

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.

UK MiFIR 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 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. 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 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 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.

7 February 2024

CaixaBank, S.A.

**Issue of EUR 1,250,000,000 Fixed to Floating Rate Senior Non-Preferred Notes due February 2032
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 2023 and the supplements to it dated 5 May 2023, 3 August 2023, 27 October 2023 and 2 February 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: | 41 |
| | (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: | 99.660 per cent. of the Aggregate Nominal Amount |
| 6. | (a) Specified Denominations: | EUR 100,000 |
| | (b) Calculation Amount: | EUR 100,000 |
| 7. | (a) Trade Date: | 5 February 2024 |
| | (b) Issue Date: | 9 February 2024 |
| | (c) Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | The Interest Payment Date falling on or nearest to 9 February 2032 |

9. Interest Basis:
- (a) 4.125 per cent. per annum Fixed Rate in respect of the period from (and including), the Interest Commencement Date to (but excluding), the Optional Redemption Date; and
 - (b) 3-month EURIBOR plus 1.50 per cent. per annum Floating Rate in respect of the period from (and including), the Optional Redemption Date to (but excluding), the Maturity Date
- (see paragraphs 15 and 17 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: Applicable
- The initial Interest Basis shall be Fixed Rate until (but excluding) the Optional Redemption Date
- The Interest Basis from (and including) the Optional Redemption Date shall be Floating Rate
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 19 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 (Subordinated Notes/Senior Non-Preferred/Ordinary Senior Notes) pursuant to Condition 6.5 of the Terms and Conditions of the Notes is Applicable
- Issuer Call – Clean-Up Redemption Option pursuant to Condition 6.6 of the Terms and Conditions of the Notes is Applicable (see paragraph 22 below)
13. (a) Status of the Notes: Senior Notes –Senior Non-Preferred Notes
- (b) Date Board approval for issuance of Notes obtained: 18 November 2021
14. Gross-up in respect of principal and any premium (pursuant to Condition 7.1 of the Terms and Conditions of the Notes): Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. Fixed Rate Note Provisions: Applicable from (and including) the Issue Date to (but excluding) the Optional Redemption Date
- (a) Rate(s) of Interest: From the period from (and including) the Issue Date to (but excluding) the Optional Redemption Date, 4.125 per cent. per annum payable in arrear on each Interest Payment Date
- (b) Interest Payment Date(s): 9 February in each year up to (and including) the Optional Redemption Date, commencing on 9 February 2025
- (c) Fixed Coupon Amount(s): EUR 4,125 per Calculation Amount
- (d) Broken Amount(s): Not Applicable
- (e) Day Count Fraction: Actual/Actual (ICMA)
- (f) Determination Date(s): 9 February in each year
16. Fixed Reset Provisions: Not Applicable
17. Floating Rate Note Provisions: Applicable from (and including) the Optional Redemption Date
- (a) Specified Period(s)/Specified Interest Payment Dates: The Specified Interest Payment Dates are 9 May 2031, 9 August 2031, 9 November 2031 and 9 February 2032, subject to adjustment in accordance with the Business Day Convention set out in (b) below
- (b) Business Day Convention: Modified Following Business Day Convention
- (c) Additional Business Centre(s): Not Applicable
- (d) Manner in which the Rate of Interest and Interest Amount is to be determined: Screen Rate Determination
- (e) Party responsible for calculating the Rate of Interest and Interest Amount: The Principal Paying Agent will act as Calculation Agent
- (f) Screen Rate Determination: Applicable
- (i) Reference Rate: 3-month EURIBOR
- (ii) Relevant Financial Centre: Not Applicable
- (iii) Reference Currency: Not Applicable

- (iv) Designated Maturity: Not Applicable
 - (v) Relevant Time: Not Applicable
 - (vi) Interest Determination Date(s): Second Business Day on which the T2 is open prior to the start of each Interest Period
 - (vii) Relevant Screen Page: Reuters EURIBOR01
 - (viii) Calculation Method: Not Applicable
 - (ix) Observation Method: Not Applicable
 - (x) p: Not Applicable
 - (xi) Observation Shift Days: Not Applicable
 - (xii) Interest Payment Delay: Not Applicable
 - (xiii) Interest Period End Dates: Not Applicable
 - (g) ISDA Determination: Not Applicable
 - (h) Linear Interpolation: Not Applicable
 - (i) Margin(s): + 1.50 per cent. per annum
 - (j) Minimum Rate of Interest: 0 per cent. per annum
 - (k) Maximum Rate of Interest: Not Applicable
 - (l) Day Count Fraction: Actual/360
18. Zero Coupon Notes Provisions: Not Applicable

PROVISIONS RELATING TO REDEMPTION

19. Issuer Call (pursuant to Condition 6.3 of the Terms and Conditions of the Notes): Applicable
- (a) Optional Redemption Date(s): 9 February 2031
 - (b) Optional Redemption Period: Not Applicable
 - (c) Optional Redemption Amount: EUR 100,000 per Calculation Amount
 - (d) If redeemable in part:
 - (i) Minimum Redemption Amount: Not Applicable
 - (ii) Maximum Redemption Amount: Not Applicable

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| 20. | Capital Event (Tier 2 Subordinated Notes pursuant to Condition 6.4 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 6.5 of the Terms and Conditions of the Notes): | Applicable |
| 22. | 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): | EUR 100,000 per Calculation Amount |
| 23. | Investor Put: | Not Applicable |
| 24. | Final Redemption Amount: | EUR 100,000 per Calculation Amount |
| 25. | 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 |
| 26. | Ordinary Senior Notes optionality: | Not Applicable |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 27. | Form of Notes: | |
| | (a) Form: | 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: | No |
| 28. | Additional Financial Centre(s): | Not Applicable |
| 29. | Talons for future Coupons to be attached to definitive Notes: | No |

THIRD PARTY INFORMATION

The rating definitions from Moody’s Investors Service España, S.A., S&P Global Ratings Europe Limited, Fitch Ratings Ireland Limited and DBRS Ratings GmbH in paragraph 2 of "Part B – Other Information" below have been extracted from https://www.moodys.com/researchdocumentcontentpage.aspx?docid=PBC_79004; <https://disclosure.spglobal.com/ratings/en/regulatory/article/-/view/sourceId/504352>; <https://www.fitchratings.com/products/rating-definitions#ratings-scales>; <https://dbrs.morningstar.com/media/DBRSM-Product-Guide.pdf>. 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 Moody’s Investors Service España, S.A., S&P Global Ratings Europe Limited, Fitch Ratings Ireland Limited and DBRS Ratings GmbH, no facts have been omitted which would render the reproduced information inaccurate or misleading.

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: 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 Ratings Ireland Limited

A (Low) by DBRS Ratings GmbH

Each of Moody's Investors Service España, S.A., S&P Global Ratings Europe Limited, Fitch Ratings Ireland Limited and DBRS Ratings GmbH is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended). As such each of Moody's Investors Service España, S.A., S&P Global Ratings Europe Limited, Fitch Ratings Ireland Limited 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.

According to Moody's Investors Service España, S.A., a rating of "Baa" indicates an obligation judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics. The numerical modifier "3" indicates that the obligation ranks in the lower end of the generic "Baa" rating category.

According to S&P Global Ratings Europe Limited, a rating of “BBB” indicates that an obligation exhibits adequate protection parameters. However, adverse economic conditions or changing circumstances are more likely to weaken the obligor's capacity to meet its financial commitments on the obligation.

According to Fitch Ratings Ireland Limited, a rating in the “BBB” category indicates that expectations of default risk are currently low as the capacity for payment of financial commitments is considered adequate, but adverse business or economic conditions are more likely to impair this capacity. The modifier “+” indicates a ranking in the higher end of the “BBB” rating category.

According to DBRS Ratings GmbH, a rating in the “A” category indicates that the capacity for the payment of financial obligations is considered substantial, although it may be vulnerable to future events, but qualifying negative factors are considered manageable. The modifier “(Low)” indicates a ranking in the lower end of the “A” rating category.

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

Save for the 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 AND ESTIMATED NET PROCEEDS

(a) Reasons for the offer:

The Notes are intended to be issued as Green Notes and an amount equivalent to the net proceeds of the issuance of the Notes will be applied by the Issuer to finance or refinance, in whole or in part, new or existing Eligible Green Projects, according to the Sustainable Development Goals (SDGs) Funding Framework published by the Issuer.

The Sustainable Development Goals (SDGs) Funding Framework is available for viewing on the Issuer's website, <https://www.caixabank.com> (including as amended, supplemented, restated or otherwise updated on such website from time to time).

For the avoidance of doubt, the Sustainable Development Goals (SDGs) Funding Framework is not incorporated by reference in, nor does it form part of, these Final Terms or the Base Prospectus.

(b) Estimated net proceeds: EUR 1,242,357,633

5. YIELD

Indication of yield: 4.182 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: XS2764459363

(b) Common Code: 276445936

(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: Syndicated

(b) If syndicated, names of Managers: **Joint Lead Managers:**

CaixaBank, S.A.
Citigroup Global Markets Europe AG
Goldman Sachs Bank Europe SE
HSBC Continental Europe

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- (c) Stabilisation Manager(s) (if any): Citigroup Global Markets Europe AG
- (d) If non-syndicated, name of relevant Dealer: Not Applicable
- (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