

SUPPLEMENT DATED 3 AUGUST 2023 TO THE BASE PROSPECTUS DATED 18 APRIL 2023



CAIXABANK, S.A.
(Incorporated as a limited liability company (sociedad anónima) in Spain)

EURO 30,000,000,000
Euro Medium Term Note Programme

This Supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the base prospectus dated 18 April 2023 and the supplement thereto dated 5 May 2023 (the "**Base Prospectus**") prepared by CaixaBank, S.A. (the "**Issuer**") in connection with its Euro Medium Term Note Programme (the "**Programme**") for the issuance of up to Euro 30,000,000,000 in aggregate principal amount of notes (the "**Notes**"). Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement has been approved by the Central Bank of Ireland (the "**Central Bank**") in its capacity as competent authority under Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). The Central Bank only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Approval by the Central Bank should not be considered as an endorsement of the Issuer or of the quality of the Notes. Investors should make their own assessment as to the suitability of investing in the Notes.

IMPORTANT NOTICES

The Issuer accepts responsibility for the information contained in this Supplement. To the best of the knowledge of the Issuer the information contained in this Supplement is in accordance with the facts and makes no omission likely to affect its import.

To the extent that there is any inconsistency between (a) any statement in this Supplement and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new factor, material mistake or inaccuracy relating to the information included in the Base Prospectus which may affect the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since publication of the Base Prospectus.

AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be supplemented and/or amended in the manner described below:

RISK FACTORS

The information shall be added before the section of the Base Prospectus headed "Noteholders will not be able to exercise their rights on an event of default in the event of the adoption of any early intervention, restructuring or resolution measure under Law 11/2015 and the SRM Regulation" on page 48 of the Base Prospectus:

"The ranking of the Notes in an insolvency scenario may be affected by the implementation of the CMDI

On 18 April 2023, the European Commission released a legislative proposal to amend the European Union's existing bank Crisis Management and Deposit Insurance framework ("CMDI"). The package implies the review of the Bank Resolution and Recovery Directive ("BRRD"), the Single Resolution Mechanism Resolution ("SRMR") and the Deposit Guarantee Scheme Directive.

As of the date of this Supplement, the exact impact of the CMDI proposal is still uncertain given it is in the form of a legislative proposal and therefore subject to further amendments by the European Parliament and the Council before being final and applicable. If it is adopted as proposed, it would mean that senior preferred debt instruments (such as Ordinary Senior Notes) would no longer rank pari passu with any non-covered non-preferred deposits of the Issuer, instead, senior preferred debt instruments (such as Ordinary Senior Notes) would rank junior in right of payment to the claims of all depositors. Accordingly, if the proposal is implemented as it is, the amendment of the ranking of claims in insolvency to provide for a general depositor preference would increase the risk of the senior preferred debt investors that, in the context of the exercise of the Bail-in Power, would bear a greater proportion of losses at the expense of

depositors. Likewise, this could eventually lead to a rating downgrade for senior preferred debt instruments."

DOCUMENTS INCORPORATED BY REFERENCE

The information set out below shall supplement the section of the Base Prospectus headed "Documents incorporated by reference" on page 54 of the Base Prospectus:

"an English language translation of CaixaBank's (i) condensed interim consolidated financial statements and the interim consolidated management report, together with the auditors' limited review report, as at and for the six month period ending 30 June 2023; and (ii) unaudited business activity and results report prepared under management criteria as at and for the six months ended 30 June 2023 (both (i) and (ii) available at:

<https://live.euronext.com/en/product/bonds-detail/p698%7C25116/documents>"

GENERAL INFORMATION

The section headed "Significant or Material Change" of the "General Information" section on page 289 of the Base Prospectus is deleted and replaced by the following:

"Significant or Material Change

Save as disclosed in the Base Prospectus, there has been no material adverse change in the prospects of the Issuer since 31 December 2022.

Save as disclosed in the Base Prospectus, there has been no significant change in the financial performance or position of the Group since 30 June 2023."