

**SUPPLEMENT DATED 6 AUGUST 2020 TO THE INFORMATION MEMORANDUM
DATED 18 DECEMBER 2019**



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

€3,000,000,000

EURO-COMMERCIAL PAPER PROGRAMME

This Supplement (the "**Supplement**") is supplemental to, forms part of and must be read and construed in conjunction with, the information memorandum dated 18 December 2019 and the supplements dated 31 January 2020, 25 February 2020 and 5 May 2020 (together, the "**Information Memorandum**") prepared by CaixaBank, S.A. (the "**Issuer**") in connection with its Euro-Commercial Paper Programme (the "**Programme**") for the issuance of up to Euro 3,000,000,000 in aggregate principal amount of notes (the "**Notes**"). Terms given a defined meaning in the Information Memorandum shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement has been approved by the Irish Stock Exchange, trading as Euronext Dublin pursuant to the applicable listing and admission to trading rules.

IMPORTANT NOTICES

The Issuer accepts responsibility for the information contained in this Supplement and declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of its knowledge, in accordance with the facts and contains 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 Information Memorandum, the statements in (a) above will prevail.

Save as disclosed in this Supplement, no significant new fact, material mistake or inaccuracy relating to the information included in the Information Memorandum which is capable of affecting the assessment of the Notes issued under the Programme has arisen or been noted, as the case may be, since publication of the Information Memorandum.

AMENDMENTS OR ADDITIONS TO THE INFORMATION MEMORANDUM

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

DOCUMENTS INCORPORATED BY REFERENCE

The information set out below shall supplement the section of the Information Memorandum headed "Documents incorporated by reference" on page 8 of the Information Memorandum

"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, for the six month period ending 30 June 2020 (available at: https://www.ise.ie/debt_documents/Interim%20AFS%2030%20June%202020_34e09a2e-7aaa-4946-8dc4-2db44d9b3cb3.PDF); and (ii) unaudited business activity and results report prepared under management criteria for the six months ended 30 June 2020 (available at: https://www.ise.ie/debt_documents/Bussiness%20Activity%20and%20Results%2030%20June%202020_824b2e46-fa45-4a2b-9bfc-a2b2987a096a.PDF)"

DESCRIPTION OF THE ISSUER

The following text is to be added before "*Business Overview*" on page 55 of the Information Memorandum:

"Agreement between CaixaBank Payments & Consumer S.A. and Global Payments Inc.

On 30 July 2020 CaixaBank's 100% owned subsidiary CaixaBank Payments & Consumer S.A. (CPC) reached an agreement with Global Payments Inc. (**Global Payments**) to sell a 29% stake from its current 49% participation in the share capital of Comercia Global Payments, Entidad de Pago, S.L. (the **Company**), a joint venture between CPC and Global Payments, for a cash consideration of €493 million (the **Transaction**), which implies a valuation of €1,700 million for 100% of the Company.

As a result of the Transaction, CaixaBank will maintain a presence and degree of significant influence in the Company's merchant acquiring business, while also realising a significant capital gain.

The current commercial agreement between the Company and CaixaBank will remain in place and be extended until 2040, in order to facilitate product innovation, accelerate the growth trajectory of the business and better serve the client network.

The Transaction is expected to generate a post-tax c.€410 million capital gain, equivalent to 19 basis points of CET1 ratio capital (adjusted for dividend accrual), with an estimated impact of €-14 million in equity accounted income for 2021.

The closing of the Transaction is expected to take place in the second semester of 2020.

Termination of Agreement Among Shareholders upon expiration of its validity period

On 3 August 2020, CaixaBank published a relevant fact (*otra información relevante*) informing that as of that date the shareholders' agreement entered into between la CaixaBanking Foundation, Caja Navarra Banking Foundation, Cajasol Foundation, Caja Canarias Foundation, Caja de Burgos, Banking Foundation and CaixaBank following the merger by absorption of Banca Cívica, S.A. by CaixaBank is no longer in force due to the expiration of its validity period.

Due to the termination of the shareholders' agreement, Caja Canarias Foundation has tendered its resignation as proprietary director to the Board of Directors of CaixaBank. The Board of Directors has requested Caja Canarias Foundation to step down from its position once it receives the resolution from the banking authorities verifying the suitability of Carme Moragues Josa, whom the Board, on the basis of the proposal presented by the Appointments Committee, has agreed to appoint via cooptation ("*cooptación*") as an independent director of CaixaBank to cover the vacancy that will be left after Caja Canarias Foundation steps down."

GENERAL INFORMATION

The section headed "*No Significant Change*" of the "*General Information*" section on page 140 of the Information Memorandum is deleted and replaced by the following:

"No Significant Change

Save as disclosed in the Information Memorandum, there has been no significant change in the financial or trading position of the Issuer or the Group since 30 June 2020."