

## **ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**BILBAO, 12TH MARCH 2010**

### **NOTICE OF MEETING**

*The Board of Directors of Banco Bilbao Vizcaya Argentaria, S.A., at its meeting, 3rd February 2010, resolved to call an Annual General Meeting of Shareholders, to be held in Bilbao, at Palacio Euskalduna, 4 calle Abandoibarra, on 11th March 2010, at 12:00 at first summons and in the same place at the same time on 12th March 2010, at second summons, with the following*

### **AGENDA**

**ONE**- *Examination and approval, where forthcoming, of the annual accounts and management report for Banco Bilbao Vizcaya Argentaria, S.A. and its consolidated Group. Application of earnings; dividend payout. Approval of corporate management. All these refer to the year ending 31st December 2009.*

**TWO**- *Adoption, where forthcoming, of the following resolutions on the ratification and re-election of Board members:*

- 2.1. Re-election of Mr Francisco González Rodríguez*
- 2.2. Ratification and re-election of Mr Ángel Cano Fernández*
- 2.3. Re-election of Mr Ramón Bustamante y de la Mora*
- 2.4. Re-election of Mr Ignacio Ferrero Jordi*

*Pursuant to paragraph 2 of article 34 of the Company's bylaws, determination of the number of directors at whatever number there are at this moment, in compliance with the resolutions adopted under this agenda item, which will be reported to the General Meeting for all due effects.*

**THREE**- *Authorisation for the Company to purchase treasury stock directly or through Group companies, pursuant to article 75 of the Companies Act (consolidated text), establishing the limits and requirements for these purchases, with express powers to reduce the Company's share capital to redeem treasury stock. Due authority is conferred on the Board of Directors to implement the resolutions passed by the General Meeting in this respect, repealing the unavailed part of the authorisation conferred by the General Meeting, 13th March 2009.*

**FOUR**- *Approval, for its application by the Bank and its subsidiaries, of a variable remuneration scheme in BBVA shares for 2010 and 2011, addressed to the members of the senior management, including executive directors and members of the Management committee, comprising the delivery of BBVA shares to beneficiaries.*

**FIVE**- *Re-election of the firm to audit the accounts of Banco Bilbao Vizcaya Argentaria, S.A. and its consolidated Group in 2010.*

**SIX**- *Conferral of authority on the Board of Directors, which may in turn delegate said authority, to formalise, correct, interpret and implement the resolutions adopted by the AGM.*

*After the business comprising the agenda has been presented, the AGM will be informed of the explanatory report on the elements covered in article 116.b of the Securities Act.*

**WARNING:** *The English version is only a translation of the original in Spanish for information purposes. In case of a discrepancy, the Spanish original prevails.*

**ATTENDANCE:**

*Under the Company's bylaws, holders of 500 or more shares are entitled to attend the General Meeting when these are recorded in the corresponding ledger more than five days before the date on which the General Meeting is to be held. Holders of fewer shares may group together until they have at least the required number, and they must apply for a group card from any branch of the Banco Bilbao Vizcaya Argentaria, S.A. (hereinafter "BBVA").*

*In order to accredit the identity of shareholders and their valid representatives, on presenting their attendance cards, persons entering the building where the AGM 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.*

*Personal attendance at the AGM will revoke any proxy or vote sent in before the meeting.*

**DISTANCE VOTING:**

*According to the AGM regulations, the attendance card shall include a voting form. This can be delivered in any BBVA branch or office.*

*Shareholders wishing to vote by post may apply to the Company, once the notice of meeting has been published, through the shareholders helpdesk or any BBVA branch, requesting it 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 by registered post with receipt to the shareholders helpdesk to be processed and counted.*

*In order to process postal votes, these must be received at least 24 hours prior to the date on which the General Meeting is to be held at first summons. Any votes arriving later than this shall not be counted.*

**PROXIES:**

*As indicated in the General Meeting regulations, any shareholders entitled to attend may be represented at the General Meeting by another shareholder, using the form of proxy printed on the attendance card. This includes the public call for proxies put out by the Board in compliance with article 107 of the Companies Act.*

**ELECTRONIC VOTING AND PROXIES:**

*Votes and proxies can also be sent via e-mail, through the Bank's website ([www.bbva.com](http://www.bbva.com)) following the rules and instructions given there under the space "2010 Annual General Meeting".*

**COMMON INSTRUCTIONS FOR REMOTE VOTING AND PROXIES:**

*If shareholders personally attend the General Meeting for which they have sent in a proxy or a vote over by other means, said proxy or vote will automatically be revoked.*

*Should a shareholder vote remotely and grant a proxy, the remote vote shall prevail.*

**RIGHT TO INFORMATION:**

*This notice of meeting, in compliance with the Companies Act, informs shareholders that the individual and consolidated annual accounts and management reports that*

<p><b>WARNING:</b> <i>The English version is only a translation of the original in Spanish for information purposes. In case of a discrepancy, the Spanish original prevails.</i></p>
---

will be submitted to the annual general meeting's approval are now available to them at the BBVA registered offices in Bilbao, Plaza de San Nicolás 4, along with the auditors' reports on these. Shareholders may also find there the full text of the proposed resolutions being put to the AGM's approval and the directors' reports needed for adoption of the resolutions on the agenda that so required and the report referred to in article 116.b of the Securities Market Act, as well as the annual report on corporate governance for 2009 and the report on the Board of Directors remuneration policy. Additionally, shareholders may find there the reports by the directors and by a firm of auditors other than the firm auditing the Company's accounts, appointed for such purpose by the Companies Registry, as required under articles 292 and 293.2 of the Companies Act, with respect to the issue of convertible bonds resolved by the Board of Directors, 27th July 2009, under the authorisation conferred by the General Meeting, 14th March 2008 under its agenda item six, of which the General Meeting will be informed. Shareholders may request all the above-mentioned documents be delivered or sent to them immediately and at no charge.

The documents related to the AGM may also be found on the Company's website at the following address: ([www.bbva.com](http://www.bbva.com)).

#### **GENERAL INFORMATION:**

Shareholders may consult the General Meeting regulations on the Bank's website ([www.bbva.com](http://www.bbva.com)) regarding aspects related to the AGM that are not contained in this announcement.

Shareholders wishing for further information may contact the shareholders helpdesk at Gran Vía 1, 48001 Bilbao or call the shareholders' helpline at +34-902-200-902 from 9:00 to 18:00 Monday to Friday, or email via the contact link available in the "2010 Annual General Meeting" space on the Bank's website ([www.bbva.com](http://www.bbva.com)).

#### **NOTARY PUBLIC AT THE AGM:**

The Board of Directors has resolved to require the presence of a notary to take the minutes of the AGM, pursuant to article 114 of the Companies Act, in relation to article 101 of the Companies Registry regulations.

#### **PERSONAL DATA:**

Personal data required to attend and vote at the AGM directly or by proxy will be used by the Company in order to draw up, manage and check the list of shareholders for the purposes of calling and operating the General Meeting. To such end, the data will be incorporated into files for which Banco Bilbao Vizcaya Argentaria, S.A. will be responsible.

The persons whose data appear on these files have the right to access, rectify, cancel or challenge their own data as established under prevailing law, sending a letter to the Shareholders Management Office in Bilbao (Gran Vía, 1, planta 15, 48001 Bilbao).

NB:

**THE GENERAL MEETING WILL FORESEEABLY BE HELD AT SECOND SUMMONS ON 12TH MARCH 2010 AT THE TIME AND PLACE SHOWN, UNLESS THE SHAREHOLDERS ARE OTHERWISE NOTIFIED THROUGH THE DAILY PRESS.**

**WARNING:** The English version is only a translation of the original in Spanish for information purposes. In case of a discrepancy, the Spanish original prevails.