

FINAL TERMS

**II Issue of Mortgage-covered bonds ("Premium European" covered bonds) Bankinter, S.A., November 2024
EUR 2,000,000,000
BANKINTER, S.A.**

Issued under the Base Prospectus for Fixed-Income Securities of Bankinter, S.A., registered at the Spanish National Securities Market Commission (CNMV) on 11 January 2024.

MiFID II Product Governance / Only *Professional Investors and Eligible Counterparties* – *Target market* – Only for the product approval process of each producer, after assessing the target market of Mortgage-covered bonds or "Premium European" covered bonds (the "Securities"), the following has been concluded: (i) the target audience of the Securities are only eligible professionals 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 investors 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 the Base 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 "Base Prospectus");

(b) that the Base Prospectus is 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 and the final terms will be published is: <https://www.bankinter.com/webcorporativa/en/shareholders-investors/financial-information/programs-prospectus/2024>

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,

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.

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) II Issue of Mortgage-covered bonds ("Premium European" covered bonds) Bankinter, S.A., November 2024.
- b) ISIN code: ES0413679582.
- 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 2,000,000,000.
- Cash Amount: EUR 2,000,000,000.

5. **Unit Value of Securities:**

- Unit Nominal Value: EUR 100,000.
- Number of Securities: 20,000 mortgage-covered bonds.
- Issue Price: 100%.
- Initial Cash Amount: EUR 100,000.

6. **Date of Issue and Disbursement:** the issue will be disbursed on 12th November 2024.

7. **Maturity Date:** 12th November 2036 (unless maturity can be extended). In the event that the redemption date at maturity is not a business day, the Maturity Date shall be moved to the immediately following business day.

- **Extendable Maturity Structure:** **Applicable.** The triggering circumstances for the application of the Extendable Maturity Structure will be those provided for in section 2 of article 15 of Royal Decree-Law 24/2021 of 2 November.
- **Extendable Maturity Term:** 12 months, until 12th November 2037 (**Extended Maturity Date**). See *section 10* for information on the interest rate applicable in the event of an extension.

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

9. **Updatable fixed interest rate:** Not Applicable.

10. **Variable interest rate:** Applicable. 3-month Euribor plus a margin of 55 basis points (+0,55%) payable quarterly. In case of extension (the Extended Maturity Date is applicable), the same interest rate shall apply.

- **Reference interest rate:** The benchmark used has been created by the European Money Markets Institute ("EMMI"), registered in the benchmarks register established in Article 36 of Regulation (EU) 2016/1011 of the European Parliament and of the Council, of 8 June 2016, on indices used as benchmarks in financial instruments.
- **Description of the reference interest rate:** the EURIBOR reference interest rate as calculated by EMMI for the three-month term published at around 11:00 a.m. (Brussels time) on the second TARGET business day prior to the start date of the reference interest period (the "**Interest Rate Determination Date**") on the Reuters EURIBOR01 screen or any successor page of that service. Definitions relating to 3-month Euribor approved by EMMI which are supplemental hereto from time to time may apply to the Issuer.
- **Date to determine the reference interest rate:** The interest rate applicable to each Interest Period shall be determined two TARGET Business Days prior to the start date of each Interest Period, except for the Interest Rate Determination Date for the first interest period which was 5 November 2024. The 3-month Euribor on 5 November 2024 was 3.057% and therefore the Floating Rate applicable to the first Interest Period will be 3.607%.
- **Reference entities to calculate substitute interest rate:** the banks designated for this purpose are: Banco Bilbao Vizcaya Argentaria S.A., with registered office at Plaza de San Nicolás 4, Bilbao, C.P. 48005; Banco Santander S.A., with registered office at Paseo de Pereda 9-12, Santander, C.P. 39004; Cecabank, with registered office at Calle Alcalá 27, Madrid, C.P. 28014; and Deutsche Bank AG, with registered office at Taunusanlage 12, 60325, Frankfurt am Main (Germany) (the "Reference Entities").
- **Relevant Screen:** Not Applicable.
- **Determination Time:** The Euribor for each Interest Period shall be fixed at 11:00 a.m. (Brussels time) two TARGET business days before the start of each Interest Period.
- **Calculation formula:**

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

where:

C = Gross amount of periodic coupon

N = Nominal value of the security

i = Nominal annual interest rate

d = Days elapsed between the Interest Accrual Start Date (included) and the corresponding Coupon Payment Date (excluded), 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 (360).

- **Applicable margin:** 0.55%.
- **Dates to determine the reference interest rate:** The interest rate applicable to each Interest Period shall be determined two TARGET business days prior to the start date of each Interest Period. For these purposes, "Business Day" shall mean the day fixed from time to time by the European Central Bank for the operation of the TARGET system.
- **Rules for rounding up or down:** Upwards to 3 decimals. All percentages resulting from the above calculations shall be rounded up to the nearest 1/1000.
- **Calculation basis for the accrued interest:** Actual/360.
- **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:** The Interest Accrual Start Date is 12th November 2024.
- **Coupon Payment Dates:** from the Date of Issue and Disbursement until the Maturity Date, accrued interest will be paid quarterly in arrears on 12th February, 12th May, 12th August, and 12th November, with the first coupon due on 12th February 2025. During the extension period, if any, from the Maturity Date until the Extended Maturity Date, accrued interest will be paid quarterly in arrears on 12th November, 12th February, 12th May and 12th August.
- **Irregular amounts:** Not Applicable.
- **Minimum rate:** 0%. For clarification purposes, when it is stated that the minimum rate will be 0%, reference is made to the sum of 3-month Euribor plus the margin.
- **Maximum rate:** Not Applicable.
- **Procedure for disclosing new interest rates:** In the event that, for a given interest period, the 3-month Euribor rate has not been published by the publication provided for in the preceding paragraph by 11:00 a.m. Brussels time on the Interest Rate Determination Date, the 3-month Euribor rate will be determined by the Issuer in accordance with section 4.8.2. d)(i) of the Base Prospectus.
- **Late payment interest:** Not Applicable.

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

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

- Method:
 - *At the option of the Issuer: Not Applicable.*
 - *Early redemption by the holder: Not Applicable.*
- Redemption value/s: Not Applicable.

13. **Eligibility Event:** Not Applicable.

14. **Regulatory Event:** Not Applicable.

15. **Tax Event:** Applicable.

- Early Redemption Price/s due to a Tax Event: at par
- Terms and formalities for a Tax Event: upon the occurrence of a Tax Event the Securities may be redeemed at the option of the Issuer, in full, but not partially, by giving not less than thirty (30) calendar days' prior notice to the holders, 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 in case.

16. Maximum and minimum IRR (TIR) for the holder of the securities: 3.7075%.

17. Representation of holders:

- Formation of the Syndicate: Not Applicable.
- Name of Commissioner: Not Applicable.

- DISTRIBUTION AND PLACEMENT

18. Subscription period: 12 November 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: Banco Santander, S.A.

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: T2.

38. Liquidity Entities: Not Applicable.

39. Trading market: AIAF, Fixed Income Market.

40. Settlement of Securities and book entry records: Iberclear.

INFORMATION ABOUT THE PREMIUM EUROPEAN COVERED BOND - MORTGAGE-COVERED BOND PROGRAMME

41. Date of approval by Banco de España of the mortgage-covered bond programme: 4 July 2022.

42. Website where the information on the mortgage-covered bond program is found, in accordance with article 19 of the RDL on covered bonds, as well as a summary of the policies and procedures provided for in article 7 of the RDL on covered bonds, and on

the appraisal policies established in its fifth transitional provision:
<https://www.bankinter.com/webcorporativa/accionistas-inversores/informacion-financiera/emisiones-cedulas/2024>

43. Contractual and/or voluntary overcollateralisation

- Contractual overcollateralisation: Not Applicable.
- Voluntary overcollateralisation: Not Applicable.

44. Replacement assets: No.

45. Derivative financial instruments linked to the issue: No.

46. Description of the derivative financial instrument linked to the issue: No.

OTHER IMPORTANT INFORMATION ON THE SECURITIES AND THE ISSUE

47. 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 30 October 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 has a definitive rating of Aa1 from Moody's. The rating assigned means that the issuer's ability to meet its financial commitments is very strong.

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 2,300
Registration rates and Iberclear	EUR 500
Underwriting and placement fees	EUR 0
Other	EUR 0
Total expenses	EUR 2,800

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:

D. Antonio Muñoz Calzada,
Director of Treasury and Capital Markets