

## FORM OF FINAL TERMS

**MIFID II 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 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 manufacturer's 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 manufacturer's target market assessment) and determining appropriate distribution channels.

**Final Terms Dated 10 Sep 2019**

**CaixaBank, S.A.**

**€2,000,000,000 Euro-Commercial Paper Programme (the Programme)**

**Issue of € 35,000,000 Series 39**

### **PART A – CONTRACTUAL TERMS**

This document constitutes the Final Terms (as referred to in the Information Memorandum dated 20 December 2018 (as amended, updated or supplemented from time to time, the **Information Memorandum**) in relation to the Programme) in relation to the issue of Notes referred to above (the **Notes**). Terms defined in the Information Memorandum, unless indicated to the contrary, have the same meanings where used in this Final Terms. Reference is made to the Information Memorandum for a description of the Issuer, the Programme and certain other matters. This Final Terms is supplemental to and must be read in conjunction with the full terms and conditions of the Notes. This Final Terms is also a summary of the terms and conditions of the Notes for the purpose of listing.

Full information on the Issuer and the offer of the Notes described herein is only available on the basis of the combination of this Final Terms and the Information Memorandum as so supplemented. The Information Memorandum and the supplement thereto have been published on the website of the Euronext Dublin. The particulars to be specified in relation to the issue of the Notes are as follows:

- |    |                     |                                                       |
|----|---------------------|-------------------------------------------------------|
| 1. | Issuer:             | CaixaBank, S.A.                                       |
| 2. | Type of Note:       | Euro-commercial paper                                 |
| 3. | Series number:      | 39                                                    |
| 4. | Dealer(s):          | SOCIETE GENERALE                                      |
| 5. | Specified Currency: | EUR €                                                 |
| 6. | Nominal Amount:     | € 35,000,000 (being the net proceeds € 35,104,200.97) |
| 7. | Issue Date:         | 12-Sep-2019                                           |

- |     |                                                                                 |                              |
|-----|---------------------------------------------------------------------------------|------------------------------|
| 8.  | Maturity Date:                                                                  | 12-Jun-2020                  |
| 9.  | Issue Price (for interest bearing Notes) or discount rate (for discount Notes): | -0.39% Fixed Rate            |
| 10. | Denomination:                                                                   | € 500,000                    |
| 11. | Redemption Amount:                                                              | Redemption At par            |
| 12. | Delivery:                                                                       | Deliver versus Payment (DvP) |

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

- |     |                               |                |
|-----|-------------------------------|----------------|
| 13. | Fixed Rate Note Provisions    | Not Applicable |
| 14. | Floating Rate Note Provisions | Not Applicable |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |     |                                                 |                                                                                                                                                                                        |
|-----|-------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 15. | Relevant Financial Centre                       | Not Applicable                                                                                                                                                                         |
| 16. | Listing and admission to trading:               | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market for trading on Euronext Dublin with effect from 12-Sep-2019 |
| 17. | Rating:                                         | The Notes to be issued under the Programme have been rated:<br><br>Standard & Poor's: A-2<br><br>Moody's Investors Service España, S.A.: P-2<br><br>Fitch Ratings España S.A.U. F-2    |
| 18. | Clearing System(s):                             | Euroclear SA/NV ,and Clearstream Banking S.A.                                                                                                                                          |
| 19. | Issuing and Paying Agent:                       | The Bank of New York Mellon, London Branch                                                                                                                                             |
| 20. | Listing Agent:                                  | Maples and Calder                                                                                                                                                                      |
| 21. | ISIN:                                           | XS2053047549                                                                                                                                                                           |
| 22. | Common code:                                    | 205304754                                                                                                                                                                              |
| 23. | CFI:                                            | Not Applicable                                                                                                                                                                         |
| 24. | FSIN:                                           | Not Applicable                                                                                                                                                                         |
| 25. | Any clearing system(s) other than Euroclear and | Not Applicable                                                                                                                                                                         |

**PART B – OTHER INFORMATION**

**1. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER**

"Save as described in "Subscription and Sale", so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer."

**2. ESTIMATED TOTAL EXPENSES RELATED TO THE ADMISSION TO TRADING**

Estimate of total expenses related to listing and admission to trading:

€600

**3. YIELD**

Indication of yield: Not Applicable

**4. HISTORIC INTEREST RATES**

Not Applicable

Clearstream, Luxembourg and the relevant identification number(s):

26. New Global Note: Yes
27. Intended to be held in a manner which would permit 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 all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.
28. Relevant Benchmark: Not Applicable

#### **LISTING AND ADMISSION TO TRADING APPLICATION**

This Final Terms comprises the contractual terms required to list and have admitted to trading the issue of Notes described herein pursuant to the €2,000,000,000 euro-commercial paper programme of CaixaBank, S.A.

#### **RESPONSIBILITY**

The Issuer accepts responsibility for the information contained in this Final Terms.

Signed on behalf of CAIXABANK, S.A.

By:  \_\_\_\_\_

Duly authorised:

Dated: 10-Sep-2019