

Report presented by the Board of Directors of Banco Bilbao Vizcaya Argentaria, S.A. regarding the proposed amendment to the General Meeting Regulations included under Agenda Item Six of the Annual General Meeting to be held on 12th and 13th March 2015 for first and second summons, respectively.

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

OBJECTIVE OF THE REPORT

This report has been prepared by the Board of Directors of Banco Bilbao Vizcaya Argentaria, S.A. (hereinafter "**BBVA**", the "**Bank**" or the "**Company**"), to substantiate the proposal submitted to the approval of the Annual General Meeting of the Company Shareholder's, scheduled for 12th March 2015 on first summons, and 13th March 2015 on second summons, under agenda item six, relating to the amendment of certain articles in the General Meeting Regulations.

As a result of the entry into force of Act 31/2014 of 3rd December, amending the Corporate Enterprises Act to improve corporate governance ("**Act 31/2014**"), the text of the Regulations should be adapted to the new legal framework resulting from this reform. Furthermore, due to the expected approval of the Promotion of Corporate Funding Act, whose draft is currently in the parliamentary procedure (the "**Draft Promotion of Corporate Funding Act**"), it is advisable to make additional adjustments.

With this aim, it is considered appropriate for the company interest to propose the amendment of the following articles of the General Meeting Regulations to the Annual General Meeting: Article 3 (*Powers of the General Meeting*); Article 4 (*Notice of Meeting*); Article 5 (*Publication of Notice of Meeting*), Article 5 bis (*Supplement to the Notice of Meeting and new resolution proposals*); Article 6 (*Shareholders' right to information prior to the General Meeting*); and Article 9 (*Proxies for the General Meeting*).

This reform of the General Meeting Regulations forms part of the reform of BBVA's Company Bylaws proposed under agenda item five, for the purpose of which the Board of Directors has prepared a specific explanatory report.

To make it easier for shareholders to understand of the amendments being submitted to the General Meeting's consideration, they are first offered an explanation of the aim and reasons for the amendment and then given the proposed resolution that is being submitted to the General Meeting, including the verbatim text of the proposed amendment.

To allow clearer comparison between the new wording of the articles being proposed for amendment and the current wording, an Annex is attached to this Report for information purposes, with a verbatim transcription of both in two parallel columns, in which the right-hand column includes the changes that are

being proposed so they can be seen against the currently prevailing text, which is set out in the left-hand column.

JUSTIFICATION FOR THE PROPOSAL

The proposal to amend the General Meeting Regulations that is being presented to the Company's Annual General Meeting under agenda item six seeks to adapt the General Meeting Regulations to recent legal amendments of the Corporate Enterprises Act by Act 31/2014, also taking into consideration the Draft Promotion of Corporate Funding Act, and to adapt the General Meeting Regulations to the text of the Company Bylaws, whose amendment is also being proposed to this Annual General Meeting under agenda item five.

Below is a detailed explanation of each of the proposed amendments:

- **Proposed amendment to article 3 of the General Meeting Regulations regarding the Powers of the General Meeting**

The aim of the proposed amendment to article 3 of the General Meeting Regulations is to adapt the powers of the General Meeting to the provisions of the Corporate Enterprises Act, as currently worded following the amendments introduced under Act 31/2014, as well as article 30 of the Company Bylaws, whose amendment is proposed to this General Meeting under agenda item five, also taking into consideration the provisions of the Draft Promotion of Corporate Funding Act.

The first proposal is to replace the term "provisional appointments" by "appointments by co-option" in point (ii) of article 3 of the General Meeting Regulations, in order to make it consistent with the wording used elsewhere, including Article 529 section ten of the Corporate Enterprises Act; and to make the same change in letter (b) of article 30 of the Company Bylaws, which will also be submitted to the General Meeting.

Secondly, it is proposed to amend point (vi) of article 3 of the General Meeting Regulations, which sets out the authority of the General Meeting to issue securities recognising or creating debt, in order to exclude cases in which they are not convertible into shares, given that the foreseeable entry into force of the current Draft Promotion of Corporate Funding Act will amend the authority to issue non-convertible debt securities passing from the General Meeting to the governing body.

In any event, the power to issue securities recognising or creating debt – including that which is not convertible into Company shares - shall lie *ex lege* with the General Meeting until the approval and entry into force of the aforementioned Draft Promotion of Corporate Funding Act in the terms currently provided, despite not being thus set forth explicitly in the Company Bylaws.

In short, an amendment to this section seeks to avoid contradictions between the Company Bylaws and commercial regulations, in readiness for the approval of the Draft Promotion of Corporate Funding Act.

Thirdly, it is proposed to introduce a new point (ix) in the aforementioned article 3 in order to incorporate the authority of the General Meeting to approve the acquisition, disposal or allocation of essential assets to another company, in accordance with the provisions of article 160 f) of the Corporate Enterprises Act, and the new letter (i) of article 30 of the Company Bylaws, which also includes the presumption of an asset's essential nature when the amount of the transaction exceeds 25% of the value of the assets that appear in the last approved balance sheet.

Fourthly, it is proposed to introduce a new point (xi) for the purposes of foreseeing the power of the General Meeting to approve the transfer to subsidiaries essential activities previously undertaken by the Company itself, in accordance with the provisions of article 511 bis section 1 a) of the Corporate Enterprises Act, and the new letter (k) of article 30 of the Company Bylaws, also including the presumption of the activities' essential nature when the volume of the transaction exceeds 25% of the total assets on the balance sheet.

Fifthly, it is proposed to include as point (xii) the General Meeting's power to approve those transactions are equivalent to the Company's liquidation, in accordance with the provisions of article 511 bis, section 1 b) of the Corporate Enterprises Act and the new letter (l) of article 30 of the Company Bylaws.

Sixthly, it is proposed to include a new point (xiii) in order to allow the General Meeting's power to approve the final liquidation balance sheet, in accordance with the provisions of article 160 i) of the Corporate Enterprises Act and the new letter (m) of article 30 of the Company Bylaws.

Lastly, it is proposed to include as point (xiv) the General Meeting's power to approve the Directors' remuneration policy in the terms established by Law, in accordance with the provisions of article 511 bis, section 1 c) of the Corporate Enterprises Act, and the new letter (n) of article 30 of the Company Bylaws, and consecutively renumber the list of powers.

- **Proposed amendment to article 4 of the General Meeting Regulations regarding the Notice of Meeting**

The proposed amendment to article 4 of the General Meeting Regulations seeks to adapt the article to the provisions of article 495 section 2 of the Corporate Enterprises Act, relating to the reduction of the percentage share in the share capital that makes shareholders eligible to request the Board of Directors to call a General Meeting, as well as the provisions of article 20 of the Company Bylaws, whose amendment is proposed to the Annual General Meeting under agenda item five.

To this end, it is proposed to replace the references of the figure of five per cent (5%) of the share capital with that of three per cent (3%) of the share capital in the second paragraph of article 4 of the General Meeting Regulations, in accordance with Article 495 section 2 of the Corporate Enterprises Act, following the amendment established by Act 31/2014.

- **Proposed amendment to article 5 of the General Meeting Regulations regarding the Publication of Notice of Meeting**

The proposed amendment to article 5 of the General Meeting Regulations seeks to bring the obligations to inform shareholders before the Meeting into line with Article 518 e) of the Corporate Enterprises Act.

To this end, it is expressly specified that if any of the resolutions proposed to the General Meeting refer to the appointment, ratification or re-election of Directors, the identity, curriculum and category of such directors must be incorporated into and maintained on the Company's website, together with any legally required proposals reports in this respect. Such information must be maintained on the website from publication date of the Notice of the General Meeting until the Meeting is held.

- **Proposed amendment to article 5 bis of the General Meeting Regulations regarding the Supplement to the Notice of Meeting and new resolution proposals**

The proposed amendment to article 5 bis of the General Meeting Regulations seeks to adapt its content to the provisions of article 519 section 3 of the Corporate Enterprises Act and article 20 of the Company Bylaws, whose amendment is proposed to the General Meeting under agenda item five, in relation to the reduction of the percentage of share capital that makes shareholders eligible to request publication of a supplement to the notice for the Annual General Shareholders Meeting, and to present substantiated proposals for resolutions on matters already included or that should be included on the Agenda of the Meeting that has been called.

To this end, it is proposed to replace the references to the figure of five per cent (5%) of the share capital with that of three per cent (3%) of the share capital in paragraphs one and two of article 5 bis of the General Meeting Regulations, in accordance with the provisions of article 519 section 3 of the Corporate Enterprises Act.

- **Proposed amendment to article 6 of the General Meeting Regulations regarding the shareholder's right to information prior to the General Meeting**

The proposed amendment to article 6 of the General Meeting Regulations seeks to bring bylaw regulations regarding the right of shareholders to be informed into line with article 520 section 1 and article 197 section 3 of the Corporate Enterprises Act, as drafted by Act 31/2014; and article 29 of the Company Bylaws in the new drafting proposed to the General Meeting as Agenda item five.

Thus, the proposal is to amend the first paragraph of article 6 of the General Meeting Regulations with respect to the deadline for shareholders to request information before the General Meeting is scheduled, extending it from the seventh to the fifth day before the General Meeting, in accordance with the current wording of article 520 section 1 of the Corporate Enterprises Act.

In the second paragraph of the aforementioned article of the General Meeting Regulations, a new drafting is also proposed to reflect the content of Article 197 section 3 of the Corporate Enterprises Act. In accordance with said provision, directors can refuse to provide the information requested by shareholders if the information is unnecessary to safeguard shareholders' rights, 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.

However, as set out in article 197 section 4 of the Corporate Enterprises Act, information cannot be refused for requests supported by shareholders that represent at least one quarter of the share capital.

In addition, in accordance with the provisions of article 520 section 3 of the Corporate Enterprises Act, it is proposed to include a mention that the directors may limit their response to a reference to the information included in the Company's website in the format of Frequently Asked Questions.

Finally, it is proposed to include expressly in article 6 of the General Meeting Regulations the liability of the shareholders for any damage caused in the case of abusive or damaging use of the information requested, in line with the current drafting of article 197 section 6 of the Corporate Enterprises Act.

- **Proposed amendment to article 9 of the General Meeting Regulations regarding the Proxies for the General Meeting**

The proposed amendment to article 9 of the General Meeting Regulations is designed to limit the prohibition on a single shareholder to be represented at the General Meeting by more than one proxy, taking into account the current drafting of the provisions of article 524 section 2 of the Corporate Enterprises Act, which expressly prohibits a restriction on the number of proxies that brokering institutions can grant.

The aim is also to bring the content of the said article into line with the amendment of article 24 of the Company Bylaws, which will be submitted to the Annual General Meeting under agenda item five.

The proposal in this respect is to include an additional phrase at the end of second paragraph of article 9 of the General Meeting Regulations to clarify that the cases included by law for brokering institutions are excluded from the said prohibition, in line with the proposed amendment to article 24 of the Company Bylaws.

PROPOSED RESOLUTION TO BE SUBMITTED TO THE GENERAL MEETING:

Taking into account the above explanation, the full text of the proposed amendments is included below, with explicit reference to each affected article:

“PROPOSED RESOLUTION UNDER AGENDA ITEM SIX OF THE ANNUAL GENERAL OF SHAREHOLDERS MEETING OF BANCO BILBAO VIZCAYA ARGENTARIA, S.A. TO BE HELD ON 13TH MARCH 2015.

To approve the amendment of the following articles of the General Meeting Regulations to incorporate improvements in the regulation thereof in light of new developments in legislation, including, in particular, Act 31/2014 of 3rd December, which amends the Corporate Enterprises Act insofar as improving corporate governance: Article 3. Powers of the General Meeting; Article 4. Notice of Meeting; Article 5. Publication of Notice of Meeting; Article 5 bis. Supplement to the Notice of Meeting and new resolution proposals; Article 6. Shareholders' right to information prior to the General Meeting; and Article 9. Proxies for the General Meeting, which shall have the following wording:

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.*
- 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 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.*

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.

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.

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 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.

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.

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 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 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.”

**COMPARATIVE INFORMATION ON THE ARTICLES OF THE
GENERAL MEETING REGULATIONS SUBJECT TO AMENDMENT**

CURRENT TEXT OF THE GENERAL MEETING REGULATIONS	PROPOSED AMENDMENT
<p>ARTICLE 3. POWERS OF THE GENERAL MEETING</p> <p><i>Pursuant to the provisions of the law and the Company Bylaws, the General Meeting of Shareholders has the following powers:</i></p> <p><i>i) To amend the Company Bylaws and to confirm and/or rectify the Board of Directors' interpretation of them.</i></p> <p><i>ii) To determine the number of seats on the Board of Directors, appoint, re-elect and dismiss Board members, and ratify or revoke any provisional appointment made by the Board of Directors.</i></p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>v) To confer authority on the Board of</i></p>	<p>ARTICLE 3. POWERS OF THE GENERAL MEETING</p> <p><i>Pursuant to the provisions of the law and the Company Bylaws, the General Meeting of Shareholders has the following powers:</i></p> <p><i>i) To amend the Company Bylaws and to confirm and/or rectify the Board of Directors' interpretation of them.</i></p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>v) To confer authority on the Board of Directors</i></p>

<p><i>Directors to amend the nominal value of shares representing the share capital, re-wording article 5 of the Company Bylaws.</i></p> <p><i>vi) To issue debentures, bonds or other securities recognising or creating debt, whether senior, mortgage-backed, exchangeable or convertible, with fixed or variable interest rates, that may be subscribed in cash or in kind, or under any other condition regarding their yield, encumbrance, modality or characteristic. The General Meeting may also authorise the Board of Directors to make said issues. It may also confer authority on the Board of Directors to exclude or limit the right of preemptive subscription over convertible debenture issues pursuant to the terms and the requirements laid down by law. In the event of convertible debenture issues, the General Meeting will approve the conditions and modalities of the conversion and the increase of the share capital by the amount necessary for the conversion, as laid down by law.</i></p> <p><i>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.</i></p> <p><i>viii) To appoint, re-elect and dismiss the auditors.</i></p> <p><i>ix) To approve the transformation, merger, spin off, global assignment of assets and liabilities, dissolution and offshoring of the registered office.</i></p>	<p><i>to amend the nominal value of shares representing the share capital, re-wording article 5 of the Company Bylaws.</i></p> <p><i>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 pre-emptive subscription rights, all in the terms and under the requirements laid down by Law.</i></p> <p><i>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.</i></p> <p><i>viii) To appoint, re-elect and dismiss the auditors.</i></p> <p><i>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.</i></p> <p><i>x) To approve the transformation, merger, spin off, global assignment of assets and liabilities, dissolution and offshoring of the registered office.</i></p> <p><i>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.</i></p> <p><i>xii) To approve transactions that are equivalent to the Company's liquidation.</i></p>
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<p>x) To pronounce on any other matter reserved for the General Meeting by legal provision or by the Company Bylaws.</p> <p>xi) To approve its Regulations and any later amendments, pursuant to the Board of Director's proposals.</p>	<p>xiii) To approve the final liquidation balance sheet.</p> <p>xiv) To approve the Directors' remuneration policy in the terms established by Law.</p> <p>xv) To pronounce on any other matter reserved for the General Meeting by legal provision or by the Company Bylaws.</p> <p>xvi) To approve its Regulations and any later amendments, pursuant to the Board of Director's proposals.</p>
<p>ARTICLE 4. NOTICE OF MEETING</p> <p><i>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.</i></p> <p><i>A General Meeting must also be called if requested by one or several shareholders representing at least five 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.</i></p>	<p>ARTICLE 4. NOTICE OF MEETING</p> <p><i>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.</i></p> <p><i>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.</i></p>
<p>ARTICLE 5. PUBLICATION OF THE NOTICE OF MEETING</p> <p><i>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.</i></p>	<p>ARTICLE 5. PUBLICATION OF THE NOTICE OF MEETING</p> <p><i>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.</i></p>

<p><i>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.</i></p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>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 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.</i></p> <p><i>It will also include necessary details regarding shareholder information services, indicating telephone numbers, e-mail addresses, offices and opening hours.</i></p> <p><i>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</i></p>	<p><i>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.</i></p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>It will also include necessary details regarding shareholder information services, indicating telephone numbers, e-mail addresses, offices and opening hours.</i></p> <p><i>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</i></p>
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<p><i>shareholders for such purposes will also be included.</i></p> <p><i>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 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.</i></p>	<p><i>purposes will also be included.</i></p> <p><i>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 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.</i></p>
<p>ARTICLE 5 BIS. SUPPLEMENT TO THE NOTICE OF MEETING AND NEW RESOLUTION PROPOSALS</p> <p><i>Shareholders representing at least five 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.</i></p> <p><i>Shareholders representing at least five 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.</i></p>	<p>ARTICLE 5 BIS. SUPPLEMENT TO THE NOTICE OF MEETING AND NEW RESOLUTION PROPOSALS</p> <p><i>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.</i></p> <p><i>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.</i></p>

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

Until the seventh 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.

The information requested pursuant to this article will be provided to the applicant in writing, within the period remaining before the date of the General Meeting, through the Shareholders Help Desk, except in the following cases:

(i) Should the request fail to comply with the deadline and scope determined by law and in these Regulations.

(ii) Should the Chairman deem that publishing the data requested by shareholders representing less than 25% of the share capital could damage corporate interests.

(iii) Should the applicant have proceeded in clear abuse of law.

(iv) Should provisions of law or of the Bylaws or court or government rulings so establish.

(v) 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 right to information may be exercised through the Company website, which will disseminate the lines of communication open

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.

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

<p><i>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.</i></p>	<p><i>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.</i></p> <p><i>In the event of abuse or misuse of the request information, the shareholder shall be liable for any resulting damages and losses.</i></p>
<p>ARTICLE 9. PROXIES FOR THE GENERAL MEETING</p> <p><i>Any shareholder entitled to attend may be represented by another person who need not necessarily be a shareholder.</i></p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>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 vote in different ways according to the instructions given by each shareholder.</i></p> <p><i>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.</i></p>	<p>ARTICLE 9. PROXIES FOR THE GENERAL MEETING</p> <p><i>Any shareholder entitled to attend may be represented by another person who need not necessarily be a shareholder.</i></p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>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.</i></p> <p><i>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 vote in different ways according to the instructions given by each shareholder.</i></p> <p><i>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.</i></p>

<i>The number of shares represented will be calculated for the valid constitution of the General Meeting.</i>	<i>The number of shares represented will be calculated for the valid constitution of the General Meeting.</i>
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