

**ANNUAL GENERAL SHAREHOLDERS' MEETING**

**BANCO BILBAO VIZCAYA ARGENTARIA, S.A.**

**BILBAO, 15 MARCH 2019**

**CALL NOTICE**

*The Board of Directors of Banco Bilbao Vizcaya Argentaria, S.A. (hereinafter, the "Company", "BBVA" or the "Bank"), at its meeting on 11 February 2019, has agreed to call the Company's Ordinary General Shareholders' Meeting, which will be held in Bilbao, at Palacio Euskalduna, Avenida Abandoibarra number 4, on 14 March 2019, at 12 noon on first call, and in the same location and at the same time, on 15 March 2019, on second call, in accordance with the following:*

**AGENDA**

**ONE.**- *Annual accounts, profit allocation and corporate management:*

- 1.1 *Approval of the annual accounts and management reports of Banco Bilbao Vizcaya Argentaria, S.A. and its consolidated group corresponding to the year ending on December 31, 2018.*
- 1.2 *Approval of the non-financial information report of Banco Bilbao Vizcaya Argentaria, S.A. and that of its consolidated group corresponding to the year ending on December 31, 2018.*
- 1.3 *Approval of the allocation of the 2018 profit.*
- 1.4 *Approval of corporate management during 2018.*

**TWO.**- *Adoption of the following resolutions regarding the re-election, ratification and appointment of members of the Board of Directors:*

- 2.1 *Re-election of Carlos Torres Vila.*
- 2.2 *Ratification and appointment of Onur Genç.*
- 2.3 *Re-election of Sunir Kumar Kapoor.*

*Pursuant to paragraph 2 of Article 34 of the Bylaws, determination of the number of directors at the number resulting from the resolutions adopted under this item of the Agenda, which will be reported to the General Shareholders' Meeting for all due effects.*

**THREE.**- *Approval of the Remuneration Policy for Directors of Banco Bilbao Vizcaya Argentaria, S.A., which includes the maximum number of shares to be delivered as a result of its execution.*

**FOUR**.- Approval of a maximum level of variable remuneration of up to 200% of the fixed component of total remuneration for a group of employees whose professional activities have significant impact on the Group's risk profile.

**FIVE**.- Conferral of authority on the Board of Directors, which may in turn substitute such authority, to formalize, correct, interpret and implement the decisions adopted by the General Meeting.

**SIX**.- Consultative vote on the Annual Report on the Remuneration of Directors of Banco Bilbao Vizcaya Argentaria, S.A.

### **SUPPLEMENT TO THE CALLING AND PRESENTATION OF PROPOSED RESOLUTIONS**

Pursuant to the Spanish Corporate Enterprises Act, shareholders representing at least three percent of the share capital may: (i) request the publication of a supplement to the calling of the Meeting, including one or more items on the agenda, provided that the new items are accompanied by a substantiation or, where applicable, a substantiated proposed resolution; and (ii) submit substantiated proposed resolutions on matters already included or that should be included on the agenda.

These rights must be exercised by duly certified notice to the Company, which must be received at the registered office, at Plaza de San Nicolás number 4, 48005, Bilbao, Spain, within five days following the publication of this calling.

### **ATTENDANCE**

In accordance with the Bylaws, holders of 500 or more shares, recorded in the corresponding accounting ledger at least five days before the scheduled date of the General Shareholders' Meeting, will be entitled to attend the Meeting.

As the General Shareholders' Meeting will foreseeably be held on second call, pursuant to Article 517 of the Spanish Corporate Enterprises Act, shareholders must have registered their shares in their name no later than 10 March 2019.

The Company will issue a personalised attendance card to each shareholder entitled to attend who so requests, granting them access to the venue where the General Shareholders' Meeting is to be held and indicating the number of shares that they hold. Requests may be sent to the Shareholder Office, or made via the Company website ([www.bbva.com](http://www.bbva.com)) or at any BBVA branch office.

Holders of fewer shares may group together until they have at least the required number, and must then apply for a group card from any BBVA branch office.

In order to confirm the identity of the shareholders or their valid proxies, on entering the venue where the General Shareholders' Meeting is to be held attendees may be asked to present their attendance card, documents confirming their status as proxy, where necessary, and their Spanish national identity document or any other official document generally accepted for such purposes.

## **REMOTE VOTING AND PROXIES**

### **WRITTEN VOTING AND PROXIES**

*Shareholders not personally attending the General Shareholders' Meeting may submit an absentee ballot, using the voting form included in the attendance card, which can be requested and submitted at any BBVA branch office.*

*Shareholders wishing to vote by post may request, from the date of publication of this notice of the General Shareholders' Meeting, through the Shareholder Office or any BBVA branch office, that the Company issue a postal voting document in their name. Once completed within the established deadline and according to the instructions therein, this document must be sent by registered post with acknowledgment of receipt to the Shareholder Office at C/ Azul 4, 28050 Madrid, Spain, to be processed and counted.*

*In order to be processed, absentee votes must be received at least 24 hours prior to the scheduled date of the General Shareholders' Meeting on first call. Any votes arriving later than this will not be counted.*

*Any shareholder entitled to attend may be represented at the General Shareholders' Meeting by another person, who need not be a shareholder. Such representation must be conferred using the delegation form included in the attendance card and may be sent to the Company by any of the means set out in this section.*

### **ELECTRONIC VOTING AND PROXIES**

*Votes and proxy delegations may be made electronically via the Bank's website ([www.bbva.com](http://www.bbva.com)). To do this, shareholders must follow the rules and instructions on the "2019 General Shareholders' Meeting" section of the website.*

*In order to prove their identity, shareholders who wish to vote or delegate a proxy electronically must have a passcode.*

*Shareholders who use electronic banking (BBVA.es) may vote or delegate a proxy electronically by using the passcode that they use to access the BBVA electronic banking platform.*

*Shareholders who do not use electronic banking must obtain a passcode via the website ([www.bbva.com](http://www.bbva.com)) by following the relevant instructions in the "Electronic Voting and Proxies" section of the "2019 General Shareholders' Meeting" page of the Bank's website ([www.bbva.com](http://www.bbva.com)). In order to obtain the passcode, shareholders will need to prove their identity in one of the following ways:*

- a) Electronic DNI (Spanish national identity document); or*
- b) Through the accreditation application procedure for shareholders who do not use electronic banking (BBVA.es) and legal entities.*

*Once shareholders have their passcode, either the code corresponding to "BBVA.es" for shareholders who use electronic banking or the code obtained through the process described above for shareholders who do not use electronic banking, they may exercise their right to vote and/or delegate a proxy electronically, prior to the General Shareholders' Meeting, via the "2019 General Shareholders' Meeting/Electronic Voting and Proxies" section of the Company website ([www.bbva.com](http://www.bbva.com)) from 22 February 2019 until 12 noon on the day before the General Shareholders'*

*Meeting is held on first call, i.e. until 12 noon on 13 March 2019. To do so, they must complete the forms and follow the instructions contained therein for the exercise of each of these rights.*

#### **SUSPENSION OF ELECTRONIC SYSTEMS**

*The Company reserves the right to modify, suspend, shut down or restrict the mechanisms for electronic voting and proxy delegation when necessary or advisable for technical or security reasons.*

*The Company will not be liable for damages that may be caused by overloads, breakdowns, downed lines, connection faults or similar events beyond its control that may temporarily prevent the use of the electronic voting or proxy systems.*

#### **REVOCAION OF VOTE OR PROXY**

*Shareholders' personal attendance at the General Shareholders' Meeting will revoke any vote or proxy submitted prior to the Meeting.*

*Proxies may be revoked at any time by the same means used to delegate them.*

#### **RIGHT TO INFORMATION**

*Shareholders may request, up to five days before the scheduled date of the General Shareholders' Meeting, that directors provide any information or clarifications that they deem necessary, or submit written queries regarding matters on the agenda, information accessible to the public as provided by the Company to the National Securities Market Commission since the previous General Shareholders' Meeting, or the auditor's report.*

*Shareholders wishing to exercise their right to information may do so in writing, addressing their correspondence to the Shareholder Office at C/ Azul 4, 28050, Madrid, Spain, or by email to the address given in the "Right to Information" section of the "2019 General Shareholders' Meeting" page of the Company website ([www.bbva.com](http://www.bbva.com)), following the instructions therein.*

*As of the time of this calling, any shareholder may inspect, at the registered office at Plaza de San Nicolás number 4, Bilbao, Spain, or in the "2019 General Shareholders' Meeting" section of the Company website ([www.bbva.com](http://www.bbva.com)), the full texts of the proposed resolutions submitted for the approval of the General Shareholders' Meeting and the reports from the directors on the items of the agenda, if so desired; the annual accounts and management reports, both individual and consolidated, which include the non-financial information report of the Bank and its consolidated Group, and which will be submitted for the approval of the General Shareholders' Meeting together with the relevant auditors' reports; the annual corporate governance report corresponding to the 2018 financial year; the curriculum vitae, category (condition) and mandatory proposals and reports on the re-election, ratification and appointment of directors proposed under agenda item Two; the content of the Remuneration Policy for Directors of Banco Bilbao Vizcaya Argentaria, S.A., the approval of which is proposed under agenda item Three, together with the relevant report of the Remunerations Committee, the report of the Board of Directors concerning the proposal submitted under agenda item Four; and the Annual Report on the Remuneration of Directors of Banco Bilbao Vizcaya Argentaria, S.A., in addition to any other legal documentation relating to the General Shareholders' Meeting.*

*Furthermore, shareholders will have access to the reports of the directors and the independent experts / statutory auditors (appointed by the Commercial Registry) other than the Company auditor,*

*which have been issued since the previous General Shareholders' Meeting regarding the use of delegation to issue convertible bonds (CoCos), which will be presented to the General Shareholders' Meeting and which were, either, already published and made available to the shareholders at the time of the issuance or have been published as a result of this calling.*

*Shareholders may request that all of the aforementioned documents be delivered or sent to them immediately and free of charge.*

*Likewise, between the time of publication of this calling and the General Shareholders' Meeting, all documents and information relating to the General Shareholders' Meeting will be available in the "2019 General Shareholders' Meeting" section of the Company website ([www.bbva.com](http://www.bbva.com)).*

### **ONLINE SHAREHOLDERS FORUM**

*Pursuant to Article 539.2 of the Spanish Corporate Enterprises Act, for the calling of the General Shareholders' Meeting, BBVA has set up an Online Shareholders Forum on the Company website ([www.bbva.com](http://www.bbva.com)) for the legally established purpose, which individual shareholders and duly authorised shareholders' associations may access with due protections.*

*Shareholders may use the Forum to publish proposals that they wish to submit as supplements to the agenda listed in the calling, requests to second these proposals, and initiatives to achieve the percentage of votes required to exercise the minority right established by law. They may also post offers of or calls for voluntary proxies in accordance with the instructions published on the Bank's website ([www.bbva.com](http://www.bbva.com)) for this calling.*

*The Forum is not a channel for communication between the Company and its shareholders, and is intended solely to facilitate communication between BBVA shareholders for the General Shareholders' Meeting.*

*To access and use the Forum, shareholders must have a passcode, which they can obtain via the Bank's website ([www.bbva.com](http://www.bbva.com)), following the instructions given in the "2019 General Shareholders' Meeting/Online Shareholders Forum" section.*

### **GENERAL INFORMATION**

*Shareholders may consult the Regulations of the General Shareholders' Meeting on the Company website ([www.bbva.com](http://www.bbva.com)) for information relating to the General Shareholders' Meeting that is not provided in this notice.*

*For more information, shareholders may contact the Shareholder Office at C/ Azul 4, 28050, Madrid, Spain, from 9 am to 6 pm, Monday through Friday; telephone the Shareholder Helpline at 902-200-902 / 912-249-821 from 8 am to 10 pm, Monday through Friday; or send an email to [accionistas@bbva.com](mailto:accionistas@bbva.com).*

### **NOTARY PUBLIC AT THE GENERAL SHAREHOLDERS' MEETING**

*The Board of Directors has agreed to require the presence of a Notary Public to record the minutes of the General Shareholders' Meeting, pursuant to Article 203 of the Spanish Corporate Enterprises Act and Article 101 of the Regulations of the Commercial Registry.*

## **PROCESSING OF PERSONAL DATA**

*BBVA will treat any personal data that the shareholders provide or which is provided by the depositary institutions in order to manage the call and the holding of the General Shareholders' Meeting.*

*In accordance with the General Regulation on Data Protection, of 27 April 2016, the link to the personal data treatment policy of BBVA for Shareholders is [shareholdersandinvestors.bbva.com/PTDA](http://shareholdersandinvestors.bbva.com/PTDA). The rights of access, rectification, opposition, cancellation, transfer and limitation of the treatment may be exercised in the form that is determined by such policy.*

## **NOTE**

*THE GENERAL SHAREHOLDERS' MEETING IS SCHEDULED TO BE HELD, ON SECOND CALL, ON 15 MARCH 2019 AT THE TIME AND PLACE INDICATED, UNLESS SHAREHOLDERS ARE NOTIFIED OTHERWISE THROUGH THE DAILY PRESS AND THE BANK'S WEBSITE ([www.bbva.com](http://www.bbva.com)).*

*Bilbao, 13 February 2019, the Corporate Secretary and Secretary of the Board of Directors.*