

SECOND SUPPLEMENT DATED 15 MARCH 2024 TO THE BASE PROSPECTUS DATED 11 JULY 2023, AS SUPPLEMENTED ON 3 AUGUST 2023



CRITERIA CAIXA, S.A., SOCIEDAD UNIPERSONAL
(incorporated with limited liability in The Kingdom of Spain)

EUR 2,000,000,000

Euro Medium Term Note Programme

This supplement (the “**Supplement**”) to the Base Prospectus dated 11 July 2023, as supplemented on 3 August 2023 (the “**Base Prospectus**”), constitutes a supplement pursuant to Article 23(1) of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) and is prepared in connection with the €2,000,000,000 Euro Medium Term Note Programme (the “**Programme**”) established by Criteria Caixa, S.A., Sociedad Unipersonal (the “**Issuer**”, “**Criteria**” and “**CriteriaCaixa**”).

Terms defined in the Base Prospectus have the same meaning when used in this Supplement. This Supplement is supplemental to, and should be read in conjunction with, the Base Prospectus.

The Base Prospectus as supplemented by this Supplement constitutes a base prospectus for the purpose of Article 8 of the Prospectus Regulation and was approved in Ireland by the Central Bank of Ireland in its capacity as competent authority under the Prospectus Regulation for the approval of the Base Prospectus. The Central Bank of Ireland only approves this Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation and, therefore, such approval should not be considered as an endorsement of the Issuer nor as an endorsement of the quality of any Notes. Investors should make their own assessment as to the suitability of investing in the Notes.

The Issuer accepts responsibility for the information contained in this Supplement. The information contained in this Supplement is, to the best of the knowledge of the Issuer, in accordance with the facts and this Supplement contains no omission likely to affect the import of such information.

This Supplement has been produced for the purposes of supplementing the sections entitled (i) “*Important Notices*” (page 2 of the Base Prospectus); (ii) “*Risk Factors*” (page 11 et seq. of the Base Prospectus); (iii) “*Information Incorporated by Reference*” (page 29 of the Base Prospectus) in order to incorporate by reference into the Base Prospectus the consolidated financial statements of the Issuer for the year ended 31 December 2023, together with the auditor’s report and the consolidated management report thereon and the standalone financial statements of the Issuer for the year ended 31 December 2023, together with the auditor’s report and the standalone management report thereon; (iv) “*Description of the Issuer*” (page 84 et seq. of the Base Prospectus); and (v) “*General Information*” (page 119 et seq. of the Base Prospectus).

With effect from the date of this Supplement, the information set out in, or incorporated by reference into, the Base Prospectus shall be amended and/or supplemented, as the case may be, in the manner described below.

Save as disclosed in this Supplement, there has been no other significant new factor and there are no material mistakes or inaccuracies relating to information included in the Base Prospectus which may affect the assessment of Notes issued under the Programme since the publication of the Base Prospectus.

To the extent that there is any inconsistency between (i) any statement in this Supplement and (ii) any other statement in or incorporated by reference into the Base Prospectus, the statements referred to in (i) above will prevail.

A copy of this Supplement and the document incorporated by reference will be available on the website of the Issuer (www.criteriacaixa.com) and a copy of this Supplement will be available on the website of Euronext Dublin (<https://live.euronext.com/>).

IMPORTANT NOTICES

The text set out below shall amend, by virtue of this Supplement, in its entirety the last paragraph under the sub-section entitled “Alternative performance measures” in the section entitled “Important Notices” on page 5 of the Base Prospectus:

“Investors should carefully consider the financial statements incorporated by reference in this Base Prospectus. For an explanation and reconciliation of these APMs, see section entitled “*Alternative Performance Measures*” on pages 32 to 41 of the 2023 consolidated management report to the Issuer’s audited consolidated financial statements for the year ended 31 December 2023 (the “**2023 Consolidated Management Report**”), pages 25 to 33 of the 2023 standalone management report to the Issuer’s audited standalone financial statements for the year ended 31 December 2023 (the “**2023 Standalone Management Report**”), pages 34 to 43 of the 2022 Consolidated Management Report, pages 28 to 37 of the 2022 Standalone Management Report, pages 21 to 28 of the interim management report included in the H1 2023 Interim Financial Report, pages 33 to 41 of the 2021 Consolidated Management Report and pages 26 to 34 of the 2021 Standalone Management Report.”

RISK FACTORS

The text set out below shall amend, by virtue of this Supplement, in its entirety the risk factor entitled “Risks arising from unfavourable global economic conditions” in the sub-section entitled “2. Risks related to the economy” under the section entitled “(I) Risks relating to the Issuer” of the section “Risk Factors” on pages 13 to 14 of the Base Prospectus:

“Risks arising from unfavourable global economic conditions

Criteria is indirectly exposed to the economic conditions in which its investees operate and any downturn in the economy which affects its investees could therefore affect Criteria’s profitability as a result of a decrease in the value of CriteriaCaixa’s interests in such investees or lower levels of dividend payouts.

According to the latest International Monetary Fund projections (source: World Economic Outlook January 2024), global growth is expected to remain stable, staying at 3.1% and 3.2% in 2024 and 2025, respectively. While, in the last quarter of 2023, gross domestic product (“GDP”) in Spain increased by 0.6% when compared with the previous quarter (source: *Instituto Nacional de Estadística de España*), there can be no assurance that such growth in GDP will continue.

As at the date of this Supplement, there is a higher than usual degree of uncertainty in the current economic context, mainly due to the heightened geopolitical tensions following Russia’s invasion of Ukraine or the Israel-Hamas conflict, which have exacerbated inflationary pressures and volatility in commodity and financial markets. This has resulted in inflation rates higher than those seen for several decades, tightening monetary policies and a further slowdown in global economic growth.

Following Russia’s invasion of Ukraine that started on 24 February 2022, economies around the world, including the United States, the European Union and the United Kingdom, announced the imposition of comprehensive trade sanctions targeting Russian individuals, companies and institutions. Such sanctions, as well as the countersanctions imposed by Russia, have resulted in a significant reduction in trading volumes between these economies and Russia, which has led increased commodity prices on global markets for oil, natural gas and wheat, among other products.

The current economic context is likely to continue to have an adverse effect on business and consumer confidence and the global economy generally. There is a risk that lower business activity and an energy-fuelled inflation shock could result in higher unemployment rates and lower global economic growth. On 7 March 2024, the European Central Bank (“ECB”) decided to keep the three key ECB interest rates unchanged from its last increase, which entered into effect on 20 September 2023 and which represented a 25 basis points increase to 4%. Further, the ECB has indicated that its future decisions will ensure that the policy rates will be brought to sufficiently restrictive levels to achieve a timely return of inflation to the 2% medium-term target.

In the current uncertain economic environment, a further risk is that regulatory authorities and governments may enforce tightening monetary policies which are not sufficiently strong to meet specified inflation rates or ranges within a specified time frame, which in turn may have long-term economic costs and reduce the credibility of central banks. Alternatively, given the generally long and variable lags in the transmission of monetary policy to the economy, tightening monetary policies may be excessive and consequently lead to a sharper-than-expected slowdown. An additional risk which may arise from Russia’s invasion of Ukraine or the Israel-Hamas conflict, as well as the geopolitical tensions and sanctions related to the conflict, is that further energy and food prices shocks may result in inflation remaining high and above target for an extended period.

Any prolonged economic downturn, as a result of Russia’s invasion of Ukraine or the Israel-Hamas conflict and related geopolitical tensions or otherwise, negatively affects, among other things, business and consumer confidence, economic activity levels, unemployment trends, availability of financing (which, in turn, leads to a deterioration in credit and financing conditions) and a downward trend in asset values.

Any of the above factors as well as their unpredictable outcome, scale and duration, could result in CriteriaCaixa’s investees distributing lower levels of dividends or no dividends to CriteriaCaixa or in a decrease in the value of CriteriaCaixa’s interest in such investees, and, consequently, could adversely affect CriteriaCaixa’s business, financial position and results of operations.”

INFORMATION INCORPORATED BY REFERENCE

The information set out below shall be deemed, via this Supplement, to be incorporated by reference into, and to form part of, the Base Prospectus.

To that end, and by virtue of this Supplement, the following documents shall be added in the section entitled “Information Incorporated by Reference” as a new paragraphs (6) and (7) in the list of documents on page 29 of the Base Prospectus as follows:

“6. English language translation of the Issuer’s audited consolidated financial statements prepared in accordance with IFRS-EU (including the English language translation of the independent auditor’s report thereon) for the financial year ended 31 December 2023 together with the 2023 Consolidated Management Report (available on the Issuer’s website at https://www.criteriacaixa.com/wp-content/uploads/2024/03/CAA_CriteriaCaixa_2023_consolidadas_ENG.pdf .

7. English language translation of the Issuer’s audited standalone financial statements as of and for the year ended 31 December 2023 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’s report and the 2023 Standalone Management Report (available on the Issuer’s website at https://www.criteriacaixa.com/wp-content/uploads/2024/03/CAA_CriteriaCaixa_2023_inviduales_ENG.pdf .”

DESCRIPTION OF THE ISSUER

The text set out below shall amend, by virtue of this Supplement, the sub-section entitled “Board of Directors of CriteriaCaixa” in the section entitled “1.3.1 Members of Administration, Management and Supervision bodies” under the section of the Base Prospectus entitled “Description of the Issuer” on pages 96 and 97 of the Base Prospectus, as follows:

“Board of Directors of CriteriaCaixa

As at the date of this Supplement, the members of the Board of Directors are:

Name	Position	Type of director	Executive/Non-executive	Last date of appointment	Termination of appointment
Isidre Fainé Casas	Chairman	Shareholders’ representative (dominical)	Non-executive	15/02/2024	15/02/2028
Juan José López Burniol	First Deputy Chairman	Shareholders’ representative (dominical)	Non-executive	06/07/2020	06/07/2024
Javier Godó Muntañola	Second Deputy Chairman	Shareholders’ representative (dominical)	Non-executive	06/07/2020	06/07/2024
Ángel Simón Grimaldos	Chief Executive Officer	Executive	Executive	15/02/2024	15/02/2028
Enrique Alcántara-García Irazoqui	Director	Independent	Non-executive	17/03/2020	17/03/2024
José Antonio Asiáin Ayala	Director	Independent	Non-executive	15/02/2024	15/02/2028
Marcos Contreras Manrique	Director	Independent	Non-executive	15/02/2024	15/02/2028
Jean-Louis Chaussade	Director	Independent	Non-executive	15/02/2024	15/02/2028
Isabel Estapé Tous	Director	Shareholders’ representative (dominical)	Non-executive	15/02/2024	15/02/2028
Eugenio Gay Montalvo	Director	Shareholders’ representative (dominical)	Non-executive	04/02/2021	04/02/2025
Josep-Delfí Guàrdia Canela	Director	Independent	Non-executive	15/02/2024	15/02/2028
Francesc Homs Ferret	Director	Shareholders’ representative (dominical)	Non-executive	15/02/2024	15/02/2028
Juan Manuel Negro Balbás	Director	Independent	Non-executive	01/12/2020	01/12/2024
Asunción Ortega Enciso	Director	Shareholders’ representative (dominical)	Non-executive	19/01/2023	19/01/2027
Montserrat Trapé Viladomat	Director	Independent	Non-executive	17/03/2020	17/03/2024

The position, type of director and its condition as executive/non-executive of all the directors listed above comply with Article 529(12) 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

As at the date of this Supplements, the members of the Executive Committee are:

Name	Position
Isidre Fainé Casas	Chairman
Ángel Simón Grimaldos	Director
José Antonio Asiáin Ayala	Director
Marcos Contreras Manrique	Director
Juan José López Burniol	Director

Audit and Control Committee of CriteriaCaixa

As at the date of this Supplement, the members of the Audit and Control Committee are:

Name	Position
Josep Delfí Guàrdia Canela	Chairman
Marcos Contreras Manrique	Director
Francesc Homs Ferret	Director
Montserrat Trapé Viladomat	Director

Appointments and Remuneration Committee of CriteriaCaixa

As at the date of this Supplement, the members of the Appointments and Remuneration Committee are:

Name	Position
José Antonio Asiáin Ayala	Chairman
Jean Louis Chaussade	Director
Isabel Estapé Tous	Director
Juan José López Burniol	Director

Isidro Fainé Casas:

Born in Manresa, 1942.

Mr. Fainé is chairman of the Board of Trustees of Fundació Bancaria Caixa d'Estalvis i Pensions de Barcelona, "la Caixa" and of its Executive Committee, and chairman of the Board of Directors of CriteriaCaixa and of its Executive Committee. He is also chairman of the Board of Directors of Inmo Criteria Caixa, S.A.U., honorary chairman of Naturgy Energy Group, S.A., vice-chairman of the Board of Directors of Telefónica, S.A., and special advisor of the Board of The Bank of East Asia.

He holds a Doctorate Degree in Economic Sciences from the University of Barcelona, an ISMP in Business Administration from Harvard University, and a post graduate degree in Senior Management at IESE. He is an academic at the Royal Academy of Economic and Financial Sciences (Real Academia de Ciencias Económicas y Financieras) and at the Royal European Academy of Doctors (Real Academia Europea de Doctores).

Mr. Fainé began his professional banking career as director of Investment at Banco Atlántico in 1964 and was appointed managing director of Banco de Asunción in Paraguay in 1969. On his return to Barcelona, he held various management positions in financial institutions: staff director at Banca Riva y García (1973), Board member and managing director of Banca Jover (1974) and managing director of

Banco Unión (1978). In 1982, he joined “la Caixa” as deputy-general director, subsequently taking on various positions of responsibility. In April 1991, he was appointed assistant executive managing director and in 1999, managing director of the entity, and assumed the Chair position in June 2007 until June 2014. Mr. Fainé served as chairman of CaixaBank, S.A. from 2011 until his resignation as a member of the Board of Directors in 2016 and as member of Suez, S.A. from October 2014 until October 2020.

He is currently the chairman of the Spanish Confederation of Savings Banks (CECA), of the Saving Banks Foundation (Funcas) and of the World Savings Banks Institute (WSBI) and vice-chairman of the European Savings Banks Group (ESBG).

He is also chairman of the Spanish Confederation of Directors and Executives (CEDE) and of the Spanish Chapter of the Club of Rome. He is vice-chairman of the Royal Academy of the Economic and Financial Sciences and founder of Círculo Financiero. Mr. Fainé is also a member of the Board of Trustees of the Prado Museum, trustee of the Carlos Slim Foundation and has been acknowledged with the 2018 Forbes Philanthropy Award.

Juan José López Burniol

Born in Alcanar, 1945.

First deputy Chairman of the Board of Directors of CriteriaCaixa since January 2024, member of the Board of Directors of CriteriaCaixa since June 2014, member of the Appointments and Remunerations Committee since its creation in 2014 and member of the Executive Committee since its creation in March 2019. He is a trustee of the Fundació Bancaria Caixa d’Estalvis i Pensions de Barcelona, “la Caixa” since June 2014.

Graduate in Law (University of Navarra). His activities are focused in four areas: professional, as notary (currently retired); institutional, as member of several institutions; academic, as Law professor, and journalist, as frequent collaborator of several publications.

He worked as a notary from 1971 to 2015. He was Dean of the Association of Notaries of Catalonia (1987-1990) and vice-chairman of the General Council of Notaries (1987-1990).

He has also served as a judge on the High Court of the Mitra de Andorra (1987-1993), and judge and first president of the Constitutional Court of the Principality of Andorra (1993-2001). A member of the Legal Advisory Commission of the Government of Catalonia (1998-2005) and chairman of the Social Council of the University of Barcelona (2004-2007).

Moreover, he has also lectured as a professor of Civil Law at the National University of Distance Education (1977-1982), at the Autonomous University of Barcelona (1982-1990) and at the Pompeu Fabra University (1990-2000).

He was appointed general counsel for the Assembly of Caixa d’Estalvis i Pensions de Barcelona, “la Caixa” on behalf of ESADE, from April 2005 until June 2014, and was a member of the Board of Directors of Caixa d’Estalvis i Pensions de Barcelona, “la Caixa” and trustee of the “la Caixa” Foundation during the same period. He was also a member of the Board of Directors of CaixaBank, S.A. from 2011 to 2016 and of the Board of Directors of Abertis Infraestructuras, S.A. from 2015 to 2018.

He is currently the third vice-chairman of Inmo Criteria Caixa, S.A.U. and member of the Board of Directors of Saba Infraestructuras, S.A. and Icària, Iniciatives Socials, S.A.L.

He has also been a regular contributor, at various stages, for the newspapers “La Vanguardia”, “El Periódico”, “El País” and “El Punt-Avui”, “TV3”, “8tv” and “Catalunya Ràdio”. He was chairman of “Tribuna Barcelona” from 1995 to 2005.

Ángel Simón Grimaldos

Born in Manresa, 1957.

CEO and member of the of the Board of Directors and the Executive Committee of CriteriaCaixa since February 2024.

He graduated as a civil engineer from the Polytechnic University of Barcelona (now the Polytechnic University of Catalonia).

He began his career as a manager in the Barcelona Metropolitan Area. In 1995, he joined the Agbar Group as its representative in Portugal and, subsequently, as the International General Manager of the Water and Wastewater Sector. In 1999, he moved to Chile to take up the position of General Manager of Aguas Andinas, S.A. In 2002, he returned to Barcelona when he was appointed General Manager of Aigües de Barcelona. From 2010 to 2024, he was Chairman of the Agbar Group. From 2013 to 2022, he was Executive Deputy Chairman of Suez, in charge of Southern Europe and Latin America. From 2022 to January 2024, he was Senior Vice President Iberia & Latam at Veolia.

During his career, he has held, among others, the positions of Third Deputy Chairman of the Barcelona Chamber of Commerce, Chairman of the Spanish-Chilean Committee of the High Council of Chambers of Commerce, Industry and Navigation of Spain, member of the Executive Committee and of the Board of Directors of the Cercle d'Economia and Chairman of the Urbs y Territorio Ildefons Cerdà Foundation.

He is also currently Chairman of Aigües de Barcelona, a member of the Board of Directors of Inmo Criteria Caixa, S.A.U., a member of the Advisory Board of Foment del Treball Nacional and a member of the Business Advisory Board for the Spanish Confederation of Business Organisations (CEOE).

He has also received numerous professional accolades and acknowledgements, such as the Ildefons Cerdà Medal from the Association of Civil Engineers of Catalonia (2008); the Medal of Professional Merit (2010) and the Medal of Honour (2017) from the Association of Civil Engineers; the Medal of Honour as Businessperson of the Year (2020) from Foment del Treball Nacional; and the Medal for Career Achievements (2023) awarded by the Association of Civil Engineers Roads Foundation.

Montserrat Trapé Viladomat

Born in Manresa, 1960.

Member of the Board of Directors of CriteriaCaixa since April 2020. Member of the Audit and Control Committee since January 2024.

Degree in Law from the UNED. In 1985, she joined the Special Management Division (Spanish Ministry of Finance) after completing the corresponding countrywide examination. In 1986, she joined the Body of Spanish Finance Inspectors. She is an auditor and member of the Official Register of Auditors.

She held various positions in the Spanish Ministry of Economy and Finance, in her capacity as inspector of State Finance, primarily the following: unit chief in the Special Delegation of the AEAT of Catalonia (1987-1993), chief of the Unit of International Taxation of the AEAT of Catalonia (1994-1997), deputy regional chief of the AEAT of Catalonia (1997-2001) and deputy Head of International Taxation and Taxation of Non-residents in the National Inspection Office (2001-2007).

She was also the delegate of Spain in the OECD's Committee on Fiscal Affairs (1995-2007) and vice-president of the EU Joint Transfer Pricing Forum (2002-2007). Likewise, she has participated in several consulting projects in various Latin American countries.

In 2007, she joined KPMG, a firm where she held various positions until September 2020, such as Transfer Pricing partner, Tax and Legal partner of Catalonia and the Balearic Islands, and partner responsible for International Taxation and M&A of KPMG Abogados España. She was also a member of the Board of Directors, and of the Audit and Risk Committee and of the Appointments and Remuneration Committee of KPMG Spain. From 2009 to 2014, she was the lead partner of the Transfer Pricing Area in Europe.

She is currently an independent director of Meliá Hotels International, S.A. and chairwoman of the Tax Compliance Committee of Cellnex Telecom, S.A.

She is on the list of independent experts to be a member of the Expert Advisory Group to the European convention on international commercial arbitration, having participated in several international arbitration cases. She is a member of the Legal Committee of Foment del Treball, of the Spanish Directors' Association (AED) and of the Women Corporate Directorate (WCD) foundation, of which she was co-chair of the Spanish Chapter. She is a visiting scholar at ESADE, a lecturer on the Specialisation Course for Directors at Sagardoy Business and Law School, and a regular speaker at international specialised events. She was a visiting scholar in the Master's in Taxation at the Universidad de Barcelona and a collaborating professor at the Universidad Internacional de Cataluña.

She has participated in multiple programmes and seminars and she is the author of various publications on tax matters, including Convenios Fiscales. She has received various awards and distinctions and has been on the list of "Best Lawyers" in Spain list and has been recognised at the Chambers Europe Awards. She was also voted Best Lawyer in Spain by Economist & Iuris (2017) and received the Alumni Award from the International University of Catalonia (2019).

Senior Management of CriteriaCaixa

As at the date of this Base Prospectus, the members of the Senior Management Committee are:

Name	Position	Principal activities outside CriteriaCaixa
Ángel Simón Grimaldos	Chief Executive Officer	Please see "–Principal activities engaged in by those persons outside CriteriaCaixa where these are significant with respect to the Issuer" above
Javier José Paso Luna	Deputy General Manager	
Xavier Moragas Freixa	Chief Financial Officer	Sole Director of Caixa Assistance, S.A.U., Club Caixa I, S.A.U., Grup Caixa, S.A.U., Proyecto Luciérnaga, S.A.U. and Green Smoke, S.L.U.
Óscar Valentín Carpio Garijo	Chief Executive Officer of the Real Estate Business	Director of Saba Infraestructuras, S.A., CEO of Inmo Criteria Caixa, S.A., Representative of a Director of Els Arbres de la Tardor, S.L., Representative of the Sole Director of Inmo Criteria Arrendamiento, S.L.U., Representative of the Sole Director of Inmo Criteria Arrendamiento II, S.L.U., Representative of the Sole Director of Inmo Criteria Arrendamiento III, S.L.U., Representative of the Sole Director of Inmo Criteria Patrimonio, S.L., Representative of the Sole Director of Caixa Podium I, S.A.U. and Representative of the Sole Director of Infinitum Resort, S.A.U.

Name	Position	Principal activities outside CriteriaCaixa
Antonio Basolas Tena	Transformation Manager	Chief Executive Officer of Caixa Capital Risc, S.G.E.I.C., S.A.
Adolfo Feijóo Rey	Deputy Secretary of the Board of Directors / General Counsel	Deputy Secretary of the Board of Trustees of Fundació Bancaria Caixa d'Estalvis i Pensions de Barcelona, "la Caixa" Secretary of the Board of Directors of Inmo Criteria Caixa, S.A., Director and Secretary of the Board of Directors of Saba Infraestructuras, S.A.
Jordi Morera Conde	Head of Banking Investments Department	Director of Inbursa, Trustee of Fundació Victoria de los Ángeles
Estefanía Collados López de María	Head of Industrial and Services Investments Department	Director of Saba Infraestructuras, S.A.
Felipe Matías Caviedes	Head of Industrial Investments Department	Representative of a Director of Mealfood Europe, S.L. and Joint Director of l'Assegurança de l'Hospitalet Med. En Seguros, S.L.
Avelino Hernández Garfella	Head of the Research and Strategic Planning Department	

There are no other administrative, management and supervisory bodies.

The text set out below shall amend, by virtue of this Supplement, in its entirety the section entitled "1.8. Dividends paid to the sole shareholder" under the section of the Base Prospectus entitled "Description of the Issuer" on page 109 of the Base Prospectus, as follows:

"In 2023, the Issuer distributed an aggregate total amount of EUR400 million charged against its share premium, according to the following calendar:

- 16 February 2023: EUR60 million paid on 17 March 2023.
- 27 April 2023: EUR80 million paid on 31 May 2023.
- 15 June 2023: EUR70 million paid on 28 July 2023.
- 21 September 2023: EUR110 million paid on 16 October 2023.
- 14 December 2023: EUR80 million paid on 15 December 2023."

GENERAL INFORMATION

The text set out below shall amend, by virtue of this Supplement, in its entirety the sub-section entitled “Significant/Material Change” in the section entitled “General Information” on page 119 of the Base Prospectus:

“Significant/Material Change

3. Since 31 December 2023, there has been no material adverse change in the prospects of the Issuer.
4. Since 31 December 2023, there has been no significant change in the financial position or financial performance of the Issuer or the Group.”