



Banco Bilbao Vizcaya Argentaria, S.A. (“BBVA”), in compliance with the Securities Market legislation, and further to the relevant information dated 7th November 2017, hereby proceeds to notify the following:

RELEVANT INFORMATION

BBVA has agreed to carry out an issue of preferred securities contingently convertible into newly issued ordinary shares of BBVA with exclusion of pre-emptive subscription rights for shareholders (the “**Securities**”) for a total nominal amount of 1,000,000,000 US Dollars (the “**Issuance**”).

The remuneration of the Securities, whose payment is subject to certain conditions and to the discretion of the Bank, has been set at 6.125% on an annual basis for the first ten years. After that, it will be reviewed in accordance with the applicable terms and conditions of the Issuance by applying a margin of 387 basis points on the 5-year Mid-Swap Rate.

BBVA will request that the Securities qualify as Additional Tier 1 Capital pursuant to Law 10/2014, of 26 June, on regulation, supervision and solvency of credit entities and Regulation (EU) No. 575/2013 of the European Parliament and of the Council of 26 June 2013, on prudential requirements for credit institutions and investment firms.

The Securities shall not be offered, distributed or sold in Spain or to Spanish tax residents, without prejudice to the additional sales restrictions set out in the terms and conditions of the Issuance.

BBVA will request the listing of the Securities on the Global Exchange Market of the Irish Stock Exchange plc.

Furthermore, BBVA informs that, for the purposes set out in articles 414, 417 and 511 of the Corporate Enterprises Act, the director’s report and the report of the independent expert/auditor of accounts different from BBVA’s auditor, both related to the Issuance, have been issued. These reports will be available to shareholders through their publication on BBVA’s website (www.bbva.com) on the Issuance closing date (expected to take place on 16th November 2017) and



will be reported to the first General Shareholders' Meeting to be held after the Issuance.

Madrid, 8 November 2017

Important information:

There are restrictions with respect to the offering of the Securities in various jurisdictions, including the United Kingdom, Spain, Japan, Singapore, Hong Kong, Canada, Switzerland and the European Economic Area.

This document may not be distributed, directly or indirectly, in any jurisdiction in which said distribution is contrary to applicable laws.

This document is not a prospectus and is not an offer or a solicitation to buy, sell, subscribe or exchange any securities issued or to be issued by BBVA. No such offer in relation to the Securities shall be conducted in any jurisdiction in which said offer is not made in conformity with the applicable legislation.

This document is not an offer for sale of securities in the United States and the Securities may not be offered or sold in the United States nor to, on behalf or for the benefit of, any citizen of the United States, as defined in the Regulation S of the US Securities Act of 1933, as amended ("US Securities Act"), unless such Issuance is registered or falls under an exception of registration pursuant the US Securities Act.

In relation with the Issuance, BBVA has filed a registration statement (including a prospectus), and a prospectus supplement with the US Securities and Exchange Commission (the "SEC"). Before you invest, you should read the prospectus and prospectus supplement included in that registration statement and the other documents BBVA has filed with the SEC for more complete information about BBVA and the Issuance. You may obtain these documents for free by visiting the SEC web site at www.sec.gov.

This announcement is not a prospectus but rather is an announcement, and investors should not subscribe for any Securities except on the basis of the information contained in the prospectus, the prospectus supplement and the other documents filed by BBVA with the SEC that are incorporated by reference in the registration statement.