

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(11) of Article 4(1) of MiFID II; or (ii) a customer within the meaning of the Directive 2002/92/EC, as amended or superseded (the **IMD**), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified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

28 June 2019

CaixaBank, S.A.

**Issue of JPY 10,000,000,000 1.231 per cent. Fixed Rate Senior Non-Preferred Notes due 3 July 2034
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. 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.

1. Issuer: CaixaBank, S.A.

2. (a) Series Number: 13
- (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 10,000,000,000
- (b) Tranche: JPY 10,000,000,000
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) Issue Date: 3 July 2019
- (b) Interest Commencement Date: Issue Date
8. Maturity Date: 3 July 2034, subject to adjustment, for payments only, in accordance with the Modified Following Business Day Convention, for which the Financial Centres are Tokyo and TARGET2.
9. Interest Basis: 1.231 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 100.00 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

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| 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

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| 15. | | Fixed Rate Note Provisions | Applicable |
| | (a) | Rate(s) of Interest: | 1.231 per cent. per annum payable semi-annually in arrear on each Interest Payment Date |
| | (b) | Interest Payment Date(s): | 3 January and 3 July in each year up to and including the Maturity Date, subject to adjustment, for payments only, in accordance with the Modified Following Business Day Convention, for which the Financial Centres are Tokyo and TARGET2. |
| | (c) | Fixed Coupon Amount(s):

(Applicable to Notes in definitive form.) | JPY 615,500 per Calculation Amount |
| | (d) | Broken Amount(s):

(Applicable to Notes in definitive form.) | Not Applicable |
| | (e) | Day Count Fraction: | 30/360 |
| | (f) | Determination Date(s): | Not Applicable |
| 16. | | Fixed Reset Provisions: | Not Applicable |
| 17. | | Floating Rate Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 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 |

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| 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: | 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 an Eligible Liabilities Event: | JPY 100,000,000 per Calculation Amount |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 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): | Tokyo and TARGET2 |
| 27. | Talons for future Coupons to be attached to Definitive Notes: | Yes |

Signed on behalf of CaixaBank, S.A.:

By: 

Duly authorised

SERGIO CASTELLÁ QUINTANA
MANAGING DIRECTOR OF ALM, TREASURY & FUNDING

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 the Issue Date.
- (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 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:

S&P Global Ratings Europe Limited : BBB

Fitch Ratings España, S.A.U. : BBB+

Moody's Investors Service España, S.A.: Baa3

DBRS Ratings GmbH: AL

Each of S&P Global Ratings Europe Limited, Fitch Ratings España, S.A.U., Moody's Investors Service España, S.A. and DBRS Ratings GmbH are established in the European Union and are registered under Regulation (EC) No. 1060/2009 (as amended). As such S&P Global Ratings Europe Limited, Fitch Ratings España, S.A.U., Moody's Investors Service España, S.A. and DBRS Ratings GmbH 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 Dealer, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer 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

Reasons for the offer:	General financing requirements of the CaixaBank Group
5. YIELD (Fixed Rate Notes and Fixed Reset Notes only)	
Indication of yield:	1.231 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:	XS2016212917
(b) Common Code:	201621291
(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: Non-syndicated
- (b) If syndicated, names of Managers: Not Applicable
- (c) Date of Agreement: Not Applicable
- (d) Stabilisation Manager(s) (if any): Not Applicable
- (e) If non-syndicated, name of relevant Dealer: Nomura International plc
- (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

