

**PRIIP Regulation/PROHIBITION OF SALES TO EEA AND 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 European Economic Area (**EEA**) or 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 (11) of Article 4(1) of Directive 2014/65/EU (**MiFID II**); or (ii) a customer within the meaning of Directive (EU) 2016/97, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II. Consequently no key information document required by Regulation (EU) No 1286/2014 (the **PRIIPs Regulation**) for offering or selling the Notes or otherwise making them available to retail investors in the EEA or in the UK has been prepared and therefore offering or selling the Notes or otherwise making them available to any retail investor in the EEA or in the UK may be unlawful under the 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 26 October 2020

**Criteria Caixa, S.A., Sociedad Unipersonal**

*(incorporated as a public limited company)*

Legal Entity Identifier (LEI): 959800DQUAMV0K08004

Issue of

€600,000,000 0.875 per cent. Notes due October 2027

Under the €1,400,000,000

**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 set forth in the Base Prospectus dated 11 February 2020 and the supplemental Base Prospectuses dated 21 April 2020 and 4 August 2020, which together constitute a base prospectus (the **Base Prospectus**) for the purposes of the Regulation (EU) 2017/1129 (the **Prospectus Regulation**), as amended. The Base Prospectus has been approved by and registered in the CNMV. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8.4 of the Prospectus Regulation and must be read in conjunction with such Base Prospectus as so supplemented in order to obtain the full information. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. For the purpose of Article 21 of the

Prospectus Regulation, the Base Prospectus as so supplemented and these Final Terms are published on the website of the CNMV ([www.cnmv.es](http://www.cnmv.es)) and on the Issuer's website ([www.criteriacaixa.com](http://www.criteriacaixa.com)).

1.	Issuer and registered office:	Criteria Caixa, S.A., Sociedad Unipersonal Plaza Weyler 3, 07001 Palma, Spain
2.	(i) Series Number:	1
	(ii) Tranche Number:	1
	(iii) Date on which the Notes will be consolidated and form a single Series:	Not applicable.
3.	Specified Currency or Currencies:	Euro (" <b>EUR</b> ")
4.	Aggregate Nominal Amount:	
	(i) Series:	EUR 600,000,000
	(ii) Tranche:	EUR 600,000,000
5.	Issue Price:	99.461 per cent. of the Aggregate Nominal Amount
6.	(i) Specified Denominations:	EUR 100,000
	(ii) Calculation Amount:	EUR 100,000
7.	(i) Issue Date/Settlement Date:	28 October 2020
	(ii) Interest Commencement Date:	Issue Date
8.	Maturity Date:	28 October 2027
9.	Interest Basis:	0.875 per cent. Fixed Rate (see paragraph 14 below)
10.	Redemption 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 Basis:	Not Applicable
12.	Put/Call Options:	Not Applicable
13.	Date Board approval for issuance of Notes obtained:	28 July 2020

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

14.	Fixed Rate Note Provisions	Applicable
	(i) Rate(s) of Interest:	0.875 per cent. per annum payable in arrear on each Interest Payment Date

(ii)	Interest Payment Date(s):	28 October in each year up to and including the Maturity Date
(iii)	Fixed Coupon Amount(s):	EUR 875 per Calculation Amount
(iv)	Broken Amount(s):	Not Applicable
(v)	Day Count Fraction:	Actual/Actual (ICMA)
(vi)	Determination Date(s):	28 October in each year
15.	Floating Rate Note Provisions	Not Applicable
16.	Zero Coupon Note Provisions	Not Applicable

#### **PROVISIONS RELATING TO REDEMPTION**

17.	Call Option:	Not Applicable
18.	Put Option:	Not Applicable
19.	Final Redemption Amount:	EUR 100,000 per Calculation Amount
20.	Early Redemption Amount payable on redemption for taxation reasons or upon the occurrence of an Event of Default:	EUR 100,000 per Calculation Amount

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

21.	Financial Centre(s):	Not Applicable
22.	Paying Agent	CaixaBank, S.A.
23.	Calculation Agent	Not Applicable
24.	Registration, clearing and settlement	Iberclear

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

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|------|---|--|
| (i)  | Listing and Admission to trading                            | Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on AIAF with effect from 28 October 2020. |
| (ii) | Estimate of total expenses related to admission to trading: | EUR 79,000   |

### 2. RATINGS

Ratings:

The Notes to be issued are expected to be rated Baa2 by Moody's Deutschland GmbH ("**Moody's**") and BBB+ by Fitch Ratings España, S.A.U. ("**Fitch**").

According to Moody's rating system, obligations with a "Baa" credit rating are judged to be medium-grade and subject to moderate credit risk and as such may possess certain speculative characteristics.

According to Fitch's rating system, a "BBB" credit rating exhibits good credit quality, it 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.

Each of Moody's and Fitch is established in the EEA and is registered under Regulation (EC) No. 1060/2009 (as amended) (the **CRA Regulation**).

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Joint Bookrunners and Other Joint Bookrunners, as far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Joint Bookrunners and Other Joint Bookrunners 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. YIELD

Indication of yield: 0.955 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price and on the basis that the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount. It is not an indication of future yield.

#### 5. OPERATIONAL INFORMATION

- (i) ISIN Code: ES0205045026
- (ii) Common Code: 225016160
- (iii) Delivery: Delivery against payment
- (iv) Relevant Benchmarks: Not Applicable

#### 6. DISTRIBUTION

(i) Method of Distribution: Syndicated

(ii) If syndicated:

(A) Names of Dealers:

Joint Bookrunners:

Banco Santander, S.A., CaixaBank, S.A., Citigroup Global Markets Limited, J.P. Morgan Securities plc and Morgan Stanley & Co. International plc

Other Joint Bookrunners:

Goldman Sachs International, HSBC France, Mediobanca – Banca di Credito Finanziario S.p.A. and UniCredit Bank AG

(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

#### 7. NOTEHOLDERS' SYNDICATE AND APPOINTMENT OF THE COMMISSIONER

In accordance with Condition 12 (*Syndicate of Noteholders and Modification*) of Section 6 (*Information concerning the securities to be admitted to trading. Terms and Conditions of the Notes*) of the Base Prospectus, and for this issue of securities, Bondholders, S.L., holding Tax Identification Number (*NIF*) B-98604986 and with domicile at Avenida Francia 17, Escalera A, Puerta 1, Valencia, Spain is hereby

appointed as Commissioner and Mr. Juan Carlos Perlaza appears on behalf of Bondholders, S.L. for the sole purposes of accepting such appointment.

## 8. THE USE AND ESTIMATED NET AMOUNT OF THE PROCEEDS

Use of proceeds	See "Use of Proceeds" in the Base Prospectus
Estimated net amount of the proceeds	EUR 594,642,300

## 9. REGULATIONS OF THE SYNDICATE OF NOTEHOLDERS

The Regulations of the Syndicate of Noteholders for the Notes to which these Final Terms refer are those contained in Condition 18 (*Regulations of the Syndicate of Noteholders*) of the Base Prospectus, as complemented with the following information:

Artículo 1.- Constitución. El Sindicato de Bonistas de la emisión de Bonos Senior Simples por importe de 600.000.000 de euros con vencimiento en 28 de octubre de 2027 emitidos por Critería Caixa, S.A., Sociedad Unipersonal (en adelante, respectivamente el “**Emisor**” y los “**Bonos**”) quedará constituido una vez se suscriban y desembolsen los Bonos.

Artículo 2.- Denominación. El Sindicato se denominará “Sindicato de Bonistas de la Emisión de Bonos Senior Simples con vencimiento en 28 de octubre de 2027 de CriteríaCaixa”.

Article 1.- Incorporation. The syndicate of noteholders of the issue of the €600,000,000 Senior Unsecured Notes due 28 October 2027 issued by Critería Caixa, S.A., Sociedad Unipersonal (hereinafter, respectively, the “**Issuer**” and the “**Notes**”) shall be incorporated once the Notes have been fully subscribed and paid.

Article 2.- Name. The Syndicate shall be named “Syndicate of Noteholders of the Issue of Senior Unsecured Notes due 28 October 2027 of CriteríaCaixa”.

All the pages of these Final Terms have been duly initialled and signed in Palma, this 26 October 2020.

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

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Mr. Xavier Moragas Freixa

On behalf of Bondholders, S.L.:

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Mr. Juan Carlos Perlaza