

Board of Directors Report

Re-appointment of Juan Pi Llorens as independent director

Introduction

In accordance with article 3 of the Regulations of the Board of Directors of Banco Bilbao Vizcaya Argentaria, S.A. (hereinafter, “**BBVA**” or the “**Bank**”), and in compliance with the provisions of article 529 decies of the Corporate Enterprises Act, the Appointments Committee is responsible for proposing re-appointments of members of the Bank's Board of Directors with the category of independent directors.

Also, Article 3 of the Regulations of the Board of Directors, in compliance with the Corporate Enterprises Act, also states that the proposal by the Appointments Committee must be accompanied by a report explaining the grounds on which the Board of Directors has assessed the competence, experience and merits of the candidate proposed, which will be attached to the minutes of the General Shareholders' Meeting or of the Board of Directors meeting.

To comply with this, the Board of Directors of the Bank has prepared the present report, which accompanies the proposed re-appointment of Juan Pi Llorens as a member of the Board of Directors of the Bank with the category of independent director to be submitted to the Ordinary General Shareholders' Meeting of BBVA (hereinafter, the “**Report**”).

Appointments Committee Report

To prepare the Report, the Board of Directors evaluated the proposal by the Appointments Committee of BBVA in accordance with point 4 of article 529 decies of the Corporate Enterprises Act and articles 3 and 33 of the Regulations of the Board of Directors of the Bank after analyzing the Board's current composition and needs, as well as the need for its members to have a diversity of knowledge, skills and experience to enable them to discharge their functions adequately, with directors having extensive national and international training and experience, in areas such as banking and finance, accounting and risk, as well as legal, academic, business and new technologies.

Also, the Appointments Committee, in the discharge of its duties and as part of the ongoing Board rotation process, assesses the objectives laid down in BBVA's Board of Directors selection, appointment, rotation and diversity policy, which include that of ensuring a balance

between the different categories of Board members and that non-executive directors represent an ample majority over executive directors, and that the number of independent directors accounts for, at least, 50% of the total Board.

The Committee also believes that independent directors help contribute to a suitable composition of the Board Committees, in particular those which assist the Board of Directors in its oversight and control duties, which must have a significant representation of independent directors, amongst whom the Chairs of these Committees must be appointed.

Furthermore, the Committee has assessed the conditions needed to hold the post of director of BBVA including the conditions attached to the status of Board member, education, professional experience and suitability; also assessing the time dedication required for holding the position and taking care that, in any case, the directors have the requisite suitability and independence requirements.

Accordingly, based on the current needs of BBVA's corporate bodies, the structure, size and composition of the Board, and the Board of Directors selection, appointment, rotation and diversity policy, the Appointments Committee has considered that Juan Pi Llorens has the appropriate knowledge, skills and experience to hold the position of member of the Board of Directors, and meets the suitability requirements for this position, and thus the Committee agreed to propose to the Board, so that the Board, in turn, may propose to the General Meeting, the re-appointment of Juan Pi Llorens as independent director of the Bank.

Competence, experience and merits

To issue this Report, the Board of Directors evaluated, as provided for in the aforementioned regulations, the competence, experience and merit, as well as the knowledge, of the proposed candidate in the following terms:

Juan Pi Llorens has a Degree in Industrial Engineering awarded by the Barcelona Polytechnic University. In his career he has held a number of senior offices at IBM, both on a national and international level, and was appointed Executive Chairman of IBM Spain in 1998.

Mr. Pi Llorens has held other senior offices at IBM EMEA, and in 2005 he was appointed as Vice-Chairman of Sales, and from 2008 to 2010 he became Vice-Chairman of the Technology and Systems Group.

He has also held the office of Vice-Chairman, Financial Sector of the GMU (Growth Markets Units), with residence in China.

Mr. Pi was appointed Chairman of the Risk Committee in 2017 and is also a member of the Audit and Compliance and the Technology and Cybersecurity Committees.

The Board also assessed other experience and positions held currently and previously by Juan Pi Llorens as set out in the curriculum vitae attached to this Report.

Conclusion

As a result of the above and considering the proposal submitted for this purpose by the Bank's Appointments Committee, the Board of Directors considers that Juan Pi Llorens has the necessary competence, experience and merits to propose his re-appointment to the Ordinary General Shareholders' Meeting of the Bank as member of the Board of Directors with the category of independent director for the three-year term specified in the Company Bylaws. The Board of Directors hereby issues this Report in accordance with the requirements of article 529 decies of the Corporate Enterprises Act.

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Mr. Juan Pi Llorens

Director

Born in Reus (Tarragona), in 1950

Married

Spanish national

Graduated in Industrial Engineering from Universidad Politécnica de Barcelona.

PDG - General Management Programme, IESE

Professional Background:

IBM Corporation

1972 – 1978	Various posts. IBM Spain
1978 – 1982	Financial Services Sector Manager – Catalonia. IBM Spain
1983 – 1985	Head of Special Banking Projects. IBM Spain
1986 – 1987	Operations Manager for Catalonia. IBM Spain
1987 – 1989	Commercial Manager – Financial Services Sector. IBM Spain
1990 - 1990	Head of the Personal Staff for the President of IBM EMEA. France
1991 – 1992	Operations Manager for Benelux, Austria, Scandinavia and Switzerland. France
1992 – 1994	Manager of Software & Services for IBM Spain
1994 – 1995	General Manager of IBM Spain
1995 – 1995	Manager of Competitive Strategy for IBM Corporation. USA
1996 – 1996	Manager of Consulting & Systems Integration, IBM Latam. USA
1997 – 1998	Vice president for IBM Latam Sales. USA
1998 – 2001	Executive President – Spain & Portugal. IBM Spain
2001 – 2005	Vice president Finance Industry IBM EMEA. UK
2005 – 2008	Vice president for IBM EMEA Sales
2008 – 2010	Vice president, Technology & Systems Group, IBM EMEA
2009 – 2011	Vice president, Financial Services Sector, GMU (Growth Markets Units), with residence in China

He was appointed to a BBVA directorship on 27th July 2011, he is Chair of the Risk Committee and is member of the Audit and Compliance Committee and of BBVA's Technology and Cybersecurity Committee.