

SUPPLEMENT DATED 30 JANUARY 2025 TO THE BASE PROSPECTUS DATED 18 APRIL 2024



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

EURO 40,000,000,000
(being increased from EURO 30,000,000,000)
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 18 April 2024 and the supplements thereto dated 30 April 2024, 1 August 2024, 31 October 2024 and 3 December 2024 (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 30,000,000,000 in aggregate nominal amount of notes (the "**Notes**"). This Supplement constitutes a supplement to the Base Prospectus for the purposes of Article 23 of Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**"). Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires or except as otherwise stated herein, have the same meaning when used in this Supplement.

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**") in its capacity as competent authority under the Prospectus Regulation. The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Approval by the Central Bank 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:

INCREASE IN THE MAXIMUM AGGREGATE NOMINAL AMOUNT OF THE PROGRAMME

With effect from the date of this Supplement, the maximum aggregate original nominal amount of all Notes from time to time outstanding under the Programme is increased from Euro 30,000,000,000 to Euro 40,000,000,000) (or its equivalent in other currencies calculated as described in the Programme Agreement). With effect from the date of this Supplement, all references in the Base Prospectus relating to, or to the amount of, the maximum aggregate original nominal amount of all Notes from time to time outstanding under the Programme of EUR 30,000,000,000 shall be read and construed as reference to the increased maximum aggregate nominal amount of EUR 40,000,000,000.

FORM OF FINAL TERMS

The section headed "Form of Final Terms" on pages 65 to 85 of the Base Prospectus is amended as follows to reflect, as the only change thereof, the increase in the maximum aggregate nominal amount of the Programme as set out in this Supplement:

FORM OF FINAL TERMS

NOTES WITH A DENOMINATION OF EUR 100,000 (OR ITS EQUIVALENT IN ANY OTHER CURRENCY) OR MORE

[MiFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of [the/each] manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in Directive 2014/65/EU, as amended (**MiFID II**); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. [*Consider any negative market*] Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer['s/s'] target market assessment) and determining appropriate distribution channels.]¹

[UK MiFIR product governance / Professional investors and ECPs only target market – Solely for the purposes of [the/each] manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is only eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (**COBS**), and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (**UK MiFIR**); and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. [*Consider any negative target market*]. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturers' target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the **UK MiFIR Product Governance Rules**) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.]

[PROHIBITION OF SALES TO EEA RETAIL INVESTORS - The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (**EEA**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of Directive (EU) 2016/97, as amended (the **Insurance Distribution Directive**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Regulation. Consequently, no key information document required by Regulation (EU) No 1286/2014, as amended (the **PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation]²

[PROHIBITION OF SALES TO UK RETAIL INVESTORS – The Notes are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom (**UK**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client, as defined in point (8) of Article 2 of Regulation (EU) No

¹ Legend to be included if the product governance requirements under MiFID II apply to the relevant Tranche in accordance with Directive (EU) 2021/338 (as implemented in the relevant Member States).

² Legend to be included on front of the Final Terms (i) if the Notes potentially constitute "packaged" products and no key information document will be prepared or (ii) the Issuer wishes to prohibit offers to EEA retail investors for any other reason, in which case the selling restriction should be specified to be "Applicable".

2017/565 as it forms part of the domestic law of the United Kingdom by virtue of the European Union (Withdrawal) Act 2018 (EUWA); (ii) a customer within the meaning of the provisions of the FSMA and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of the domestic law of the United Kingdom by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of the domestic law of the United Kingdom by virtue of the EUWA. Consequently no key information document required by Regulation (EU) No 1286/2014 as it forms part of the domestic law of the United Kingdom by virtue of the EUWA (the **UK PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the UK may be unlawful under the UK PRIIPs Regulation.]³

[Date]

CaixaBank, S.A.

**Issue of [Aggregate Nominal Amount of Tranche] [Title of Notes]
under the EURO 40,000,000,000
Euro Medium Term Note Programme**

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the **Conditions**) set forth under the section entitled [*“Terms and Conditions of the English Law Notes”*]/[*“Terms and Conditions of the Spanish Law Notes”*] in the Base Prospectus dated 18 April 2024 [and the supplement[s] to it dated [date] [and [date]] which [together] constitute[s] a base prospectus for the purposes of the Prospectus Regulation (the **Base Prospectus**). This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. The Base Prospectus has been published on the website of Euronext Dublin at www.euronext.com/en/markets/dublin. In addition, if the Notes are to be admitted to trading on the regulated market of Euronext Dublin, copies of the Final Terms will be published on the website of Euronext Dublin at www.euronext.com/en/markets/dublin.

[The Notes have not been and shall not be offered, sold or re-sold, directly or indirectly, to investors other than professional institutional investors (**Professional Institutional Investors**) as defined under Paragraph 2, Article 4 of the Financial Consumer Protection Act of the Republic of China (**ROC**). Purchasers of the Notes are not permitted to sell or otherwise dispose of the Notes except by transfer to a Professional Institutional Investor.] (*To be inserted if Notes are admitted to listing on the Taipei Exchange*)

[Application [has [also] been made]/[will [also] be made] by the Issuer (or on its behalf) for the Notes to be admitted to listing on the Taipei Exchange in the Republic of China (**TPEX**). TPEX is not responsible for the content of these Final Terms, the Base Prospectus [and the amendment[s] and/or supplement[s] thereto] and no representation is made by TPEX to the accuracy or completeness of these Final Terms [and], the Base Prospectus [and the amendment[s] and/or supplement[s] thereto]. TPEX expressly disclaims any and all liability for any losses arising from, or as a result of the reliance on, all or part of the contents of these Final Terms [and] the Base Prospectus [and the amendment[s] and/or

³ Legend to be included on the front of the Final Terms if the Notes potentially constitute “packaged” products and no key information document will be prepared in the UK or the issuer wishes to prohibit offers to UK retail investors for any other reason, in which case the selling restriction should be specified to be “Applicable”.

supplement[s] thereto]. Admission to listing and trading of the Notes on TPEX shall not be taken as an indication of the merits of the Issuer or the Notes.] *(To be inserted if Instruments are admitted to listing on the Taipei Exchange.)*

[The following alternative language applies if the first tranche of an issue which is being increased was issued under a Base Prospectus with an earlier date.]

[Terms used herein shall be deemed to be defined as such for the purposes of the Conditions (the **Conditions**) set forth in the Base Prospectus dated 18 April 2024 [under the section entitled [“*Terms and Conditions of the English Law Notes*”]/[“*Terms and Conditions of the Spanish Law Notes*”] [and the supplement[s] to it dated [date] [and [date]]] which [is/are] incorporated by reference in the Base Prospectus dated 18 April 2024. This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with the Base Prospectus dated 18 April 2024 [and the supplement[s] to it dated [date] [and [date]]] which [together] constitute[s] a base prospectus for the purposes of the Prospectus Regulation (the **Base Prospectus**), including the Conditions incorporated by reference in the Base Prospectus in order to obtain all relevant information.⁴ The Base Prospectus has been published on the website of Euronext Dublin at www.euronext.com/en/markets/dublin.]

The expression **Prospectus Regulation** means Regulation (EU) 2017/1129.

[Include whichever of the following apply or specify as "Not Applicable". Note that the numbering should remain as set out below, even if "Not Applicable" is indicated for individual paragraphs or subparagraphs (in which case the sub-paragraphs of the paragraphs which are not applicable can be deleted). Italics denote directions for completing the Final Terms.]

- | | | |
|----|--|---|
| 1. | Issuer: | CaixaBank, S.A. |
| 1. | (a) Series Number: | [] |
| | (b) Tranche Number: | [] |
| | (c) Date on which the Notes will be consolidated and form a single Series: | The Notes will be consolidated and form a single Series with [<i>identify earlier Tranches</i>] on [the Issue Date/exchange of the Temporary Bearer Global Note for interests in the Permanent Bearer Global Note, as referred to in paragraph 26 below, which is expected to occur on or about [date]][Not Applicable] |
| 3. | Specified Currency or Currencies: | [] |
| 4. | Aggregate Nominal Amount: | |
| | (a) Series: | [] |
| | (b) Tranche: | [] |
| 5. | Issue Price: | [] per cent. of the Aggregate Nominal Amount [plus accrued interest from [<i>insert date</i>] (<i>if applicable</i>) |

⁴ *When preparing Final Terms prepared in relation to an issuance of Notes to be listed on a non-regulated market, Prospectus Regulation references are to be removed.*

6. (a) Specified Denominations: []
(N.B. Notes must have a minimum denomination of €100,000 (or equivalent) and be in integral multiples of the specified minimum denomination)
- (b) Calculation Amount: []
(If only one Specified Denomination, insert the Specified Denomination. If more than one Specified Denomination, insert the highest common factor. Note: There must be a common factor in the case of two or more Specified Denominations)
7. (a) Trade Date: []
- (b) Issue Date: []
- (c) Interest Commencement Date: [specify/Issue Date/Not Applicable] *(Not Applicable for Zero Coupon Notes)*
8. Maturity Date: [Specify date/or for Floating Rate Notes - Interest Payment Date falling in or nearest to [specify month and year]]
9. Interest Basis: [[] per cent. Fixed Rate]
 [Fixed Reset Notes]
 [[[] month [€STR / EURIBOR / SONIA / SOFR / CMS Rate / TONA]] +/- [] per cent. Floating Rate]
 [Zero Coupon]
 (see paragraph [14]/[15]/[16]/[17] below)
10. Redemption Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at [] per cent. of their nominal amount
11. Change of Interest Basis: [Specify the date when any fixed to floating rate change occurs or cross refer to paragraphs 14 and 16 below and identify there][Not Applicable]
12. Put/Call Options: Investor Put pursuant to Condition 6.7 of the Terms and Conditions of the Notes is [Applicable/Not Applicable][see paragraph 22 below]
 Issuer Call pursuant to Condition 6.3 of the Terms and Conditions of the Notes is [Applicable/Not Applicable][see paragraph 18 below]

Issuer Call – Capital Event (Tier 2 Subordinated Notes) pursuant to [Condition 6.4 of the Terms and Conditions of the Notes] is [Applicable/Not Applicable]

Issuer Call – Eligible Liabilities Event (Subordinated Notes/Senior Non-Preferred/Ordinary Senior Notes) pursuant to [Condition 6.5 of the Terms and Conditions of the Notes] is [Applicable/Not Applicable]

Issuer Call – Clean-Up Redemption Option pursuant to Condition 6.6 of the Terms and Conditions of the Notes is [Applicable/Not Applicable][see paragraph 21 below]

13. (a) Status of the Notes: [Senior Notes – Ordinary Senior Notes/Senior Notes – Senior Non-Preferred Notes][Subordinated Notes - Senior Subordinated Notes/Subordinated Notes - Tier 2 Subordinated Notes]

(b) Date [Board] approval for issuance of Notes obtained: [] [and []], respectively]] [Not Applicable]

(N.B. Only relevant where Board (or similar) authorisation is required for the particular tranche of Notes)

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. Fixed Rate Note Provisions: [Applicable/Applicable from (and including) [] to (and excluding) []/Not Applicable]

(If not applicable, delete the remaining subparagraphs of this paragraph)

(a) Rate(s) of Interest: [] per cent. per annum payable in arrear on each Interest Payment Date

(b) Interest Payment Date(s): [] in each year up to and including the Maturity Date

(Amend appropriately in the case of irregular coupons)

(c) Fixed Coupon Amount(s): [] per Calculation Amount

(Applicable to Notes in definitive form.)

(d) Broken Amount(s): [[] per Calculation Amount, payable on the Interest Payment Date falling [in/on] []][Not Applicable]

(Applicable to Notes in (Insert particulars of any initial or final broken definitive form.) interest amounts which do not correspond with the Fixed Coupon Amount)

(e) Day Count Fraction: [30/360 or 30/360 (ISDA)] [Actual/Actual (ICMA)][Actual/Actual (ISDA)] [Actual/365 (Fixed)] [Not Applicable]

(f) Determination Date(s): [[] in each year][Not Applicable]

(Only relevant where Day Count Fraction is Actual/Actual (ICMA). In such a case, insert regular interest payment dates, ignoring issue date or maturity date in the case of a long or short first or last coupon)

(N.B. This will need to be amended in the case of regular Interest Payment Dates which are not of equal duration)

15. Fixed Reset Provisions: [Applicable/ Applicable from (and including) [] to (and excluding) []/Not Applicable]

(If not applicable, delete the remaining subparagraphs of this paragraph)

(a) Initial Interest Rate: [] per cent. per annum [payable [annually/semi-annually/quarterly/other] in arrear on each Interest Payment Date]

(b) Interest Payment Date(s): [[] in each year up to and including the Maturity Date] *(Amend as necessary)*

(c) Fixed Coupon Amount to (but excluding) the First Reset Date: [[] per Calculation Amount/Not Applicable]

(d) Broken Amount(s): [[] per Calculation Amount payable on the Interest Payment Date falling [in/on] []][Not Applicable]

(e) Day Count Fraction: [30/360 or Actual/Actual (ICMA)]

(f) Determination Date(s): [[] in each year][Not Applicable]

(g) First Reset Date: []

(h) Second Reset Date: []/[Not Applicable]

(i) Subsequent Reset Date(s): [] [and []]

(j) Reset Reference Rate: [Mid-Swap Rate/Benchmark Gilt Rate/Non-Sterling Reference Bond Rate/U.S. Treasury Rate]

(k) Initial Reference Rate: []/[Not Applicable]

(Only applies if Reset Reference Rate is neither Mid-Swap Rate nor U.S. Treasury Rate)

(l) Reset Determination Time: []

(Only applies if Reset Reference Rates is not Mid-Swap Rate)

(m) Mid-Swap Rate: []/[Not Applicable]

(n) Reset Margin: [+/-][] per cent. per annum

(o) Relevant Screen Page: []

(p) Initial Mid-Swap Rate: [] per cent. per annum (quoted on a[n annual/semi-annual basis])

(q) Floating Leg Reference Rate: []

(r) Floating Leg Screen Page: []

(s) Party responsible for calculating the Rate of Interest and Interest Amount: [[]][The Principal Paying Agent] will act as Calculation Agent]/[Not Applicable]

(t) Minimum Rate of Interest: [] per cent. per annum

16. Floating Rate Note Provisions: [Applicable/ Applicable from (and including) [] to (and excluding) []/Not Applicable]

(If not applicable, delete the remaining subparagraphs of this paragraph)

(a) Specified Period(s)/Specified Interest Payment Dates: [] [, subject to adjustment in accordance with the Business Day Convention set out in (b) below /, not subject to adjustment, as the Business Day Convention in (b) below is specified to be Not Applicable]

(b) Business Day Convention: [Floating Rate Convention/Following Business Day Convention/Modified Following Business Day Convention/ Preceding Business Day Convention][Not Applicable]

(c) Additional Business Centre(s): []

(d) Manner in which the Rate of Interest and Interest Amount is to be determined: [Screen Rate Determination/ISDA Determination]

- (e) Party responsible for calculating the Rate of Interest and Interest Amount: [The Principal Paying Agent] will act as Calculation Agent [Not Applicable]
- (f) Screen Rate Determination: [Applicable / Not Applicable]
- (i) Reference Rate: [] month [*currency*] €STR / EURIBOR / SONIA / SOFR / TONA / CMS Reference Rate]
- (ii) Relevant Financial Centre: [London/Brussels/specify other Relevant Financial Centre] (*only relevant for CMS Rate*)
- (iii) Reference Currency: [] (*only relevant for CMS Rate*)
- (iv) Designated Maturity: [] (*only relevant for CMS Rate*)
- (v) Relevant Time: [11:00 a.m.] in the Relevant Financial Centre (*only relevant for CMS Rate*)
- (vi) Interest Determination Date(s): []

(In the case of EURIBOR or CMS Rate where the Reference Currency is Euro, the second day on which T2 is open prior to the start of each Interest Period)

[Second [*specify type of day*] prior to the start of each Interest Period]

(In the case of a CMS Rate where the Reference Currency is other than euro)

[[] London Banking Days prior to each Interest Payment Date]]

(In the case of Notes where the Reference Rate is SONIA)

[[] U.S. Government Securities Business Days prior to each Interest Payment Date]

(In the case of Notes where the Reference Rate is SOFR)

[[] TARGET Business Days prior to each Interest Payment Date]

(In the case of Notes where the Reference Rate is €STR)

[[] Tokyo Banking Days prior to each Interest Payment Date]

(In the case of Notes where the Reference Rate is TONA)

(vii) Relevant Screen []
Page:

(In the case of EURIBOR, if not Reuters EURIBOR01 ensure it is a page which shows a composite rate or amend the fallback provisions appropriately)

(In the case of a CMS Linked Interest Note, specify relevant screen page and any applicable headings or captions)

(viii) Calculation Method:

Include where the Reference Rate is SONIA: [SONIA Compounded Daily]/[SONIA Index Compounded Daily]/[SONIA Weighted Average]]

[Include where the Reference Rate is SOFR: [SOFR Arithmetic Mean]/[SOFR Compound: [SOFR Compound with Lookback]/[SOFR Compound with Observation Period Shift]/ [SOFR Compound with Payment Delay]/[SOFR Index with Observation Shift]]]

[Include where the Reference Rate is €STR: [€STR Compounded Daily]/[€STR Index Compounded Daily]/[€STR Weighted Average]]

[Include where the Reference Rate is TONA: [TONA Compounded Daily]/[TONA Index Compounded Daily]/[TONA Weighted Average]]

(ix) Observation Method:

[Include where the Calculation Method is SONIA/€STR/TONA Compounded Daily: [Lag]/[Lock-out]/[Shift]]

(x) p:

[[specify] [London Banking Days]/[U.S. Government Securities Business Days]/ [TARGET Business Days]/[Tokyo Banking Days]/[As per the Conditions]/[Not applicable]]

(Include where the Reference Rate is SONIA, €STR, TONA or SOFR (where the Calculation Method is SOFR Compound: SOFR Compound with Lookback))

(N.B. "p" to be confirmed with the Calculation Agent)

(xi) Observation Shift Days:

[[specify] U.S. Government Securities Business Days]/[As per the Conditions]/[Not Applicable]]

(Include where the Reference Rate is SOFR and the Calculation Method is SOFR Compound: SOFR with Observation Period Shift or SOFR Index with Observation Shift)

(xii) Interest Payment Delay: [Not Applicable / [] U.S. Government Securities Business Day(s)]

(Include where the Reference Rate is SOFR)

(xiii) Interest Period End Dates: [As per Conditions] [*specify*] [Not Applicable]

(Include where the Reference Rate is SONIA, €STR or TONA and the Observation Method is “Lag”, “Shift” or “Lock-out” or SOFR and the Calculation Method is Compound with Observation Period Shift, Compound with Payment Delay or Index with Observation Shift)

(xiv) [SOFR Date: Cut-Off] [As per Conditions]/[*specify*] U.S. Government Securities Business Days]/[Not Applicable]]

(Include where the Reference Rate is SOFR. Must apply where the Calculation Method is SOFR Arithmetic Mean)

(xv) [SOFR Replacement Alternatives Priority: [As per Conditions]/[*specify order of priority of SOFR Replacement Alternatives listed in Condition 4.3(b)(v)(D).*]]

(xvi) [ISDA Definitions: [2006 ISDA Definitions]/[2021 ISDA Definitions]]

(Include where the Reference Rate is SOFR)

(g) ISDA Determination: [Applicable / Not Applicable]

(i) ISDA Definitions: [2006 ISDA Definitions]/[2021 ISDA Definitions]

(ii) Floating Rate Option: []

(iii) Designated Maturity: []

(iv) Reset Date: []

(In the case of EURIBOR based option, the first day of the Interest Period. In the case of a CMS Linked Interest Note, if based on euro then the first day of each Interest Period and if otherwise to be checked)

- (v) Compounding: [Applicable/Not Applicable] *(If not applicable delete the remaining sub-paragraphs of this paragraph)*
- Overnight Rate Compounding Method: [Compounding with Lookback: Lookback: [] Applicable Business Days]
- [Compounding with Observation Period Shift: Observation Period Shift: [] Observation Period Shift Business Days. Observation Period Shift Additional Business Days: []/[Not Applicable]]
- [Compounding with Lockout: Lockout: [] Lockout Period Business Days. Lockout Period Business Days: []/[Applicable Business Days]]
- (vi) Averaging: [Applicable/Not Applicable] *(If not applicable delete the remaining sub-paragraphs of this paragraph)*
- Overnight Rate Averaging Method: [Averaging with Lookback: Lookback: [] Applicable Business Days]
- [Averaging with Observation Period Shift: Observation Period Shift: [] Observation Period Shift Business Days. Observation Period Shift Additional Business Days: []/[Not Applicable.]]
- [Averaging with Lockout: Lockout: [] Lockout Period Business Days. Lockout Period Business Days: []/[Applicable Business Days.]]
- (vii) Index Provisions: [Applicable/Not Applicable] *(If not applicable delete the remaining sub-paragraphs of this paragraph)*
- Index Method: Compounded Index Method with Observation Period Shift:
- Observation Period Shift: [] Observation Period Shift Business Days.
- Observation Period Shift Additional Business Days: []/[Not Applicable]
- (h) Linear Interpolation: [Not Applicable/Applicable - the Rate of interest for the [long/short] [first/last] Interest Period shall be calculated using Linear Interpolation (*specify for each short or long interest period*)]
- (i) Margin(s): [+/-] [] per cent. per annum

- (j) Minimum Rate of Interest: [] per cent. per annum
- (k) Day Count Fraction: [Actual/Actual (ISDA)][Actual/Actual]
 [Actual/365 (Fixed)]
 [Actual/365 (Sterling)]
 [Actual/360]
 [30/360][360/360][Bond Basis]
 [30E/360][Eurobond Basis]
 [30E/360 (ISDA)]
17. Zero Coupon Notes Provisions: [Applicable/Not Applicable]
- (If not applicable, delete the remaining subparagraphs of this paragraph)*
- (a) Accrual Yield: [] per cent. per annum
- (b) Reference Price: []
- (c) Day Count Fraction in relation to Early Redemption Amounts: [30/360]
 [Actual/360]
 [Actual/365]

PROVISIONS RELATING TO REDEMPTION

18. Issuer Call (pursuant to Condition 6.3 of the Terms and Conditions of the Notes): [Applicable/Not Applicable]
- (If not applicable, delete the remaining subparagraphs of this paragraph)*
- (a) Optional Redemption Date(s): []
- (b) Optional Redemption Period: [] / [Not Applicable]
- (c) Optional Redemption Amount: [] per Calculation Amount
- (d) If redeemable in part:
- (i) Minimum Redemption Amount: []
- (ii) Maximum Redemption Amount: []

19. Capital Event (Tier 2 Subordinated Notes pursuant to Condition 6.4 of Terms and Conditions of the Notes): [Applicable/Not Applicable]
20. Eligible Liabilities Event (Subordinated Notes, Senior Non-Preferred or Ordinary Senior Notes pursuant to Condition 6.5 of the Terms and Conditions of the Notes): [Applicable/Not Applicable]
21. Clean-Up Redemption at the Option of the Issuer (pursuant to Condition 6.6 of the Terms and Conditions of the Notes): [Applicable/Not Applicable]
- (a) Clean-Up Percentage: [[75] per cent. / [] per cent.]
- (b) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s): [] per Note / []
22. Investor Put: [Applicable/Not Applicable]
- (If not applicable, delete the remaining subparagraphs of this paragraph)*
- (a) Optional Redemption Date(s): []
- (b) Optional Redemption Amount: [] per Calculation Amount
- (NB: The Optional Redemption Amount cannot be other than a specified amount per Calculation Amount)*
- (c) Notice periods: Minimum period: [] days
Maximum period: [] days
(N.B. Only required to be completed where notice periods are different to the notice periods set out in Condition 6.6. When setting notice periods, the Issuer is advised to consider the practicalities of distribution of information through intermediaries, for example, clearing systems (which require a minimum of 15 clearing system business days' notice for a put) and custodians, as well as any other notice requirements which may apply, for example, as between the Issuer and the Principal Paying Agent)
23. Final Redemption Amount: [] per Calculation Amount

24. Early Redemption Amount payable [] per Calculation Amount on redemption for taxation reasons, on an Event of Default [or upon the occurrence of a Capital Event] [or upon the occurrence of an Eligible Liabilities Event]:
25. Ordinary Senior Notes optionality: *(Note that this paragraph provides additional optionality to apply Additional Events of Default to Ordinary Senior Notes)*
- (N.B. Only relevant for Ordinary Senior Notes. Include "Not Applicable" if issue is of Senior Non-Preferred Notes or Subordinated Notes and delete sub-paragraph (a))*
- (a) Additional Events of Default (Condition 9 of the Terms and Conditions of the Notes): [Condition 9.2(a) [Not] Applicable]

GENERAL PROVISIONS APPLICABLE TO THE NOTES

26. Form of Notes:
- (a) Form: [Bearer Notes:
- [Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for definitive Bearer Notes [upon an Exchange Event [including/excluding] the exchange event described in paragraph (ii) of the definition in the Permanent Bearer Global Note]]
- [Temporary Bearer Global Note exchangeable for definitive Bearer Notes on and after the Exchange Date]
- [Permanent Bearer Global Note exchangeable for definitive Bearer Notes [upon an Exchange Event [including/excluding] the exchange event described in paragraph (ii) of the definition in the Permanent Bearer Global Note]]
- [Notes shall not be physically delivered in Belgium, except to a clearing system, a depository or other institution for the purpose of their immobilisation in accordance with Article 4 of the Belgian law of 14th December, 2005⁵]]
- [Registered Notes:

⁵ Include for Notes that are to be offered in Belgium.

[Registered Global Note registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg/a common safekeeper for Euroclear and Clearstream, Luxembourg]]

(b) New Global Note: [Yes][No][Not Applicable]

(Only relevant for Bearer Global Notes)

(c) New Safekeeping Structure: [Yes][No][Not Applicable]

(Only relevant for Registered Global Notes)

27. Additional Financial Centre(s): [Not Applicable/give details]

(Note that this paragraph relates to the date of payment and not the end dates of Interest Periods for the purposes of calculating the amount of interest to which sub-paragraph 16(c) relates)

28. Payment Disruption Event: [Applicable/Not Applicable]

(If not applicable, delete the remaining subparagraph of this paragraph)

(a) Disruption Currency (if different from Condition 5.7): [[]/Not Applicable]

29. Talons for future Coupons to be attached to definitive Notes: [Yes, as the Notes have more than 27 coupon payments, Talons may be required if, on exchange into definitive form, more than 27 coupon payments are still to be made/No]

30. [EU Benchmarks Regulation: Article 29(2) statement on benchmarks:] [Amounts payable under the Notes are calculated by reference to *[insert name of Benchmark]*, which is provided by *[insert name of the administrator]*.

As at the date of the Base Prospectus, *[insert name of the administrator]* is [not] included in the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to article 36 of the EU Benchmarks Regulation (Regulation (EU) 2016/1011).]

(Only relevant for CMS Linked Interest Notes)

THIRD PARTY INFORMATION

[[*Relevant third party information*] has been extracted from [*specify source*]. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by [*specify source*], no facts have been omitted which would render the reproduced information inaccurate or misleading.

Signed on behalf of CaixaBank, S.A.:

By:

.....

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (a) Listing: [Application [has been/will be] made by the Issuer (or on its behalf) to Euronext Dublin for the Notes to be admitted to the [Official List of Euronext Dublin] and admitted to trading on the [regulated market of Euronext Dublin] with effect from [].]

[Application [has [also] been made]/[will [also] be made] by the Issuer (or on its behalf) for the Notes to be admitted to listing on the Taipei Exchange in the Republic of China (TPEX). TPEX is not responsible for the content of these Final Terms, the Base Prospectus [and the amendment[s] and/or supplement[s] thereto] and no representation is made by TPEX to the accuracy or completeness of these Final Terms [and], the Base Prospectus [and the amendment[s] and/or supplement[s] thereto]. TPEX expressly disclaims any and all liability for any losses arising from, or as a result of the reliance on, all or part of the contents of these Final Terms [and] the Base Prospectus [and the amendment[s] and/or supplement[s] thereto]. Admission to listing and trading of the Notes on TPEX shall not be taken as an indication of the merits of the Issuer or the Notes. No assurance can be given as to whether the Notes will be, or will remain, listed on TPEX. If the Notes fail to or cease to be listed on TPEX, certain investors may not invest in, or continue to hold or invest in, the Notes] *(To be inserted if Notes are listed on the Taipei Exchange)*

- (b) Admission to trading: [Application [has been/will be] made by the Issuer (or on its behalf) to the Official List of Euronext Dublin for the Notes to be admitted to trading on [the regulated market of Euronext Dublin] with effect from [].]

[Application [has [also] been/will [also] be] made by the Issuer (or on its behalf) for the Notes to be admitted to trading on TPEX with effect from [].] *(To be inserted if Notes are admitted to trading on the Taipei Exchange)*

[Not Applicable]

(When documenting a fungible issue need to indicate that original Notes are already admitted to trading.)

- (c) Estimate of total expenses related to admission to trading: []

2. RATINGS

Ratings:

[The Notes to be issued [[have been]/[are expected to be]] rated]/[The following ratings reflect ratings assigned to Notes of this type issued under the Programme generally]:

[insert details]] by [insert the legal name of the relevant credit rating agency entity(ies) and associated defined terms].

[[Insert the legal name of the relevant CRA entity] is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended). [As such [insert the legal name of the relevant CRA entity] is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with such Regulation.]]

[[Insert the legal name of the relevant non-EU CRA entity] is not established in the European Union and is not registered in accordance with Regulation (EC) No. 1060/2009 (as amended). [Insert the legal name of the relevant non-EU CRA entity] is therefore not included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with such Regulation].]

*[[Insert the legal name of the relevant non-EU CRA entity] is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**). The ratings have been endorsed by [insert the legal name of the relevant EU-registered CRA entity] in accordance with the CRA Regulation. [Insert the legal name of the relevant EU CRA entity] is established in the European Union and registered under the CRA Regulation]. As such [insert the legal name of the relevant EU CRA entity] is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA*

Regulation].] The European Securities Markets Authority has indicated that ratings issued in [Japan/Australia/the USA/Canada/Hong Kong/Singapore/Argentina/Mexico/the UK (*delete as appropriate*)] which have been endorsed by [*insert the legal name of the relevant EU CRA entity that applied for registration*] may be used in the EU by the relevant market participants.]

[[*Insert the legal name of the relevant non-EU CRA entity*] is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**), but it [is]/[has applied to be] certified in accordance with the CRA Regulation[[EITHER:] and it is included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation] [[OR:] although notification of the corresponding certification decision has not yet been provided by the European Securities and Markets Authority and [*insert the legal name of the relevant non-EU CRA entity*] is not included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation].]

[[*Insert the legal name of the relevant CRA entity*] is established in the European Union and has applied for registration under Regulation (EC) No. 1060/2009 (as amended), although notification of the corresponding registration decision has not yet been provided by the European Securities and Markets Authority [and [*insert the legal name of the relevant CRA entity*] is not included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with such Regulation].]

[[*Insert the legal name of the relevant non-EU CRA entity*] is not established in the European Union and has not applied for registration under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**). However, the application for registration under the CRA Regulation of [*insert the legal name of the relevant EU CRA entity that applied for registration*], which is established in the European Union, disclosed the intention to

endorse credit ratings of [*insert the legal name of the relevant non-EU CRA entity*][, although notification of the corresponding registration decision has not yet been provided by the European Securities and Markets Authority and [*insert the legal name of the relevant EU CRA entity*] is not included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with the CRA Regulation.]. The European Securities Markets Authority has indicated that ratings issued in [Japan/Australia/the USA/Canada/Hong Kong/Singapore/Argentina/Mexico/the UK (*delete as appropriate*)] which have been endorsed by [*insert the legal name of the relevant EU CRA entity that applied for registration*] may be used in the EU by the relevant market participants.]

[Need to include a brief explanation of the meaning of the ratings if this has previously been published by the rating provider.]

(The above disclosure should reflect the rating allocated to Notes of the type being issued under the Programme generally or, where the issue has been specifically rated, that rating.)

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

[Save for fees [] [*insert relevant fee disclosure*] payable to the [Managers/Dealers], so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The [Managers/Dealers] and their affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business - *Amend as appropriate if there are other interests.*]

(N.B. When adding any other description, consideration should be given as to whether such matters described constitute "significant new factors" and consequently trigger the need for a supplement to the Base Prospectus under Article 23 of the Prospectus Regulation.)

4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- (a) Reasons for the offer: [General financing requirements of the CaixaBank Group / *Other – if reasons for the offer are different from general financial requirements and there is a particular identified use of proceeds, this will need to be stated here*]
[The Notes are intended to be issued as [Green Notes / Social Notes / Sustainable Notes] and the net proceeds of the issuance of the Notes will be

used as described in "Use of Proceeds" in the Base Prospectus.]

(b) Estimated net proceeds: []

5. YIELD (*Fixed Rate Notes and Fixed Reset Notes only*)

Indication of yield: [] [Not Applicable]

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. OPERATIONAL INFORMATION

(a) ISIN: []

(b) Common Code: []

(c) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): [Not Applicable/give name(s) and number(s)]

(d) Delivery: Delivery [against/free of] payment

(e) Names and addresses of additional Paying Agent(s) (if any): []

(f) Intended to be held in a manner which would allow Eurosystem eligibility: [Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of the ICSDs as common safekeeper [and registered in the name of a nominee of one of the ICSDs acting as common safekeeper] [include this text for Registered Notes which are to be held under the NSS] and does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.]/

[No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper [and registered in the name of a nominee of one of the

ICSDs acting as common safekeeper] [*include this text for Registered Notes*]. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.]

7. DISTRIBUTION

- (a) Method of distribution: [Syndicated/Non-syndicated]
- (b) If syndicated, names of Managers: [Not Applicable/*give names*]
- (c) Stabilisation Manager(s) (if any): [Not Applicable/*give name*]
- (d) If non-syndicated, name of relevant Dealer: [Not Applicable/*give name*]
- (e) U.S. Selling Restrictions: Reg. S Compliance Category 2; [TEFRA D/TEFRA C/TEFRA not applicable]
- (f) Prohibition of Sales to EEA Retail Investors: [Applicable/Not Applicable]
(If the Notes clearly do not constitute "packaged" products "Not Applicable" should be specified. If the Notes may constitute "packaged" products and no KID will be prepared in the EEA, "Applicable" should be specified.)
- (g) Prohibition of Sales to UK Retail Investors: [Applicable/Not Applicable]
(If the Notes clearly do not constitute "packaged" products "Not Applicable" should be specified. If the Notes may constitute "packaged" products and no KID will be prepared in the UK, "Applicable" should be specified.)
- (h) Prohibition of Sales to Belgian Consumers: [Applicable/Not Applicable]
(N.B. advice should be taken from Belgian counsel before disapplying this selling restriction)

8. [ROC TAXATION]

(To be inserted if the Notes are listed on the Taipei Exchange)

The following is a general description of the principal Republic of China (**ROC**) tax consequences for investors receiving interest in respect of, or disposing of, the Notes and is of a general nature based on the Issuer's understanding of current law and practice. It does not purport to be comprehensive and does not constitute legal or tax advice.

This general description is based upon the law as in effect on the date hereof and that the Notes will be issued, offered, sold and re-sold, directly or indirectly, to Professional Institutional Investors only. This description is subject to change potentially with retroactive effect. Investors should appreciate that, as a result of changing law or practice, the tax consequences may be otherwise than as stated below. Investors should consult their professional advisers on the possible tax consequences of subscribing for, purchasing, holding or selling the Notes.

Interest on the Notes

As the Issuer is not an ROC statutory tax withholder, there is no ROC withholding tax on the interest [or deemed interest] to be paid on the Notes.

ROC corporate holders must include the interest [or deemed interest] (applicable for Zero Coupon Notes only) receivable under the Notes as part of their taxable income and pay income tax at a flat rate of 20 per cent (unless the total taxable income for a fiscal year is under NT\$120,000), as they are subject to income tax on their worldwide income on an accrual basis. The alternative minimum tax (AMT) is not applicable.

Sale of the Notes

In general, the sale of corporate bonds or financial bonds is subject to a 0.1 per cent. securities transaction tax (STT) on the transaction price. However, Article 2-1 of the Securities Transaction Tax Act prescribes that STT will cease to be levied on the sale of corporate bonds and financial bonds from 1 January 2010 to 31 December 2026. Therefore, the sale of the Notes will be exempt from STT if the sale is conducted on or before 31 December 2026. Starting from 1 January 2027, any sale of the Notes will be subject to STT at 0.1 per cent. of the transaction price, unless otherwise provided by the tax laws that may be in force at that time.

Capital gains generated from the sale of bonds are exempt from income tax. Accordingly, ROC corporate holders are not subject to income tax on any capital gains generated from the sale of the Notes. However, ROC corporate holders should include the capital gains in calculating their basic income for the purpose of calculating their AMT. If the amount of the AMT exceeds the ordinary income tax calculated pursuant to the Income Basic Tax Act of the ROC (also known as the AMT Act), the excess becomes the ROC corporate holders' AMT payable. Capital losses, if any, incurred by such holders may be carried over 5 years to offset against capital gains of the same category of income for the purposes of calculating their AMT.

[Specify and update if necessary to reflect change as at the date of the Final Terms]

9. [ROC SETTLEMENT AND TRADING]

(To be inserted if Notes are listed on the Taipei Exchange)

[Investor with a securities book-entry account with a ROC securities broker and a foreign currency deposit account with a ROC bank may request the approval of the Taiwan Depository & Clearing Corporation (TDCC) to the settlement of the Notes through the account of TDCC with Euroclear or Clearstream, Luxembourg and if such approval is granted by the TDCC, the Notes may be so cleared and settled. In such circumstances, TDCC will allocate the respective Notes position to the securities book-entry account designated by such investor in the ROC. The Notes will be traded and settled pursuant to the applicable rules and operating procedures of TDCC and the TPEX as domestic bonds.

In addition, an investor may apply to TDCC (by filing in a prescribed form) to transfer the Notes in its own account with Euroclear or Clearstream, Luxembourg to the TDCC account with Euroclear or Clearstream, Luxembourg for trading in the domestic market or *vice versa* for trading in overseas markets.

For such investors who hold their interests in the Notes through an account opened and held by TDCC with Euroclear or Clearstream, Luxembourg, distributions of principal and/or interest for the Notes to such holders may be made by payment services banks whose systems are connected to TDCC to the foreign currency deposit accounts of the holders. Such payment is expected to be made on the second ROC business day following TDCC's receipt of such payment (due to time difference, the payment is expected to be received by TDCC one ROC business day after the distribution date). However, when the holders will actually receive such distributions may vary depending upon the daily operations of the ROC banks with which the holder has the foreign currency deposit account.]