

REGULATIONS OF THE TECHNOLOGY & CYBERSECURITY COMMITTEE

Regulations of the Technology and Cybersecurity Committee of BBVA Board of Directors

Article 1. *Nature of the Committee*

1. In accordance with the provisions of the law, the Bylaws and the Regulations of the Board of Directors, the Board of Directors of Banco Bilbao Vizcaya Argentaria, S.A. (hereinafter, the **Company** or the **Bank**) has voluntarily set up a Technology and Cybersecurity Committee (hereinafter, the **Committee**) to better perform its functions.
2. The Committee is a permanent internal body of the Board of Directors that is consultative in nature, without executive functions but with powers of information, supervision, advice and proposal within its scope of action; and governed by the rules contained in the law, the Bylaws, the Regulations of the Board of Directors and these Committee Regulations (hereinafter, the **Regulations**).
3. By virtue of the foregoing, the Committee members' responsibilities are fundamentally supervisory and advisory in nature, and they shall not intervene in the execution or management, inherent to the Bank's management.

Article 2. *Purpose, approval and modification of these Regulations*

1. The purpose of these Regulations is to determine the operational principles of the Committee and to establish the basic rules of its organisation and functioning.
2. These Regulations have been approved by the Board of Directors, in accordance with the provisions of the law, the Bylaws and the Regulations of the Board of Directors, and it is also the responsibility of the Board to approve any amendments hereto.
3. These Regulations build on and complement the provisions of the law, the Bylaws and the Regulations of the Board of Directors applicable to the Committee, and will be interpreted in accordance with these. These will prevail in the event of a contradiction with the Committee Regulations.

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4. All other matters not provided for in these Regulations, in particular regarding the system for convening meetings, quorum requirements, adopting resolutions, minutes and remaining areas of the Committee's operation, will adhere to the Regulations of the Board of Directors, insofar as they are applicable.

Article 3. Composition

1. The Committee will be comprised of a minimum of three directors, the majority of whom must be non-executive directors.
2. Committee members will be appointed by the Board of Directors, seeking to ensure that they possess the necessary dedication, skills and experience to carry out their duties.
3. Committee members that are re-elected as Company directors by resolution of the General Shareholders' Meeting will continue to serve on the Committee, without the need for a new election, unless otherwise agreed by the Board of Directors.
4. Notwithstanding the foregoing, a director will cease as member of the Committee three years following his or her appointment by the Board of Directors, although the latter may agree to his or her re-election.

Article 4. Chair and Secretary of the Committee

1. The Board of Directors will appoint the Chair of the Committee from amongst its members.
2. In the absence of the Chair, meetings will be chaired by the longest-serving director on the Committee, and, where multiple directors have equal length of service, by the eldest.
3. The Secretary of the Board of Directors or, upon his or her designation, the Deputy Secretary of the Board of Directors, will act as secretary of the Committee.

Article 5. Functions of the Committee

Notwithstanding any others assigned to it by the law, the Bylaws, the Regulations of the Board of Directors or these Regulations, or by decision of the Board of Directors, the Technology and Cybersecurity Committee will have the following functions:

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Oversight of technological risk and cybersecurity management:

1. Review the Group's exposures to the main technological risks, including the risks related to information security and cybersecurity, as well as the procedures adopted by the executive area to monitor and control such exposures.
2. Review the policies and systems for the assessment, control and management of the Group's technological infrastructures and risks, including the response and recovery plans in the event of cyberattacks.
3. Be informed of business continuity plans in matters of technology and technological infrastructure.
4. Be informed, as appropriate, of:
 - a) compliance risks associated with information technologies;
 - b) procedures established to identify, assess, oversee, manage and mitigate these risks.
5. Be informed of any relevant events that may have occurred with regard to cybersecurity, i.e. events that, either in isolation or as a whole, may cause significant impact or harm to the Group's equity, results or reputation. In any case, such events will be communicated, as soon as they are identified, to the Chair of the Committee.
6. Be informed, with the frequency required by the head of the Technological Security area, of the activities carried out thereby, as well as of any incidents that may arise.

Monitoring the Technology Strategy

7. Be informed, as appropriate, of the technology strategy and trends that may affect the Group's strategic plans, including the monitoring of general industry trends.
8. Be informed, as appropriate, of the metrics established by the Group for the management and control in the technological field, including the Group's developments and investments in this field.

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9. Be informed, as appropriate, of matters related to new technologies, applications, information systems and best practices that may affect the Group's technology strategy or plans.
10. Be informed, as appropriate, of the main policies, strategic projects and plans defined by the Engineering area.
11. Report to the Board of Directors and, where appropriate, to the Executive Committee, on information technology-related matters falling within its remit.

Article 6. Coordination with other committees of the Board of Directors

1. For a better performance of its functions, appropriate coordination systems will be established between the Technology and Cybersecurity Committee and the Audit Committee to facilitate:
 - a) That the Committee is aware of the conclusions of the work carried out by the Internal Audit area in technology and cybersecurity matters.
 - b) That the Audit Committee is informed of the information technology-related systems and processes that are related to or affect the Group's internal control systems and other matters within its remit.
2. Appropriate coordination systems between the Committee and the Risk and Compliance Committee will also be established to facilitate the latter's monitoring of the impact of technological risks in terms of operational risk and other matters within its remit.

Article 7. Meetings

1. The Committee will meet whenever it is convened by its Chair, who is empowered to call the Committee meetings and to set their agenda.
2. The Committee will endeavour to establish an annual calendar of meetings, considering the amount of time to be devoted to its different tasks.
3. The calling for ordinary sessions will include the agenda and must be made in writing, giving sufficient notice and endeavouring that the Committee members receive the relevant information and documentation with sufficient time for the proper performance of their duties, unless, exceptionally, upon judgement of its Chair, this should not be appropriate for reasons of confidentiality.

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4. Extraordinary meetings of the Committee may be convened by telephone or by any other means of distance communication, and the requirements set out in the preceding paragraph will not apply where, upon judgement of the Chair of the Committee, the circumstances so warrant.
5. Executives responsible for the areas that manage matters within the Committee's remit may be called to meetings, as well as, at the request thereof, those persons within the Group who have knowledge of or responsibility for the matters covered by the agenda, when their presence at the meeting is deemed convenient.
6. The Committee may also call any other Group employee or manager, and even arrange for them to attend without the presence of any other manager.
7. Notwithstanding the foregoing, it will seek to ensure that the presence of persons outside the Committee during these meetings, such as Bank managers and employees, be limited to those cases where it is necessary and to the items on the agenda for which they are called.
8. In order to promote a diversity of views that enriches the Committee's analyses and proposals, its Chair will ensure that all members participate freely in deliberations and will promote constructive dialogue amongst them, encouraging the free expression of their views.
9. The corresponding minutes of the meetings held by the Committee will be drawn up and, once approved, will be signed by the Secretary with the approval of its Chair, or by whomever acted in such capacities during the corresponding meeting.

Article 8. Quorum and adoption of resolutions

1. The Committee will be validly constituted when more than half of its members, present or represented, attend the meeting.
2. Committee members will personally attend Committee meetings, and when they are unable to do so, will endeavour to grant a proxy to another Committee member, including the appropriate instructions and communicating this to the Chair of the Committee.
3. The Committee will be validly constituted without previously being convened if all of its members are present and unanimously accept the holding of the meeting.

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4. Resolutions will be adopted by an absolute majority of votes present or represented.

Article 9. Report to the Board of Directors

1. The Chair of the Committee will inform the Board of Directors, at its ordinary meetings, on the activities carried out and the resolutions adopted by the Committee.
2. The minutes, once approved by the Committee, will be made available to all members of the Board of Directors.

Article 10. Assessment

1. The Committee will submit to the Board of Directors an annual report of its activity so that the latter may evaluate its operation.

Article 11. Advisory powers

1. The Committee may, through its Secretary, engage external advisory services for relevant issues when it considers that these cannot be provided by experts or technical staff within the Group on grounds of specialisation or independence.
2. Furthermore, the Committee may solicit personal cooperation and reports from any employee or member of the Senior Management if deemed necessary in order to comply with its functions in relevant matters. The usual channel for a request of this nature will be through the hierarchical line. However, in exceptional cases, the request may be notified directly to the person whose cooperation is required.

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