



**BASE PROSPECTUS
SUPPLEMENT
TO THE BASE PROSPECTUS DATED 29 JUNE 2021**

20 October 2021

1. INTRODUCTION

This supplement (the “**Supplement**”) comprises a supplement for the purposes of Article 23 of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) and has been prepared by Criteria Caixa, S.A., Sociedad Unipersonal (“**Criteria**” or the “**Issuer**”) in connection with its EUR2,000,000,000 euro medium term note programme (the “**Programme**”). The base prospectus relating to the Programme has been drawn up according to Annex 7 and 15 of Delegated Regulation (EU) 2019/980 of 14 March 2019 and was registered in the Official Register of the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*, the “**CNMV**”) on 29 June 2021 and with official registry number 11188 (the “**Base Prospectus**”).

Terms defined in the Base Prospectus have the same meaning when used in this Supplement. The Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus.

This Supplement has been approved by the CNMV as competent authority under the Prospectus Regulation. The CNMV only approves this Supplement as meeting the requirements imposed under Spanish and EU law pursuant to the Prospectus Regulation and, therefore, such approval should not be considered as an endorsement of the Issuer or as an endorsement of the quality of any Notes. Investors should make their own assessment as to the suitability of investing in the Notes.

2. PERSONS RESPONSIBLE

Mr. Xavier Moragas Freixa, acting in the name and on behalf of Criteria in his capacity as duly authorised attorney of Criteria pursuant to the resolutions of the Board of Directors of Criteria dated 20 May 2021, declares that, having taken all reasonable care to ensure that such is the case, the information contained in this Supplement is, to the best of his knowledge, in accordance with the facts and contains no omission likely to affect its import.

3. AMENDMENTS TO THE BASE PROSPECTUS

3.1. The unaudited condensed consolidated interim financial statements as of and for the six-month period ended 30 June 2021

By means of this Supplement, Criteria’s unaudited condensed consolidated interim financial statements as of and for the six-month period ended 30 June 2021, the limited review report and the consolidated interim management’s report together with their English translations are hereby incorporated by reference in the Base Prospectus.

Accordingly, the following text shall be included as a new sub-section (ix) of Section 3 (*Documents Incorporated by Reference*) of the Base Prospectus:

“(ix) CriteriaCaixa’s unaudited condensed consolidated interim financial statements prepared in accordance with the International Accounting Standard (IAS) 34 Interim Financial Reporting and the consolidated interim management’s report as of and for the six-month period ended 30 June 2021, together with a limited review report (deposited with the CNMV and available, together with its corresponding English translation, on Criteria’s website at https://www.criteriacaixa.com/deployedfiles/CriteriaCaixa/Estaticos/pdf/Condensed_interim_consolidated_financial_statements_Criteria_Group_30_June_2021_ENG.pdf. and https://www.criteriacaixa.com/deployedfiles/CriteriaCaixa/Estaticos/pdf/Estados_financieros_intermedios_resumidos_consolidados_Grupo_Criteria_a_30_de_junio_2021_CAST.pdf).

The information contained on Criteria’s website does not form part of this Supplement or the Base Prospectus and has not been reviewed by the CNMV, save for the information which has been expressly incorporated by reference in the Base Prospectus.”

3.2. Main Developments

By means of this Supplement, there shall be included a new sub-section entitled “5.2.3 Main developments after 30 June 2021” in Section 5.2 (*Main Developments*) of the Base Prospectus as follows:

“5.2.3 *Main developments after 30 June 2021*

Dividend distribution

On 26 July 2021 and on 7 October 2021, the Board of Trustees of “la Caixa” Foundation held meetings and resolved to distribute two dividends of EUR95 million each charged against the share premium. These dividends were paid to “la Caixa” Foundation on 27 July 2021 and 8 October 2021, respectively.

By means of this Supplement, the sub-section entitled “Strengthening of stake in Naturgy” under the heading “Main developments after 30 June 2021” in Section 5.2 (*Main Developments*) of the Base Prospectus shall be amended by adding the following wording at the end:

“Following this strategy, CriteriaCaixa carried out a series of acquisitions of shares in Naturgy and, as a result, as at the date of this Supplement, CriteriaCaixa holds a 26.71% interest in Naturgy.”

3.3. Business Overview

By means of this Supplement, the sub-section entitled “Voluntary and unsolicited offer on 22.689% of Naturgy’s share capital” under the heading “Naturgy” included in Section 5.3.2 (*Industrial and services portfolio*) of the Base Prospectus shall be amended by adding the following wording at the end:

“The Offer was authorised by the CNMV on 8 September 2021.

Subsequently, on 14 October 2021, the CNMV informed Global Infracor O (2) S.À.R.L. that the Offer was accepted by shareholders holding 105,021,887 shares (representing 47.74% of the shares to which the Offer was addressed) and representing 10.83% of Naturgy’s total issued share capital.

On the same date, Global Infracor O (2) S.À.R.L. announced that it had decided to waive the minimum acceptance condition of the Offer (shares representing at least 17% of Naturgy’s share capital) and that, therefore, it would acquire all the shares tendered in the Offer (i.e., 105,021,887 shares representing 10.83% of Naturgy’s total issued share capital).”

3.4. Significant/Material Change

By means of this Supplement, the sub-section entitled “Significant/Material Change” included in Section 11 (*Additional Information*) of the Base Prospectus shall be replaced in its entirety by the following wording:

“Since 31 December 2020, there has been no material adverse change in the prospects of the Issuer and since 30 June 2021, there has been no significant change in the financial performance or financial position of the Issuer or, to the best of the Issuer’s knowledge, the Group.”

4. NO OTHER SIGNIFICANT FACTS

Criteria declares that, save as disclosed in this Supplement, there has been no other significant new factor and there is no material mistake or inaccuracy relating to information included in the Base Prospectus which is capable of affecting the assessment of Notes issued under the Programme since the publication of the Base Prospectus.

Signed on behalf of Criteria Caixa, S.A., Sociedad Unipersonal

By

Mr. Xavier Moragas Freixa

Duly authorised attorney