

Final Terms dated 5 April 2019

Criteria Caixa, S.A., Sociedad Unipersonal

(incorporated as a public limited company)

Issue of

€600,000,000 1.375 per cent. Notes due April 2024

Under the €3,000,000,000

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 10 May 2018 and the supplemental Base Prospectus dated 25 March 2019 which together constitute a base prospectus (the **Base Prospectus**) for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**), as amended. This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with such Base Prospectus as so supplemented. 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 14 of the Prospectus Directive, the Base Prospectus and these Final Terms are published on the website of the CNMV (www.cnmv.es) and on the Issuer's website (www.criteriacaixa.com).

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|----|------------------------------------------------------------------------------|-------------------------------------------------|
| 1. | Issuer: | Criteria Caixa, S.A., Sociedad Unipersonal |
| 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 (" EUR ") |
| 4. | Aggregate Nominal Amount: | |
| | (i) Series: | EUR 600,000,000 |
| | (ii) Tranche: | EUR 600,000,000 |
| 5. | Issue Price: | 99.44 per cent. of the Aggregate Nominal Amount |
| 6. | (i) Specified Denominations: | EUR 100,000 |
| | (ii) Calculation Amount: | EUR 100,000 |
| 7. | (i) Issue Date: | 10 April 2019 |

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|-----|-----------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| | (ii) Interest Commencement Date: | Issue Date |
| 8. | Maturity Date: | 10 April 2024 |
| 9. | Interest Basis: | 1.375 per cent. (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: | 14 February 2019 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 14. | Fixed Rate Note Provisions | Applicable |
| | (i) Rate(s) of Interest: | 1.375 per cent. per annum payable in arrear on each Interest Payment Date |
| | (ii) Interest Payment Date(s): | 10 April in each year up to and including the Maturity Date beginning on 10 April 2020 |
| | (iii) Fixed Coupon Amount(s): | EUR 1,375 per Calculation Amount |
| | (iv) Broken Amount(s): | Not Applicable |
| | (v) Day Count Fraction: | Actual/Actual (ICMA) |
| | (vi) Determination Date(s): | 10 April in each year |
| 15. | Floating Rate Note Provisions | Not Applicable |
| 16. | Zero Coupon Note Provisions | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

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| 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

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| 21. | Financial Centre(s): | Not Applicable |
| 22. | Paying Agent | CaixaBank, S.A. |
| 23. | Calculation Agent | Not Applicable |

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 10 April 2019. |
| (ii) | Estimate of total expenses related to admission to trading: | €75,000 |

2. RATINGS

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

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 Managers, as far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers 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: 1.492 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

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| (i) | ISIN Code: | ES0305045009 |
| (ii) | Common Code: | 198083798 |

(iii) Delivery: Delivery against payment

6. DISTRIBUTION

(i) Method of Distribution: Syndicated

(ii) If syndicated:

(A) Names of Managers: Banco Santander, S.A.
Barclays Bank PLC
BNP Paribas
CaixaBank, S.A.
Merrill Lynch International
Natixis

(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 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.

8. 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 Simple por importe de 600.000.000 de euros con vencimiento en 10 de abril de 2024 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 Simple con vencimiento en abril de 2024 de CriteríaCaixa”.

Article 1.- Incorporation The syndicate of noteholders of the issue of the €600,000,000 Senior Unsecured Notes due 10 April 2024 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 April 2024 of CriteríaCaixa”.

All the pages of these Final Terms have been duly initialled and signed in Barcelona, this 5 April 2019.

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

Mr. Xavier Moragas Freixa

Bondholders, S.L.