

**A LA COMISIÓN NACIONAL DEL MERCADO DE VALORES**

**CERTIFICADO DE CONCORDANCIA**

D. Marcelino Armenter Vidal, en nombre y representación de Criteria Caixa, S.A., Sociedad Unipersonal (en adelante, “**Criteria**”), con domicilio social en Avenida Diagonal, 621, 08028 Barcelona, en su condición de Director General de Criteria, debidamente facultado al efecto por acuerdo del Consejo de Administración de Criteria de 29 de febrero de 2016, en relación con el suplemento (el “**Suplemento**”) al folleto de base correspondiente al programa de emisión de valores no participativos de Criteria e inscrito en los Registros Oficiales de la Comisión Nacional del Mercado de Valores (“**CNMV**”) el 17 de mayo de 2016 con número de registro oficial 10660,

**CERTIFICO**

Que la versión impresa del Suplemento de Criteria inscrito y depositado en la CNMV se corresponde con la versión en soporte informático que se adjunta.

Asimismo, por la presente se autoriza a la CNMV para que el Suplemento de Criteria sea puesto a disposición del público a través de su página web.

Y, para que así conste y surta los efectos oportunos, expido la presente certificación en Barcelona, a 22 de septiembre de 2016.

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

**P.p.**

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D. Marcelino Armenter Vidal

Director General



**CriteriaCaixa**

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**BASE PROSPECTUS**

**SUPPLEMENT**

22 September 2016

## **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 17 May 2016 and with official registry number 10660, 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 and, if applicable, any other supplement to the Base Prospectus published by Criteria.

## **2. PERSONS RESPONSIBLE**

Mr. Marcelino Armenter Vidal, Managing Director of Criteria pursuant to the authorisation granted by Criteria’s Board of Directors’ resolution passed on 29 February 2016, 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 the Issuer since 17 May 2016 and up to the date of this Supplement are incorporated by reference to the Base Prospectus, these are:

- The Significant Event Notice registered on 26 May 2016 with registry number 239129, pursuant to which Criteria communicated the agreement of the Board of Trustees of the “la Caixa” Banking Foundation and Criteria Caixa’s Board of

Directors to place on record their intent to comply, before the end of 2017, with the conditions set by the European Central Bank by that date such that the prudential deconsolidation of Criteria with respect to CaixaBank, S.A. (“**CaixaBank**”) and its group of companies may proceed.

- The Significant Event Notice registered on 31 May 2016 with registry number 239261, pursuant to which Criteria communicated the closure of the asset swap agreement (the “**Swap Agreement**”) entered into with CaixaBank, on 3 December 2015, by means of which Criteria has transferred to CaixaBank a number of shares in CaixaBank which represent approximately 9.89% of its current share capital and a cash amount which has been sent at EUR 678 million. In return, CaixaBank has transferred to Criteria its shareholding in the Bank of East Asia, Limited (“**BEA**”), representing approximately 17.30% of its share capital, and in Grupo Financiero Inbursa, S.A.B. de C.V. (“**GFI**”), representing approximately 9.01% of its share capital.

Therefore, all references in the Base Prospectus relating to BEA and GFI as investees of CaixaBank are amended to adequately reflect that, after the Swap Agreement, Criteria is now the shareholder of both BEA and GFI, holding a direct stake of 17.30% and 9.01% of their respective share capital.

Furthermore, pursuant to the transfer of CaixaBank’s shares by Criteria to CaixaBank pursuant to the Swap Agreement all references to Criteria’s stake in CaixaBank’s share capital are amended to adequately reflect that Criteria’s stake in CaixaBank is of approximately of 46.91%, taking into account the total number of shares at this moment, 5,910,242,684 shares.

- The Significant Event Notice registered on 30 June 2016 with registry number 240365, pursuant to which Criteria announced the distribution of EUR 150 million to its sole shareholder, the “la Caixa” Banking Foundation, charged to voluntary reserves and payable in a one-off payment after 1 July 2016.
- The Significant Event Notice registered on 29 July 2016 with registry number 241632, pursuant to which Criteria announced the final results of Criteria’s group, which

includes CaixaBank, in the EU-wide stress tests performed by the European Banking Authority in cooperation with the European Central Bank, the European Systemic Risk Board and the European Commission. Criteria's group obtained an estimated transitional Common Equity Tier 1 (CET1) ratio of 11.7% in a baseline scenario and 9.0% in an adverse scenario by the end of 2018, starting from an initial ratio of 11.7% at the end of 2015.

- The Significant Event Notice registered on 8 September 2016 with registry number 242521, pursuant to which Criteria announced the distribution of EUR 125 million to its sole shareholder, the "la Caixa" Banking Foundation, charged to voluntary reserves and payable in a one-off payment after 1 October 2016.
- The Significant Event Notice registered on 12 September 2016 with registry number 242612, pursuant to which Criteria announced the sale by Repsol, S.A. ("**Repsol**") and Criteria of a 10% stake each in Gas Natural SDG, S.A. ("**Gas Natural**") to GIP III Canary 1, S.à r.l. ("**GIP**") for a total consideration of EUR 3,803 million. Criteria's consolidated capital gain from the sale amounts to EUR 218 million.

Moreover, Criteria and Repsol agreed to terminate the shareholders' agreement executed between "la Caixa" and Repsol on 11 January 2000, as amended, in respect of their shareholding in Gas Natural, subject to the effective transfer of shares.

The closing of the acquisition was subject to the implementation of certain changes in the composition of Gas Natural's Board of Directors and Committees, and to the establishment in the Board of Directors' Regulations of Gas Natural of a qualified majority of two thirds of the directors in respect of certain reserved matters.

- The Significant Event Notice registered on 21 September 2016 with registry number 242963, pursuant to which Criteria announced that it had implemented the above-mentioned transfer of shares representing 20% of Gas Natural's share capital to GIP.

Such transfer took place once the condition precedent of the share purchase agreement was fulfilled. As Gas Natural announced on that same date, Gas Natural changed the composition of its Board of Directors and Committees and established in its Board of

Directors' Regulations the referred qualified majority of two thirds of the directors in respect of certain reserved matters.

Furthermore, Criteria confirmed that the shareholders' agreement between "la Caixa" and Repsol regarding Gas Natural, dated 11 January 2000 and subsequently amended, had terminated after fulfillment, through the referred transfer, of the condition to which its termination was subject.

### **3.2 Interim Consolidated Financial Statements**

The interim consolidated financial statements of Criteria for the first six months of 2016 as well as the auditors' limited review report are available on the websites of the CNMV ([www.cnmv.es](http://www.cnmv.es)) and Criteria ([www.criteria.com](http://www.criteria.com)). Moreover, an English translation of this information is also available on Criteria's website ([www.criteria.com](http://www.criteria.com)). By means of this Supplement, the interim consolidated financial statements of Criteria for the first six months of 2016, submitted to the CNMV on 4 August 2016, are incorporated by reference to the Base Prospectus.

In witness of his knowledge and approval of the contents hereof, this Supplement is hereby signed in Barcelona this 22 September 2016.

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

**By**

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Mr. Marcelino Armenter Vidal

Managing Director