

## FINAL TERMS

### PROHIBITION OF SALES TO EEA AND 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 European Economic Area ("**EEA**") or 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 (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; or (iii) not a qualified investor as defined in Regulation (EU) 2017/1129 (the "**Prospectus Regulation**"). 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 or in the UK will be prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the PRIIPs Regulation.

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

**Final Terms dated** 13 October 2020

**Banco de Sabadell, S.A.**

**Issue of EUR 120,000,000 Ordinary Senior Floating Rate Notes due 15 May 2025**

**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 26 May 2020 and the supplements dated 13 July 2020 and 27 August 2020 which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Regulation. This document constitutes the Final Terms of the Notes described herein for the purposes of the Prospectus Regulation and must be read in conjunction with such Base Prospectus as so supplemented 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 Euronext Dublin and is available for viewing at [www.ise.ie](http://www.ise.ie).

For the purposes of these Final Terms, the expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017, as amended.

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

- |    |      |  |                         |
|----|------|--|-------------------------|
| 1. | (a)  | Issuer:                                  | Banco de Sabadell, S.A. |
| 2. | (b)  | Series Number:                           | 3                       |
|    | (i)  | Tranche Number:                          | 1                       |
|    | (ii) | Date on which the Notes become fungible: | Not Applicable          |
| 3. |      | Specified Currency or Currencies:        | Euro ( <b>EUR</b> )     |

4.	Aggregate Nominal Amount:	EUR 120,000,000
	(i) Series:	EUR 120,000,000
	(ii) Tranche:	EUR 120,000,000
5.	Issue Price:	100 per cent. of the Aggregate Nominal Amount
6.	(c) Specified Denominations:	EUR 100,000
	(i) Calculation Amount:	EUR 100,000
7.	(d) Issue Date:	15 October 2020
	(i) Interest Commencement Date:	Issue Date
8.	Maturity Date:	15 May 2025
9.	Interest Basis:	3 month EURIBOR + Margin  (see paragraph 16 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:	Not Applicable
12.	Put/Call Options:	Issuer Call  Disqualification Event (Senior Notes – Ordinary Senior Notes)  (see paragraphs 18 and 20 below)
13.	(e) Status of the Notes:	Senior Notes - Ordinary Senior Notes
	(i) Date Board approval for issuance of Notes obtained:	20 February 2020 and 8 October 2020, respectively

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

14.	<b>Fixed Rate Note Provisions</b>	Not Applicable
15.	<b>Fixed Reset Note Provisions</b>	Not Applicable
16.	<b>Floating Rate Note Provisions</b>	Applicable
	(i) Specified Period:	The period from and including the Issue Date to but excluding the First Interest Payment Date and thereafter, each period from and including a Specified Interest Payment Date to but excluding the next Specified Interest Payment Date, subject to adjustment in accordance with the Business Day Convention set out in (iv) below.

- (ii) Specified Interest Payment Dates: Interest shall be paid quarterly in arrear on 15 November, 15 February, 15 May and 15 August in each year, commencing on 15 November 2020 and ending on 15 May 2025, subject to adjustment in accordance with the Business Day Convention set out in (iv) below.
- (iii) First Interest Payment Date: 15 November 2020
- (iv) Business Day Convention: Following Business Day Convention
- (v) Additional Business Centre(s): Not Applicable
- (vi) Manner in which the Rate(s) of Interest is/are to be determined: Screen Rate Determination
- (vii) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Fiscal Agent): Not Applicable
- (viii) Screen Rate Determination:
- Reference Rate: 3-month EURIBOR
  - Interest Determination Date(s): The day which is two TARGET Settlement Days prior to the first day of the relevant Specified Period
  - Relevant Screen Page: Reuters page EURIBOR 01
  - Relevant Time: 11.00 a.m. London time
  - Relevant Financial Centre: TARGET
- (ix) ISDA Determination:
- Floating Rate Option: Not Applicable
  - Designated Maturity: Not Applicable
  - Reset Date: Not Applicable
- (x) Linear interpolation: Not Applicable
- (xi) Margin(s): + 0.64 per cent. per annum
- (xii) Minimum Rate of Interest: Not Applicable
- (xiii) Maximum Rate of Interest: Not Applicable
- (xiv) Day Count Fraction: Act/360
- (xv) Ratings Step-up/Step-down: Not Applicable

17. **Zero Coupon Note Provisions** Not Applicable

**PROVISIONS RELATING TO REDEMPTION**

18.	Call Option (Condition 12(c)):	Applicable
	(i) Optional Redemption Date(s) (Call):	15 May 2024
	(ii) Optional Redemption Amount(s) (Call) of each Note:	EUR 100,000 per Calculation Amount
	(iii) If redeemable in part:	
	(a) Minimum Redemption Amount:	Not applicable
	(b) Maximum Redemption Amount:	Not applicable
	(iv) Notice period:	Minimum period: 30 days Maximum period: 60 days
19.	Capital Event (Condition 12(d)):	Not Applicable
20.	Disqualification Event (Condition 12(e)):	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 or a Disqualification Event:	EUR 100,000 per Calculation Amount
24.	Ordinary Senior Notes - Events of Default (Condition 15):	Condition 15(a) Not Applicable and Condition 15(b) Applicable
25.	Ordinary Senior Notes – Negative Pledge (Condition 6):	Not Applicable

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

26.	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
27.	New Global Note form:	Applicable
28.	Additional Financial Centre(s):	Not Applicable
29.	Talons for future Coupons to be attached to Definitive Notes (and dates on which such Talons mature):	No
30.	Substitution and Variation:	Applicable
31.	Waiver of set-off rights (Condition 16):	Applicable
32.	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

- (i) 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.
- (ii) 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.
- (iii) Estimate of total expenses related to admission to trading: EUR 1,000

### 2. RATINGS

The Notes to be issued will be unrated.

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

So far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Dealer 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. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

- (i) Reasons for the offer: The Notes are specified as being “Green Bonds” and the net proceeds from the issuance of the Notes will be used as described in “Use of Proceeds” in the Base Prospectus.
- (ii) Estimated net proceeds: EUR 120,000,000

### 5. YIELD

Not Applicable

### 6. OPERATIONAL INFORMATION

ISIN: XS2243903510

Common Code: 224390351

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:	Yes. Note that the designation "yes" simply means that the Notes are intended upon issue to be deposited with one of 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 any or all times during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

7. **DISTRIBUTION**

(i)	Method of Distribution:	Non-syndicated
(ii)	If syndicated:	
	(A) Names of Dealers	Not Applicable
	(B) Stabilisation Manager(s), if any:	Not Applicable
(iii)	If non-syndicated, name of Dealer:	Banco de Sabadell, S.A.
(iv)	U.S. Selling Restrictions:	Reg S Compliance Category 2; TEFRA D