

FINAL TERMS

**I Issue of Subordinated bonds computable as Tier 2 capital, Bankinter, S.A., March 2024
EUR 200,000,000
BANKINTER, S.A.**

Issued under the Base Prospectus for Fixed-Income Securities of Bankinter, S.A., registered with the Spanish National Securities Market Commission ("CNMV") on 11 January 2024 (the "Base Prospectus"), and complemented by the universal registration document of Bankinter, S.A. registered with the CNMV on 11 January 2024 (the "Universal Registration Document") as supplemented by the supplement registered with the CNMV on 29 February 2024 (the "Supplement").

MiFID II Product Governance / Only Professional Investors and Eligible Counterparties – Target market – Only for the product approval process of each manufacturer, after assessing the target market of Subordinated bonds computable as Tier 2 capital (the "Securities"), the following has been concluded: (i) the target market of the Securities are only professional clients and eligible counterparties as each defined in Directive 2014/65/EU ('MiFID II') and (ii) the Securities can be distributed through all distribution channels permitted by MiFID II for professional clients and eligible counterparties. Any person who later offers, sells or recommends the Securities ('Distributor') should take into consideration the target market assessment; however, distributors subject to MiFID II are responsible for undertaking their own target market assessment in respect of the Securities and determining the appropriate distribution channels.

In accordance with the provisions of section 5 of article 8 of Regulation (EU) 2017/1129, on prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, it is noted:

a) that the final terms have been prepared for the purpose of this Regulation and should be read in conjunction with the Base Prospectus, the Universal Registration Document and the Supplement to the same containing relevant information;

(b) that the Base Prospectus, the Universal Registration Document, and its Supplement are published on the Bankinter website (<https://www.bankinter.com/webcorporativa/en/shareholders-investors/financial-information/programs-prospectus/2024>)¹, and on the CNMV website (<https://www.cnmv.es/Portal/Consultas/Folletos/FolletosEmisionOPV.aspx?nif=A28157360>)² in accordance with the provisions of article 21 of Regulation (EU) 2017/1129;

The address of the website where the Universal Registration Document, the Base Prospectus, the Supplement, and the final terms will be published is: <https://www.bankinter.com/webcorporativa/en/shareholders-investors/financial-information/programs-prospectus/2024>

¹ The information contained on this website is not part of this Base Prospectus and has not been examined or approved by the CNMV.

² The information contained on this website is not part of this Base Prospectus and has not been examined or approved by the CNMV.

1. PERSONS RESPONSIBLE FOR THE INFORMATION

The Securities described in these final terms are issued by Bankinter, S.A., whose registered office is at Paseo de la Castellana 29, Madrid, 28046, with tax ID number A-28/157360 (the 'BANKINTER' or the 'Bank', the 'Issuer' or the 'Issuing Entity').

Mr. Antonio Muñoz Calzada, acting as Treasury and Capital Markets Director of Bankinter, S.A., under the provisions of the resolution adopted by the Board of Directors of the Issuer at its meeting held on 20 September 2023 and representing and on behalf of Bankinter, with address at Paseo de la Castellana 29, 28046, Madrid, accepts responsibility for the information contained in these final terms.

Mr. Antonio Muñoz Calzada hereby declares that he has taken all reasonable care to ensure that the information contained in these final terms is, to the best of his knowledge, in accordance with the facts and does not omit anything likely to affect the content.

2. DESCRIPTION, TYPE AND CHARACTERISTICS OF THE SECURITIES ISSUED

- SPECIFIC TERMS AND CONDITIONS OF THE ISSUE

1. **Issuer:** Bankinter, S.A.

- LEI code: VWMYAEQSTOPNVOSUGU82

2. **Nature and denomination of the Securities:**

- a) Issue of Subordinated bonds computable as Tier 2 capital, Bankinter, S.A., March 2024
- b) ISIN code: ES02136790Q1
- c) If the issue is fungible with a previous issue: Not Applicable.
- d) If the issue is not fungible with a previous issue but can be fungible with a future issue: Applicable.
- e) If the issue has been offered in exchange for other previous ones: Not Applicable.

3. **Currency of the issue:** EUR

4. **Amount of the issue:**

- Nominal Amount: EUR 200,000,000.
- Cash Amount: EUR 198,930,000

5. **Unit Value of Securities:**

- Unit Nominal Value: EUR 100,000.
- Number of Securities: 2,000 Securities
- Issue Price: 99.465%
- Initial Cash Amount: EUR 99,465 per Security.

6. **Date of Issue and Disbursement:** the issue will be disbursed on 25th March 2024.

7. **Maturity Date:** 25th June 2034

8. **Fixed interest rate:** Not Applicable.

9. **Updatable fixed interest rate:** Applicable.

- **Initial interest rate:** shall be 5% per annum, calculated on the Nominal Amount of each security, payable annually until 25th June 2029.
- **Payment date:** see "Coupon payment date(s)" below.
- **Calculation basis for accrual of interest:**

$$C = \frac{N * i * d}{Basis * 100}$$

where:

C = Gross amount of periodic coupon

N = Nominal value of the securities

i = Nominal annual interest rate

d = Days elapsed between the start date of the interest accrual period and the payment date for the related coupon, calculated on the agreed basis and using the applicable Business Day convention.

Basis = Calculation basis used for each issue, indicating the number of days in the year to calculate annual interest (Act/Act (ICMA)).

- **Business Day convention:** In the event that any of the Coupon Payment Dates or the Maturity Date is not a Business Day, the corresponding payment shall be carried forward to the immediately following Business Day (unless such date corresponds to the following calendar month, in which case it shall be brought forward to the preceding Business Day), with the corresponding adjustment of the interest due. For these purposes, "Business Day" shall mean the day set from time to time by the European Central Bank for the operation of the TARGET system.
- **Interest accrual date:** 25th March 2024.
- **Irregular amounts:** Yes. The first coupon will be paid on 25th June 2024 (short first coupon).
- **Coupon payment date(s):** accrued interest will be paid annually in arrears on 25th June in each year, until the 25th June 2029 (the **First Reset Date**)
- **Update date(s):** 25th June 2029
- **Fixed interest amount until the update date:** 5%.
- **Updated interest rate:** EUR 5-year Mid-Swap Rate + 235 pbs.
- **Interest accrual date:** 25th June 2029
- **Coupon payment dates:** accrued interest will be paid annually in arrears on 25th June in each year until the Maturity Date.
- **Minimum interest rate:** N/A
- **Maximum rate:** N/A

10. **Variable interest rate:** Not Applicable.

11. **Zero coupon:** Not Applicable.

12. **Early cancellation or early redemption options:**

- Method:

- **At the option of the Issuer:** Applicable. The Issuer may at its option, on any date in the period commencing on 25th March 2029 and ending on, and including, the First Reset Date 25th June 2029, redeem the Securities at par, in whole and not in part, subject to compliance with Applicable Banking Regulations then in force and permission of the Competent Authority and/or the Relevant Resolution Authority if and as required therefor under Applicable Banking Regulations.

- *Early redemption by the holder:* Not Applicable.

- Redemption value/s: At Par.

13. **Eligibility Event**: Not Applicable.
14. **Regulatory Event**: Applicable.
15. **Tax Event**: Applicable.

16. **Maximum and minimum IRR (TIR) for the holder of the securities**: 5.124%
17. **Representation of holders**:
 - Formation of the Syndicate: Not Applicable.
 - Name of Commissioner: Not Applicable.

- DISTRIBUTION AND PLACEMENT

18. **Subscription period**: 19 March 2024.
19. **Group of potential subscribers at whom the issue is targeted**: Professional Investors and Eligible Counterparties.

20. **Restrictions on sales depending on investor category**: Applicable. This issue is only intended for Professional Investors and Eligible Counterparties as each is defined in Directive 2014/65/EU ("MiFID II").
21. **Preferential purchase rights over the securities**: Not Applicable.
22. **Minimum/maximum subscription amount**: Minimum EUR 100,000.
23. **Offering periods and description of the application process**: Not Applicable.
24. **Procedure for allotment and placement of the securities**: Not Applicable.
25. **Payment and delivery methods and deadlines for securities**: Not Applicable.
26. **Publishing the results of the offering**: Not Applicable.
27. **Arrangers**: Not Applicable.
28. **Underwriters Companies**: Not Applicable.
29. **Dealers**: Bankinter, S.A., Barclays Bank Ireland PLC and Deutsche Bank Aktiengesellschaft.
30. **Remuneration paid by Underwriters Companies to the subscriber**: Not Applicable.
31. **Remuneration paid by Dealers to the subscriber**: Not Applicable.
32. **Coordinators Companies**: Not Applicable.
33. **Counterparties and required liquidity**: Not Applicable.

OPERATIONAL INFORMATION ABOUT THE SECURITIES

34. **Payment Agent**: Bankinter, S.A., Paseo de la Castellana, 29, 28046, Madrid.
35. **Depository Agents**: Bankinter, S.A., Paseo de la Castellana, 29, 28046, Madrid.
36. **Calculation Agent**: Bankinter, S.A.
37. **Relevant calendar for payments in relation to the issue**: TARGET2.
38. **Liquidity Entities**: Not Applicable.
39. **Trading market**: AIAF, Fixed Income Market.
40. **Settlement of Securities and book entry records**: Iberclear.

OTHER IMPORTANT INFORMATION ON THE SECURITIES AND THE ISSUE

41. Issuance agreement: The resolutions authorising the issue, which are in full force at the date of these final terms, are as follows:

- Resolution of the Board of Directors dated 20 September 2023 approving the renewal of the Base Prospectus.

- Resolution of the Director of Treasury and Capital Markets dated 18 March 2024 resolving to proceed with this issue on the terms adopted in these Final Terms, to apply for registration with Iberclear and to apply for admission to trading on the AIAF Fixed Income Market.

48. Issuer's advisors and/or experts involved in the issue, specifying the role they fulfilled: Not Applicable.

49. Rating: The issue is expected to be rated BBB- by S&P.

50. Replacement of the Summary with the information mentioned in Article 8.3.c) -i) of Regulation (EU) 1286/2014: Not Applicable.

51. Issue expenses:

Description	Amount
Admission to trading on AIAF	EUR 500
Registration rates and Iberclear	EUR 500
Underwriting and placement fees	EUR 600,000
Other	EUR 0
Total expenses	EUR 601,000

52. Regulated markets in which the same type of securities as those issued by Bankinter are admitted to trading: AIAF, Fixed Income Market.

53. Representation of the securities: Entity in charge of book-entry accounting: Iberclear.

54. SDG Securities: Not Applicable.

55. Potential conflicts of interest or special interests: Not Applicable.

56. Reasons for the issue and use of the funds: Not Applicable.

OTHER ADDITIONAL INFORMATION

57. Additional provisions: Not Applicable.

58. Country (or countries) where the public offer(s) will take place: Not Applicable.

59. Country (or countries) where admission to trading is being requested: Spain. Application will be made for admission to trading of the securities to be issued on the AIAF Fixed Income Market.

60. Country (or countries) where the Base Prospectus has been notified: Not Applicable.

61. Admissibility under the ECB: Applicable.

Signed on behalf of the Issuer:

Mr. Antonio Muñoz Calzada.
Director of Treasury and Capital Markets.