule 902 under the Securities Act) pursuant to Regulation S under the Securities Act.

In respect of each tranche of Notes, the specific terms and conditions of such Notes (including the aggregate principal amount of Notes, interest (if any) payable in respect of Notes and the issue price of Notes) will be set forth in a pricing supplement (each, a “**Pricing Supplement**”), the form of which is set out in the Offering Memorandum. The applicable Pricing Supplement in respect of the issue of any Notes will specify whether or not such Notes will be listed and admitted to trading.

For a description of certain restrictions on transfers and resales, see “*Notice to Investors*” and “*Transfer Restrictions*” in the Offering Memorandum.

Investing in the Notes involves certain risks.

See “*Risk Factors*” beginning on page 21 of the Offering Memorandum, as amended and supplemented by this Supplement.

Arranger

Barclays

Dealers

Barclays

BNP PARIBAS

BofA Securities

CaixaBank

J.P. Morgan

Morgan Stanley

NOTICE TO INVESTORS

The Notes have not been, and will not be, registered under the Securities Act, or the state securities laws of any state of the United States or the securities laws of any other jurisdiction. The Notes may not be offered or sold except in transactions exempt from the registration requirements of the Securities Act. Prospective purchasers are hereby notified that sellers of the Notes may be relying on the exemption from the provisions of Section 5 of the Securities Act provided by Rule 144A. Prospective investors should thus be aware that they may be required to bear the financial risks of an investment in the Notes for an indefinite period of time. For a description of certain restrictions on transfers and resales, see “Transfer Restrictions” in the Offering Memorandum and the applicable Pricing Supplement.

Neither the U.S. Securities and Exchange Commission nor any state securities commission in the United States has approved or disapproved of the Notes or determined that the Offering Memorandum, as amended and supplemented by this Supplement, is truthful or complete. Any representation to the contrary is a criminal offense.

The Offering Memorandum, as amended and supplemented by this Supplement, does not constitute an offer to sell, or a solicitation of an offer to buy, any Notes offered hereby by any person in any jurisdiction in which it is unlawful for such person to make an offer or solicitation. None of the Issuer, the Dealers or any of their respective affiliates or representatives is making any representation to any offeree or purchaser of the Notes offered hereby regarding the legality of any investment by such offeree or purchaser under applicable legal, investment or similar laws. Each prospective investor should consult with its own advisors as to legal, tax, business, financial and related aspects of a purchase of the Notes.

The distribution of the Offering Memorandum and this Supplement and the offer and sale of the Notes may, in certain jurisdictions, be restricted by law. Each purchaser of the Notes must comply with all applicable laws and regulations in force in each jurisdiction in which it purchases, offers or sells the Notes or possesses or distributes the Offering Memorandum or this Supplement, and must obtain any consent, approval or permission required for the purchase, offer or sale by it of the Notes under the laws and regulations in force in any jurisdiction to which it is subject or in which it makes purchases, offers or sales. There are restrictions on the offer and sale of the Notes, and the circulation of documents relating thereto, in certain jurisdictions including the United States, Canada, the United Kingdom, the European Economic Area and Spain and to persons connected therewith.

The Issuer has prepared the Offering Memorandum and this Supplement solely for use in connection with the placement and listing of the Notes from time to time under the Program. The Issuer and the Dealers reserve the right to withdraw an offering of the Notes at any time or to reject any offer to purchase, in whole or in part, for any reason, or to sell less than any offered Notes.

The Issuer accepts responsibility for the information contained in the Offering Memorandum and this Supplement and declares that, to the best of its knowledge, (having taken all reasonable care to ensure that such is the case) the information contained therein and herein is in accordance with the facts and contains 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 Offering Memorandum, the statements in this Supplement will prevail.

Save as disclosed in this Supplement, no significant new fact, material mistake or inaccuracy relating to information included in the Offering Memorandum that is capable of affecting the assessment of the Notes issued under the Program has arisen or been noted, as the case may be, since the publication of the Offering Memorandum.

Although seasonality can affect certain of our products and business lines (for example, due to variations in pension payments received by our clients), it does not materially affect the results of CaixaBank as a whole.

FORWARD-LOOKING STATEMENTS

The Offering Memorandum, as amended and supplemented by this Supplement (including the documents incorporated by reference therein or herein), contains certain forward-looking statements (as such term is defined in the U.S. Private Securities Litigation Reform Act of 1995) and information that is based on the beliefs of the Issuer's management, as well as assumptions made by and information currently available to its management.

Forward-looking statements involve risks, uncertainties and assumptions because they relate to events and depend on circumstances that may or may not occur in the future. Actual results may differ materially from those expressed in these forward-looking statements, and prospective investors should not place undue reliance on them. There can be no assurance that actual results of our activities and operations will not differ materially from the projections or expectations set forth in such forward-looking statements. Investors should read "*Risk Factors*," "*Forward-Looking Statements*" and "*Description of CaixaBank and Our Business*" in the Offering Memorandum, as amended and supplemented by this Supplement, for a more complete discussion of the factors that could affect us.

Any forward-looking statements are based on our current expectations and projections about future events and involve substantial uncertainties. All statements (other than statements of historical fact) included in the Offering Memorandum, as amended and supplemented by this Supplement (including the documents incorporated by reference therein or herein), regarding our business strategy, goals, targets (including, without limitation, environmental, social and governance goals and targets), plans and objectives of management for future operations, budgets, future financial position and results of operations, projected revenues and costs or prospects are forward-looking statements, in particular, those related to our 2022-2024 strategic plan. Forward-looking statements are subject to inherent risks and uncertainties, some of which cannot be predicted or quantified. Future events or actual results could differ materially from those set forth in, contemplated by or underlying forward-looking statements. We do not undertake any obligation to publicly update or revise any forward-looking statements, except as may be required by applicable law.

Additional risks that we may currently deem immaterial or that are not presently known to us could cause the forward-looking events discussed in the Offering Memorandum, as amended and supplemented by this Supplement (including the documents incorporated by reference therein or herein), not to occur. We expressly disclaim any obligation or undertaking to release publicly any update of or revisions to any forward-looking statements in the Offering Memorandum, as amended and supplemented by this Supplement (including the documents incorporated by reference therein or herein), to reflect any change in our expectations or any change in events, conditions or circumstances on which these forward-looking statements are based. Given the uncertainties of forward-looking statements, we caution prospective investors not to place undue reliance on these statements.

DOCUMENTS INCORPORATED BY REFERENCE

The first paragraph of the section entitled “Documents Incorporated by Reference” (which begins on page xiv of the Offering Memorandum), including its lettered subparagraphs, is hereby deleted in its entirety and replaced with the following text:

“Certain information is incorporated by reference in this Offering Memorandum, which means that important information is being disclosed by referring to such information. The information being incorporated by reference is an important part of this document and should be reviewed before deciding whether or not to participate in the offering. The following information and documents, which have previously been published and have been filed with Euronext Dublin, are incorporated by reference in, and shall be treated as forming an integral part of, this Offering Memorandum (the “**Incorporated Documents**”):

- (a) The English translation of the 2021 Management Report;
- (b) The English translation of the 2021 Consolidated Financial Statements;
- (c) The English translation of the 2020 Consolidated Financial Statements;
- (d) The English translation of the 2019 Consolidated Financial Statements;
- (e) The English translation of CaixaBank’s “Business activity and results, January-September 2022” nine-month report;
- (f) The English translation of CaixaBank’s “3Q22 Results” presentation dated October 28, 2022;
- (g) The English translation of CaixaBank’s condensed interim consolidated financial statements and the interim consolidated management report (the “**Interim Consolidated Management Report**”), together with the auditors’ limited review report, for the six-month period ended June 30, 2022;
- (h) The English translation of CaixaBank’s “Business activity and results, January-June 2022” half-year report;
- (i) The English translation of CaixaBank’s “2Q22 Results” presentation dated July 29, 2022;
- (j) The English translation of any future financial statements and the related business activity and results document published by the Issuer in relation to its annual, half-year or quarterly results;
- (k) The English translation of CaixaBank’s “Investor Day—Strategic Plan 2022-2024” presentation dated May 17, 2022;
- (l) The English version of the inside information announcement (“*anuncio de información privilegiada*”) dated December 15, 2022 informing of the minimum capital requirements and leverage ratio for the CaixaBank Group applicable beginning January 1, 2023;
- (m) The English version of the other relevant information announcement (“*anuncio de otra información relevante*”) dated December 22, 2022 informing of the appointment of the independent director Mr. Eduardo Javier Sanchiz Irazu as the new lead independent director of CaixaBank;
- (n) The English version of the other relevant information announcement (“*anuncio de otra información relevante*”) dated December 14, 2022 informing of the completion of the Company’s share buy-back program;
- (o) The English version of the other relevant information announcement (“*anuncio de otra información relevante*”) dated December 9, 2022 informing of the reduction of the TLTRO-III amount within the context of the December TLTRO-III early repayment option; and
- (p) All other documents published by the Issuer and stated in a supplement in respect of an issuance to be incorporated by reference in this Offering Memorandum.

The contents of any website accessible by hyperlinks included in the Incorporated Documents do not form part of this Offering Memorandum unless specifically incorporated by reference herein. To the

extent that there is any inconsistency between any statements included in the Incorporated Documents, the statement in the most recent Incorporated Document will prevail.”

The third paragraph of the section entitled “Documents Incorporated by Reference” (which begins on page xiv of the Offering Memorandum), including its bullet points, is hereby deleted in its entirety and replaced with the following text:

“Notwithstanding the foregoing, the following information contained in the Incorporated Documents shall not be deemed incorporated by reference herein:

- Section 03 “Non-financial information statement” in the 2021 Management Report;
- Section A “Independent Verification Report” in the 2021 Management Report;
- Section B “Annual Report on Governance” in the 2021 Management Report;
- The paragraph setting out the Group’s financial targets in the section entitled “Key information—Relevant aspects in 2022—2022–2024 Strategic Plan” in the English Translation of CaixaBank’s “Business activity and results, January-September 2022” nine-month report;
- The section entitled “Sustainability and social commitment” in the English translation of CaixaBank’s “Business activity and results, January-September 2022” nine-month report;
- The paragraph setting out the Group’s 2030 decarbonization targets for carbon intensive sectors in the section entitled “Stepping up our ESG agenda” of the slide entitled “Strong commitment to support our clients and society—in managing the present and building a better future” in the English Translation of CaixaBank’s “3Q22 Results” presentation dated October 28, 2022;
- The first bullet in each of the sections entitled “Costs” and “Provisions” of the slide entitled “Net income up 19% yoy supported by higher operating income and lower provisions” in the English Translation of CaixaBank’s “3Q22 Results” presentation dated October 28, 2022;
- The fifth bullet in the section entitled “3Q22 QOQ evolution” of the slide entitled “NII recovery picks up pace in 3Q—with volume and margin growth offsetting impact from TLTRO” in the English Translation of CaixaBank’s “3Q22 Results” presentation dated October 28, 2022;
- The third bullet in the section entitled “Recurrent Costs” and the title of the slide entitled “Recurrent costs down 6% yoy—on track to meet FY guidance” in the English Translation of CaixaBank’s “3Q22 Results” presentation dated October 28, 2022;
- The second bullet and the title of the slide entitled “Solid credit quality trends: CoR stable and in line with guidance as NPL reduction continues at fast pace” in the English Translation of CaixaBank’s “3Q22 Results” presentation dated October 28, 2022;
- The statement “CET1 comfortably aligned with target and above requirements” of the slide entitled “Strong capital and enhanced shareholder value—accompanied by loan-growth” in the English Translation of CaixaBank’s “3Q22 Results” presentation dated October 28, 2022;
- Section 2.2 “2022–2024 Strategic Plan” of the Interim Consolidated Management Report;
- Section 5 “The people that make up CaixaBank” of the Interim Consolidated Management Report;
- Section 6 “Our commitment to sustainability” of the Interim Consolidated Management Report;
- The paragraph setting out the Group’s financial targets in the section entitled “Key information—2022 – 2024 Strategic Plan and other relevant aspects in the half” in the English translation of CaixaBank’s “Business activity and results, January-June 2022” half-year report;
- The section entitled “Sustainability and social commitment” in the English translation of CaixaBank’s “Business activity and results, January-June 2022” half-year report;
- The first bullet in each of the sections entitled “Costs” and “Provisions” of the slide entitled “Double-digit growth in net income on higher revenues and lower costs and provisions” in the English translation of CaixaBank’s “2Q22 Results” presentation dated July 29, 2022;

- The third bullet of the slide entitled “LLCs remain at low levels with CoR stable and in line with guidance—supported by ample coverage” in the English translation of CaixaBank’s “2Q22 Results” presentation dated July 29, 2022;
- The section entitled “Strategic Plan 2022-24—3. Financial Targets” in the English translation of CaixaBank’s “Investor Day—Strategic Plan 2022-2024” presentation dated May 17, 2022;
- The section entitled “Financial Projections and Capital Planning” in the English translation of CaixaBank’s “Investor Day—Strategic Plan 2022-2024” presentation dated May 17, 2022;
- the Appendix of the English translation of CaixaBank’s “Investor Day—Strategic Plan 2022-2024” presentation dated May 17, 2022; and
- any quantitative financial projections, targets or objectives included in the Incorporated Documents listed above.”

The documents incorporated by reference in the Offering Memorandum, as amended and/or supplemented by this Supplement, may be accessed in English at <https://www.caixabank.com/en/shareholders-investors.html>.

DESCRIPTION OF CAIXABANK AND OUR BUSINESS

The following text is hereby inserted immediately after the subsection entitled “Description of CaixaBank and our Business—Litigation—Criminal judicial investigation into alleged acts that could be deemed to constitute bribery and wrongful disclosure of secrets” (which begins on page 88 of the Offering Memorandum):

“Reopening of Bandenia money laundering investigation

In July 2019, the Anti-Corruption Prosecutor’s Office of the Spanish government initiated legal proceedings against Bandenia Banca Privada PLC and Bandenia Banca Privada Sucursal en España (together, the “**Bandenia Group**”) in relation to a potential money laundering matter. In July 2021, two CaixaBank employees, as well as employees of certain other banks, were made subjects of the investigation in the Central Investigation Court No. 5 (*Audiencia Nacional*). In the case of the CaixaBank employees, the alleged crime consisted of allowing the Bandenia Group, a so-called “shell” bank, to open accounts and order bank transfers without first verifying the origin of the funds deposited in and transferred from accounts held in CaixaBank between August 2013 and March 2015. In depositions given in October 2021, both employees testified that they had acted in compliance with CaixaBank’s AML policy in carrying out the transactions at issue.

On July 21, 2022, the Court closed the proceedings, concluding that there was insufficient evidence of a crime committed by any of the parties under investigation. On November 15, 2022, the Criminal Chamber of the National Court (*Audiencia Nacional*) overturned the decision on appeal, considering that the depositions of the legal representatives of CaixaBank, and of certain other banks alleged to have facilitated similar transactions for the Bandenia Group, would be needed to determine the facts. CaixaBank is scheduled to provide its deposition on January 25, 2023.”