

BANCO BILBAO VIZCAYA ARGENTARIA, S.A.
GENERAL MEETING REGULATIONS

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

ARTICLE 1. THE GENERAL MEETING

The General Meeting is the sovereign corporate governing body and its resolutions are binding on all shareholders.

ARTICLE 2. CATEGORIES OF GENERAL MEETINGS

General Meetings of Shareholders may be annual or extraordinary.

The annual General Meeting, convened as such, will necessarily meet within the first six months of each year. It will give approval, where forthcoming, to the corporate management, the financial statements for the previous year and resolve as to the allocation of profits or losses. It will also be able to resolve on any other matter on the agenda or allowed by law, within the scope of its powers, provided that the General Meeting is attended by the number of shareholders and the percentage of capital required by law or the Company Bylaws in each case.

Any other General Meetings held by the Company will be considered extraordinary General Meetings.

ARTICLE 3. POWERS OF THE GENERAL MEETING

Pursuant to the provisions of the law and the Company Bylaws, the General Meeting of Shareholders has the following powers:

- i) To amend the Company Bylaws and to confirm and/or rectify the Board of Directors' interpretation of them.

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.

GENERAL MEETING REGULATIONS

- ii) To determine the number of seats on the Board of Directors, appoint, re-elect and dismiss Board members, and ratify or revoke appointments by co-option made by the Board of Directors.
- iii) To increase or reduce the share capital, conferring authority, where appropriate, on the Board of Directors to indicate, within a maximum period, pursuant to law, the date or dates of such increase or reduction. The Board of Directors may enforce all or part of this authority or even refrain from enforcing it in consideration of market conditions, the situation of the Company itself or of any fact or event of social or economic importance that may make this advisable. It will report on its decision at the first General Meeting held when the period set for its enforcement has elapsed.
- iv) To confer authority on the Board of Directors to increase share capital as laid down by law. When the General Meeting confers such authority it may also grant powers to exclude the right of pre-emptive subscription over the share issues referred to in the authority, pursuant to the terms and the requirements laid down by law.
- v) To confer authority on the Board of Directors to amend the nominal value of shares representing the share capital, re-wording article 5 of the Company Bylaws.
- vi) To issue debentures or other securities recognising or creating debt and are convertible into shares, being also able to delegate to the Board of Directors the power to make such issues as well as exclude or limit the

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.

GENERAL MEETING REGULATIONS

pre-emptive subscription rights, all in the terms and under the requirements laid down by Law.

- vii) To examine and approve the annual financial statements, the proposed allocation of profits or losses and the corporate management of each corresponding year, and the consolidated financial statements, where applicable.
- viii) To appoint, re-elect and dismiss the auditors.
- ix) To approve the acquisition, disposal or allocation of essential assets to another company. An asset is presumed essential whenever the amount of the transaction exceeds 25% of the value of the assets that appear in the last approved balance sheet.
- x) To approve the transformation, merger, spin off, global assignment of assets and liabilities, dissolution and offshoring of the registered office.
- xi) To approve the transfer to subsidiaries of essential activities previously undertaken by the Company itself, even if the Company retains full control of the subsidiaries. Activities are presumed essential whenever the volume of the transaction exceeds 25% of the total assets on the balance sheet.
- xii) To approve transactions that are equivalent to the Company's liquidation.
- xiii) To approve the final liquidation balance sheet.

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.

GENERAL MEETING REGULATIONS

- xiv) To approve the Directors' remuneration policy in the terms established by Law.
- xv) To pronounce on any other matter reserved for the General Meeting by legal provision or by the Company Bylaws.
- xvi) To approve its Regulations and any later amendments, pursuant to the Board of Director's proposals.

ARTICLE 4. NOTICE OF MEETING

General Meetings will be called at the initiative of and according to the agenda determined by the Board of Directors, which must necessarily call them whenever it deems this necessary or advisable for the Company's interests, and in any case on the dates or in the periods determined by law and the Company Bylaws.

A General Meeting must also be called if requested by one or several shareholders representing at least three per cent of the share capital. The request must expressly state the matters to be dealt with. In such event, the Board of Directors must call the General Meeting so that it is held within the legally established period as of the date on which the Board of Directors is served duly attested notice to call it. The agenda must without fail include the matters to which the request for a Meeting referred.

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.

ARTICLE 5. PUBLICATION OF THE NOTICE OF MEETING

Annual and Extraordinary General Meetings must be called within the notice period required by law. This will be done by means of an announcement published by the Board of Directors or its proxy in the Official Gazette of the Companies Registry (BORME) or one of the highest-readership daily newspapers in Spain, within the notice period required by law, as well as being disseminated on the CNMV (securities exchange authority) website and the Company website, except when legal provisions establish other media for disseminating the notice.

The announcement will indicate the date, time and place of the Meeting and its agenda, which will state all the matters that the Meeting will cover, and any other references that may be required by law.

The announcement will also state the date on which the General Meeting will be held at second summons. At least twenty-four hours must be allowed to elapse between the Meetings held at first and second summons.

The General Meeting announcement will also state the date on which shareholders must have registered their shares in their name in order to be able to take part and vote at the General Meeting; the place and the form in which to obtain the complete transcription of the proposed resolutions, the reports and other documents required by law and by the Company Bylaws, as well as the address of the Company website where the information will be available.

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.

GENERAL MEETING REGULATIONS

Once the announcement has been published and until the date on which the General Meeting is held, the Company website will contain the documents relating to the General Meeting, including the announcement giving notice of meeting, the total number of shares and voting rights on the date of the notice of meeting, the documents and reports that will be presented to the General Meeting, the complete transcription of the proposed resolutions, the identity, curriculum and category of any Directors whose appointment, ratification or re-election has been proposed and any related proposals and reports required by law, the forms to be used for proxy and remote voting, and any relevant information that shareholders may need to issue their vote and any information required by applicable legislation.

It will also include necessary details regarding shareholder information services, indicating telephone numbers, e-mail addresses, offices and opening hours.

Moreover, where applicable, information will be provided on how to follow or attend the General Meeting over remote media, when this has been established, in accordance with the Company Bylaws. Information on anything else considered useful or convenient for the shareholders for such purposes will also be included.

Pursuant to applicable legislation, the Company will establish an Online Shareholders Forum on its website on the occasion of each General Meeting, providing duly secured access both for individual shareholders and any voluntary associations of shareholders that may be set up, in order to

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.

facilitate their communication in the run-up to the General Meeting. Shareholders may post proposals on the Online Forum that they intend to present as supplements to the agenda announced in the notice of meeting, requests to second such proposals, initiatives to reach the threshold for minority rights established by law, and offers or requests for voluntary proxy.

ARTICLE 5 BIS. SUPPLEMENT TO THE NOTICE OF MEETING AND NEW RESOLUTION PROPOSALS

Shareholders representing at least three per cent of the share capital may request publication of a supplement to the notice of meeting for an Annual General Meeting, including one or more items on the agenda, providing the new items are accompanied by substantiation of their grounds or, where appropriate, a duly substantiated proposed resolution. The right to do this may be enforced by duly attested notification to the Bank's registered office within five days after the notice of meeting is published. The supplement to the notice of meeting must be published at least fifteen days prior to the date on which the General Meeting is scheduled.

Shareholders representing at least three per cent of the share capital may, within the same period established in the previous section, present duly substantiated proposals of resolutions on matters already included or that must be included in the agenda of the General Meeting being convened. The Company will ensure that these proposed resolutions and the documents that may be attached to them are disseminated amongst the other shareholders.

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.

ARTICLE 6. SHAREHOLDERS' RIGHT TO INFORMATION PRIOR TO THE GENERAL MEETING

Until the fifth day before the date for which the General Meeting is scheduled, shareholders may ask the Board for information or clarification, or submit written questions regarding the matters on the agenda. Within the same period, shareholders may send in written request for any clarification they deem necessary regarding the publicly accessible information that the Company has filed with the CNMV (securities exchange authority) since the last General Meeting was held and regarding the auditor's report. Once this period has elapsed, shareholders are entitled to request information and clarification and ask questions during the General Meeting in the form established by article 18 of these Regulations.

Provided that it complies with the time frame and scope requirements established in the Law and this Regulation, the requested information shall be provided in writing to the requester by the Shareholders office until the date of the General Meeting, unless the Chairman deems the information to be unnecessary to safeguard shareholders' rights, or if there are objective reasons for considering that it could be used for purposes unrelated to the Company or if its release would harm the Company or associated companies.

Information shall not be withheld whenever the request is backed by shareholders representing at least one quarter of the share capital.

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.

When prior to the formulation, the information requested is clear and directly available to all shareholders on the Company website in the format of Frequently Asked Questions., the Directors may answer by simply directing the shareholders to the information in said format.

The right to information may be exercised through the Company website, which will disseminate the lines of communication open between the Company and its shareholders and explain how shareholders may enforce their right to information. It will indicate the postal and e-mail addresses at which shareholders may contact the Company for such purposes.

In the event of abuse or misuse of the request information, the shareholder shall be liable for any resulting damages and losses.

ARTICLE 7. RIGHT OF ATTENDANCE

The Company's General Meetings may be attended by anyone owning the minimum number of shares established in the Company Bylaws, provided that their holding is registered in the corresponding accounting records five days before the General Meeting is scheduled and that they conserve at least this same number of shares until the time when the General Meeting is held. Holders of fewer shares may group together until achieving the required number, appointing a representative.

Due to its high number of shareholders, the Company will issue an attendance card for access to the place where the General Meeting is being held. The Bank will provide this card to each shareholder entitled to attend the General Meeting who so requests. The card will indicate the number of

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.

shares held by its bearer. Requests for this card may be sent to the Shareholder Helpdesk, sent over the website or presented at any BBVA branch office.

Nonetheless, if holders of fewer shares than the minimum established in the Company Bylaws wish to attend, they may apply for an invitation to the General Meeting through the Shareholder Helpdesk, the website or any BBVA branch office. They may be given an invitation after giving due consideration to inevitable space constraints in the facilities where General Meetings can be held and the very high number of shareholders in the Company.

The Board of Directors will attend the General Meeting. Executives, managers and staff of the Company and its subsidiaries may attend, as may anyone authorised by the Chairman of the General Meeting. The General Meeting reserves the right to revoke such authority.

However, the Board of Directors' attendance at the General Meeting is not necessary for its valid constitution.

In order to accredit the identity of shareholders and their valid proxies, persons presenting their attendance card on entering the building where the General Meeting is to be held may be asked to prove their identity by presenting their national identity document or any other official document generally accepted for such purposes.

Legal entities will act through their legal proxies, who must give due accreditation.

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.

ARTICLE 8. REMOTE VOTING AND PROXIES

Pursuant to the Company Bylaws, shareholders may grant voting proxy or vote by post, e-mail or any other remote communication media, provided the voter's identity is duly guaranteed.

Shareholders voting remotely will be counted as in attendance for the purposes of constituting the quorum for the General Meeting.

Remote votes may be submitted using the form that the Company establishes for remote voting, which may be incorporated into the attendance card.

Shareholders wishing to vote by post may apply to the Company, once the notice of meeting has been published, through the Shareholder Helpdesk or any BBVA branch office, requesting it to issue a document for postal voting in their name. Once completed according to its instructions and within the deadlines it establishes, it must be sent to the Shareholder Helpdesk by registered post with receipt to be processed and counted. The information on postal voting will be disseminated on the Company website.

Postal votes must be received by the Shareholder Helpdesk at least 24 hours before the date on which the General Meeting is scheduled at first summons in order to leave enough time for them to be processed. Postal votes received after this deadline will not be counted.

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.

GENERAL MEETING REGULATIONS

Shareholders wishing to vote by e-mail will follow the procedures the Company establishes pursuant to law and any regulations published for such purpose, with the technical media available at any time. Shareholders will be provided with information on this over the Company website.

ARTICLE 9. PROXIES FOR THE GENERAL MEETING

Any shareholder entitled to attend may be represented by another person who need not necessarily be a shareholder.

Proxies must be conferred specifically for each General Meeting, using the proxy form established by the Company, which will be recorded on the attendance card. A single shareholder may not be represented at the General Meeting by more than one proxy, except under the circumstances provided in the Act for brokering institutions.

Representation conferred to someone not eligible by law to act as proxy will be null and void, as will proxies conferred by holders in trust or in apparent agency.

Proxies must be conferred in writing or by remote communication media that comply with the requirements of law regarding remote voting. They must be specific for each General Meeting.

The representative with proxy may represent more than one shareholder. There is no limit on the number of shareholders that can be represented. When a representative has proxies from several shareholders, he/she may

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.

GENERAL MEETING REGULATIONS

vote in different ways according to the instructions given by each shareholder.

Proxies will always be revocable. Should the shareholder represented attend the General Meeting in person, his/her proxy will be deemed null and void.

Revocation of proxy may be done in writing or over electronic media in compliance with the formal requirements and system established for this purpose by the Company.

The number of shares represented will be calculated for the valid constitution of the General Meeting.

ARTICLE 10. PUBLIC CALL FOR PROXY

The public call for proxy must always be made pursuant to law.

The document recording the proxy must contain or be attached to: the agenda; the request for voting instructions; and indication of which way the proxy will vote in the event of no precise instructions being imparted.

When there is a public call for proxy, the representative may not vote with the shares represented on those agenda items in which he/she has a conflict of interest, unless the shareholder represented has imparted precise voting instructions for each one of such items and without prejudice to the possibility of appointing another representative for such an event. There may be a conflict of interest on the grounds established in applicable

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.

GENERAL MEETING REGULATIONS

legislation. The director will always be deemed to have a conflict of interest regarding the following resolutions:

- His/her appointment, re-election or ratification as director.
- His/her dismissal, termination or separation as director.
- Shareholder demand that the Company take legal action against him/her.
- Approval or ratification, where applicable, of Company transactions with the director in question, companies said director may control or represent or persons acting on his/her account.

When the directors file a public call for proxy, the voting rights corresponding to the shares represented will be exercised by the Chairman of the General Meeting, unless otherwise indicated in the document recording the proxy. Unless shareholders granting proxy expressly indicate otherwise, they will be deemed to impart precise instructions to vote in favour of the proposals filed by the Board of Directors in each General Meeting.

The proxy may also include those items that, although not included on the agenda in the notice of meeting, the law allows the General Meeting to deal with. It is considered that unless the shareholder expressly indicates otherwise, they will be deemed to impart precise instructions to vote against such proposals.

Public calls for proxy may also be made over electronic media in compliance with the prevailing regulations at any time.

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.

ARTICLE 11. PLACE AND ORGANISATION

General Meetings will be held in the municipal district in which the Company's head office is registered, in the place and on the date published in the notice of meeting. Its sessions may be extended for one or more consecutive days at the proposal of the Board of Directors or at the request of a number of shareholders representing at least one quarter of the capital in attendance at the Meeting.

The Board of Directors may, in the event of *force majeure*, decide to hold the General Meeting somewhere other than initially established, within the same municipal district, provided it informs shareholders of this with due publicity.

This requirement of publicity will be deemed to be fulfilled with the publication of an announcement in a newspaper with nationwide readership and on the Company website, and with the placement of notices in the place where the General Meeting was initially scheduled.

In the event of *force majeure*, the Board of Directors may decide that the General Meeting be moved once it has begun to a different site within the same municipal district.

The Meeting may be held in separate rooms provided there is audio-visual equipment to permit the unity of the event through real-time interactivity and intercommunication between the rooms and the right of all shareholders

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.

attending to take part in the General Meeting is guaranteed along with their entitlement to exercise voting rights.

ARTICLE 12. TRANSITORY SUSPENSION

Exceptionally, should an event occur that materially alters the proper order of the General Meeting, or should other extraordinary circumstances arise preventing it from unfolding normally, the Chairman of the General Meeting may agree to suspend it for such time as is required to re-establish suitable conditions to continue. If these circumstances persist, an extension of the General Meeting will be proposed to the following day, pursuant to the previous article above.

ARTICLE 13. SECURITY

General Meetings will be held in such a way that shareholders' rights to participate and vote are duly guaranteed. The Company will take any measures it deems necessary to preserve the proper order in running the General Meeting.

Surveillance, protection and other measures to maintain order will be established whenever a General Meeting is held. These will include such entrance control and identification systems as may be deemed suitable at any time in consideration of the circumstances under which the sessions are held.

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.

ARTICLE 14. QUORUM

The Annual and Extraordinary General Meetings will be validly constituted with the quorum of shareholders present and represented that is in compliance with prevailing legislation at any time and the Company Bylaws, according to the nature of the different matters included on the agenda.

Should the capital required not be present or represented at first summons, the General Meeting will be held at second summons.

ARTICLE 15. GENERAL MEETING PANEL (MESA)

Once the quorum has been accredited, the General Meeting Panel will be constituted, comprising the Chairman and the Secretary of the General Meeting. During the General Meeting, the Panel will ensure that these Regulations are applied and interpreted in line with their spirit and their purpose.

ARTICLE 16. CHAIRMAN AND SECRETARY OF THE GENERAL MEETING

The Chairman of the General Meeting will be the Chairman of the Board of Directors. When this is not possible, it will be the Deputy Chairman. Should there be various Deputy Chairmen, the order established by the Board of Directors on appointment will be followed. Otherwise, age seniority will prevail. Where none of the above are available, the General Meeting will be chaired by the director whom the Board of Directors has appointed for such purpose.

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.

The Secretary of the Board will act as Secretary of the General Meeting, and when this is not possible, the Deputy Secretary. If this is not possible, the Secretary of the General Meeting will be the person the Board of Directors appoints to stand in for them.

The Chairman of the General Meeting will declare whether or not the requirements for a valid Meeting are met, deal with any queries, requests for clarification or complaints that may arise regarding the list of shareholders attending, authorities conferred and proxies: examine, accept or reject new proposals regarding the matters on the agenda, direct deliberations, systematising, organising, curtailing and cutting off the interventions. In general, the Chairman is empowered to do everything necessary to optimise the way that the General Meeting is run and organised. This includes resolving any incidents that may arise.

ARTICLE 17. LIST OF ATTENDANCE

The attendance list will then be filed, reporting the number of shareholders in attendance with voting rights, the number of shareholders present or represented as well as the number of shares and the percentage of the Company's share capital in attendance.

The attendance list will be drawn up with a software application or as hard file, which will be attached to the minutes. The appropriate identification tag signed by the Secretary and countersigned by the Chairman will be placed across the sealed cover.

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.

The shareholders or their proxies arriving at the place where the General Meeting is being held after the time established for it to begin, and after the deadline for recording the attendance and proxy cards, may attend the Meeting in the main room or a side room from which to follow the proceedings, but their attendance will not be recorded on the attendance list and they will not be eligible to vote.

Once the quorum has been accredited, the Chairman will declare the General Meeting open, at first or second summons as the case may be.

ARTICLE 18. ORGANISATION OF GENERAL MEETINGS

The proposals of resolutions submitted by the Board of Directors will next be read out loud, verbatim or in summary, unless the General Meeting itself deems such reading unnecessary.

Should the General Meeting be held with the presence of a notary public, the corresponding proposals of resolutions will be delivered to him/her by the Secretary for their due recording in the minutes.

After any speeches that may be established by the Chairman of the General Meeting, the floor will be given to the shareholders to ask questions, request information and clarification regarding the matters on the agenda or verbally request any clarification they deem necessary regarding the publicly accessible information submitted by the Company to the CNMV (securities exchange authority) since the last General Meeting and regarding the

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.

GENERAL MEETING REGULATIONS

auditor's report. They may also file proposals that the law allows them to submit to the General Meeting even if they do not appear on the agenda.

Shareholders wishing to speak will identify themselves with their full name and the number of shares that they own or represent. If they wish a verbatim record of what they say to be included in or attached to the General Meeting minutes, they must deliver it, in writing and signed, to the Secretary of the General Meeting or to the Notary Public, as applicable, prior to taking the floor.

The question and answer period will be opened in the manner established by the Chairman of the General Meeting who, in consideration of the circumstances, may determine the amount of time allotted to each speaker. The Chairman will try to ensure that the same time is allotted to each. However, the General Meeting Panel may:

- i) Extend the time initially allotted to each shareholder to speak, when the nature of the shareholder's intervention leads them to deem this timely.
- ii) Request speakers to clarify or expand on questions they have brought up that they do not deem to have been sufficiently explained, in order to clearly discern the content and subject matter of their proposals or statements.
- iii) Call speakers to order when they over-run time, or when the smooth running of the General Meeting may be jeopardised. They may also withdraw their right to speak.

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.

Once the shareholders question time has ended, the matters raised will be answered. The information or clarification requested will be given by the Chairman or, where applicable and at the Chairman's behest, by the Chief Executive Officer, another Director or any other employee or third party expert on the matter. Should it not be possible to satisfy the shareholders' right at the time, the information will be facilitated in writing within seven days after the General Meeting is adjourned.

The directors will be obliged to provide the information requested in the terms described in the previous paragraphs, except in the cases established in article 6 of these Regulations.

This article notwithstanding, the Chairman, in performance of her/his duties, may order the General Meeting to be run in the manner deemed most suitable, amending the established protocol as demanded by any time or organisational constraints that may arise.

ARTICLE 19. VOTING THE RESOLUTION PROPOSALS

The proposed resolutions relating to the matters comprising the agenda will then be voted, following the indications of the General Meeting Panel.

Should any other matter be brought up during the General Meeting that does not legally have to be included on agenda and that must be voted, the voting will proceed in the same manner.

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.

GENERAL MEETING REGULATIONS

If, pursuant to law and these Regulations, shareholders have filed alternative proposals on the items included in the agenda, these will be put to vote after the proposal filed by the Board of Directors. Once a proposed resolution has been adopted, all the others relating to the same matter and incompatible with the resolution adopted will automatically be invalidated without need to put them to vote. The General Meeting Panel will report on this to the Meeting.

To facilitate the voting process, the Panel will ask any shareholders wishing their abstention, negative vote or opposition to the resolutions to be recorded, to declare this to the persons appointed by the Panel for such purpose, indicating the procedures they must follow.

Should the minutes be taken by a notary public, the declarations mentioned above will be made before that notary.

In principle and although other systems may be used to count votes, the following procedure will be followed:

When voting on proposed resolutions relating to agenda items, the negative subtraction method will be used. For such purposes, all the shares present and/or represented will be deemed to vote in favour of the proposal and all the votes corresponding to shares whose holders or proxies declare themselves to be voting against it or abstaining will be subtracted from their number.

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.

When voting proposed resolutions relating to matters not included on the agenda, the positive subtraction method will be used. For such purposes, all the shares present or represented will be deemed to vote against the proposal and all the votes corresponding to shares whose holders or proxies declare themselves to be voting for it or abstaining will be subtracted from their number.

Financial intermediaries whom the Company deems to be duly accredited as such, who legitimately appear as shareholders but act on the account of various clients, may issue their votes fractioned in accordance with their clients' instructions and may vote in different ways according to the instructions given by each client.

ARTICLE 20. ADOPTION OF RESOLUTIONS

Resolutions will be adopted with the majorities required by law and by the Company Bylaws.

Each voting share will confer the right to one vote on the holder present or represented at the General Meeting. Shareholders who are not up to date in the capital calls for subscribed capital will not be entitled to vote, but only with regard to the shares whose capital calls have not been paid. Nor will holders of shares without voting rights.

In order to determine the outcome of each ballot, the votes issued during the General Meeting by shareholders present or represented by proxy will be counted, along with those issued under proxy authority as a consequence of

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.

exercising the public call for proxy under the terms of the authority, and those issued by post or by electronic or any other remote media complying with the requirements established for these.

The Chairman of the General Meeting will inform the shareholders whether or not the resolutions proposed have been adopted, when it has proof that there were sufficient votes to reach the majorities required for each resolution.

ARTICLE 21. ADJOURNING THE GENERAL MEETING

Once the outcome of the voting has been announced, the Chairman of the General Meeting may deem the event to have concluded, and adjourn the Meeting.

ARTICLE 22. MINUTES

The Board of Directors may resolve to appoint a Notary Public to take minutes of the General Meeting proceedings. The Notary's Public's record of the event will be deemed to be the General Meeting minutes. The General Meeting will not be required to approve it.

Otherwise the Secretary of the General Meeting will take the minutes thereof. These will be entered in the Minute Book. They may be approved by the General Meeting itself at the end of the session, and failing that, within fifteen days, by the Chairman of the General Meeting and two scrutineers proposed by the General Meeting Panel among the shareholders,

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.

one representing the majority and the other the minority. The minutes will be signed by the Secretary and countersigned by the Chairman.

ARTICLE 23. PUBLICIZING THE RESOLUTIONS

Resolutions that may be filed at the Companies Registry will be registered there, and the applicable legal provisions on publicising corporate resolutions will be met. However, on the same day as the General Meeting is held or the working day immediately after, the Company will also submit the resolutions adopted to the CNMV (securities exchange authority) by filing the relevant event report. The transcription of the resolutions and the outcome of the ballots will also be published on the Company website within the periods established by applicable legislation.

ARTICLE 24. SHAREHOLDER HELPDESK

The Bank Board of Directors will maintain a permanent Shareholder Helpdesk to facilitate communications between the shareholders and the Company in arranging the General Meetings. Shareholders' requests for information, clarification and questions, and Company's response to them will be channelled through this Helpdesk pursuant to these General Meeting Regulations, as will any other issue that any shareholder may require from the Bank in this condition.

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.

ARTICLE 25. PUBLICITY

The Board of Directors will adopt the measures needed to ensure the dissemination of these regulations amongst shareholders, once approved by the General Meeting. It will report them to the CNMV (securities exchange authority) as a relevant event filing, lodge them with the Companies Registry and publish them on the Company website.

ARTICLE 26. INTERPRETATION AND AMENDMENT

These Regulations complete and ramify the provisions of the Company Bylaws concerning the General Meeting. The Board of Directors will interpret them in consonance with the Company Bylaws and with any legal provisions that may be applicable at any time.

The Board of Directors may propose amendments to these Regulations at the General Meeting when it deems this to be necessary or advisable for the corporate interests.

ARTICLE 27. APPROVAL AND TERM

These Regulations will be applicable once adopted by the Company's General Meeting, filed with the CNMV (securities exchange authority) and lodged at the Companies Registry.

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.