

**SUPPLEMENT DATED 31 JULY 2023 TO THE INFORMATION MEMORANDUM
DATED 26 APRIL 2023**



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

€3,000,000,000
EURO-COMMERCIAL PAPER PROGRAMME

This Supplement (the Supplement) is supplemental to, forms part of and must be read and construed in conjunction with, the information memorandum dated 26 April 2023 and the supplement thereto dated 5 May 2023 (the **Information Memorandum**) prepared by CaixaBank, S.A. (the **Issuer**) in connection with its Euro-Commercial Paper Programme (the **Programme**) for the issuance of up to Euro 3,000,000,000 in aggregate principal amount of notes (the **Notes**). Terms given a defined meaning in the Information 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, trading as Euronext Dublin pursuant to the applicable listing and admission to trading rules.

IMPORTANT NOTICES

The Issuer accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, 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 Information Memorandum, the statements in (a) above will prevail.

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

AMENDMENTS OR ADDITIONS TO THE INFORMATION MEMORANDUM

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Information Memorandum shall be supplemented and/or amended in the manner described below.

RISK FACTORS

The information shall be added before the section of the Information Memorandum headed "Holders of Notes may not be able to exercise their rights in the event of the adoption of any early intervention or resolution measure under Law 11/2015 and the SRM Regulation" on page 38 of the Information Memorandum:

"The ranking of the Notes in an insolvency scenario may be affected by the implementation of the CMDI

On 18 April 2023, the European Commission released a legislative proposal to amend the European Union's existing bank Crisis Management and Deposit Insurance framework ("CMDI"). The package implies the review of the Bank Resolution and Recovery Directive ("BRRD"), the Single Resolution Mechanism Resolution ("SRMR") and the Deposit Guarantee Scheme Directive.

As of the date of this Supplement, the exact impact of the CMDI proposal is still uncertain given it is in the form of a legislative proposal and therefore subject to further amendments by the European Parliament and the Council before being final and applicable. If it is adopted as proposed, it would mean that senior preferred debt instruments would no longer rank *pari passu* with any non-covered non-preferred deposits of the Issuer, instead, senior preferred debt instruments would rank junior in right of payment to the claims of all depositors. Accordingly, if the proposal is implemented as it is, the amendment of the ranking of claims in insolvency to provide for a general depositor preference would increase the risk of the senior preferred debt investors that, in the context of the exercise of the Bail-in Power, would bear a greater

proportion of losses at the expense of depositors. Likewise, this could eventually lead to a rating downgrade for senior preferred debt instruments."

DOCUMENTS INCORPORATED BY REFERENCE

The information set out below shall supplement the section of the Information Memorandum headed "Documents incorporated by reference" on page 9 of the Information Memorandum:

"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, as at and for the six month period ending 30 June 2023; and (ii) unaudited business activity and results report prepared under management criteria as at and for the six months ended 30 June 2023 (both (i) and (ii) available at: <https://live.euronext.com/en/product/bonds-detail/p698%7C25116/documents>)."

GENERAL INFORMATION

The section headed "No Significant Change" of the "General Information" section on page 120 of the Information Memorandum is deleted and replaced by the following:

"No Significant Change

Save as disclosed in this Information Memorandum, there has been no significant change in the financial or trading position of the Issuer or the Group since 30 June 2023."