

## FORM OF FINAL TERMS

**MIFID II product governance / Professional investors and ECPs only target market** – Solely for the purposes of the/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 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.

**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 (the **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, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.

**Final Terms dated 27 Dec 2019**

**CaixaBank, S.A.**

**€3,000,000,000 Euro-Commercial Paper Programme (the Programme)**

**Issue of € 36,000,000 Series 45**

### **PART A – CONTRACTUAL TERMS**

This document constitutes the Final Terms (as referred to in the Information Memorandum dated 18 December 2019 (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 available for viewing during normal business hours at the registered office of the Issuer at Calle Pintor Sorolla, 2-4, 46002 Valencia, Spain and at the offices of the Issuing and Paying Agent at One Canada Square, Canary Wharf, London E14 5AL, United Kingdom.

The particulars to be specified in relation to the issue of the Notes are as follows:

1. Issuer: CaixaBank, S.A.

LEI: 7CUN533WID6K7DGF187

- |     |   |   |
|-----|---|---|
| 2.  | Type of Note:   | Euro-commercial paper   |
| 3.  | Series number:  | 45  |
| 4.  | Tranche number:   | 1.  |
| 5.  | Dealer(s):  | SOCIETE GENERALE  |
| 6.  | Specified Currency:   | EUR €   |
| 7.  | Nominal Amount:   | € 36,000,000 (being the net proceeds € 36,078,139.24)                   |
| 8.  | Issue Date:   | 31-Dec-2019   |
| 9.  | Maturity Date:  | 04-Dec-2020   |
| 10. | Issue Price (for interest bearing Notes) or discount rate (for discount Notes): | -0.23% Fixed Rate   |
| 11. | Initial Denomination:   | Minimum € 500,000 and integral multiples of € 100,000 in excess thereof |
| 12. | Redemption Amount:  | Redemption At par   |
| 13. | Delivery:   | Deliver versus Payment (DvP)  |

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

- |     |                               |                |
|-----|-------------------------------|----------------|
| 14. | Fixed Rate Note Provisions    | Not Applicable |
| 15. | Floating Rate Note Provisions | Not Applicable |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |     |                                   |  |
|-----|-----------------------------------|--|
| 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 31-Dec-2019                                       |
| 17. | Rating:                           | The Issuer has not applied for ratings to be assigned to the Notes. However, ratings allocated to the Programme are as follows:<br><br>Moody's Investors Service España, S.A.: P-2<br>S&P Global Ratings Europe Limited: A-2 |

18. Clearing System(s): Euroclear Bank 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: XS2099111754
22. Common code: 209911175
23. Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
24. New Global Note: Yes
25. 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 Euroclear Bank SA/NV or Clearstream Banking S.A. (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 European Central Bank being satisfied that Eurosystem eligibility criteria have been met.
26. 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 €3,000,000,000 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: 27-Dec-2019

**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