

# Operating Standards for the Online BBVA Shareholder Forum

## 1. Introduction

Under article 539.2 of the Corporate Enterprises Act, Banco Bilbao Vizcaya Argentaria, S.A. (“BBVA”) has set up an online forum for its shareholders (“the Forum”) on its corporate website. It can be accessed via [www.bbva.com/General Meeting 2019/Online Shareholders Forum](http://www.bbva.com/General Meeting 2019/Online Shareholders Forum) (hereinafter “the Website”) and provides information about all the arrangements concerning the General Meeting until the day on which the General Meeting of Shareholders is held.

## 2. Operating Standards

These standards regulate the operation of the Forum for BBVA shareholders on the Website, and its service guarantees, terms of access and use. The Forum is available to BBVA shareholders and any voluntary associations they may set up in compliance with prevailing regulations.

BBVA reserves the right to amend the Forum’s presentation, configuration, operation and content, at any time and without prior warning.

## 3. Acceptance of the Forum Standards

Registering as a user of the Online BBVA Shareholder Forum (hereinafter “Forum User”), accessing and/or using the Forum presupposes full, unconditional acceptance of the terms and conditions of the Operating Standards.

BBVA will be considered the Forum Administrator (hereinafter “the Administrator”) under the conditions and with the powers established herein. BBVA reserves the right of interpretation in the event of queries or discrepancy about the use of the Forum.

## 4. Object and Purpose of the Forum

The Forum is set up exclusively to facilitate communication between BBVA shareholders during the arrangement of the General Meeting until the day on which it is held.

Shareholders who have registered as Forum Users according to these Operating Standards (“Registered Users”) may submit communications for publication in the Forum. These may only be:

- Proposals intended to be presented as a supplement to the meeting agenda published in the call to the General Meeting.
- Requests for said proposals to be included.
- Initiatives to reach the threshold percentage for minority rights established by law.
- Offers or requests for voluntary proxy.

In no event will the publication of a supplementary proposal to the agenda in the Forum entail its acceptance or, consequently, the amendment of the agenda published in the call to the General Meeting.

The Forum is not a communication channel between BBVA and Forum Users.

No communication published in the Forum can be deemed to serve as notice to the BBVA for any effective purpose or specifically for enforcing any rights to which Forum Users may be entitled as individuals or as groups.

Shareholders wishing to enforce such rights may do so through the channels established by law, by the corporate bylaws and by the BBVA General Meeting Regulations. However, the Forum is in no event deemed to be the valid vehicle through which to do so.

## **5. Registered Forum Users**

Access and use of the Forum is reserved exclusively for individual BBVA shareholders and voluntary associations of shareholders, validly constituted and registered in the Commercial Register of Vizcaya and, for the only purpose of publicity, in a special registry established for such purpose by Spain’s National Securities Market Commission (hereinafter the “CNMV”) in compliance with article 539 paragraphs 2 and 4 of the Corporate Enterprises Act and other regulations ramifying the Act.

To access and use the Forum, individual users and the voluntary associations of shareholders must obtain a password in order to guarantee their identity.

Shareholders who are e-banking users (BBVA.es) may access the Forum using the same password that they hold so as to access BBVA electronic banking.

Other shareholders who do not use BBVA.es and voluntary associations of shareholders may obtain their passwords by filling out a password-request application, previously proving their identity by any of the following means:

- **Authentication using an electronic identity document.** Users wishing to access via this route on the Website must fill in the form and choose a personal, non-transferable password with which to log on to the Forum.
- **Authentication for other shareholders** (non-users of BBVA.es, corporations and voluntary associations of shareholders). The password can be requested by filling in a form that generates an activation code, which the shareholder or representative must print out. The password can then be activated at any BBVA branch office, upon presentation of the original of the holder's identity document (N.I.F / N.I.E.), activation print-out and, if applicable, the original of any powers of attorney.

Access and use of the Forum by Registered Users, in compliance with applicable regulations, requires users to continue to be a duly constituted and filed BBVA shareholder or voluntary association of shareholders.

Should BBVA at any time have reasonable doubts regarding compliance with this condition by any Registered User of the Forum, as Forum Administrator it may require the user to prove that it is still in compliance. BBVA may request such users to provide any information or documents it deems necessary to verify such compliance.

The Administrator reserves the right to require a Registered Forum User to provide any additional information, and to suspend or cancel membership of the Forum when it considers that any user fails to comply with the conditions under its interpretation of the applicable regulations.

Communications by shareholders that cease to be shareholders before the date on which the General Meeting is held will be automatically delisted and any publications related to or linked to their membership will be eliminated.

## **6. Access to the Forum**

### **1. Right to access the Forum**

Any Registered User may consult all the communications published on the Forum.

The Forum is a vehicle for Registered Users to publish communications relating to matters described in the section "Object and Purpose of the Forum". It is not a vehicle for electronic chat or virtual debate amongst Forum Users.

The Administrator will only incorporate communications into the Forum that are pertinent according to the law and BBVA regulations on corporate governance. It will not publish comments on aspects outside the scope of the Forum's purpose.

## **2. Publication of communications on the Forum**

Any Registered User may submit communications on any of the matters described in the section “Object and Purpose of the Forum”.

The communications must be submitted in text format only. Once published, they will be accessible to any Forum User.

The communications submitted by Forum Users are submitted by these as individual Users, except in the case of associations of shareholders duly registered in compliance with article 539 paragraph 4 of the Corporate Enterprises Act, no communications received from shareholders’ representatives or shareholders’ groups or pacts, depositary entities, financial intermediaries or any other parties acting on behalf of or representing the interests of shareholders will be published.

BBVA does not necessarily approve of the communications, opinions or expressions published on the Forum and accepts no liability for information contained in them. BBVA is not liable for the opinions or comments appearing on the Forum, as these are submitted individually by each User at their own responsibility.

Communications must be submitted using the forms available on the Forum for this purpose. Users must fill these in with information including:

- Identification of the Forum User submitting the communication.
- Subject matter of the communication.
- Comments/ grounds for the communication (summary).

The Administrator will verify the shareholder’s identity (full name of individuals, corporate name of organisations, and name and number under which the shareholder associations are duly registered at the correspondent Registries and, for organisations and associations, the identity of their respective representatives) and may check any data requested in the registration form.

Any Registered User submitting a communication for publication will be deemed to act with sufficient powers and to have all necessary permissions. It is understood that the communication is submitted in good faith and does not infringe any legal or contractual provisions, third-party rights or property, and in no event constitutes unfair competition or prejudice to third parties.

The Administrator may check that the communications submitted comply with legal regulations, with the Operating Standards and with the requirements of good faith. The Administrator reserves the right to refuse to incorporate communications or to withdraw

communications deemed not to do so. The Administrator may send communications to the Forum Users via the email address supplied by the Forum User or via any other means deemed acceptable.

### **3. Content of Communications**

Forum Users are obliged to make good use of the Forum. Good use means use that is compliant with prevailing legislation, good faith and public order.

Consequently, it is expressly forbidden to include communications that:

- Infringe the legitimate rights, goods and interests of BBVA, of other Forum Users and third parties, eg, intellectual and industrial property rights, rights of religious freedom, the right to honour, fame and privacy, protection of personal data and any other protected legal goods, rights or interests.
- Include contents referring to religious confessions or political ideas (including declarations and symbols of political parties and religious organisations), which are antisocial, offensive to cultural or religious values, provocative, derogatory, violent, obscene, sexual and/or from groups that are not socially acceptable or are illegal. Content may not wound the sensitivity of third parties, encroach upon fundamental rights and public liberties recognised under applicable regulations and/or established in the legislation on consumer and user rights, contravene the protection of children and young people, constitute or entail intromission into anyone's personal or family life or violate the right of third parties to honour or secrecy of communication.
- Introduce personal information or data of third parties without the informed consent of the party involved or supplant their identity.
- Incorporate discriminatory, racist, sexist, violent, xenophobic expressions or contents or any that are in any manner upsetting or offensive.
- Incorporate any kind of unsuitable material or material that is contrary to the tenets of good faith.
- Provide information of any kind aimed at the commission of criminal, civil or administrative offences.
- Engage in any actions (or provide information to third parties) that make it possible to avoid the technical constraints linked to the support media or programs of the Forum intended to avoid unauthorised use.
- Include contents or material without due authorisation from the holders of the intellectual or industrial property rights.
- Damage, disable, overload or impair the functioning of the Forum or BBVA's computer systems, or those of other Forum Users or third parties, or any documents, archives and any content stored on the computer systems (hacking) and impede the normal use and enjoyment of the Forum by its users.

Communication of any kind of publicity or advertising by Forum Users is strictly forbidden.

Any Forum User that becomes aware of any content on the Forum or facilitated over it that contravenes legal regulations, the rules established in these Operating Standards or the tenets of good faith, may inform the Administrator through the “contact link” on the Website. This will not imply any kind of liability for BBVA, even if no measures are taken with respect to such content.

Forum Users undertake to make diligent, correct use of the Forum in keeping with legal regulations, with these Operating Standards and with the tenets of good faith.

#### **4. Elimination of communications following the General Meeting**

Once the General Meeting has been held, the Administrator reserves the right to eliminate and get rid of all the communications referring to it.

### **7. Responsibility of the Administrator**

#### **1. Scope of BBVA’s responsibility**

BBVA is not responsible for the exactitude, veracity, currency, legality or relevance of the communications submitted by Forum Users, or the communications published on the Forum, or the opinions that Forum Users express in them.

BBVA will only be responsible for its own services and the content originating directly from BBVA (including in particular, content protected under intellectual and industrial property rights defined in section 8 of these Standards).

By virtue of accessing and/or using the Forum, Forum Users declare themselves aware of and in acceptance of their use of the Forum being their own sole and exclusive responsibility.

The Administrator reserves the right to not publish communications from Registered Forum Users and to exclude Users from the Forum pursuant to these Operating Standards.

BBVA does not accept responsibility for events or facts that may generate liability, or for contents or opinions incorporated in the communications published on the Forum. Users hold sole liability for their use of the Forum and the content they incorporate into it. Banco Bilbao Vizcaya Argentaria, S.A. is exonerated from any responsibility stemming from such use.

## **2. Contents**

Any Registered User may submit communications on any of the matters described in the section “Object and Purpose of the Forum”.

The Administrator may verify that the use of and the contents on the Forum comply with these Operating Standards, although the opinion are the sole responsibility of the User that submits them.

The Administrator may establish filters and tools to moderate the communications’ content, and withdraw content in the cases covered by these Operating Standards.

Forum Users will be liable for any damage or loss suffered by BBVA, other Forum Users or any third party as a consequence of access to and/or use of the Forum (including in particular the submission of communications) that fail to comply with prevailing regulations, with these Operating Standards or with the tenets of good faith.

## **8. Industrial and intellectual property rights**

With the exception of communications submitted and, where applicable, published on the Forum by the Users, the Forum and its contents (including but not limited to information, materials, documents, graphic design, software, etc) are protected by the laws regulating intellectual property (in particular copyright and related rights and sui generis rights over data bases) and by all the rights recognised under any industrial property standards (in particular patents, utility models, industrial drawings and models, brands, trade names and domain names), whether filed, applied for or not filed, and including the power to request timely filing and registration and to obtain or protect these rights (hereinafter the "Industrial and Intellectual Property Rights").

Under these Standards, no Industrial and Intellectual Property Rights are assigned over the Forum or over any of the elements comprising it. Users are expressly forbidden from reproducing, transforming, distributing, publicly communicating, making available, extracting from, reusing, resending or in any way using, by whatsoever means or procedures, of all or a substantial part of any of the contents, except in cases when this is legally permitted or is authorised by BBVA.

Users may view and obtain a temporary private copy of the Forum contents for their exclusive personal and private use in their computer systems, provided they do not do so for commercial or professional business purposes. Users must refrain from obtaining or trying to obtain the contents by means or procedures other from those that in each case may be made available or indicated for the purpose or those habitually used in Internet (providing these do not entail any

risk of damage or disablement of the Forum). Users must at all times respect all the Industrial and Intellectual Property Rights over the Forum owned by BBVA.

BBVA reserves the right to take due legal action against any User infringing the Industrial and Intellectual Property Rights over the Forum and its content.

## **9. Cost of Use**

Users access and use the Forum by Users free of charge, except for the connection cost over the telecommunications network provided by the access provider with which each Forum User has a contract.

## **10. Security and protection of personal data**

Aspects relating to security and protection of personal data contained in the Conditions of Use of the BBVA Website ([www.bbva.com](http://www.bbva.com)) will be applicable to the Forum.

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 specified below:

[shareholdersandinvestors.bbva.com/FORUM](http://shareholdersandinvestors.bbva.com/FORUM)

We inform Forum Users that the Forum Administrator will publish the communications that the Forum Users may submit to the Website. Therefore, the communications submitted by any Forum User will be visible by any other Registered User as well as their name, as a means for the identification of the author of any publication.

## **11. Contact Link**

The purpose of this contact link is to help the Forum User and improve the quality of the Forum. Its existence does not necessarily imply any control by or liability for the Administrator.

Forum Users who have suggestions or proposals for improving the Forum, who require technical assistance, or wish to challenge any content that they feel is not compliant with the Operating Standards, or enforce any of the rights recognised in the personal data protection regulations, or eliminate any publication that they have published, may use this contact link.