

SUPPLEMENT DATED 12 APRIL 2021 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 supplements dated 5 May 2020, 6 August 2020, 3 November 2020, 29 January 2021 and 26 February 2021 (together, the **Base Prospectus**) prepared by CaixaBank, S.A. (the **Issuer**, the **Bank** or **CaixaBank**) 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 an endorsement 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:

IMPORTANT INFORMATION

The text below shall be included after the section headed "IMPORTANT INFORMATION" on page 5 of the Base Prospectus:

"INFORMATION ON THE MERGER

On 18 September 2020, CaixaBank announced that its Board of Directors had approved the joint merger plan for the merger of Bankia, S.A. (**Bankia**) (absorbed company) into CaixaBank (absorbing company). The merger was approved by the shareholders' meetings of CaixaBank and Bankia held on 3 December 2020 and 1 December 2020, respectively, and after obtaining the required authorisations, the merger was registered with the Commercial Registry of Valencia on 26 March 2021 and thus became effective as of that date.

The consolidated financial statements of CaixaBank and Bankia for the years ended 31 December 2019 and 2020 are incorporated by reference. However, it should be noted that no financial information on the Group resulting from the merger is available nor pro forma consolidated financial information has been prepared. As a result, there is limited financial information on which to evaluate the business, financial condition, results of operations and cash flows of the Group resulting from the merger.

Accordingly, the relevant historical consolidated financial information included herein refers to CaixaBank and/or Bankia (and their respective groups) as separate entities and/or groups and therefore may not reflect what the business, financial condition, results of operations and cash flows of the Group resulting from the merger would have been had the merger been effective during the periods presented or what the business, financial condition, results of operations and cash flows of the Group resulting from the merger will be in the future.

In addition, no information on the regulatory own funds or eligible liabilities position and requirements of CaixaBank and the Group resulting from the merger is available. Historical information of CaixaBank and of Bankia on their regulatory own funds and eligible liabilities position and requirements either contained in this Base Prospectus or publicly available may not reflect what that position and requirements of CaixaBank and the Group resulting from the merger would have been had the merger been effective during the periods presented.

Consequently, it may be difficult to evaluate the current business of CaixaBank and its Group and predict its future performance on the basis of the information contained in this Base Prospectus."

DESCRIPTION OF THE ISSUER

The text below shall replace in its entirety the section headed "Description of the Issuer – Key events in 2018, 2019 and 2020 – Merger with Bankia" included by means of the supplement dated 3 November 2020:

"Merger with Bankia

On 17 September 2020, the Boards of Directors of CaixaBank and Bankia approved the joint merger plan for the merger of Bankia (absorbed company) into CaixaBank (absorbing company) (the **Merger**).

The Merger plan was approved by the extraordinary shareholders' meetings of CaixaBank and Bankia held in December 2020 by more than 99% in both cases, with a quorum of more than 70% in the case of CaixaBank, and more than 80% in the case of Bankia.

After obtaining the required authorisations, the Merger was registered with the Commercial Registry of Valencia on 26 March 2021 and, thus, became effective as of that date, and CaixaBank acquired, by universal succession, all the rights and obligations of Bankia. As a result thereof, this was the last day Bankia's shares were traded on the Spanish Stock Exchanges before being exchanged for CaixaBank shares.

CaixaBank covered the Merger exchange ratio by delivering to Bankia's shareholders 0.6845 newly-issued ordinary shares of CaixaBank for every share in Bankia with a nominal value of one euro. CaixaBank increased its share capital by issuing 2,079,209,002 new ordinary shares, with a nominal value of one euro each, for distribution to Bankia's shareholders, that started trading on the Barcelona, Bilbao, Madrid and Valencia stock exchanges on 29 March 2021. As a result thereof, the share capital of CaixaBank is represented by 8,060,647,033 shares, with a nominal value of one euro each, belonging to the same class and series.

As a result of the Merger, and based on internal calculations, it is expected:

- To be the largest bank in the domestic market, with more than €664 billion total assets, and 20 million customers, representing around 25% of loans and 24% of deposits in Spain (source: internal calculation based on CaixaBank and Bankia financial reports and Bank of Spain statistics).
- To have a well-balanced and diversified geographical presence, with an extensive and specialised network, aiming to maintain CaixaBank's and Bankia's shared principles of accessibility and financial inclusion.
- To enable further improving customer experience due to the resulting network and digital capabilities - with 10 million digital customers in Spain.
- To be able to generate annual cost synergies of approximately €770 million and new annual revenue of around €290 million.
- In terms of solvency objectives, to establish a buffer of between 250 and 300 basis points on the SREP regulatory requirement, and a CET1 capital ratio of between 11.0% and 11.5% without considering IFRS 9 transitional adjustments.

The operational integration process is expected to be carried out before the end of 2021.

Finally, the most relevant amendments to the management of the Issuer as a result of the Merger are described below:

Composition of the Board of Directors

Name	Post	Nature	Date of first appointment	Shareholder represented
José Ignacio Goirigolzarri ^{(10) (15)}	Chairman	Executive	03-12-2020	
Tomás Muniesa ^{(10) (14)}	Deputy Chairman	Proprietary	01-01-2018 ⁽²⁾⁽³⁾	"la Caixa" Banking Foundation
Gonzalo Gortázar ^{(10) (15)}	CEO	Executive	30-06-2014 ⁽⁴⁾⁽⁵⁾⁽⁶⁾	--
John S. Reed ⁽¹¹⁾	Lead Independent Director	Independent	03-11-2011 ⁽⁴⁾⁽⁷⁾	--
Joaquín Ayuso ^{(13) (14)}	Director	Independent	03-12-2020	
Francisco Javier Campo ^{(11) (12)}	Director	Independent	03-12-2020	
Eva Castillo ^{(10) (15)}	Director	Independent	03-12-2020	
Fernando María Costa Duarte ^{(11) (14)}	Director	Other external	03-12-2020	
María Verónica Fisas ^{(10) (14)}	Director	Independent	25-02-2016 ⁽⁸⁾	--
Cristina Garmendia ^{(12) (13) (15)}	Director	Independent	05-04-2019	--
María Amparo Moraleda ^{(10) (13) (15)}	Director	Independent	24-04-2014 ⁽⁴⁾	--
Eduardo Javier Sanchiz ^{(11) (12) (14)}	Director	Independent	21-09-2017 ⁽²⁾	--
Teresa Santero ⁽¹²⁾	Director	Proprietary	03-12-2020	FROB y BFA Tenedora de Acciones S.A.U.
José Serna ^{(12) (13)}	Director	Proprietary	30-06-2016 ⁽¹⁾	"la Caixa" Banking Foundation
Koro Usarraga ^{(10) (12) (14)}	Director	Independent	30-06-2016 ⁽¹⁾	
Óscar Calderón	General Secretary and Secretary to the Board of Directors	General Secretary and Secretary to the Board of Directors (non-director)	27-06-2011 ⁽⁹⁾	
Óscar Figueres	First Deputy Secretary to the Board of Directors	First Deputy Secretary to the Board of Directors (non-director)	23-10-2017	

Notes:

- (1) Ratified and appointed Board of Director member on 6 April 2017.
- (2) Ratified and appointed Board of Director member on 6 April 2018.
- (3) Qualified as Proprietary Director on 22 November 2018.
- (4) Reelected on 5 April 2019.
- (5) Ratified and appointed Director on 23 April 2015.
- (6) Reelected CEO on 23 April 2015 and 5 April 2019.
- (7) Appointed as Lead Independent Director by the Board on 20 February 2020, with effects since 22 May 2020.
- (8) Ratified and appointed as Director on 28 April 2016. Reelected Board of Director member on 22 May 2020.
- (9) Appointed Secretary to the Board of Directors on 1 January 2017. Appointed General Secretary on 29 May 2014.
- (10) Member of the Executive Committee. Mr José Ignacio Goirigolzarri is the Chairman of the Executive Committee.
- (11) Member of the Appointments Committee. Mr John S. Reed is the Chairman of the Appointments Committee.
- (12) Member of the Audit and Control Committee. Ms. Koro Usarraga is the Chairwoman of the Audit and Control Committee.
- (13) Member of the Remuneration Committee. Ms. María Amparo Moraleda is the Chairwoman Remuneration Committee.
- (14) Member of the Risks Committee. Mr. Eduardo Javier Sanchiz is the Chairman of the Risks Committee.
- (15) Member of the Innovation, Technology and Digital Transformation Committee. Mr. José Ignacio Goirigolzarri is the Chairman of the Innovation, Technology and Digital Transformation Committee.

Composition of the Management Committee

On 30 March 2021 the Board of Directors approved the new composition of the Management Committee:

Name	Post	Date of appointment
Gonzalo Gortázar	CEO	30-06-2011
Juan Antonio Alcaraz	Head of Retail, Business and Private Banking	30-06-2011
Xavier Coll	Chief Human Resources Officer	30-06-2011
Jordi Mondéjar	Chief Risks Officer	10-07-2014
Iñaki Badiola	Head of CIB and International Banking	22-11-2018

Luis Javier Blas	Chief Operating Officer	30-10-2019
Matthias Bulach	Head of Accounting, Mgmt Control and Capital	28-11-2016
Manuel Galarza	Head of Control and Compliance	30-03-2021
María Luisa Martínez	Head of Communications and Institutional Relations	27-05-2016
Javier Pano	Chief Financial Officer	24-10-2013
Marisa Retamosa	Head of Internal Audit	22-11-2018
Eugenio Solla	Chief Sustainability Officer	30-03-2021
Javier Valle	Head of Insurance	22-11-2018
Óscar Calderón	Board Secretary and General Council	29-05-2014

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 Bankia's audited consolidated financial statements prepared in accordance with the IFRS–EU (including the independent auditor's report thereon) for the financial year ended 31 December 2020 (the **2020 Bankia Consolidated Financial Statements**) together with Bankia's consolidated directors' report in respect of the 2020 Consolidated Financial Statements (**Bankia Management Report for 2020**) available at:

<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202104/a82b3fd5-7b4e-475e-900d-e806d8437a2b.pdf>

An English language translation of Bankia's audited consolidated financial statements prepared in accordance with the IFRS–EU (including the independent auditor's report thereon) for the financial year ended 31 December 2019 (the **2019 Bankia Consolidated Financial Statements**) together with Bankia's consolidated directors' report in respect of the 2019 Consolidated Financial Statements (**Bankia Management Report for 2019**) available at:

<https://ise-prodnr-eu-west-1-data-integration.s3-eu-west-1.amazonaws.com/202104/b617daa3-2202-496c-8cbc-ef2382601d1b.pdf> "