

**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 Directive 2014/65/EU (as amended, “**MiFID II**”); or (ii) a customer within the meaning of Directive (EU) 2016/97 (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. Consequently no key information document required by Regulation (EU) No 1286/2014 (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 UK 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 Financial Services and Markets Act 2000 (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 UK 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 UK 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.

**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**”); or (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.

## Final Terms dated 1 February 2023

**Kutxabank, S.A.**

*Issue of EUR 500,000,000 Fixed Rate Reset Ordinary Senior Notes due February 2028*

**Legal Entity Identifier (LEI): 549300U4LIZV0REEQQ46**

**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 Terms and Conditions of the Notes (the “**Terms and Conditions of the Notes**”) set forth in the Base Prospectus dated 22 December 2022 which constitutes a base prospectus (the “**Base Prospectus**”) for the purposes of the Prospectus Regulation. This document constitutes the Notes 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 on the Issuer and the offer of the Notes.

The Base Prospectus has been published on the website of the Issuer (<https://www.kutxabank.com>) and on the website of the CNMV ([www.cnmv.es](http://www.cnmv.es)).

*For the avoidance of doubt, unless specifically incorporated by reference into the Base Prospectus, information contained on any website referred to in the Base Prospectus does not form part of the Base Prospectus and has not been scrutinised or approved by the CNMV.*

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

|           |  |  |
|-----------|--|--|
| <b>1.</b> | Issuer:  | Kutxabank, S.A.  |
| <b>2.</b> | (i) Series Number:                             | 1  |
|           | (ii) Tranche Number:                           | 1  |
|           | (iii) Date on which the Notes become fungible: | Not Applicable   |
| <b>3.</b> | Specified Currency:                            | EUR  |
| <b>4.</b> | (i) Aggregate Nominal Amount:                  | EUR 500,000,000  |
|           | (a) Series:                                    | EUR 500,000,000  |
|           | (b) Tranche:                                   | EUR 500,000,000  |
|           | (ii) Number of Notes:                          | 5,000  |
|           | (a) Series:                                    | 5,000  |
|           | (b) Tranche:                                   | 5,000  |
| <b>5.</b> | Issue Price:                                   | 99.924% of the Aggregate Nominal Amount of the Tranche |

|     |   |  |
|-----|---|--|
| 6.  | Minimum Subscription Amount:  | EUR 100,000  |
| 7.  | (i) Specified Denominations:  | EUR100,000   |
|     | (ii) Calculation Amount:  | EUR 100,000  |
| 8.  | (i) Issue Date:   | 1 February 2023  |
|     | (ii) Interest Commencement Date:  | Issue Date   |
| 9.  | Maturity Date:  | 1 February 2028  |
| 10. | Interest Basis:   | 4.000% Fixed Rate to Reset<br><br>(see paragraph 18 below)   |
| 11. | Redemption/Payment Basis:   | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100% of their Outstanding Principal Amount. |
| 12. | Change of Interest or Redemption/Payment Basis:   | See paragraph 18 below.  |
| 13. | Put/Call Options:   | Issuer Call<br><br>Issuer Residual Call – Applicable<br><br>(see paragraphs 21 and 25 below)   |
| 14. | Status of the Notes:  | Senior Notes – Ordinary Senior Notes   |
| 15. | Date and details of the relevant approval/resolution(s) for issuance of Notes obtained: | Resolutions passed by the Executive Committee on 19 January 2023   |
| 16. | Gross-up in respect of principal and any premium (pursuant to Condition 12(a)):         | Not Applicable   |

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

|     |                               |  |
|-----|-------------------------------|--|
| 17. | Fixed Rate Note Provisions:   | Not Applicable   |
| 18. | Reset Note Provisions:        | Applicable   |
|     | (i) Initial Rate of Interest: | 4.000% per annum payable in arrear on each Interest Payment Date |
|     | (ii) First Margin:            | +1.100% per annum  |

|         |   |   |
|---------|---|---|
| (iii)   | Subsequent Margin:  | Not Applicable  |
| (iv)    | Interest Payment Date(s):                                       | 1 February in each year up to and including the Maturity Date |
| (v)     | Fixed Coupon Amount up to (but excluding) the First Reset Date: | EUR 4,000 per Calculation Amount                              |
| (vi)    | Broken Amount(s):   | Not Applicable  |
| (vii)   | First Reset Date:   | 1 February 2027   |
| (viii)  | Second Reset Date:  | Not Applicable  |
| (ix)    | Subsequent Reset Date(s):                                       | Not Applicable  |
| (x)     | Relevant Screen Page:   | Reuters ICESWAP2  |
| (xi)    | Reset Reference Rate:   | Mid-Swap Rate   |
| (xii)   | Mid-Swap Rate:  | Single Mid-Swap Rate  |
| (xiii)  | Mid-Swap Maturity:  | 1 year  |
| (xv)    | Day Count Fraction:   | Actual/Actual (ICMA)  |
| (xvi)   | Reset Determination Date:                                       | The provisions in the Terms and Conditions of the Notes apply |
| (xvii)  | Reset Determination Time:                                       | The provisions in the Terms and Conditions of the Notes apply |
| (xviii) | Business Day Convention:  | Following Business Day Convention                             |
| (xix)   | Additional Business Centre(s):                                  | Not Applicable  |
| (xx)    | Relevant Financial Centre:                                      | TARGET2   |
| (xxi)   | Determination Agent:  | Not Applicable  |
| (xxii)  | Party responsible for calculating the Rate(s) of Interest       | Kutxabank, S.A. shall be the Calculation Agent                |

|            |  |                |
|------------|--|----------------|
|            | and/or Interest<br>Amount(s):            |                |
| (xxiii)    | Mid-Swap Floating<br>Leg Benchmark Rate: | EURIBOR        |
| (xxiv)     | Minimum Rate of<br>Interest:             | 0% per annum   |
| (xxv)      | Maximum Rate of<br>Interest:             | Not applicable |
| <b>19.</b> | Floating Rate Note Provisions:           | Not Applicable |
| <b>20.</b> | Zero Coupon Note Provisions              | Not Applicable |

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

|            |   |   |
|------------|---|---|
| <b>21.</b> | Call Option:  | Applicable                              |
|            | (i) Optional Redemption<br>Date(s):   | 1 February 2027                         |
|            | (ii) Optional Redemption<br>Period (call):  | Not Applicable                          |
|            | (iii) Optional Redemption<br>Amount(s) (Call) of<br>each Note and method,<br>if any, of calculation of<br>such amount(s): | EUR 100,000 per Calculation Amount      |
|            | (iv) Notice period:   | The provisions in Condition 10(f) apply |
| <b>22.</b> | Redemption due to a Capital<br>Event:   | Not Applicable                          |
| <b>23.</b> | Redemption due to a MREL<br>Disqualification Event:   | The provisions in Condition 10(e) apply |
| <b>24.</b> | Redemption in part:   | Not Applicable                          |
| <b>25.</b> | Issuer Residual Call:   | Applicable                              |

|            |      |  |   |
|------------|------|--|---|
|            | (i)  | Optional Redemption Amount (Residual Call):  | EUR 100,000 per Calculation Amount                            |
|            | (ii) | Residual Percentage:   | 20%   |
|            | (ii) | Notice period:   | The provisions in Condition 10(h) apply                       |
| <b>26.</b> |      | Put Option:  | Not Applicable  |
| <b>27.</b> |      | Notice period:   | The provisions in the Terms and Conditions of the Notes apply |
| <b>28.</b> |      | Final Redemption Amount of each Note:  | Par   |
| <b>29.</b> |      | Early Redemption Amount of each Note and method, if any, of calculation of such amount(s): | Par   |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

|            |  |   |                |
|------------|--|---|----------------|
| <b>30.</b> |  | Additional Financial Centre(s) or other special provisions relating to payment dates: | Not Applicable |
| <b>31.</b> |  | Waiver of set-off rights  | Applicable     |
| <b>32.</b> |  | Substitution and Variation:   | Applicable     |
| <b>33.</b> |  | Additional Events of Default (Ordinary Senior Notes):                                 | Not Applicable |

Signed on behalf of Kutxabank, S.A.:

By: .....

Duly authorised pursuant to the resolutions of the Executive Committee of the Issuer dated 20 October 2022 and 19 January 2023

Date:

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

- (i) Admission to Trading: Application has been made by the Issuer for the Notes to be admitted to trading on AIAF within 30 days following the Issue Date.
- (ii) Estimate of total expenses related to admission to trading: EUR 63,000

### 2. RATINGS

The Notes to be issued have been rated:

Ratings:

Moody's: A3

Obligations rated A are considered upper-medium-grade and are subject to low credit risk. The modifier 3 indicates a ranking in the lower end of that generic rating category.

Fitch: A-

A' ratings denote expectations of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings. The modifier “-” denotes a status in the lower end within the rating category.

DBRS: A Low

Good credit quality. The capacity for the payment of financial obligations is substantial, but of lesser credit quality than AA. May be vulnerable to future events, but qualifying negative factors are considered manageable. The designation “Low” indicates the credit rating is in the lower end of the category.

Each of Moody's Investor Service España, S.A., Fitch Ratings Ireland Limited and DBRS Ratings GmbH is established in the EEA and registered under Regulation (EU) No 1060/2009, as amended (the “**CRA Regulation**”).

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

Save for any fees payable to the Dealers and those that may eventually be payable to any Independent Financial Adviser (if eventually appointed), so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. Notwithstanding the above, any of the Dealers might be appointed as Independent Financial Adviser (should one be eventually appointed). The Dealers and any Independent Financial Adviser (if eventually appointed) 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. YIELD

Indication of yield: 4.021%

*The yield is calculated at the Issue Date on the basis of the Issue Price from and including the Issue Date to but excluding the First Reset Date. It is not an indication of future yield.*

#### 5. OPERATIONAL INFORMATION

ISIN: ES0343307023

Common Code: 258198832

Trade Date: 23 January 2023

Subscription and payment: The Notes have been subscribed and paid up on 1 February 2023

Delivery: Delivery against payment

Relevant Benchmarks: EURIBOR is provided by the European Money Markets Institute (“EMMI”). As at the date hereof, EMMI appears in the register of administrators and benchmarks established and maintained by ESMA pursuant to article 36 (Register of administrators and benchmarks) of Regulation (EU) 2016/1011

ICESWAP2 is provided by ICE Benchmark Administration Limited (“ICE”). As at the date hereof, ICE does not appear in the register of administrators and benchmarks established and maintained by ESMA pursuant to article 36 (Register of administrators and benchmarks) of Regulation (EU) 2016/1011. As far the Issuer is aware, the transitional provisions in article 51 of the Benchmark Regulation apply, such that ICE is not currently required to obtain authorisation or registration (or, if located outside the European Union, recognition, endorsement or equivalence).

#### 6. DISTRIBUTION

- (i) Method of Distribution: Syndicated
- (ii) If syndicated:
  - (A) Names of dealers: Banco Santander, S.A., Barclays Bank PLC, Crédit Agricole Corporate and Investment Bank, J.P. Morgan SE and Norbolsa, S.V., S.A.
  - (B) Stabilisation Manager(s), if any: Banco Santander, S.A.
- (v) U.S. Selling Restrictions: Reg S Compliance Category 2 – Not Rule 144A Eligible

**7. REASONS FOR THE OFFER AND ESTIMATED NET AMOUNT OF PROCEEDS**

- Reasons for the offer: See “Use of Proceeds” in the Base Prospectus. The Notes are expected to be eligible for MREL.
- Estimated net proceeds: EUR 498,470,000