

COMMON TERMS OF MERGER

BETWEEN

BANCO BILBAO VIZCAYA ARGENTARIA, S.A.
(as absorbing company)

AND

BBVA RENTING, S.A.U.
(as absorbed company)

<p style="text-align:center">COMMON TERMS OF MERGER between BANCO BILBAO VIZCAYA ARGENTARIA, S.A. (as absorbing company) and BBVA RENTING, S.A.U. (as absorbed company)</p>
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The managing bodies of Banco Bilbao Vizcaya Argentaria, S.A. (“**BBVA**”) and of BBVA Renting, S.A.U. (“**BBVA Renting**”), in compliance with the provisions of articles 22 et seq. of Law 3/2009, of April 3, 2009, on structural modifications to commercial companies (“**Law 3/2009**”), have drafted and signed these common terms of merger, with the references established in articles 31 and 49.1 of Law 3/2009.

1. IDENTITY OF THE COMPANIES PARTICIPATING IN THE MERGER

1.1. Absorbing company

Banco Bilbao Vizcaya Argentaria, S.A., a Spanish company, with registered office in Bilbao, at Plaza de San Nicolás 4, and holding taxpayer identification number A-48265169.

Registered at the Vizcaya Commercial Registry in volume 2083, sheet 1, page number BI-17 A.

1.2. Absorbed company

BBVA Renting, S.A.U., a Spanish company, with registered office in Madrid, at calle Azul 4, and holding taxpayer identification number A-28448694.

Registered at the Madrid Commercial Registry in volume 4,293, sheet 199, page number M- 33,689.

2. JUSTIFICATION OF THE MERGER

The absorption of BBVA Renting into BBVA forms part of the review of the corporate structure of the BBVA Group carried out with a view to optimizing and simplifying its structure, while at the same time boosting the Group’s business capabilities.

The review process has given rise to the proposed merger of BBVA and BBVA Renting, allowing greater integration of the renting business at BBVA by operating under a single commercial and operating platform. Additionally, the activity pursued by BBVA Renting will be integrated into the solid BBVA structure as regards management and internal control, regulatory reporting, and risk management and control tools and

policies.

The merger will also help maximize the advantages and capabilities of the BBVA Group, simplify the corporate, organizational and operational structure of the BBVA Group in Spain, and reduce the operating risks associated with the existence of two independent companies.

3. STRUCTURE OF THE MERGER

The planned merger consists of the absorption of BBVA Renting into BBVA.

By virtue thereof, on the date of registration of the merger, all of the shares of the absorbed company, BBVA Renting, will be retired and cancelled and the absorbed company will be extinguished, with the block transfer of all of its assets and liabilities to the absorbing company, BBVA, which will acquire them by universal succession.

The planned merger constitutes a special merger, since BBVA (absorbing company) directly holds all of the shares of BBVA Renting (absorbed company) and the simplified merger procedure regulated under articles 49.1 and 51 of Law 3/2009 will therefore apply, meaning that:

- (i) Approval of the merger by the Shareholders' Meeting of BBVA will not be required, provided that BBVA shareholders representing at least 1% of the capital stock do not request the holding of the pertinent Shareholders' Meeting within the period established by law.
- (ii) BBVA will not increase its capital stock nor is it necessary to include in the Terms of Merger references 2 and 6 of article 31 of Law 3/2009, relating to the exchange ratio and the procedure for exchange of shares of the absorbed company, and the date on which the new shares will confer the right to a share in corporate income (since no new shares will be issued).
- (iii) Since the transaction is not a cross-border merger, it is also not necessary to include in the Terms of Merger references 9 and 10 of article 31 of Law 3/2009, relating to the valuation of the assets and liabilities of the absorbed company that are transferred to the post-merger company, and the dates of the financial statements of the merging companies used to establish the conditions for the merger.
- (iv) There is no requirement for reports on the common terms of merger to be prepared by the directors of the companies participating in the merger or by any independent expert.

4. SHAREHOLDERS' WORK CONTRIBUTIONS OR ANCILLARY OBLIGATIONS

Since there are no shareholders' work contributions or ancillary obligations at either of the companies participating in the merger, no consideration whatsoever will be granted for such items.

5. SECURITIES AND SPECIAL RIGHTS

There are no special shares or holders of special rights other than the shares at either of the companies participating in the transaction, meaning that no rights will be granted and no options will be offered in this respect.

6. ADVANTAGES GRANTED TO INDEPENDENT EXPERTS AND DIRECTORS

No advantages of any kind will be granted to the directors of either of the companies participating in the merger. No independent experts will participate in the transaction, since the merger is a simplified merger.

7. MERGER BALANCE SHEETS

For the purposes provided for in article 36 of Law 3/2009, the half-yearly financial report of BBVA closed at June 30, 2017 and the balance sheet of BBVA Renting at September 30, 2017 will be considered the merger balance sheets.

8. DATE OF EFFECT OF THE MERGER FOR ACCOUNTING PURPOSES

In accordance with the provisions of the National Chart of Accounts, the date of effect for accounting purposes will be January 1, 2018.

9. BYLAWS OF THE POST-MERGER COMPANY

It will not be necessary to amend the bylaws of the absorbing company as a result of the merger, the current wording of which is published on the corporate website of BBVA (www.bbva.com).

10. POSSIBLE CONSEQUENCES OF THE MERGER ON EMPLOYMENT, AS WELL AS POTENTIAL GENDER IMPACT ON THE MANAGEMENT BODIES AND IMPACT ON CORPORATE SOCIAL RESPONSIBILITY

In accordance with the provisions of article 44 of the revised Workers' Statute, approved by Legislative Royal Decree 2/2015, of October 23, 2015, regulating transfers of undertakings, BBVA will be subrogated to the labor rights and obligations of BBVA Renting with its workers. No other consequences regarding employment are envisaged as a result of the merger.

No changes to the composition of the managing body of the absorbing company are envisaged as a result of the merger, meaning that the merger will not have any gender impact on the managing body.

The merger will not affect the social responsibility of BBVA.

11. TAX REGIME

In accordance with the provisions of article 89 of Corporate Income Tax Law 27/2014, of November 27, 2014, it is placed on record that the merger will be subject to the special tax regime provided in Chapter VII of Title VII.

12. CONDITION PRECEDENT

The effectiveness of the merger is subject to authorization from the Ministry of Economy and Competitiveness, in accordance with the provisions of Additional Provision Twelve of Law 10/2014, of June 26, 2014, on regulation, supervision and solvency of credit institutions.

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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.