



**Announcement of the common draft terms of merger by absorption of CATALUNYA BANC, S.A. by BANCO BILBAO VIZCAYA ARGENTARIA, S.A. for the purposes of complying with the provisions of Article 51 of the Law on structural modifications of companies**

For the purposes of complying with the provisions of Article 51 of Law 3/2009, of April 3, on structural modifications of companies ("**Law 3/2009**"), it is announced that the common plan of merger by absorption of Catalunya Banc, S.A. (the "**Absorbed Company**" or "**CX**") by Banco Bilbao Vizcaya Argentaria, S.A. (the "**Absorbing Company**" or "**BBVA**"), drawn up by the Boards of Directors of both companies (the "**Common Plan of Merger**") and approved by the Board of Directors of BBVA for the purposes of the provisions of Article 51 of Law 3/2009, have been inserted on the corporate website of BBVA ([www.bbva.com](http://www.bbva.com)) and of CX ([www.catalunyacaixa.com](http://www.catalunyacaixa.com)), with the possibility to download and print them, on April 1, 2016.

Information is given regarding the right of the shareholders of BBVA and of the creditors of both companies, BBVA and CX, to examine at the registered office and to consult on this corporate website the Common Plan of Merger, the relevant reports of the directors of BBVA and CX, the report on the Common Plan of Merger of the independent expert appointed for such purpose by Bizkaia Mercantile Registry, the financial statements and the management reports of the last three financial years, which include the merger balance sheets as of December 31, 2015, together with the relevant auditors' reports, the bylaws in force of BBVA and of CX and the list of the members of the Boards of Directors of BBVA and of CX, as well as the date from which they hold their offices.

In addition, the right of the shareholders of BBVA who represent at least 1% of the capital stock to demand the holding of a Shareholders' Meeting to approve the merger in the terms provided in the Law is placed on record. The right of the creditors of the companies involved in the merger to oppose it within the period and under the terms provided in the Law is also placed on record.

April 8, 2016.

*The English version is a translation of the original in Spanish for information purposes only. In the event of discrepancy, the Spanish original will prevail.*