

SUPPLEMENT DATED 8 AUGUST 2024 TO THE BASE PROSPECTUS DATED 11 JANUARY 2024



Kutxabank, S.A.

(incorporated as a limited liability company (sociedad anónima) under the laws of Spain)

This second supplement (the “**Supplement**”) is supplemental to, forms part of and must be read and construed in conjunction with the base prospectus dated 11 January 2024, as supplemented by the supplement dated 4 June 2024 (the “**Base Prospectus**”), in each case, prepared by Kutxabank, S.A. (the “**Issuer**”, the “**Bank**” or “**Kutxabank**” and together with its consolidated subsidiaries, the “**Group**”) in connection with its Euro Medium Term Note and European Covered Bond (Premium) Programme (the “**Programme**”) for the issuance of up to EUR 5,000,000,000 in aggregate principal amount of securities (the “**Securities**”). Terms given a defined meaning in the Base Prospectus shall, unless the context otherwise requires, have the same meaning when used in this Supplement.

This Supplement constitutes a supplement to the Base Prospectus for the purposes of Regulation (EU) 2017/1129 of the European Parliament and of the Council of the EU of June 14, 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (as amended, the “**Prospectus Regulation**”) and has been approved by and registered with the Spanish Securities Market Commission (*Comisión Nacional del Mercado de Valores*, the “**CNMV**”) as competent authority under the Prospectus Regulation and Law 6/2023 of 17 March (*Ley 6/2023, de 17 de marzo, de los Mercados de Valores y de los Servicios de Inversión*, the “**Spanish Securities Market Law**”). The CNMV only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation.

This Supplement has been prepared for the purposes of incorporating by reference the Group’s unaudited condensed consolidated financial statements and the consolidated management report as of and for the six-months ended 30 June 2024 together with the report on limited review of PricewaterhouseCoopers Auditores, S.L..

Save as disclosed in this Supplement, no significant new fact, material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the Issuer and/or the assessment of the Securities issued under the Programme has arisen or been noted, as the case may be, since the publication of the Base Prospectus.

RESPONSIBILITY STATEMENT

Mr. Íñigo López Tapia, acting in the name and on behalf of Kutxabank, in his capacity as Capital Markets and Investors Relations Manager of Kutxabank, and acting under a special power of attorney granted by the resolutions of the Executive Committee of Kutxabank passed on 30 November 2023, accepts responsibility for the information contained in this Supplement and declares, to the best of his knowledge, that the information contained in this Supplement is in accordance with the facts and that the Supplement contains no omissions likely to affect its import.

To the extent that there is any inconsistency between (a) any statement in this Supplement or any statement incorporated by reference into the Base Prospectus by this Supplement, and (b) any other statement in, or incorporated by reference into, the Base Prospectus, the statements in (a) above will prevail.

AMENDMENTS OR ADDITIONS TO THE BASE PROSPECTUS

With effect from the date of this Supplement the information appearing in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented in the manner described below.

INFORMATION INCORPORATED BY REFERENCE

The information in the section entitled “*Information Incorporated by Reference*” on page 50 of the Base Prospectus shall be deleted and replaced with the following:

“The information set out below shall be deemed to be incorporated by reference in, and to form part of, this Base Prospectus. However, any statement contained in any such document, incorporated by reference in, and forming part of, this Base Prospectus shall be deemed to be modified or superseded for the purpose of this Base Prospectus to the extent that a statement contained herein modifies or supersedes such statement:

- (i) The Group’s unaudited condensed consolidated financial statements and the consolidated management report as of and for the six-months ended 30 June 2024, prepared in accordance with the International Financial Reporting Standards as adopted in the European Union (“**IFRS-EU**”), together with the report on limited review of PricewaterhouseCoopers Auditores, S.L., available at Kutxabank’s website (<https://www.kutxabank.com/cs/Satellite?blobcol=urldata&blobheader=application%2Fpdf&blobheadername1=Expires&blobheadername2=content-type&blobheadername3=MDT-Content-disposition&blobheadername4=Content-disposition&blobheadervalue1=Thu%2C10+Dec+2020+16%3A00%3A00+GMT&blobheadervalue2=application%2Fpdf&blobheadervalue3=abinary%3Bcharset%3DUTF-8&blobheadervalue4=inline%3B+filename%3D%22CNMV-Inf+Semestral+KB+consol+30-06-2024.pdf%22&blobkey=id&blobtable=MungoBlobs&blobwhere=1312392079759&ssbinary=true>) (the “**2024 Consolidated First Semester Interim Financial Reports**”)
- (ii) The Group’s audited consolidated financial report and the management report as of and for the year ended 31 December 2023, prepared in accordance with IFRS-EU, together with the audit report of PricewaterhouseCoopers Auditores, S.L., available at Kutxabank’s website (<https://www.kutxabank.com/cs/Satellite?blobcol=urldata&blobheader=application%2Fpdf&blobheadername1=Expires&blobheadername2=content-type&blobheadername3=MDT-Content-disposition&blobheadername4=Content-disposition&blobheadervalue1=Thu%2C10+Dec+2020+16%3A00%3A00+GMT&blobheadervalue2=application%2Fpdf&blobheadervalue3=abinary%3Bcharset%3DUTF-8&blobheadervalue4=inline%3B+filename%3D%22BE-Kutxabank+2023+CONSOLIDADO.pdf%22&blobkey=id&blobtable=MungoBlobs&blobwhere=1312386722143&ssbinary=true>) (the “**2023 Consolidated Financial Reports**”).
- (iii) The Group’s unaudited, condensed, consolidated financial report as of and for the six-months ended 30 June 2023, prepared in accordance with the IFRS-EU, available at Kutxabank’s website (<https://www.kutxabank.com/cs/Satellite?blobcol=urldata&blobheader=application%2Fpdf&blobheadername1=Expires&blobheadername2=content-type&blobheadername3=MDT-Content-disposition&blobheadername4=Content-disposition&blobheadervalue1=Thu%2C10+Dec+2020+16%3A00%3A00+GMT&blobheadervalue2=application%2Fpdf&blobheadervalue3=abinary%3Bcharset%3DUTF-8&blobheadervalue4=inline%3B+filename%3D%22CNMV-Inf+Semestral+KB+consol+30-06-2023.pdf%22&blobkey=id&blobtable=MungoBlobs&blobwhere=1312364312022&ssbinary=true>) (the “**2023 Consolidated First Semester Interim Financial Reports**”).
- (iv) The Group’s audited consolidated financial report and the management report as of and for the year ended 31 December 2022, prepared in accordance with IFRS-EU, together with the audit report of PricewaterhouseCoopers Auditores, S.L., available at Kutxabank’s website (<https://www.kutxabank.com/cs/Satellite?blobcol=urldata&blobheader=application%2Fpdf&blobheadername1=Expires&blobheadername2=content-type&blobheadername3=MDT-Content-disposition&blobheadername4=Content-disposition&blobheadervalue1=Thu%2C10+Dec+2020+16%3A00%3A00+GMT&blobheadervalue2=application%2Fpdf&blobheadervalue3=abinary%3Bcharset%3DUTF-8&blobheadervalue4=inline%3B+filename%3D%22CNMV-Inf+Semestral+KB+consol+30-06-2022.pdf%22&blobkey=id&blobtable=MungoBlobs&blobwhere=1312364312022&ssbinary=true>) (the “**2022 Consolidated Financial Reports**”).

8&blobheadervalue4=inline%3B+filename%3D%22CNMV-KB-INDIVI-CONSOL-2022.pdf%22&blobkey=id&blobtable=MungoBlobs&blobwhere=1312361159867&ssbinary=true) (the “**2022 Consolidated Financial Reports**”).

- (v) The Group’s audited consolidated financial report and the management report as of and for the year ended 31 December 2021, prepared in accordance with IFRS-EU, together with the audit report of PricewaterhouseCoopers Auditores, S.L., available at Kutxabank’s website (https://www.kutxabank.com/cs/Satellite?blobcol=urldata&blobheader=application%2Fpdf&blobheadervalue1=Expires&blobheadervalue2=content-type&blobheadervalue3=MDT-Type&blobheadervalue4=Content-disposition&blobheadervalue5=Thu%2C+10+Dec+2020+16%3A00%3A00+GMT&blobheadervalue6=application%2Fpdf&blobheadervalue7=abinary%3Bcharset%3DUTF-8&blobheadervalue8=inline%3B+filename%3D%22KUTXABANK_2021_CNMV.pdf%22&blobkey=id&blobtable=MungoBlobs&blobwhere=1312339706514&ssbinary=true) (the “**2021 Consolidated Financial Reports**”).
- (vi) The terms and conditions of the base prospectus dated 22 December 2022, prepared by Kutxabank in connection with the Programme, available at Kutxabank’s website (https://www.kutxabank.com/cs/Satellite?blobcol=urldata&blobheader=application%2Fpdf&blobheadervalue1=Expires&blobheadervalue2=content-type&blobheadervalue3=MDT-Type&blobheadervalue4=Content-disposition&blobheadervalue5=Thu%2C+10+Dec+2020+16%3A00%3A00+GMT&blobheadervalue6=application%2Fpdf&blobheadervalue7=abinary%3Bcharset%3DUTF-8&blobheadervalue8=inline%3B+filename%3D%22Kutxabank_EMTN_2022_Base_Prospectus_vf.pdf%22&blobkey=id&blobtable=MungoBlobs&blobwhere=1312353969551&ssbinary=true)¹

Each document incorporated herein by reference is only as of the date of such document, and the incorporation by reference of such documents shall not create any implication that there has been no change in the affairs of Kutxabank or the Group, as the case may be, since the date thereof or that the information contained therein is current as of any time subsequent to its date.

Any documents themselves contained in or incorporated by reference in the documents incorporated by reference in this Base Prospectus shall not form part of this Base Prospectus.

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

English translations

English translations of the 2024 Consolidated First Semester Interim Financial Reports, the 2023 Consolidated Financial Reports, 2023 Consolidated First Semester Interim Financial Reports, 2022 Consolidated Financial Reports and the 2021 Consolidated Financial Reports, are available at Kutxabank’s website:

- (i) 2024 Consolidated First Semester Interim Financial Reports:

https://www.kutxabank.com/cs/Satellite?blobcol=urldata&blobheadervalue1=Expires&blobheadervalue2=content-type&blobheadervalue3=MDT-Type&blobheadervalue4=Content-disposition&blobheadervalue5=Thu%2C+10+Dec+2020+16%3A00%3A00+GMT&blobheadervalue6=abinary%3Bcharset%3DUTF-8&blobheadervalue7=inline%3B+filename%3D%22Inf+Semestral+KB+consol+30-06-2024_EN.PDF%22&blobkey=id&blobtable=MungoBlobs&blobwhere=1312392079913&ssbinary=true

¹ Incorporated by reference in connection with “*Option 2 (Issuance on the Basis of the Terms and Conditions from an earlier base prospectus incorporated by reference in this Base Prospectus)*” of “*Part A – Contractual Terms*” of the Form of the Notes Final Terms.

(ii) 2023 Consolidated Financial Reports:

<https://www.kutxabank.com/cs/Satellite?blobcol=urldata&blobheader=application%2Fpdf&blobheadername1=Expires&blobheadername2=content-type&blobheadername3=MDT-Type&blobheadername4=Content-disposition&blobheadervalue1=Thu%2C+10+Dec+2020+16%3A00%3A00+GMT&blobheadervalue2=application%2Fpdf&blobheadervalue3=abinary%3Bcharset%3DUTF-8&blobheadervalue4=inline%3B+filename%3D%22Kutxabank+2023+CONSOL+INGLES.pdf%22&blobkey=id&blobtable=MungoBlobs&blobwhere=1312386722193&ssbinary=true>

(iii) 2023 Consolidated First Semester Interim Financial Reports:

https://www.kutxabank.com/cs/Satellite?blobcol=urldata&blobheader=application%2Fpdf&blobheadername1=Expires&blobheadername2=content-type&blobheadername3=MDT-Type&blobheadername4=Content-disposition&blobheadervalue1=Thu%2C+10+Dec+2020+16%3A00%3A00+GMT&blobheadervalue2=application%2Fpdf&blobheadervalue3=abinary%3Bcharset%3DUTF-8&blobheadervalue4=inline%3B+filename%3D%22Informe_EEFF_RevLim23_Grupo+KTB_INGLES.pdf%22&blobkey=id&blobtable=MungoBlobs&blobwhere=1312366950631&ssbinary=true

(iv) 2022 Consolidated Financial Reports:

<https://www.kutxabank.com/cs/Satellite?blobcol=urldata&blobheadername1=Expires&blobheadername2=content-type&blobheadername3=MDT-Type&blobheadername4=Content-disposition&blobheadervalue1=Thu%2C+10+Dec+2020+16%3A00%3A00+GMT&blobheadervalue3=abinary%3Bcharset%3DUTF-8&blobheadervalue4=inline%3B+filename%3D%22Informe+++ctas+Kutxabank+31-12-22+consol+INGLES.PDF%22&blobkey=id&blobtable=MungoBlobs&blobwhere=1312361159883&ssbinary=true>

(v) 2021 Consolidated Financial Reports:

https://www.kutxabank.com/cs/Satellite?blobcol=urldata&blobheader=application%2Fpdf&blobheadername1=Expires&blobheadername2=content-type&blobheadername3=MDT-Type&blobheadername4=Content-disposition&blobheadervalue1=Thu%2C+10+Dec+2020+16%3A00%3A00+GMT&blobheadervalue2=application%2Fpdf&blobheadervalue3=abinary%3Bcharset%3DUTF-8&blobheadervalue4=inline%3B+filename%3D%22Kutxabank_consol_2021_INGLES.pdf%22&blobkey=id&blobtable=MungoBlobs&blobwhere=1312341445750&ssbinary=true

The referred English translations are for information purposes only. In the event of a discrepancy, the original Spanish-language versions prevail.

The information contained in the website referred to in this section has not been scrutinised or approved by the CNMV.

GENERAL INFORMATION

The information in the sub-section entitled “*Significant/material change and trend information*” in the section of the Base Prospectus entitled “*General Information*” on page 250 of the Base Prospectus shall be deleted and replaced with the following:

“Since 31 December 2023 and until the date of this Supplement there has been no material adverse change in the prospects of the Bank.

Since 30 June 2024 and until the date of this Supplement there has been no significant change in the financial performance or in the financial position of the Group.”