

MiFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of the 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. Any person subsequently offering, selling or recommending the Notes (a **distributor**) should take into consideration the manufacturer’s 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 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.

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 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.

15 October 2024

CaixaBank, S.A.

**Issue of JPY 5,000,000,000 1.315 per cent. Senior Non-Preferred Notes due October 2030
under the EURO 30,000,000,000
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 Spanish Law Notes*” in the Base Prospectus dated 18 April 2024 and the supplements to it dated 30 April 2024 and 1 August 2024 which together constitute 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 expression **Prospectus Regulation** means Regulation (EU) 2017/1129.

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| 1. | Issuer: | CaixaBank, S.A. |
| 2. | (a) Series Number: | 48 |
| | (b) Tranche Number: | 1 |
| | (c) Date on which the Notes will be consolidated and form a single Series: | Not Applicable |
| 3. | Specified Currency or Currencies: | Japanese Yen (JPY) |
| 4. | Aggregate Nominal Amount: | |
| | (a) Series: | JPY 5,000,000,000 |
| | (b) Tranche: | JPY 5,000,000,000 |
| 5. | Issue Price: | 100.00 per cent. of the Aggregate Nominal Amount |
| 6. | (a) Specified Denominations: | JPY 100,000,000 |
| | (b) Calculation Amount: | JPY 100,000,000 |
| 7. | (a) Trade Date: | 08 October 2024 |
| | (b) Issue Date: | 17 October 2024 |
| | (c) Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | Interest Payment Date falling in or nearest to 17 October 2030 |

9. Interest Basis: 1.315 per cent. per annum Fixed Rate
(see paragraph 14 below)
10. Redemption Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount
11. Change of Interest Basis: Not Applicable
12. Put/Call Options: Investor Put pursuant to Condition 6.7 of the Terms and Conditions of the Notes is Not Applicable
- Issuer Call pursuant to Condition 6.3 of the Terms and Conditions of the Notes is 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 Not Applicable
- Issuer Call – Eligible Liabilities Event (Senior Non-Preferred Notes) pursuant to Condition 6.5 of the Terms and Conditions of the Notes is Applicable. See paragraph 20 below.
- Issuer Call – Clean-Up Redemption Option pursuant to Condition 6.6 of the Terms and Conditions of the Notes is Applicable. See paragraph 21 below.
13. (a) Status of the Notes: Senior Notes –Senior Non-Preferred Notes
- (b) Date Board approval for issuance of Notes obtained: 15 February 2024

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14. Fixed Rate Note Provisions Applicable
- (a) Rate(s) of Interest: 1.315 per cent. per annum payable in arrear on each Interest Payment Date
- (b) Interest Payment Date(s): 17 April and 17 October in each year up to (and including) the Maturity Date, commencing on 17 April 2025
- (c) Fixed Coupon Amount(s): JPY 657,500 per Calculation Amount
- (d) Broken Amount(s): Not Applicable
- (e) Day Count Fraction: 30/360
- (f) Determination Date(s): 17 April and 17 October in each year

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| 15. | Fixed Reset Provisions: | Not Applicable |
| 16. | Floating Rate Note Provisions | Not Applicable |
| 17. | Zero Coupon Notes Provision: | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 18. | Issuer Call (pursuant to Condition 6.3 of the Terms and Conditions of the Notes): | Applicable |
| | (a) Optional Redemption Date(s): | 17 October 2029 |
| | (b) Optional Redemption Period: | Not Applicable |
| | (c) Optional Redemption Amount: | JPY 100,000,000 per Calculation Amount |
| | (d) If redeemable in part: | |
| | (i) Minimum Redemption Amount: | Not Applicable |
| | (ii) Maximum Redemption Amount: | Not Applicable |
| 19. | Capital Event (Tier 2 Subordinated Notes pursuant to Condition 6.4 of Terms and Conditions of the Notes): | 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 |
| 21. | Clean-Up Redemption at the Option of the Issuer (pursuant to Condition 6.6 of the Terms and Conditions of the Notes): | Applicable |
| | (a) Clean-Up Percentage: | 75 per cent. |
| | (b) Optional Redemption Amount(s) and method, if any, of calculation of such amount(s): | JPY 100,000,000 per Calculation Amount |
| 22. | Investor Put: | Not Applicable |
| 23. | Final Redemption Amount: | JPY 100,000,000 per Calculation Amount |
| 24. | Early Redemption Amount payable 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: | JPY 100,000,000 per Calculation Amount |

25. Ordinary Senior Notes optionality: 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 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, 2005

(b) New Global Note: Yes

(c) New Safekeeping Structure: Not Applicable

27. Additional Financial Centre(s): Tokyo, London and T2

28. Payment Disruption Event: Applicable

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

29. Talons for future Coupons to be attached to definitive Notes: No

Signed on behalf of CaixaBank, S.A.:

By:

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Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (a) Listing: Application 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 the Issue Date.
- (b) Admission to trading: Application 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 the Issue Date.
- (c) Estimate of total expenses related to admission to trading: EUR 1,050

2. RATINGS

Ratings: Not Applicable

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

Save for the fees payable to Crédit Agricole Corporate and Investment Bank, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. Crédit Agricole Corporate and Investment Bank and its 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.

4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- (a) Reasons for the offer: General financing requirements of the CaixaBank Group
- (b) Estimated net proceeds: JPY 4,993,250,000

5. YIELD

Indication of yield: 1.315 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price from (and including) the Issue Date to (but excluding) the Optional Redemption Date. It is not an indication of future yield.

6. OPERATIONAL INFORMATION

- (a) ISIN: XS2919736715

- (b) Common Code: 291973671
- (c) Any clearing system(s) other than Euroclear and Clearstream Luxembourg and the relevant identification number(s): Not Applicable
- (d) Delivery: Delivery against payment
- (e) Names and addresses of additional Paying Agent(s) (if any): Not Applicable
- (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 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.

7. DISTRIBUTION

- (a) Method of distribution: Non-syndicated
- (b) If syndicated, names of Joint Lead Managers: Not Applicable
- (c) Stabilisation Manager(s) (if any): Not Applicable
- (d) If non-syndicated, name of relevant Dealer: Crédit Agricole Corporate and Investment Bank
- (e) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
- (f) Prohibition of Sales to EEA Retail Investors: Applicable
- (g) Prohibition of Sales to UK Retail Investors: Applicable
- (h) Prohibition of Sales to Belgian Consumers: Applicable