

**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 manufacturers’ 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 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.

**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).

19 January 2022

**CaixaBank, S.A.**

**Issue of EUR 1,000,000,000 Fixed to Floating Rate Callable Ordinary Senior Notes due January 2028  
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 27 April 2021 and the supplements to it dated 11 May 2021, 3 August 2021 and 1 November 2021 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](http://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](http://www.euronext.com/en/markets/dublin).

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

- |    |  |  |
|----|--|--|
| 1. | Issuer:  | CaixaBank, S.A.                                  |
| 2. | (a) Series Number:   | 23   |
|    | (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 ( <b>EUR</b> )                              |
| 4. | Aggregate Nominal Amount:  |  |
|    | (a) Series:  | EUR 1,000,000,000                                |
|    | (b) Tranche:   | EUR 1,000,000,000                                |
| 5. | Issue Price:   | 99.765 per cent. of the Aggregate Nominal Amount |
| 6. | (a) Specified Denominations:   | EUR 100,000                                      |
|    | (b) Calculation Amount:  | EUR 100,000                                      |
| 7. | (a) Trade Date:  | 13 January 2022                                  |

- (b) Issue Date 21 January 2022
- (c) Interest Commencement Date: Issue Date
8. Maturity Date: Interest Payment Date falling in or nearest to January 2028
9. Interest Basis:
- (a) 0.625 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
- (b) 3-month EURIBOR plus 0.62 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 to, 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 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 Applicable. See paragraph 18 below
- 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 (Ordinary Senior Notes) pursuant to Condition 5.5 of the Terms and Conditions of the Notes is Applicable
13. (a) Status of the Notes: Senior Notes – Ordinary Senior 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 6.1 of the Terms and Conditions of the Notes): No

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

15. Fixed Rate Note Provisions    Applicable from and including the Issue Date to and excluding the Optional Redemption Date
- (a) Rate(s) of Interest:    For the period from and including the Issue Date to and excluding the Optional Redemption Date, 0.625 per cent. per annum payable in arrear on each Interest Payment Date
- (b) Interest Payment Date(s):    21 January in each year up to and including 21 January 2027, commencing on 21 January 2023
- (c) Fixed Coupon Amount(s):    €625 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):    21 January in each year
16. Fixed Reset Provisions:    Not Applicable
17. Floating Rate Note Provisions    Applicable from and including the Optional Redemption Date to and excluding the Maturity Date
- (a) Specified Period(s)/Specified Interest Payment Dates:    The Specified Interest Payment Dates are 21 April 2027, 21 July 2027, 21 October 2027 and 21 January 2028, subject to adjustment in accordance with the Business Day Convention set out in paragraph (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 (if not the Agent):    Not Applicable

- |        |   |  |
|--------|---|--|
| (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 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   |
| (xiv)  | SOFR Cut-Off Date:                      | Not Applicable   |
| (xv)   | SOFR Replacement Alternatives Priority: | Not Applicable   |
| (g)    | ISDA Determination:                     | Not Applicable   |
| (h)    | Linear Interpolation:                   | Not Applicable   |
| (i)    | Margin(s):                              | +0.62 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   |

#### **PROVISIONS RELATING TO REDEMPTION**

- |     |   |                 |
|-----|---|-----------------|
| 18. | Issuer Call (pursuant to Condition 5.3 of the Terms and Conditions of the Notes): | Applicable      |
| (a) | Optional Redemption Date(s):  | 21 January 2027 |

- (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
- 19. Capital Event (Tier 2 Subordinated Notes pursuant to Condition 5.4 of Terms and Conditions of the Notes): Not Applicable
- 20. 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
- 21. Investor Put: Not Applicable
- 22. Final Redemption Amount: EUR 100,000 per Calculation Amount
- 23. 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
- 24. Ordinary Senior Notes optionality:
  - (a) Additional Events of Default (Condition 8 of the Terms and Conditions of the Notes): Condition 8.2(a) Not Applicable

**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 (b) of the definition in the Permanent 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

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:

.....  
SERGIO CASTELLA QUINTANA  
MANAGING DIRECTOR OF ALM, TREASURY AND FUNDING  
*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 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 1,000

### 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 DBRS Ratings GmbH, Fitch Ratings Ireland Limited, 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 Ratings Ireland Limited, 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.
- 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 a ranking in the higher end of the generic "Baa" rating category.
- According to S&P Global Ratings Europe Limited, a rating of "A" indicates that an 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 relative standing within the major rating categories.

According to Fitch Ratings Ireland Limited, a rating in the “A” category indicates that expectations of default risk are low as the capacity for payment of financial commitments is considered strong, although this capacity is 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 in the “A” category indicates that the capacity for the payment of financial obligations is substantial although it may be vulnerable to future events.

### **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 Social Notes and an amount equivalent to the net proceeds of the Notes will be applied by the Issuer to finance or refinance, in whole or in part, new or existing Eligible Social Projects, according to the Sustainable Development Goals Framework published by the Issuer.

The Sustainable Development Goals 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 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 995,440,535

### **5. YIELD**

Indication of yield: 0.673 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 and excluding the Optional Redemption Date. It is not an indication of future yield.

## 6. OPERATIONAL INFORMATION

- (a) ISIN: XS2434702424
- (b) Common Code: 243470242
- (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:**  
BofA Securities Europe SA  
CaixaBank, S.A.  
Citigroup Global Markets Europe AG  
NATIXIS  
UniCredit Bank AG  
**Co-Manager:**  
Banco Santander, S.A.
- (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
- (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