

FINAL TERMS

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2014/65/EU (as amended, "**MiFID II**"); or (ii) a customer within the meaning of Directive 2002/92/EC (as amended or superseded, the "**Insurance Mediation Directive**"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II.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 (as amended, the "**PRIIPs Regulation**") for offering or selling the Notes or otherwise making them available to retail investors in the EEA will be 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.

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 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 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 15 January 2020

Banco de Sabadell, S.A.

Issue of EUR 300,000,000 2.0 per cent. Tier 2 Subordinated Fixed Reset Notes due 17 January 2030

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 Conditions (the "**Conditions**") set forth in the Base Prospectus dated 29 April 2019 and the supplements dated 26 July 2019 and 25 October 2019 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Directive. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. The Base Prospectus has been published on the Central Bank of Ireland's website at <http://www.centralbank.ie> and on the website of Euronext Dublin and is available for viewing at www.ise.ie.

For the purposes of these Final Terms, the expression "**Prospectus Directive**" means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive) and the expression "**2010 PD Amending Directive**" means Directive 2010/73/EU **provided, however, that** all references in this document to the "Prospectus Directive" in relation to any Member State of the European Economic Area refer to Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the relevant Member State), and include any relevant implementing measure in the relevant Member State.

In accordance with the Prospectus Directive, no prospectus is required in connection with the issuance of the Notes described herein.

1. (a) Issuer: Banco de Sabadell, S.A.
2. (a) Series Number: 5
- (b) Tranche Number: 1
- (c) Date on which the Notes become fungible: Not Applicable
3. Specified Currency or Currencies: Euro (“EUR”)
4. Aggregate Nominal Amount: EUR 300,000,000
- (a) Series: EUR 300,000,000
- (b) Tranche: EUR 300,000,000
5. Issue Price: 99.788 per cent. of the Aggregate Nominal Amount
6. (a) Specified Denominations: EUR 100,000
- (b) Calculation Amount: EUR 100,000
7. (a) Issue Date: 17 January 2020
- (b) Interest Commencement Date: Issue Date
8. Maturity Date: 17 January 2030
9. Interest Basis: Fixed Reset Notes
(see paragraph 15 below)
10. Redemption/Payment Basis: Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount.
11. Change of Interest or Redemption/Payment Basis: 17 January 2025
(see paragraph 15 below)
12. Put/Call Options: Issuer Call

Capital Event (Tier 2 Subordinated Notes)

(See paragraphs 18 and 19 below)
13. (a) Status of the Notes: Subordinated Notes - Tier 2 Subordinated Notes
- (b) Date Board approval for issuance of Notes obtained: 21 February 2019 and 8 January 2020, respectively.

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

- | | | |
|-----|---|--|
| 14. | Fixed Rate Note Provisions | Not Applicable |
| 15. | Fixed Reset Note Provisions | Applicable |
| (a) | Initial Interest Rate: | 2.0 per cent. per annum payable in arrear on each Interest Payment Date |
| (b) | Interest Payment Date(s): | 17 January in each year, commencing on 17 January 2021 up to and including the Maturity Date |
| (c) | Fixed Coupon Amount to (but excluding) the First Reset Date: | EUR 2,000 per Calculation Amount |
| (d) | Broken Amount(s): | Not Applicable |
| (e) | Day Count Fraction: | Actual/Actual (ICMA) |
| (f) | First Reset Date: | 17 January 2025 |
| (g) | Second Reset Date: | Not Applicable |
| (h) | Subsequent Reset Date(s): | Not Applicable |
| (i) | Mid Swap Rate: | 5-year EUR Mid Swap Rate |
| (j) | Reset Margin: | + 2.200 per cent. <i>per annum</i> |
| (k) | Relevant Screen Page: | ICAP |
| (l) | Floating Leg Reference Rate: | 6 months EURIBOR |
| (m) | Floating Leg Screen Page: | EUR006M Index |
| (n) | Initial Mid-Swap Rate: | -0.155 per cent. <i>per annum</i> (quoted on an annual basis) |
| (o) | Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Calculation Agent): | Not Applicable |
| 16. | Floating Rate Note Provisions | Not Applicable |
| 17. | Zero Coupon Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

- | | | |
|-----|-------------------------------|------------|
| 18. | Call Option (Condition 12(c)) | Applicable |
|-----|-------------------------------|------------|

- | | | |
|------|---|--|
| (a) | Optional Redemption Date (Call): | 17 January 2025 |
| (b) | Optional Redemption Amount(s) (Call) of each Note: | EUR 100,000 per Calculation Amount |
| (c) | If redeemable in part: | |
| (i) | Minimum Redemption Amount: | Not Applicable |
| (ii) | Maximum Redemption Amount | Not Applicable |
| (d) | Notice period: | Minimum period: 30 days
Maximum period: 60 days |
| 19. | Capital Event (Condition 12(d)): | Applicable |
| 20. | Disqualification Event (Condition 12(e)): | Not Applicable |
| 21. | Put Option (Condition 12(h)) | Not Applicable |
| 22. | Final Redemption Amount of each Note: | EUR 100,000 per Calculation Amount |
| 23. | Early Redemption Amount(s) payable on redemption for taxation reasons or on event of default or upon the occurrence of a Capital Event: | EUR 100,000 per Calculation Amount |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

- | | | |
|-----|---|--|
| 24. | Form of Notes: | Bearer Notes:

Temporary Global Note exchangeable for a Permanent Global Note which is exchangeable for Definitive Notes in the limited circumstances specified in the Permanent Global Note |
| 25. | New Global Note form: | Not Applicable |
| 26. | Additional Financial Centre(s): | Not Applicable |
| 27. | Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature): | No |
| 28. | Substitution and Variation: | Applicable |
| 29. | Waiver of set-off rights (Condition 16): | Applicable |
| 30. | Governing law (Condition 26): | Spanish law |

Signed on behalf of **Banco de Sabadell, S.A.**

By:
Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (a) Admission to Listing: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to listing on the Official List of Euronext Dublin with effect from the Issue Date.
- (b) 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 of Euronext Dublin with effect from the Issue Date.
- (c) Estimate of total expenses related to admission to trading: EUR 1,000

2. RATINGS

The Notes to be issued are expected to be rated:

Ratings:

S&P: BB+

Fitch: BBB-

DBRS: BBB

Each of S&P Global Ratings Europe Limited, Fitch Ratings España, S.A.U. 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 the fees payable to the Lead Manager, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Lead Manager and its 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:

2.045 per cent. on an annual basis in respect of the period from (and including) the Issue Date to (but excluding) the First Reset Date.

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

5. OPERATIONAL INFORMATION

ISIN:

XS2102931677

Common Code:	210293167
CFI:	See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
FISN:	See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN
Delivery:	Delivery against payment
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	No. Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

6. DISTRIBUTION

(a) Method of Distribution:	Non-syndicated
(b) If syndicated:	
(i) Names of Dealers	Not Applicable
(ii) Stabilising Manager(s), if any:	Not Applicable
(c) If non-syndicated, name of Dealer:	Credit Suisse Securities (Europe) Limited
(d) U.S. Selling Restrictions:	Reg S Compliance Category 2; TEFRA D