



**BASE PROSPECTUS
SUPPLEMENT**

20 April 2020

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 Annex 7 and 15 of Delegated Regulation (EU) 2019/980 of 14 March 2019, and registered in the Official Register of the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*, the “**CNMV**”) on 11 February 2020 and with official registry number 11066 (the “**Base Prospectus**”), constitutes a supplement pursuant to article 23 of the Regulation (EU) 2017/1129 of the European Parliament and of the Council of the European Union of 14 June 2017.

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 14 February 2019, 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 New risk factor

By means of this Supplement, the following risk factor is included in sub-section B) (*Financial risks (Risks associated with the main financial variables)*) of the Risk Factors of the Issuer of section 2 (*Risk Factors*) of the Base Prospectus:

“Risks associated with COVID-19 pandemic

Criteria is subject to the risks associated with the spread of COVID-19 pandemic across the globe that have exposed the international financial marketplace — including the Eurostoxx 50, the Dow Jones Industrial Average and the Ibx 35 indexes— to high levels of volatility and caused them to post heavy losses during the year, making it one of the worst crashes since the 2008 financial crisis. The situation is extremely complicated due to the globalization of the marketplace and to the fact that currently there is no effective medical treatment against the virus and it is far from certain how it will impact the economy in the short, medium and long run. As a result, it is not yet possible, as of the date of the publication of the first supplement to this Base Prospectus, to exactly know “how far and how deep” the situation might impact Criteria and its Group.

Criteria may have a higher liquidity risk (for example as a consequence of any restriction on the distribution of dividends which may be agreed by its investees) which, according to a primary assessment carried out by Criteria relying on the best available information as of the date of the first supplement to this Base Prospectus, Criteria would be able to draw on various support factors in order to control any liquidity risk that might arise. On the other hand, Criteria could suffer higher market risk of its equity instruments which could affect the recoverable value of those instruments, as well as a decline in its annual results as a consequence of a potential reduction of the attributable results of its affiliates. This will largely depend on the evolution and spread of the COVID-19 pandemic over the coming months and on the steps taken by market agents.”

3.2 Annual Audited Standalone and Consolidated Financial Statements of the 2019 financial year

By means of this Supplement Criteria's audited standalone and consolidated financial statements as of and for the year ended 31 December 2019 and their corresponding auditor reports and the management reports together with their English translations are hereby incorporated by reference to the Base Prospectus.

As a consequence thereof, the following content shall be included as sub-section (vi) and (vii) of section 3 of the Base Prospectus:

- (vi) *CriteriaCaixa's audited consolidated financial statements as of and for the year ended 31 December 2019 prepared in accordance with the IFRS-EU and its corresponding auditor report and the management report (deposited in the CNMV and available, together with its corresponding English translation, on CriteriaCaixa's website https://www.criteriacaixa.com/deployedfiles/CriteriaCaixa/Estaticos/pdf/CC_AA_consolidadas_Criteria_2019_CAST.pdf; and https://www.criteriacaixa.com/deployedfiles/CriteriaCaixa/Estaticos/pdf/CC_AA_consolidadas_Criteria_2019_ENG.pdf).*
- (vii) *CriteriaCaixa's audited standalone financial statements as of and for the year ended 31 December 2019 prepared in accordance with the Spanish General Accounting Principles (Plan General de Contabilidad) approved by Royal Decree 1514/2007, of 16 November, as amended and/or restated from time to time, and its corresponding auditor report and the management report (deposited in the CNMV and available, together with its corresponding English translation, on CriteriaCaixa's website https://www.criteriacaixa.com/deployedfiles/CriteriaCaixa/Estaticos/pdf/CC_AA_Criteria_2019_CAST.pdf and https://www.criteriacaixa.com/deployedfiles/CriteriaCaixa/Estaticos/pdf/CC_AA_Criteria_2019_ENG.pdf).*

3.3 Composition of the Board of Directors and the Committees of Criteria

By means of this Supplement, the "other relevant information announcement" (*comunicación de otra información relevante*) registered on 1 April 2020 with official registry number 1329, pursuant to which Criteria announced the appointment of Mr. Enrique Alcántara-García Irazoqui and Ms. Montserrat Trapé Viladomat as new independent members of the Board of Directors of Criteria and the new composition of the Board of Directors, the Audit and Control Committee and the Appointments and Remuneration Committee of Criteria, is incorporated by reference to the Base Prospectus. It is available on the website of Criteria on https://www.criteriacaixa.com/pdfs/OIR01042020ComposicionCA_ENG.pdf.

As a consequence thereof, section 5.4.1 of the Base Prospectus shall be deleted in its entirety and replaced by the following content:

"5.4.1 Members of Administration, Management and Supervision bodies

Board of Directors of CriteriaCaixa

The members of the Board of Directors are:

Name	Position	Type of director	Executive/Non-executive
Isidre Fainé Casas	Chairman	Shareholders' representative (dominical)	Non-executive
Alejandro García-Bragado Dalmau	First Deputy Chairman	Shareholders' representative (dominical)	Non-executive
Javier Godó Muntañola	Second Deputy Chairman	Shareholders' representative (dominical)	Non-executive
Marcelino Armenter Vidal	Chief Executive Officer	Executive	Executive
Enrique Alcántara-García Irazoqui	Director	Independent	Non-executive
José Antonio Asiáin Ayala	Director	Independent	Non-executive
Jean-Louis Chaussade	Director	Independent	Non-executive
Marcos Contreras Manrique	Director	Independent	Non-executive
Isabel Estapé Tous	Director	Shareholders' representative (dominical)	Non-executive
Eugenio Gay Montalvo	Director	Shareholders' representative (dominical)	Non-executive
Víctor Grífols Roura	Director	Independent	Non-executive
Josep-Delfí Guàrdia Canela	Director	Independent	Non-executive
Francesc Homs Ferret	Director	Shareholders' representative (dominical)	Non-executive
Juan José López Burniol	Director	Shareholders' representative (dominical)	Non-executive
Asunción Ortega Enciso	Director	Shareholders' representative (dominical)	Non-executive

<i>Montserrat Trapé Viladomat</i>	<i>Director</i>	<i>Independent</i>	<i>Non-executive</i>
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The position, type of director and its condition as executive/non-executive of all the directors listed above fulfil with article 529 twelfth of the Spanish Companies Act.

The business address of each member of the Board of Directors is Plaza Weyler 3, 07001 Palma, Spain.

Executive Committee of CriteriaCaixa

The members of the Executive Committee are:

Chairman:

Isidro Fainé Casas

Directors:

Alejandro García-Bragado Dalmau

Marcelino Armenter Vidal

José Antonio Asiáin Ayala

Marcos Contreras Manrique

Juan José López Burniol

Audit and Control Committee of CriteriaCaixa

The members of the Audit and Control Committee are:

Chairman:

Marcos Contreras Manrique

Directors:

Josep Delfí Guàrdia Canela

Francesc Homs Ferret

Appointments and Remuneration Committee of CriteriaCaixa

The members of the Appointments and Remuneration Committee are:

Chairman:

José Antonio Asiáin Ayala

Directors:

Jean Louis Chaussade

Isabel Estapé Tous

Juan José López Burniol

The Issuer's Executive Committee and the Appointments and Remuneration Committee fulfils with the Ninth Additional Provision of the Spanish Companies Act.

Senior Management of CriteriaCaixa

The members of the Senior Management Committee are:

Chief Executive Officer

Marcelino Armenter Vidal

General Counsel

Javier José Paso Luna

Chief Financial Officer

Xavier Moragas Freixa

Chief Executive Officer of the Real Estate Business

Óscar Valentín Carpio Garijo

Deputy Secretary of the Board of Directors / Head of Legal Department¹

Adolfo Feijóo Rey

Head of Banking Investments Department

Jordi Morera Conde

Head of Industrial and Services Investments Department

Estefanía Collados López de María

Head of Industrial Investments Department

Felipe Matías Caviedes

Head of the Research and Strategic Planning Department

Avelino Hernández Garfella

Head of Communication Department

Juan María Hernández Puértolas

Principal activities engaged in by those persons outside CriteriaCaixa

Isidro Fainé Casas:

Fundación Bancaria "la Caixa" (Trustee Chairman (Patrono Presidente))

Asociación Bancaria Confederación Española de Cajas de Ahorros (CECA) (Chairman)

Telefónica, S.A. (Deputy Chairman)

The Bank of East Asia (Director)

Naturgy Energy Group, S.A. (Honorary President)

Suez S.A. (Director)

Confederación Española de Cajas de Ahorros (Chairman)

European Savings Banks Group (Deputy Chairman)

World Savings Banks Institut (Chairman)

Fundación de las Cajas de Ahorros (Chairman)

Capítulo Español del Club de Roma (Chairman)

Confederación Española de Directivos y Ejecutivos (Chairman)

Caixa Capital Risc, S.G.E.I.C., S.A. (Chairman)

Inmo Criteria Caixa, S.A.U. (First Deputy Chairman)

Alejandro García-Bragado Dalmau:

CaixaBank, S.A. (Director)

¹ At the registration date of this Base Prospectus, the Issuer has not appointed a secretary of the Board of Directors

Saba Infraestructuras, S.A. (Director)

Javier Godó Muntañola:

Fundación Bancaria "la Caixa" (Trustee (Patrono))
Grupo Godó de Comunicación, S.A. (Chairman and CEO)
Privatmedia, SL (Administrator)
Torre BCN 477, SL (Chairman)
Sociedad Económica Barcelonesa de Amigos País (Deputy Chairman)
Fundación Privada Conde de Barcelona (Deputy Chairman)

Marcelino Armenter Vidal:

Caixa Capital Risc, S.G.E.I.C., S.A. (Executive Chairman)
Caixa Invierte Industria, S.C.R., S.A. (Sole Director, Natural Person Representative of the Sole Director)
Naturgy Energy Group, S.A. (Director and member of the Appointments and Remuneration Committee)
Inmo Critería Caixa, S.A. (Director)
Saba Infraestructuras, S.A. (Director)
Mediterránea Beach and Golf Community, S.A.U. (Chairman and CEO)
Criteria Venture Capital, S.A. (Sole Director, Natural Person Representative of the Sole Director)
Criteria Industrial Ventures, S.A. (Sole Director, Natural Person Representative of the Sole Director)

Enrique Alcántara-García Irazoqui

Bufete Alcántara, S.L.P. (Partner and Director)
Brugueras, Alcántara & García-Bragado Asociados (Partner)
UPCNET, Serveis d'Accés a Internet de la Universitat Politècnica de Catalunya, S.L.U. (Secretary)
ITHINKUPC, S.L.U. (Secretary)
Vila Universitària, S.L. (Secretary)
Fundació Politècnica de Catalunya (Secretary)
Fundació Universitat Autònoma de Barcelona (Secretary)
Fundació Factor Humà (Secretary)

José Antonio Asiáin Ayala:

Bufete Asiáin, Jiménez & Arredondo S.R.C. (Joint and Several Director)
Asiáin & Moreno Administradores Concursales (Sole Director)

Jean-Louis Chaussade:

Suez S.A. (Chairman)
Kaufman & Broad (Director)
Suez NWS Limited (Hong Kong) (Chairman)
Universite de Technologie de Compiègne (Chairman)
Fondation d'entreprise SUEZ (Chairman)

Marcos Contreras Manrique:

Hidralía, Gestión Integral de Aguas de Andalucía, S.A. (Director)
Marcos Consulting Management Firm, S.L. (Sole Director)
Contrener, Ingeniería y Proyectos S.L. (Sole Director)
Cetrusa, S.A.

Isabel Estapé Tous:

Naturgy Energy Group, S.A. (Director and member of the Audit Committee)
Triana 88, S.L. (Joint and Several Director)
Fundación Rojas Estapé (Trustee (Patrono))
Fundación Bancaria "la Caixa" (Trustee (Patrono))

Eugenio Gay Montalvo:
Fundación Bancaria "la Caixa" (Trustee (Patrono))
Gay-Rosell & Solano S.L.P. (Chairman)
Fundació Privada Xavier (Chairman)

Víctor Grífols Roura:
Grífols, S.A. (Non-Executive Chairman)

Josep-Delfí Guàrdia Canela:
VidaCaixa, S.A. de Seguros y Reaseguros (Director)

Francesc Homs Ferret:
Fundación Bancaria "la Caixa" (Trustee (Patrono))
Inmo Critería Caixa, S.A.U. (Second Deputy Chairman)
Ineo Corporate Barcelona, SL (Chairman)
Hosec Serveis Economics, SL (Director)
Corporación Metalúrgica Catalana, SL (Director)
Fundació Institut Guttmann (Chairman)
Liga Europea de Cooperación Económica (Chairman)

Juan-José López Burniol:
Fundación Bancaria "la Caixa" (Trustee (Patrono) and Deputy Chairman)
Fundació Noguera (Chairman)
Icaria Iniciatives Socials, S.A.L. (Director)
Saba Infraestructuras, S.A. (Director)
Inmo Critería Caixa, S.A.U. (Third Deputy Chairman)

Asunción Ortega Enciso:
Fundación Bancaria "la Caixa" (Trustee (Patrono))
Instituto Español de Analistas Financieros (Deputy Chairwoman)
Fundación de Estudios Financieros (Trustee Deputy Chairwoman (Patrono Vicepresidente))

Montserrat Trapé Viladomat
KPMG Abogados (Partner)
Women Corporate Directors. Spanish Chapter (Vice Chair)

Óscar Valentín Carpio Garijo:
Caixa Capital Risc, S.G.E.I.C., S.A. (Director)
Inmo Critería Caixa, S.A. (Chief Executive Officer)
Saba Infraestructuras, S.A. (Director)
Els Arbres de la Tardor, S.L. (Director, Natural Person Representative of the Director)
Vivienda Asequible Arrendamiento y Servicios, S.L.U. (Sole Director, Natural Person Representative of the Sole Director)
Inmo Critería Arrendamiento, S.L.U (Sole Director, Natural Person Representative of the Sole Director)
Inmo Critería Arrendamiento II, S.L.U (Sole Director, Natural Person Representative of the Sole Director)
Inmo Critería Patrimonio, S.L. (Sole Director, Natural Person Representative of the Sole Director)
Caixa Podium I, S.A.U. (Sole Director, Natural Person Representative of the Sole Director)
Caixa Capital Biomed SCR, S.A. (Sole Director, Natural Person Representative of the Sole Director)
Caixa Capital Fondos SCR, S.A. (Sole Director, Natural Person Representative of the Sole Director)

Xavier Moragas Freixa:
Inversiones Autopistas, S.L. (currently under a liquidation process) (Chairman)
Caixa Assistance, S.A. (Sole Director)
Club Caixa I, S.A. (Sole Director)

Grup Caixa, S.A. (Sole Director, Natural Person Representative of the Sole Director)

Estefanía Collados López:

Saba Infraestructuras, S.A. (Director)

Adolfo Feijóo Rey:

Saba Infraestructuras, S.A. (Director)

Felipe Matías Caviedes:

Scutum Logistics, S.L. (Director, Natural Person Representative of the Director)

Stinser Suministros Integrales del Acero, S.L. ((Director, Natural Person Representative of the Director)

Jordi Morera Conde:

Grupo Financiero Inbursa (Director)

Fundació Victoria de los Angeles (Trustee)

There are no other administrative, management and supervisory bodies.”

3.4 Additional dividends paid to the sole shareholder of Criteria

By means of this Supplement, section 5.10 of the Base Prospectus shall be deleted in its entirety and replaced by the following content:

“5.10 Dividends paid to the sole shareholder

In 2017, the Issuer distributed an aggregate total amount of €400 million.

In 2018, the Issuer distributed an aggregate total amount of €400 million.

In 2019, the Issuer distributed an aggregate total amount of €420 million.

On 6 February 2020 the sole shareholder of Criteria agreed a distribution of €75 million.”

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 this Supplement.

In witness of his knowledge and approval of the contents hereof, this Supplement is hereby signed in Palma by Mr. Xavier Moragas Freixa this 20 April 2020.

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

By

Mr. Xavier Moragas Freixa

Attorney