

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 (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 Article 2 of 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 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 domestic law of the UK by virtue of the European Union (Withdrawal) Act 2018 ("**EUWA**"); or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 ("**FSMA**") and any rules or regulations made under the FSMA to implement Directive (EU) 2016/97, where that customer would not qualify as professional client, as defined in point (8) of Article 2 (1) of Regulation (EU) No 600/2014 as it forms part of domestic law of the UK by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of Regulation (EU) 2017/1129 as it forms part of 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 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 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 22 March 2022

Banco de Sabadell, S.A.

Issue of EUR 750,000,000 2.625 per cent. Senior Non Preferred Fixed Reset Notes due 24 March 2026

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 31 May 2021 and the supplements dated 3 August 2021, 3 November 2021 and 27 January 2022 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 <https://live.euronext.com/>.

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.	(i)	Issuer:	Banco de Sabadell, S.A.
2.	(i)	Series Number:	2
	(ii)	Tranche Number:	1
	(iii)	Date on which the Notes become fungible:	Not Applicable
3.		Specified Currency or Currencies:	Euro ("EUR")
4.		Aggregate Nominal Amount:	EUR 750,000,000
	(i)	Series:	EUR 750,000,000
	(ii)	Tranche:	EUR 750,000,000
5.		Issue Price:	99.744 per cent. of the Aggregate Nominal Amount
6.	(i)	Specified Denominations:	EUR 100,000
	(ii)	Calculation Amount:	EUR 100,000
7.	(i)	Trade Date:	16 March 2022
	(ii)	Issue Date:	24 March 2022
	(iii)	Interest Commencement Date:	Issue Date
8.		Maturity Date:	24 March 2026
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:	Not Applicable
12.		Put/Call Options:	Issuer Call Disqualification Event (Senior Notes – Senior Non Preferred Notes) (See paragraphs 18 and 20 below)
13.	(i)	Status of the Notes:	Senior Notes - Senior Non Preferred Notes
	(ii)	Date Board approval for issuance of Notes obtained:	29 April 2021 and 28 February 2022, respectively

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

14.	Fixed Rate Note Provisions	Not Applicable
15.	Fixed Reset Note Provisions	Applicable

(i)	Initial Interest Rate:	2.625 per cent. per annum payable in arrear on each Interest Payment Date
(ii)	Interest Payment Date(s):	24 March in each year commencing on 24 March 2023 up to and including the Maturity Date
(iii)	Fixed Coupon Amount to (but excluding) the First Reset Date:	EUR 2,625 per Calculation Amount
(iv)	Broken Amount(s):	Not Applicable
(v)	Day Count Fraction:	Actual/Actual (ICMA)
(vi)	First Reset Date:	24 March 2025
(vii)	Second Reset Date:	Not Applicable
(viii)	Subsequent Reset Date(s):	Not Applicable
(ix)	Mid Swap Rate:	1-year EUR Mid Swap Rate
(x)	Reset Margin:	+2.20 per cent. <i>per annum</i>
(xi)	Relevant Screen Page:	ICAP
(xii)	Floating Leg Reference Rate:	6 months EURIBOR
(xiii)	Floating Leg Screen Page:	EUR006M Index
(xiv)	Initial Mid-Swap Rate:	-0.181 per cent. <i>per annum</i> (quoted on an annual basis)
(xv)	Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not Banco de Sabadell, S.A.):	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
(i)	Optional Redemption Date(s) (Call):	24 March 2025
(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: 15 days Maximum period: 60 days
19.	Capital Event (Condition 12(d)):	Not Applicable

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| 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 |

GENERAL PROVISIONS APPLICABLE TO THE NOTES

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| 24. | Form of Notes: | <p>Bearer Notes:</p> <p>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</p> <p>Notes shall not be physically delivered in Belgium, except to a clearing system, a depository or other institution for the purpose of their immobilisation in accordance with article 4 of the Belgian Law of 14 December 2005</p> |
| 25. | New Global Note form: | 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 27): | Spanish law |

THIRD PARTY INFORMATION

S&P's, Fitch's and DBRS's ratings definitions in paragraph 2 of "Part B – Other Information" below have been extracted from <https://disclosure.spglobal.com/ratings/en/regulatory/article/-/view/sourceId/504352>, <https://www.fitchratings.com/products/rating-definitions#ratings-scales> and <https://www.dbrsmorningstar.com/media/00000000069.pdf>, respectively. The Issuer confirms that such information has been accurately reproduced and that, so far as it is aware and is able to ascertain from information published by S&P, Fitch and DBRS, no facts have been omitted which would render the reproduced information inaccurate or misleading.

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

By:
 Eduardo López Corominas
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 are expected to be rated:

Ratings:

S&P: BB+

Fitch: BBB-

DBRS: BBB (high)

In accordance with S&P's ratings definitions available on <https://disclosure.spglobal.com/ratings/en/regulatory/article/-/view/sourcelId/504352>, an obligation rated "BB" is regarded as having significant speculative characteristics. While such obligation will likely have some quality and protective characteristics and is less vulnerable to non-payment than other speculative issues, it faces major ongoing uncertainties or exposure to adverse business, financial, or economic conditions that could lead to the obligor's inadequate capacity to meet its financial commitments on the obligation.

The modified "+" shows relative standing within the major rating categories.

In accordance with Fitch's ratings definitions available on <https://www.fitchratings.com/products/rating-definitions#ratings-scales>, a rating of "BBB" indicates that expectations of default risk are currently low. The capacity for payment of financial commitments is considered adequate, but adverse business or economic conditions are more likely to impair this capacity.

In accordance with DBRS' ratings definitions available on <https://www.dbrsmorningstar.com/media/00000000069.pdf>, a rating of "BBB" indicates adequate credit quality. The capacity for the payment of financial obligations is considered acceptable. However, may be vulnerable to future events.

Each of S&P, Fitch and DBRS 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 Joint Lead Managers, so far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer. The Joint Lead Managers 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. 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 746,241,845

5. YIELD

Indication of yield: 2.715 per cent per annum.

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

6. OPERATIONAL INFORMATION

ISIN: XS2455392584

Common Code: 245539258

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: Syndicated
- (ii) If syndicated:
 - (A) Names of Dealers Banco de Sabadell, S.A., Barclays Bank Ireland PLC, Deutsche Bank Aktiengesellschaft, Morgan Stanley Europe SE, Natixis and Nomura Financial Products Europe GmbH

(the "**Joint Lead Managers**")
 - (B) Stabilisation Manager(s), if any: Not Applicable
- (iii) If non-syndicated, name of Dealer: Not Applicable
- (iv) U.S. Selling Restrictions: Reg S Compliance Category 2; TEFRA D