

MiFID II product governance / Professional investors and ECPs only target market – Solely for the purposes of 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. 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 manufacturers' target market assessment) and determining appropriate distribution channels.

PRIIPs /IMPORTANT- 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(11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of the Directive 2002/92/EC (as amended or superseded, the **IMD**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified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 Directive. 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

15 January 2019

CaixaBank, S.A.

**Issue of EUR 1,000,000,000 2.375 per cent. Senior Non Preferred Notes due February 2024
under the €15,000,000,000
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 in the Base Prospectus dated 23 April 2018 and the supplements to it dated 27 April 2018, 30 July 2018, 18 September 2018, 25 September 2018 and 26 October 2018 which together constitute a base prospectus for the purposes of the Prospectus Directive and any relevant implementing measure in a relevant Member State of the European Economic Area (the **Base Prospectus**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus has been published on the Central Bank of Ireland's website at <http://www.centralbank.ie> and on the website of Euronext Dublin at www.ise.ie. 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.ise.ie.

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| 1. | Issuer: | CaixaBank, S.A. |
| 2. | (a) Series Number: | 9 |
| | (b) Tranche Number: | 1 |
| | (c) Date on which the Notes will be | Not Applicable |

consolidated and form a single Series:

3. Specified Currency or Currencies: Euro (EUR)
4. Aggregate Nominal Amount:
 - (a) Series: EUR 1,000,000,000
 - (b) Tranche: EUR 1,000,000,000
5. Issue Price: 99.577 per cent. of the Aggregate Nominal Amount
6. (a) Specified Denominations: EUR 100,000
(b) Calculation Amount: EUR 100,000
7. (a) Issue Date: 18 January 2019
(b) Interest Commencement Date: Issue Date
8. Maturity Date: 1 February 2024
9. Interest Basis: 2.375 per cent. Fixed Rate

(see paragraph 15 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 5.6 of the Terms and Conditions of the English Law Notes is Not Applicable

Issuer Call pursuant to Condition 5.3 of the Terms and Conditions of the English Law Notes is Not Applicable

Issuer Call – Capital Event (Tier 2 Subordinated Notes) pursuant to Condition 5.4 of the Terms and Conditions of the English Law Notes is Not Applicable

Issuer Call – Eligible Liabilities Event (Senior Non Preferred Notes) pursuant to Condition 5.5 of the Terms and Conditions of the English Law Notes is Applicable
13. (a) Status of the Notes: Senior Notes – Senior Non Preferred Notes
(b) Date Board approval for issuance of Notes obtained: 20 December 2018

14. Gross-up in respect of principal and any premium (pursuant to Condition 6.1 of the Terms and Conditions of the English Law Notes): Yes

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. Fixed Rate Note Provisions Applicable
- (a) Rate(s) of Interest: 2.375 per cent. per annum payable in arrear on each Interest Payment Date
- (b) Interest Payment Date(s): 1 February in each year up to and including the Maturity Date, commencing on 1 February 2020 (long first coupon)
- (c) Fixed Coupon Amount(s): EUR 2,375 per Calculation Amount
(Applicable to Notes in definitive form.)
- (d) Broken Amount(s): EUR 2,466.10 per Calculation Amount, payable on the Interest Payment Date falling on 1 February 2020
(Applicable to Notes in definitive form.)
- (e) Day Count Fraction: Actual/Actual (ICMA)
- (f) Determination Date(s): 1 February in each year
16. Fixed Reset Provisions: Not Applicable
17. Floating Rate Note Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

18. Notice periods for Condition 5.2 of the Terms and Conditions of the English Law Notes (*Redemption for tax reasons*): Minimum period: 30 days
Maximum period: 90 days
19. Issuer Call (pursuant to Condition 5.3 of the Terms and Conditions of the English Law Notes): Not Applicable
20. Capital Event (Tier 2 Subordinated Notes pursuant to Condition 5.4 of the Terms and Conditions of the English Law Notes): Not Applicable
21. Eligible Liabilities Event (Senior Subordinated Notes, Senior Non Preferred or Ordinary Senior Notes pursuant to Condition 5.5 of the Terms and Conditions of the English Law Notes): Applicable
22. Investor Put: Not Applicable

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| 23. | Final Redemption Amount: | EUR 100,000 per Calculation Amount |
| 24. | Early Redemption Amount payable on redemption for taxation reasons, on an event of default or upon the occurrence of an Eligible Liabilities Event: | EUR 100,000 per Calculation Amount |
| 25. | Ordinary Senior Notes optionality: | Not Applicable |
| 26. | Senior Non Preferred Notes optionality: | |
| | (a) Additional Events of Default (Condition 8 of the Terms and Conditions of the English Law Notes): | Condition 8.2(b) Not Applicable |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 27. | Form of Notes: | |
| | (a) Form: | Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes upon an Exchange Event including the exchange event described in paragraph (iii) of the definition in the Permanent Global Note |
| | (b) New Global Note: | Yes |
| 28. | Additional Financial Centre(s): | Not Applicable |
| 29. | Talons for future Coupons to be attached to Definitive Notes: | No |

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 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 18 January 2019.
- (b) Admission to trading: Application has been made by the Issuer (or on its behalf) to the Official List of Euronext Dublin for the Notes to be admitted to trading on its Regulated Market with effect from 18 January 2019.
- (c) Estimate of total expenses related to admission to trading: EUR 1,000

2. RATINGS

Ratings: The Notes to be issued are expected to be rated:

BBB by S&P Global Ratings Europe Limited

BBB+ by Fitch Ratings España, S.A.U.

Ba1 by Moody's Investors Service España, S.A.

A(low), Outlook Stable by DBRS Ratings Limited

Each of S&P Global Ratings Europe Limited (**S&P Global**), Fitch Ratings España, S.A.U. (**Fitch**), Moody's Investors Service España, S.A. (**Moody's**) and DBRS Ratings Limited (**DBRS**) is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended). As such S&P Global, Fitch, Moody's, and DBRS are included in the list of credit rating agencies published by the European Securities and Markets Authority on its website in accordance with such Regulation.

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

Save for any fees payable to the Joint Lead Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Lead Managers 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.

4. REASONS FOR THE OFFER

Reasons for the offer: General financing requirements of the CaixaBank Group

5. YIELD (Fixed Rate Notes only)

Indication of yield: 2.465 per cent. per annum

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: XS1936805776

(b) Common Code: 193680577

(c) CUSIP number: Not Applicable

(d) CFI: DTFUFB

(e) FISN: CAIXABANK S.A./MTN 20240201REGS

(f) WKN: Not Applicable

(g) Any clearing system(s) other than Euroclear and Clearstream Luxembourg and the relevant identification number(s): Not Applicable

(h) Delivery: Delivery against payment

(i) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

(j) 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: Syndicated

(b) If syndicated, names of Joint Lead Managers: CaixaBank, S.A.
Citigroup Global Markets Limited
HSBC Bank plc

Société Générale
UBS Limited

- (c) Date of Subscription Agreement: 15 January 2019
- (d) Stabilisation Manager: Société Générale
- (e) If non-syndicated, name of relevant Dealer: Not Applicable
- (f) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D
- (g) Prohibition of Sales to EEA Retail Investors: Applicable