



Criteria Caixa

BASE PROSPECTUS

SUPPLEMENT

25 March 2019

1 INTRODUCTION

This supplement (the “**Supplement**”) to the base prospectus corresponding to the euro medium term note programme of Criteria Caixa, S.A., Sociedad Unipersonal (“**Criteria**”) drawn up according to Annexes IX and XIII of Commission Regulation (EC) No. 809/2004 of 29 April 2004, and registered in the Official Register of the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*, the “**CNMV**”) on 10 May 2018 and with official registry number 10889, (the “**Base Prospectus**”) constitutes a supplement pursuant to article 22 of Spanish Royal Decree 1310/2005, of 4 November, partially implementing Spanish Act 24/1988, of 28 July, on the Securities Market, on admission of securities to trading in regulated secondary markets, public offers of sale or subscription, and the prospectus required for those purposes.

This Supplement must be read in conjunction with the Base Prospectus.

2 PERSONS RESPONSIBLE

Mr. Xavier Moragas Freixa, attorney of Criteria, pursuant to the authorisation granted by Criteria’s Board of Directors’ resolution passed on 15 March 2018, declares that, having taken all reasonable care to ensure that such is the case, the information contained in the Supplement is, to the best of his knowledge, in accordance with the facts and contains no omission likely to affect its import and accepts responsibility for the information contained in this Supplement.

3 AMENDMENTS TO THE BASE PROSPECTUS

3.1 Significant Event Notices

By means of this Supplement, the significant event notices (*hechos relevantes*) submitted to the CNMV and published by Criteria since the date of Criteria’s audited standalone financial statements and Criteria’s audited consolidated financial statements as of and for the year ended 31 December 2018 (i.e. since 1 January 2019) and up to the date of this Supplement are incorporated by reference to the Base Prospectus, these are:

- The significant event notice registered on 15 February 2019 with registry number 274759, pursuant to which Criteria announced the distribution of EUR 50 million to its sole shareholder, the “la Caixa” Banking Foundation, charged to other reserves and payable in a one-off payment. It is available on the website of Criteria on https://www.criteriacaixa.com/pdfs/20190214_HR%20Reservas_ENG.pdf.
- The significant event notice registered on 15 February 2019 with registry number 274772, pursuant to which Criteria communicated the appointment by its sole shareholder, the “la Caixa” Banking Foundation, of Ms. M^a Asunción Ortega Enciso and of Mr. Marcelino Armenter Vidal as directors of Criteria for a period of four years from the acceptance date. It is available on the website of Criteria on https://www.criteriacaixa.com/pdfs/20190214_HR%20CNMV_Nombramiento%20Consejeros%20ENG.pdf.
- The significant event notice registered on 15 March 2019 with registry number 276118, pursuant to which Criteria communicated the decision by its Board of Directors, following the proposal made by its Appointment and Remunerations Committee (*Comisión de Nombramientos y Retribuciones*), to create an Executive Commission (*Comisión Ejecutiva*) of the Board of Directors, as well as the appointment

of Mr. Marcelino Armenter Vidal as Chief Executive Officer (*Consejero Delegado*). It is available on the website of Criteria on https://www.criteriacaixa.com/pdfs/20190315_HR%20CNMV_Creacion%20CE%20ENG.pdf.

- The significant event notice registered on 19 March 2019 with registry number 276214, pursuant to which Criteria published its annual accounts and other corporate documents corresponding to the year 2018 in its webpage. It is available on the website of Criteria on https://www.criteriacaixa.com/pdfs/HR%20Formulacion%20CCAA%202018_ENG.pdf.

3.2 Annual Audited Standalone and Consolidated Financial Statements

The Criteria's audited standalone financial statements as of and for the year ended 31 December 2018 prepared in accordance with the Spanish General Accounting Principles (*Plan General de Contabilidad*) approved by Royal Decree 1514/2007, of 16 November and the Criteria's audited consolidated financial statements as of and for the year ended 31 December 2018 prepared in accordance with the International Financial Reporting Standards, as adopted by the European Union (IFRS-EU) and their corresponding auditor reports and management reports, which have been duly deposited with the CNMV, are hereby incorporated by reference to the Base Prospectus. They are available on the website of Criteria on https://www.criteriacaixa.com/deployedfiles/caixa_holding/Estaticos/pdf/CCAA_2018_CAST.pdf and on https://www.criteriacaixa.com/deployedfiles/caixa_holding/Estaticos/pdf/CCAA_2018_consolidadas_CAST.pdf, respectively.

4 NO OTHER SIGNIFICANT FACTS

Criteria declares that since the date of registration of the Base Prospectus until the date of this Supplement there has not occurred any fact which may affect the evaluation of Criteria by investors which has not been included in the financial and other information which has been incorporated by reference to the Base Prospectus by means of this Supplement.

In witness of his knowledge and approval of the contents hereof, this Supplement is hereby signed in Palma this 25 March 2019.

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

By

Mr. Xavier Moragas Freixa

Attorney