

**FINAL TERMS****PROHIBITION OF SALES TO EEA RETAIL INVESTORS**

The Notes are not intended to be offered, sold or otherwise made available to, and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (the **EEA**). For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, **MiFID II**); (ii) a customer within the meaning of the Insurance Mediation Directive, where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in the Prospectus Directive. Consequently no key information document required by Regulation (EU) No 1286/2014 (as amended, **the PRIIPs Regulation**) for offering or selling Notes or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling Notes or otherwise making them available to any retail investor in the EEA may be unlawful under the PRIIPs Regulation.

**MIFID II PRODUCT GOVERNANCE/PROFESSIONAL INVESTORS AND ELIGIBLE COUNTERPARTIES ONLY TARGET MARKET**

– Solely for the purposes of each manufacturer's product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Notes to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Notes (a “distributor”) should take into consideration the manufacturers' target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

**Notification under Section 309B(1)(c) of the Securities and Futures Act (Chapter 289) of Singapore (the SFA)** – In connection with Section 309B of the SFA and the Securities and Futures (Capital Markets Products) Regulations 2018 (the **CMP Regulations 2018**), the Issuer has determined the classification of the Notes to be capital markets products other than prescribed capital markets products (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in the Singapore Monetary Authority (the **MAS**) Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

**Banco Bilbao Vizcaya Argentaria, S.A.**

**Issuer Legal Entity Identifier (LEI): K8MS7FD7N5Z2WQ51AZ71**

**Issue of EUR 1,000,000,000 Fixed Rate Notes 1.125% due 28 February 2024**

**under the €40,000,000,000**

**Global Medium Term Note Programme**

**PART A - CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the terms and conditions (the **Conditions**) set forth in the Offering Circular dated 2 August, 2018 and the supplements to it dated 9 November 2018 and 13 February 2019 which together constitute a base prospectus for the purposes of the Prospectus Directive (the **Offering Circular**). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Offering Circular. Full information on the Issuer and the offer of

the Notes is only available on the basis of the combination of these Final Terms and the Offering Circular. The Offering Circular has been published on the website of Euronext Dublin.

- |            |  |  |
|------------|--|--|
| <b>1.</b>  | Issuer:  | Banco Bilbao Vizcaya Argentaria, S.A.  |
| <b>2.</b>  | (a) Series Number:   | 159  |
|            | (b) Tranche Number:  | 1  |
|            | (c) Date on which the Notes will be consolidated and form a single Series:                               | Not Applicable   |
| <b>3.</b>  | Specified Currency or Currencies:  | Euro (EUR)   |
| <b>4.</b>  | Aggregate Nominal Amount:  |  |
|            | (a) Series:  | EUR 1,000,000,000  |
|            | (b) Tranche:   | EUR 1,000,000,000  |
| <b>5.</b>  | Issue Price:   | 99.701 per cent. of the Aggregate Nominal Amount   |
| <b>6.</b>  | (a) Specified Denomination:  | EUR 100,000 and integral multiples of EUR 100,000 thereafter.  |
|            | (in the case of Registered Notes, this means the minimum integral amount in which transfers can be made) |  |
|            | (b) Calculation Amount (in relation to calculation of interest in global form see Conditions):           | EUR 100,000  |
| <b>7.</b>  | (a) Issue Date:  | 28 February 2019   |
|            | (b) Interest Commencement Date:  | Issue Date   |
| <b>8.</b>  | Maturity Date:   | 28 February 2024   |
| <b>9.</b>  | Interest Basis:  | 1.125 per cent. Fixed Rate<br>(see paragraph 14 below)   |
| <b>10.</b> | Redemption/Payment Basis:  | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100 per cent. of their nominal amount |
| <b>11.</b> | Change of Interest Basis:  | Not Applicable   |
| <b>12.</b> | Put/Call Options:  | Not Applicable   |

- |            |     |   |                      |
|------------|-----|---|----------------------|
| <b>13.</b> | (a) | Status of the Notes:                          | Senior               |
|            | (b) | Status of Senior Notes:                       | Senior Non-Preferred |
|            | (c) | Status of Subordinated Notes:                 | Not Applicable       |
|            | (d) | Date approval for issuance of Notes obtained: | Not Applicable       |

#### **PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

- |            |                                      |   |   |
|------------|--------------------------------------|---|---|
| <b>14.</b> | <b>Fixed Rate Note Provisions</b>    |   | Applicable  |
|            | (a)                                  | Rate(s) of Interest:  | 1.125 per cent. per annum payable in arrear on each Interest Payment Date   |
|            | (b)                                  | Interest Payment Date(s):   | 28 February in each year commencing on 28 February 2020 up to and including the Maturity Date, subject to adjustment for the purposes of making payment only and not for interest accrual purposes, in accordance with the Following Business Day Convention. |
|            | (c)                                  | Fixed Coupon Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions): | EUR 1,125 per Calculation Amount  |
|            | (d)                                  | Broken Amount(s) for Notes in definitive form (and in relation to Notes in global form see Conditions):       | Not Applicable  |
|            | (e)                                  | Day Count Fraction:   | Actual/Actual (ICMA)  |
|            | (f)                                  | Determination Date(s):  | 28 February in each year  |
| <b>15.</b> | <b>Fixed Reset Note Provisions</b>   |   | Not Applicable  |
| <b>16.</b> | <b>Floating Rate Note Provisions</b> |   | Not Applicable  |
| <b>17.</b> | <b>Zero Coupon Note Provisions</b>   |   | Not Applicable  |

#### **PROVISIONS RELATING TO REDEMPTION**

- |            |                       |  |  |
|------------|-----------------------|--|--|
| <b>18.</b> | <b>Tax Redemption</b> |  |  |
|------------|-----------------------|--|--|

If redeemable in part:

- |            |   |                                    |
|------------|---|------------------------------------|
| (a)        | Minimum Redemption Amount:  | EUR 100,000                        |
| (b)        | Maximum Redemption Amount:  | EUR 999,900,000                    |
| <b>19.</b> | <b>Issuer Call</b>  | Not Applicable                     |
| <b>20.</b> | <b>Investor Put</b>   | Not Applicable                     |
| <b>21.</b> | Final Redemption Amount:  | EUR 100,000 per Calculation Amount |
| <b>22.</b> | Early Redemption Amount payable on redemption for taxation reasons, on an event of default, upon the occurrence of a Capital Event or upon the occurrence of an Eligible Liabilities Event: | EUR 100,000 per Calculation Amount |

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |            |  |  |
|------------|--|--|
| <b>23.</b> | Form of Notes:   | Bearer Notes:<br><br>Temporary Bearer Global Note exchangeable for a Permanent Bearer Global Note which is exchangeable for Definitive Notes upon an Exchange Event excluding the exchange event described in paragraph (iii) of the definition in the Permanent Global Note |
| <b>24.</b> | New Global Note (NGN):   | Applicable   |
| <b>25.</b> | Additional Financial Centre(s):                                      | Not Applicable   |
| <b>26.</b> | Talons for future Coupons to be attached to Definitive Bearer Notes: | No   |
| <b>27.</b> | Condition 16 applies:  | Yes  |
| <b>28.</b> | Eligible Liabilities Event:  | Applicable, in accordance with the Conditions.   |
| <b>29.</b> | Additional Events of Default (Senior Preferred Notes):               | Not Applicable   |
| <b>30.</b> | RMB Currency Event:  | Not Applicable   |
| <b>31.</b> | Spot Rate (if different from that set out in Condition 5(h)):        | Not Applicable   |
| <b>32.</b> | Party responsible for calculating the Spot Rate:                     | Not Applicable   |
| <b>33.</b> | Relevant Currency (if different from that in                         | Not Applicable   |

Condition 5(h):

**34.** RMB Settlement Centre(s): Not Applicable

**35.** Governing Law: Spanish Law

Signed on behalf of the Issuer:

By:.....  
*Duly authorised*

**PART B - OTHER INFORMATION****1. LISTING AND ADMISSION TO TRADING**

- (a) Listing and Admission to trading: Application has been made by the Issuer (or on its behalf) for the Notes to be admitted to trading on Euronext Dublin's regulated market and admitted to the Official List of Euronext Dublin with effect from 28 February 2019.
- (b) Estimate of total expenses related to admission to trading: EUR 1,000

**2. RATINGS**

The Notes are expected to be rated:

Moody's Investors Services España, S.A.: Baa2

Standard & Poor's Credit Market Services Europe Limited: BBB+

Fitch Ratings España, S.A.U.: A-

Each of Moody's, Standard And Poor's and Fitch is established in the European Union and is registered under Regulation (EC) No. 1060/2009 (as amended).

**3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE**

Save for any fees payable to the Managers, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Managers and their affiliates have engaged and may in the future engage in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

**4. REASONS FOR THE OFFER**

See "Use of Proceeds" wording in Offering Circular

**5. YIELD**

- (a) Indication of yield: 1.187 per cent. per annum

The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

**6. OPERATIONAL INFORMATION**

- (a) ISIN: XS 1956973967
- (b) Common Code: 195697396

- |     |   |  |
|-----|---|--|
| (c) | CFI:  | DTFUFB   |
| (d) | FISN:   | BBVA SA/1 MTN 20240228 UNSEC UNGTD   |
| (e) | CUSIP:  | Not Applicable   |
| (f) | Any clearing system(s) other than Euroclear Bank SA/NV, Clearstream Banking, S.A. and the Depository Trust Company and the relevant identification number(s): | Not Applicable   |
| (g) | Delivery:   | Delivery against payment   |
| (h) | Names and addresses of additional Paying Agent(s) (if any):   | Not Applicable   |
| (i) | Intended to be held in a manner which would allow Eurosystem eligibility:   | Yes. Note that the designation "yes" does not necessarily mean that the Notes will be recognised as eligible collateral for Eurosystem monetary policy and intra-day credit operations by the Eurosystem either upon issue or at any or all times during their life. Such recognition will depend upon the European Central Bank being satisfied that Eurosystem eligibility criteria have been met. The Notes will be deposited initially upon issue with one of Euroclear Bank SA/NV and/or Clearstream Banking, S.A. (together, the <b>ICSDs</b> ) acting as common safekeeper. |

## 7. PROHIBITION OF SALES

- |     |   |            |
|-----|---|------------|
| (a) | Prohibition of Sales to EEA Retail Investors: | Applicable |
| (b) | Prohibition of Sales to Belgian Consumers:    | Applicable |

## 8. RELEVANT BENCHMARKS

- |     |                     |                |
|-----|---------------------|----------------|
| (a) | Relevant Benchmark: | Not Applicable |
|-----|---------------------|----------------|