

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 11 de abril de 2017.

Criteria Caixa, S.A., Sociedad Unipersonal

P.p.

D. Marcelino Armenter Vidal

Director General



BASE PROSPECTUS

SUPPLEMENT

11 April 2017

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, registered in the Official Register of the Spanish National Securities Market Commission (*Comisión Nacional del Mercado de Valores*, the “**CNMV**”) on 17 May 2016 with official registry number 10660, as supplemented by means of the supplement dated 22 September 2016 and registered in the Official Register of the CNMV with official registry number 10660.1 (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 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 following Significant Event Notices (*Hechos Relevantes*), submitted to the CNMV and published by the Issuer since 22 September 2016 and up to the date of this Supplement, are incorporated by reference to the Base Prospectus:

- The Significant Event Notice registered on 30 November 2016 with registry number 245636, pursuant to which Criteria announced the European Central Bank’s decision

in respect of Criteria's group minimum capital requirements, after obtaining the results of the supervisory review evaluation process (SREP), as well as the Bank of Spain's decision on the capital buffer required due to Criteria's status of "other systemically important institution" ("OSII").

These decisions require that Criteria's group maintain a minimum Common Equity Tier 1 (CET1) ratio of 7.375% in 2017, on a consolidated basis, including a minimum 4.50% required under Pillar 1, a minimum 1.50% required under Pillar 2, a minimum 1.25% capital conservation buffer (2.50% to be phased in over a period of four years, to 2019) and a minimum OSII capital buffer of 0.125% (0.25% to be phased in over a period of four years to 2019).

In addition, Criteria's group is required to maintain a total capital ratio (phase-in) of 10.875% in 2017, with the same components as the CET 1 ratio described above, except that the minimum ratio of total capital required under Pillar 1 totals 8%.

Such decisions involve that a consolidated phase-in CET1 ratio of 7.375% in 2017 would trigger the maximum distributable amount limit, which would limit, if applicable, Criteria's distributions of dividends, variable remuneration and coupon payments of instruments representing additional Tier 1 capital.

- The Significant Event Notice registered on 1 December 2016 with registry number 245682 pursuant to which Criteria announced the execution of two shareholders' agreements with G3T, S.L. and BCN Godia, S.L.U., respectively, in relation to their shareholdings in Abertis Infraestructuras, S.A., in accordance with article 531 of the Spanish Companies Act.

The Significant Event Notices registered on 13 December 2016 with registry numbers 245966 and 245972 pursuant to which Criteria announced the approval, launching and closing of an accelerated book building offering (the "**December Offering**") of 100,000,000 shares representing approximately 1.7% of the share capital of CaixaBank, S.A. ("**CaixaBank**") addressed to institutional and qualified investors. J.P. Morgan Securities PLC and Morgan Stanley & Co. International plc were appointed as managers of the December Offering (the "**Managers of the December Offering**") and waived Criteria's lock-up obligation in respect of CaixaBank's shares

undertaken in a previous accelerated book building offer of CaixaBank's shares carried out in September 2016. In the context of the December Offering, Criteria assumed vis-à-vis the Managers of the December Offering a 60 day lock-up undertaking over CaixaBank's shares and any other securities referenced thereto. The 100,000,000 shares of CaixaBank were sold for a total amount of EUR 315 million.

- The Significant Event Notice registered on 19 December 2016 with registry number 246216 pursuant to which Criteria communicated the amendment of certain information included in its 2015 Information of Prudential Relevance (Pillar 3) published on 29 April 2016 by means of the Significant Event Notice (registry number 238059).
- The Significant Event Notice registered on 19 January 2017 with registry number 247286 pursuant to which Criteria communicated the distribution of reserves for an amount of EUR 100,000,000 to its sole shareholder (Patronato de la Fundación Bancaria Caixa d'Estalvis i Pensions de Barcelona "*la Caixa*").
- The Significant Event Notices registered on 6 February 2017 with registry numbers 247936 and 247939 pursuant to which Criteria communicated the approval, launching and closing of an accelerated book building offering (the "**February Offering**") of 318,305,355 shares representing approximately 5.322% of the share capital of CaixaBank addressed to institutional and qualified investors. Barclays Bank plc, Citigroup Global Markets Limited, J.P. Morgan Securities PLC, Merrill Lynch International and Morgan Stanley & Co. International plc were appointed as managers of the February Offering (the "**Managers of the February Offering**"). The Managers of the December Offering waived Criteria's lock-up obligation in respect of CaixaBank's shares undertaken in the December Offering. In the context of the February Offering, Criteria assumed vis-à-vis the Managers of the February Offering a 90 day lock-up undertaking over CaixaBank's shares and any other securities referenced thereto. The 318,305,355 shares of CaixaBank were sold for a total amount of approximately EUR 1,069 million.

- The Significant Event Notice registered on 27 February 2017 with registry number 248667 pursuant to which Criteria published its Annual Corporate Governance Report for the year 2017.
- The Significant Event Notice registered on 16 March 2017 with registry number 249652 pursuant to which Criteria announces the appointment of Mr. Eugenio Gay Montalvo as a member of the Board of Directors, for the statutory period of 4 years.
- The Significant Event Notice registered on 17 March 2017 with registry number 249716 pursuant to which Criteria regrets to report the termination by decease of Mr. Salvador Gabarró Serra as Deputy Chairman III of Criteria Caixa's Board of Directors and member of the Audit and Control Committee.

3.2 Annual Consolidated Financial Statements

The annual consolidated financial statements of Criteria for the year ended 31 December 2016 as well as the auditors' report (which includes no reservations from the auditors) are available on the websites of the CNMV (www.cnmv.es) and Criteria (www.criteria.com). Moreover, an English translation of this information is also available on Criteria's website (www.criteria.com). By means of this Supplement, the annual consolidated financial statements of Criteria for the year ended 31 December 2016, submitted to the CNMV, 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 11 April 2017.

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

By

Mr. Marcelino Armenter Vidal

Managing Director