

## EXECUTION VERSION

### FINAL TERMS

**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.

**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.

**SWISS PUBLIC OFFER** – For the avoidance of doubt, investors are informed that the Notes will be offered to the public in Switzerland only.

14 March 2024

**CaixaBank, S.A.**

**Issue of CHF 300,000,000 2.175 per cent. Callable Ordinary Senior Green Notes due 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 2023 and the supplements to it dated 5 May 2023, 3 August 2023, 27 October 2023, 2 February 2024 and 19 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 and the Swiss prospectus dated 14 March 2024 prepared by the Issuer in connection with the issuance and listing of the Notes on the SIX Swiss Exchange (the **Swiss 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](http://www.euronext.com/en/markets/dublin). Copies of the Base Prospectus and the Swiss Prospectus (including any documents incorporated by reference therein) may also be obtained from UBS AG, Investment Bank, Swiss Prospectus Switzerland, P.O. Box, CH-8098 Zurich, Switzerland or can be ordered by telephone (+41-44-239 47 03, voicemail), fax (+41-44-239 69 14) or by e-mail ([swiss-prospectus@ubs.com](mailto:swiss-prospectus@ubs.com)).

The expression **Prospectus Regulation** means Regulation (EU) 2017/1129.

1. Issuer: CaixaBank, S.A.
2.
  - (a) Series Number: 42
  - (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: Swiss Francs (**CHF**)
4. Aggregate Nominal Amount:
  - (a) Series: CHF 300,000,000
  - (b) Tranche: CHF 300,000,000

5. Issue Price: 100 per cent. of the Aggregate Nominal Amount
- 6.
- (a) Specified Denominations: CHF 200,000 and integral multiples of CHF 200,000 thereafter
- (b) Calculation Amount: CHF 200,000
- 7.
- (a) Trade Date: 20 February 2024
- (b) Issue Date: 19 March 2024
- (c) Interest Commencement Date: Issue Date
8. Maturity Date: 19 March 2030
9. Interest Basis: 2.175 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 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 (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 – Ordinary Senior Notes

(b) Date Board approval for 15 February 2024  
issuance of Notes obtained:

14. Gross-up in respect of principal and any premium (pursuant to Condition 7.1 of the Terms and Conditions of the Notes): No

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

15. Fixed Rate Note Provisions: Applicable
- (a) Rate(s) of Interest: 2.175 per cent. per annum payable in arrear on each Interest Payment Date
- (b) Interest Payment Date(s): 19 March in each year commencing on 19 March 2025 up to and including the Maturity Date or the Optional Redemption Date
- (c) Fixed Coupon Amount(s): CHF 4,350 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: 30/360
- (f) Determination Date(s): Not Applicable
16. Fixed Reset Provisions: Not Applicable
17. Floating Rate Note Provisions: Not Applicable
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): 19 March 2029
- (b) Optional Redemption Period: Not Applicable
- (c) Optional Redemption Amount: CHF 200,000 per Calculation Amount
- (d) If redeemable in part:

- |      |  |                                    |
|------|--|------------------------------------|
| (i)  | Minimum Redemption Amount:   | Not Applicable                     |
| (ii) | Maximum Redemption Amount:   | Not Applicable                     |
| 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):  | CHF 200,000 per Calculation Amount |
| 23.  | Investor Put:  | Not Applicable                     |
| 24.  | Final Redemption Amount:   | CHF 200,000 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:                | CHF 200,000 per Calculation Amount |
| 26.  | Ordinary Senior Notes optionality:   |                                    |
| (a)  | Additional Events of Default (Condition 9 of the Terms and Conditions of the Notes):   | Condition 9.2(a) Not Applicable    |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |     |                |               |
|-----|----------------|---------------|
| 27. | Form of Notes: |               |
| (a) | Form:          | Bearer Notes: |

Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note.

The Notes will be in bearer form and will be represented by a permanent global note (the **Permanent Global Note**) substantially in the form scheduled to the supplemental agency agreement dated 14 March 2024 (the **Supplemental Agency Agreement**) made between the Issuer, the Agent and the Swiss Principal Paying Agent (as defined below).

The Permanent Global Note shall be deposited by the Swiss Principal Paying Agent with SIX SIS Ltd Olten, Switzerland (**SIX SIS Ltd** or the **Intermediary**, which expression shall include any other clearing institution recognized by SIX Swiss Exchange Ltd (the **SIX Swiss Exchange**)) until final redemption of the Notes, the exchange of the Permanent Global Note for Definitive Notes, or cancellation in accordance with its terms (including as a result of the exercise of the Bail-in Power by the Relevant Resolution Authority). The Permanent Global Note will document the right to receive principal and interest thereon and all other rights and obligations in connection therewith.

As a matter of Swiss law, (i) once the Permanent Global Note has been deposited with the Intermediary and entered into the accounts of one or more participants of the Intermediary, the Notes will constitute intermediated securities (the **Intermediated Securities**) in accordance with the provisions of the Swiss Federal Intermediated Securities Act (the **FISA**), and (ii) each holder of Notes shall have a quotal co-ownership interest in the Permanent Global Note pro-rata to the extent of its claim against the Issuer, provided that for so long as the Permanent Global Note remains deposited with the Intermediary the co-ownership interest shall be suspended and the Notes may only be transferred or otherwise disposed of in accordance with the provisions of the FISA, that is, by entry of the transferred Notes in a securities account of the transferee.

The records of the Intermediary will determine the number of Notes held through each participant in that Intermediary.

Any reference to holder of Notes herein or in the Conditions shall mean, with respect to any Note, (i) if such Note constitutes an Intermediated Securities, the person, other than an intermediary, holding such Note in a securities account in their own name with an intermediary, or the intermediary, holding such Note for its own account in a securities account which is in its name, and (ii) if the Permanent Global Note has been exchanged for Definitive Notes, the bearer of the Definitive Note representing such Note. The Issuer and any agent will (except as otherwise required by law) deem and treat the bearer of any Definitive Note as the absolute owner thereof (whether or not overdue and notwithstanding any notice of ownership or writing thereon or notice of any previous loss or theft thereof) for all purposes.

Holders of Notes do not have the right to effect or request the conversion of the Permanent Global Note into, or the delivery of, uncertificated securities or Definitive Notes.

The Permanent Global Note is exchangeable in whole, but not in part, for Definitive Notes only if the Swiss Principal Paying Agent determines, after consultation with the Issuer, that the printing of the Definitive Notes is necessary or useful, or if the presentation of Definitive Notes is required by Swiss, Spanish or other applicable laws and regulations in connection with the enforcement of rights of the holders of the Notes. Should Definitive Notes be printed, they will be printed, at no cost to the holders of Notes, in accordance with the rules and regulations of the SIX Swiss Exchange. If printed, the Definitive Notes shall be executed by affixing thereon the facsimile signatures of one authorised officer of the Issuer. In the case of delivery of Definitive Notes, the Swiss Principal Paying Agent shall deliver the Definitive Notes to the relevant holders of Notes against cancellation of the relevant Notes in the holders' securities accounts and immediately cancel the Permanent Global Note and return the Permanent Global Note to the Issuer.

Definitive Notes will be issued with Coupons attached. If the Permanent Global Note is exchanged for Definitive Notes in accordance with the provisions set out above, title to the

Definitive Notes will pass by delivery and complying with the requirements of Spanish law, to the extent applicable.

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.

**Condition 1 (Form, Denomination and Title) of the Conditions and the section "Form of Notes" beginning on page 57 of the Base Prospectus shall be supplemented and the Conditions shall be construed accordingly (for the purpose of this Series of Notes only).**

- |     |   |  |
|-----|---|--|
| (b) | New Global Note:  | No   |
|     |   |  |
| (c) | New Safekeeping Structure:                                    | No   |
|     |   |  |
| 28. | Additional Financial Centre(s):                               | T2 System (in addition to Zurich)  |
| 29. | Talons for future Coupons to be attached to definitive Notes: | No   |
| 30. | Other final terms:  |  |
| (a) | Payments:   | Except to the extent required by law, payments of principal and interest in respect of the Notes shall be made in freely disposable Swiss Francs without collection costs in Switzerland and whatever the circumstances may be, irrespective of the nationality, domicile or residence of the holder of the Notes and without requiring any certification, affidavit or the fulfilment of any other formality. |

The receipt by the Swiss Principal Paying Agent (as defined below) of the due and punctual payment of the funds in Swiss francs in Zurich releases the Issuer from its obligation under the Notes for the payment of interest and principal due on the respective payment dates to the extent of such payment.

**Condition 5 (Payments) shall be construed accordingly.**



(b) Agents:

In respect of the Notes of the Series, the Issuer will (i) at all times maintain a paying agent having a specified office in Switzerland, which agent shall, for so long as the Notes are listed on the SIX Swiss Exchange and the rules of the SIX Swiss Exchange so require, have an office in Switzerland and be a bank or securities dealer subject to supervision by the Swiss Financial Market Supervisory Authority FINMA and (ii) will at no time maintain a paying agent having a specified office outside Switzerland in relation to such Notes.

**Condition 12 (Agents) shall be construed accordingly.**

(c) Notices:

So long as the Notes are listed on the SIX Swiss Exchange and so long as the rules of the SIX Swiss Exchange so require, notices in respect of the Notes will be validly given by the Issuer without cost to the holders of Notes through the Swiss Principal Paying Agent (as defined below) (i) by means of electronic publication on the internet website of the SIX Swiss Exchange (currently, <https://www.ser-ag.com/en/resources/notifications-market-participants/official-notices.html>) or (ii) otherwise in accordance with the rules and regulations of the SIX Swiss Exchange. Any notices so given will be deemed to have been validly given on the date of such publication or if published more than once, on the first date of such publication.

If the Notes are for any reason no longer listed on the SIX Swiss Exchange and no Definitive Notes have been printed and delivered, notices to Noteholders shall be given by communication through the Swiss Principal Paying Agent to the Intermediary for forwarding to the Noteholders, which notice will be deemed to be validly given on the date of communication to the Intermediary.

**Condition 14 (Notices) shall be supplemented accordingly (for the purpose of this Series of Notes only).**

All references to "Euroclear" and/or "Clearstream, Luxembourg" in the Conditions shall be deemed to be a reference to SIX SIS Ltd or the Intermediary.

### 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://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:

.....

*Duly authorised*

## EXECUTION VERSION

### 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 the SIX Swiss Exchange and admitted to trading on the SIX Swiss Exchange with effect from the Issue Date.
- (b) Admission to trading: The Notes have been provisionally admitted to trading on the SIX Swiss Exchange with effect from 15 March 2024 and application will be made by the Issuer (or on its behalf) for the Notes to be definitively admitted to trading and listed on the SIX Swiss Exchange which, if granted, will only be granted after the Issue Date. The last day of trading of the Notes is expected to be 15 March 2030.
- (c) Estimate of total expenses related to admission to trading: CHF 10,000

#### 2. RATINGS

- Ratings: The Notes to be issued are expected to be rated:
- Baa1 by Moody's Investors Service España, S.A.
- A- by S&P Global Ratings Europe Limited
- A- by Fitch Ratings Ireland Limited
- A 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 is 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 "1" indicates that the obligation ranks in the higher end of the generic "Baa" rating category.

According to S&P Global Ratings Europe Limited, a rating of "A" indicates that the obligation is somewhat more susceptible to the adverse effects of changes in circumstances and economic conditions than obligations in higher-rated categories. However, the obligor's capacity to meet its financial commitment on the obligation is still strong. The modifier "-" indicates that the obligation ranks in the lower end of the generic "A" rating category.

According to Fitch Ratings Ireland Limited, a rating in the "A" category indicates that expectations of default risk are low. The capacity for payment of financial commitments is considered strong, but it may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings. The modifier "-" indicates a ranking in the lower end of the "A" rating category.

According to DBRS Ratings GmbH, a rating of "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.

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

Save for the 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 AND ESTIMATED NET PROCEEDS

- (a) Reasons for the offer: The Notes are intended to be issued as Green Notes and 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).

- (b) Estimated net proceeds: CHF 299,145,000

#### 5. YIELD (*Fixed Rate Notes and Fixed Reset Notes only*)

Indication of yield: 2.175 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: CH1325807886
- (b) Common Code: 277813238
- (c) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): SIX SIS Ltd. For the purpose of the Conditions, SIX SIS Ltd will be the alternative clearing system.  
Swiss Security Number: 132580788
- (d) Delivery: Delivery against payment
- (e) Names and addresses of additional Paying Agent(s) (if any): UBS AG, Bahnhofstrasse 45, 8001 Zurich, Switzerland, shall act as principal paying agent in Switzerland in respect of the Notes (the **Swiss Principal Paying Agent**).

The Swiss Principal Paying Agent has been appointed by the Issuer pursuant to a Supplemental Agency Agreement dated 14 March 2024.

All references in the Conditions to the Agent shall, so far as the context permits, be deemed to be reference to the Swiss Principal Paying Agent.

- (f) Intended to be held in a manner which would allow Eurosystem eligibility: No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time 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: **Lead Managers:**  
UBS AG  
Commerzbank Aktiengesellschaft
- (c) Stabilisation Manager(s) (if any): Not Applicable
- (d) If non-syndicated, name of relevant Dealer: Not Applicable
- (e) U.S. Selling Restrictions: Reg. S Compliance Category 2; TEFRA D rules are applicable in accordance with Swiss practice
- (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