

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(11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of the Directive 2002/92/EC, as amended or superseded (the **IMD**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified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

**Notification under Section 309B(1)(c) of the Securities and Futures Act (Chapter 289) of Singapore, as modified or amended from time to time (the SFA)** – Solely for the purposes of its obligations pursuant to sections 309B(1)(a) and 309B(1)(c) of the SFA, the Issuer has determined, and hereby notifies all relevant persons (as defined in Section 309A of the SFA) that the Notes are "prescribed capital markets products" (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore).

14 June 2019

**CAIXABANK, S.A.**

**Issue of EUR 1,250,000,000 1.375 per cent. Senior Non-Preferred Notes due June 2026  
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 Spanish Law Notes* in the Base Prospectus dated 26 April 2019 and the supplements to it dated 30 April 2019 and 13 May 2019 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](http://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](http://www.ise.ie).

1. Issuer: CaixaBank, S.A.
2. (a) Series Number: 12
- (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: Euro (EUR)
4. Aggregate Nominal Amount:
  - (a) Series: EUR 1,250,000,000
  - (b) Tranche: EUR 1,250,000,000
5. Issue Price: 99.412 per cent. of the Aggregate Nominal Amount
6. (a) Specified Denominations: EUR 100,000
- (b) Calculation Amount: EUR 100,000
7. (a) Issue Date: 19 June 2019
- (b) Interest Commencement Date: Issue Date
8. Maturity Date: 19 June 2026
9. Interest Basis: 1.375 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 Notes is Not Applicable

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

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

Issuer Call – Eligible Liabilities Event (Senior Non-Preferred) pursuant to Condition 5.5 of the Terms and Conditions of the 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 Notes): Yes

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

15. Fixed Rate Note Provisions: Applicable
- (a) Rate(s) of Interest: 1.375 per cent. per annum payable in arrear on each Interest Payment Date
- (b) Interest Payment Date(s): 19 June in each year up to and including the Maturity Date, commencing on 19 June 2020
- (c) Fixed Coupon Amount(s): EUR 1,375 per Calculation Amount  
(Applicable to Notes in definitive form.)
- (d) Broken Amount(s): Not Applicable  
(Applicable to Notes in definitive form.)
- (e) Day Count Fraction: Actual/Actual (ICMA)
- (f) Determination Date(s): 19 June 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 Notes: Minimum period: 30 days  
Maximum period: 90 days
19. Issuer Call (pursuant to Condition 5.3 of the Terms and Conditions of the Notes): Not Applicable
20. Capital Event (Tier 2 Subordinated Notes pursuant to Condition 5.4 of Terms and Conditions of the Notes): Not Applicable
21. Eligible Liabilities Event (Subordinated Notes, Senior Non-Preferred or Ordinary Senior Notes pursuant to Condition 5.5 of the Terms and Conditions of the Notes): Applicable

22. Investor Put: Not Applicable
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

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

25. 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
26. Additional Financial Centre(s): Not Applicable
27. Talons for future Coupons to be attached to Definitive Notes: No

Signed on behalf of CaixaBank, S.A.:

By:  .....

*Duly authorised*

22. Investor Put: Not Applicable
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

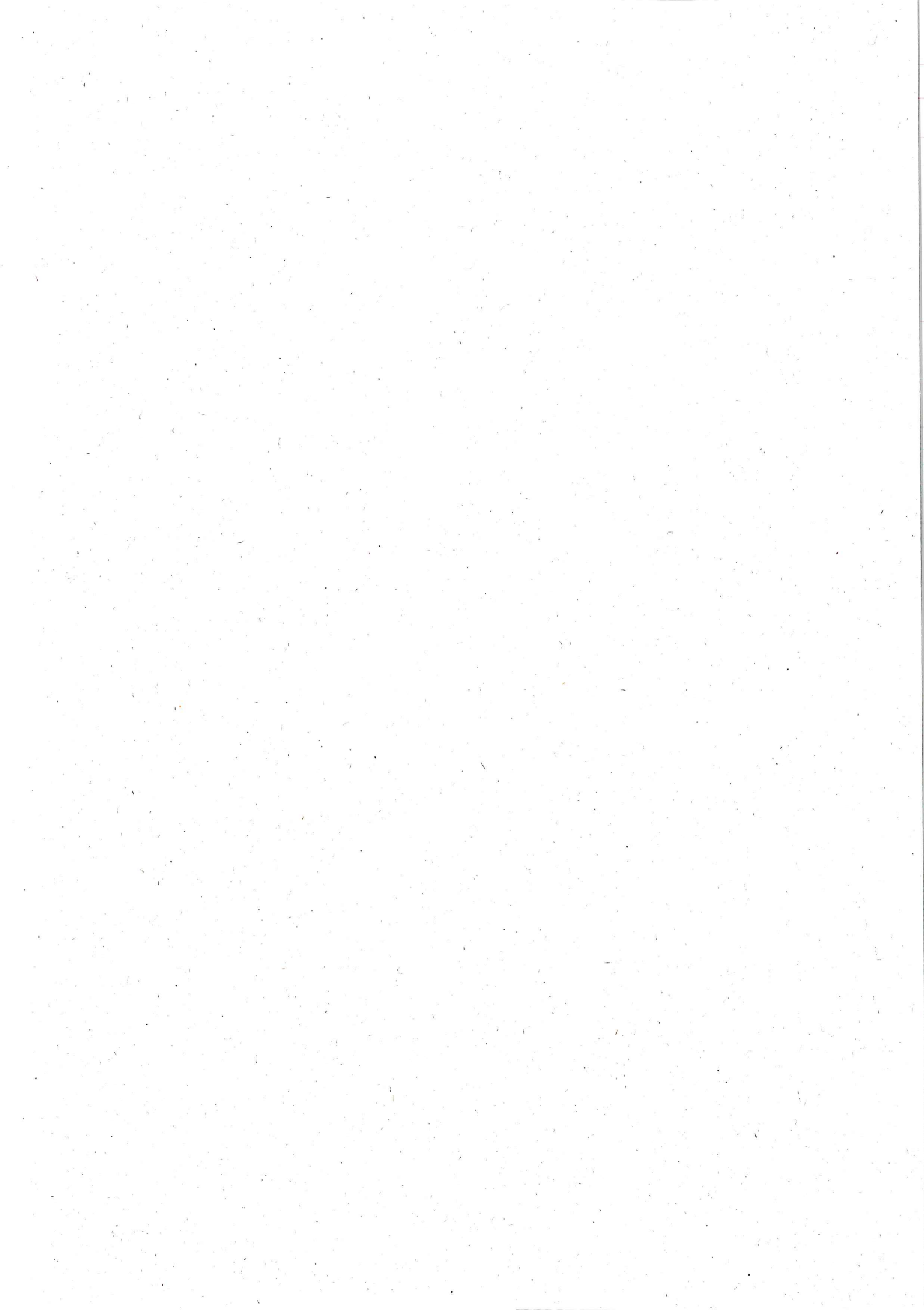
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- (b) New Global Note: Yes
26. Additional Financial Centre(s): Not Applicable
27. Talons for future Coupons to be attached to Definitive Notes: No

Signed on behalf of CaixaBank, S.A.:

By: .....

*Duly authorised*



## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (a) Listing: Application will be made by the Issuer (or on its behalf) for the Notes to be admitted to listing on the Official List 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 Euronext Dublin for the Notes to be admitted to trading on its regulated market with effect from the Issue Date.
- (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:

Baa3 by Moody's Investors Service España, S.A.  
BBB by S&P Global Ratings Europe Limited  
BBB+ by Fitch Rating España, S.A.U.  
AL by DBRS Ratings GmbH

Each of DBRS Ratings GmbH, Fitch Rating España, S.A.U., Moody's Investors Service España, S.A. and S&P Global Ratings Europe Limited is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended). As such DBRS Ratings GmbH, Fitch Rating España, S.A.U., Moody's Investors Service España, S.A. and S&P Global Ratings Europe Limited 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 fees payable to the 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 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 and Fixed Reset Notes only)**

Indication of yield: 1.464 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: XS2013574038

(b) Common Code: 201357403

(c) CFI: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the CFI.

(d) FISN: See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the FISN.

(e) WKN: Not Applicable

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

(g) Delivery: Delivery against payment

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

(i) 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 Managers: Barclays Bank PLC



BNP Paribas  
CaixaBank, S.A.  
Credit Suisse Securities (Europe) Limited  
Morgan Stanley & Co. International plc

- (c) Date of Agreement: 14 June 2019
- (d) Stabilisation Manager(s) (if any): Barclays Bank PLC
- (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
- (h) Prohibition of Sales to Belgian Consumers: Applicable

